



MATERIALITY POLICY

1. Introduction

- 1.1 This materiality policy ("**Policy**") has been formulated for the identification of group companies of Hero Motors Limited ("**Company**"); material outstanding litigation involving the Company, its directors, its promoters and its subsidiaries; and outstanding dues to creditors of the Company, pursuant to the disclosure requirements under Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**").
- 1.2 This Policy shall be effective from the date of approval of the Policy by the board of directors of the Company ("**Board**").
- 1.3 In this Policy, the term "**Offer Documents**" shall mean the draft red herring prospectus, the red herring prospectus, the prospectus, and any addendum or corrigendum thereto, to be filed and/or submitted by the Company in connection with the proposed initial public offering of its equity shares with the Securities and Exchange Board of India, the Registrar of Companies, Punjab and Chandigarh, at Chandigarh and/or stock exchanges where the equity shares of the Company are proposed to be listed, and any other regulatory authorities, as applicable.

All capitalised terms not specifically defined in this Policy shall have the same meaning ascribed to such terms in the Offer Documents.

2. Identification of Group Companies

2.1 Requirement

As per the SEBI ICDR Regulations, the term "Group Companies", is defined to include "*such companies (other than promoter(s) and subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards, and also other companies as considered material by the board of the issuer*".

In light of this requirement, subject to paragraph 2.2, the following companies are to be treated as Group Companies of the Company:

- (i) companies (*other than promoter(s) and subsidiaries*) with which there were related party transactions, during the period for which financial information is disclosed in the relevant Offer Document (the "**Relevant Period**"), as covered under Indian Accounting Standard (Ind AS) 24 (collectively, "**Accounting Standards**"); and
- (ii) companies considered to be material by the Board, in terms of the policy laid down in paragraph 2.2.

2.2 Policy on materiality

Based on the above-stated definition, for the purposes of paragraph 2.1(ii), a company (other than promoter(s) and subsidiaries of the Company) shall be considered 'material' and will be disclosed as a 'Group Company' in the Offer Documents, if such company is (i) a member of the promoter group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, and has entered into one or more transactions with the Company (on a consolidated basis) in the most recent financial year and/or the relevant stub period (covered in the Restated Consolidated Financial Information included in the Offer Documents) that cumulatively exceed 10.00% of the total consolidated revenue of the Company, as per the Restated

Consolidated Financial Information of the Company for the most recent financial year and/ or the relevant stub period.

3. Identification of ‘Material’ Litigation (excluding criminal proceedings, statutory/regulatory actions and taxation matters)

3.1 Requirement

As per the requirements of SEBI ICDR Regulations, the Company shall disclose the following classes of outstanding litigation involving the Company, its Subsidiaries, Directors and Promoters, who are hereinafter collectively referred to as the “**Relevant Parties**” and Key Managerial Personnel and Senior Management, who have been identified in accordance with the SEBI ICDR Regulations:

- (i) All criminal proceedings (including matters which are at FIR stage even if no cognizance has been taken by any court) involving the Relevant Parties, Key Managerial Personnel and Senior Management;
- (ii) All actions (including all disciplinary actions, penalties and show cause notices) by statutory and/ or regulatory authorities involving the Relevant Parties, Key Managerial Personnel and Senior Management;
- (iii) Disciplinary action including penalty imposed by SEBI or stock exchanges against the Promoters in the last five financial years including outstanding action;
- (iv) Taxation proceedings – Separate disclosures regarding claims related to direct and indirect taxes involving the Relevant Parties, in a consolidated manner giving details of number of cases and total amount involved. Provided that if the amount involved in any such claims exceeds the materiality threshold, such matter(s) shall be disclosed on an individual basis; and
- (v) Other pending litigation (including civil litigation or arbitration proceedings) involving the Relevant Parties – As per the policy of materiality defined by the Board and disclosed in the Offer Documents.

