



HERO FINCORP LIMITED

Regd. Office: 34, Community Centre, Basant Lok, Vasant Vihar, New Delhi - 110057
Tel: 011-46044100; 011-49487150, **Fax:** 011-26143321; 011-49487197-98
Website: www.herofincorp.com, **Email –** investors@herofincorp.com
CIN: U74899DL1991PLC046774

JOINT PUBLIC NOTICE

This notice is being issued jointly by Hero FinCorp Limited (“**Company**”), AHVF II Holdings Singapore II Pte. Ltd. (“**AHVF**”), JM Financial Credit Solutions Limited (“**JFCSL**”), JM Financial Products Limited (“**JFPL**”) and certain existing promoter entities of the Company (namely Hero MotoCorp Limited, M/s Brijmohan Lal Om Parkash, RK Munjal and Sons Trust, Survam Trust and Pawan Munjal Family Trust, collectively the “**Promoters**”), pursuant to Paragraph 69 of the Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 issued by the Reserve Bank of India (“**RBI**”) vide Master Direction DNBR.PD.008/03.10.119/2016-17 dated September 1, 2016 (as amended and updated from time to time) (“**Master Direction**”).

Background:

The Company is a non-deposit taking systemically important non-banking financial company (“**NBFC-ND-SI**”), registered with the RBI vide Certificate of Registration bearing registration number 14.00266 dated September 01, 2011, has the following corporate identification number – U74899DL1991PLC046774 and has its registered office at 34, Community Centre, Basant Lok, Vasant Vihar, New Delhi – 110057.

AHVF is a private company, limited by shares, incorporated in accordance with the laws of Singapore and has its place of business at 61, Robinson Road, #11-01, 61 Robinson, Singapore.

JFCSL is a public limited company incorporated under the Companies Act, 1956 and has its registered office at 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400025. JFCSL is registered with the RBI as NBFC-ND-SI vide Certificate of Registration bearing registration number B-13.01681 dated August 27, 2003.

JFPL is a public limited company incorporated under the Companies Act, 1956 and has its registered office at 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400025. JFPL is registered with the RBI as NBFC-ND-SI vide Certificate of Registration bearing registration number B-13.00178 dated March 02, 1998.

Proposed Transaction:

The Company, AHVF, JFCSL, JFPL and certain identified existing promoter entities (namely Hero MotoCorp Limited, M/s Brijmohan Lal Om Parkash, RK Munjal and Sons Trust, Survam Trust and Pawan Munjal Family Trust) have executed certain written agreements pursuant to which the Company proposes to issue and allot compulsorily convertible preference shares (“**CCPS**”) categorized into Class A CCPS and Class B CCPS subject to such terms and conditions as set out in the relevant written agreements (“**Transaction Documents**”, and such

transaction the “**Proposed Transaction**”). The Class A CCPS and Class B CCPS shall convert into Equity Shares of the Company as per the agreed conversion terms as stipulated under the Transaction Documents.

The change in shareholding of the Company on account of the Proposed Transaction, including progressive increases over time, would result in an acquisition/ transfer of shareholding of 26% or more of the paid-up equity capital of the Company.

The consummation of the Proposed Transaction is subject to the fulfillment of various conditions including receipt of the statutory and regulatory approvals (including the approval from RBI) in relation to the proposed change in shareholding of the Company as mentioned in the preceding paragraph. The Proposed Transaction will further support the continued growth and expansion of the Company’s business.

RBI Approval:

The Company has sought prior approval from the RBI for the Proposed Transaction pursuant to paragraph 66 of the Master Direction for acquisition/ transfer of shareholding of 26% or more (including progressive increases over time) of the paid-up equity capital of the Company. This notice is issued pending the approval from RBI in relation to the Proposed Transaction and is intended to provide to the public a notice of the proposed change of shareholding of 26% or more of the paid-up equity capital of the Company (including progressive increases over time), as a result of the Proposed Transaction.

Any person including any creditor of the Company having any objection and/or seeking any clarification to the proposed change of shareholding of 26% or more of the paid-up equity capital of the Company (including progressive increases over time) may write to the Company within 30 (thirty) days from the date of this notice, addressed to Mr. Shivendra Suman, Head – Compliance and Company Secretary, at the registered office address of the Company or by email at shivendra.suman@herofincorp.com.

A copy of this notice is also available on the Company’s website at www.herofincorp.com.

This notice is issued subject to the approval by RBI and the notice shall stand withdrawn in case approval is declined by the RBI.

Place: New Delhi

Date: March 01, 2022

Sd/-

Hero Fincorp Limited
AHVF II Holdings Singapore II Pte. Ltd.
JM Financial Credit Solutions Limited
JM Financial Products Limited
Hero Motocorp Limited
M/s Brijmohan Lal Om Parkash
RK Munjal and Sons Trust
Survam Trust
Pawan Munjal Family Trust