



APPOINTMENT LETTER

To
Ms. Shobana Kamineni
DIN 00003836
No. 10-3-316A, Masab Tank,
Hyderabad – 500 028

Dear Ms. Kamineni

Sub: Appointment as an Additional and Independent Director

On behalf of the Board, I am delighted to inform you that the Board of Directors have accorded their consent vide a Resolution passed by way of circulation on Friday, March 27, 2015 to your appointment as an additional and Independent Director subject to the approval of the shareholders in the ensuing Annual General Meeting.

Ms. Kamineni, I am sure that during your term you will add immense value to the good governance of Hero MotoCorp with your knowledge, expertise and enriched experience.

May I request you to please sign a copy of this letter as an acknowledgement of your accepting the Appointment. However if there is any change(s) in the declarations and disclosures already submitted by you, request you to kindly intimate.

This letter contains a copy of “The Code of Independent Directors” and the terms of appointment in accordance with the Act and Articles of Association of the Company for your kind perusal and reference.

Yours sincerely,

Sd/-

Brijmohan Lall Munjal
Chairman
DIN : 00004134.

I accept
Signature : Sd/-
Name : Ms. Shobana Kamineni
DIN : 00003836
Date : 27-Mar-2015