3.2 Policy on materiality

In accordance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), an event may be considered ‘material’ if the value or expected impact in terms of value, exceeds the lower of the following:

- (i) 2% of turnover as per latest annual restated consolidated financial statements being ₹ 212.88 million;
- (ii) 2% of net worth as per latest annual restated consolidated financial statements, except in case arithmetic value of net worth is negative ₹ 74.96 million; or
- (iii) 5% of average of absolute value of profit/ loss after tax as per last three annual restated consolidated financial statements being ₹ 26.09 million .

For the purposes of disclosing other pending litigation (including civil litigation or arbitration proceedings involving the Relevant Parties and 5% of average of absolute value of profit/ loss after tax as per last three annual restated consolidated financial statements being ₹ 26.09 million, the lower of the three points above (“**Materiality Threshold**”)).

Accordingly, other than litigations mentioned in paragraphs 3.1 (i), (ii), (iii) and (iv) above, any other pending litigation involving the Relevant Parties shall be considered “material” for the purpose of disclosure in the Offer Documents if:

- a. the aggregate monetary amount of claim involved, whether by or against the Relevant Parties, in any such pending litigation/arbitration proceeding is equal to or in excess of ₹ 26.09 million ;
- b. pending litigations where the decision in one case is likely to effect the decision in similar cases such that the cumulative amount involved in such cases exceeds the Materiality Threshold, even though the amount involved in an individual litigation may not exceed the Materiality Threshold; or
- c. such pending litigation, the outcome of which is material from the perspective of the Company’s business, operations, financial results, prospects or reputation, irrespective that the amount involved in such litigation (including any litigation under the Insolvency and Bankruptcy Code, 2016) may not meet the Materiality Threshold or that the monetary liability of such litigation is not quantifiable.

Further, pre-litigation notices (other than those threatening criminal action and those issued by governmental, statutory, tax or regulatory authorities) received by the Relevant Parties, Key Managerial Personnel and the Senior Management, shall not be considered as litigation until such time that any of the Relevant Parties, Key Managerial Personnel and the Senior Management, as the case may be, is made a party to proceedings initiated before any court, tribunal or governmental authority, or is notified by any governmental, statutory or regulatory authority of any such proceeding that may be commenced.

3.3 *Group companies' litigation*

In addition to the litigation specified in paragraphs 3.1 and 3.2, in accordance with the SEBI ICDR Regulations, the Company is also required to disclose any pending litigation involving its group companies (as identified under Paragraph 2 above, hereinafter "**Group Companies**"), which has a material impact on the Company. Accordingly, based on the review of the certificates provided by the Group Companies, the Board/IPO Committee shall consider such outstanding litigation involving the Group Companies as material, if such outstanding litigation are material from the perspective of Company's business, operations, financial results, prospects or reputation, irrespective of the amount involved in such litigation.

4. **Identification of 'Material' Creditors**

4.1 *Requirement*

As per the requirements of SEBI ICDR Regulations, the Company shall make relevant disclosures in the Offer Documents of details of outstanding dues to creditors:

- (i) based on the policy on materiality of the Board details of creditors which includes consolidated number of creditors and the aggregate amount involved;
- (ii) consolidated information on outstanding dues to micro, small and medium enterprise and other creditors, separately giving details of number of cases and amount involved; and
- (iii) complete details about outstanding dues to material creditors along with the name and amount involved for each such material creditor shall be disclosed on the website of the Company with a web link thereto.

4.2 *Policy on materiality*

For identification of material creditors, in terms of point (i) and (iii) above, a creditor of the Company shall be considered to be material for the purpose of disclosure in the Offer Documents if amounts due to such creditor is equal to or exceed 5.00% of the total consolidated outstanding dues (i.e. 'trade payables') of the Company as of the end of the most recent period covered in the Restated Consolidated Financial Information.

5. **General**

It is clarified that the Policy is solely from the perspective of disclosure requirements prescribed under the SEBI ICDR Regulations with respect to the Offer Documents and should not be applied towards any other purpose.

This Policy shall be subject to review/changes as may be deemed necessary by the Board/IPO Committee and in accordance with regulatory amendments from time to time. This Policy shall be without prejudice to any additional disclosure requirement which may be prescribed by SEBI or the Stock Exchanges, including through any observations on the Offer Documents.
