



HERO FINCORP LIMITED

Regd. Office: 34, Community Centre, Basant Lok, Vasant Vihar, New Delhi – 110057

Corp. Office: 9, Community Centre, Basant Lok, Vasant Vihar, New Delhi – 110057

Tel: 011-49487150, **Website:** www.herofincorp.com, **Email –** investors@herofincorp.com

CIN: U74899DL1991PLC046774

NOTICE OF POSTAL BALLOT

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Notice is hereby given that the resolution(s) set out below is proposed to be passed by the members of Hero FinCorp Limited (“the Company”) by means of Postal Ballot through remote e-voting pursuant to the provisions of Section(s) 108 and 110 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for inter-alia conducting postal ballot through e-voting vide General Circular Nos. 14/2020, 17/2020, 20/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022, 11/2022, 09/2023 and 09/ 2024 dated April 8, 2020, April 13, 2020, May 05, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 respectively (“MCA Circulars”), Secretarial Standards on General Meeting, as issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any.

The explanatory statement pursuant to Section 102(1) of the Act read with the rules framed thereunder pertaining to the said resolution(s) setting out all material facts relating to the resolution(s) mentioned in this Postal Ballot Notice is attached.

In furtherance to the MCA Circulars and pursuant to the provisions of Section 110 of the Act and the Rules made thereunder, the Company will send Postal Ballot Notice only by email to all its members who have registered their email addresses with the Company/ Registrar and Share Transfer Agent (“RTA”) or Depository/ Depository Participants and the communication of assent/ dissent of the members will only take place through the remote e-voting system. This Postal Ballot process is accordingly being initiated in compliance with the above-mentioned MCA Circulars.

In compliance with the requirements of the MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in this Postal Ballot Notice.

The Board of Directors of the Company (“**Board**”) have appointed Mr. Devesh Kumar Vasisht, (FCS-8488; CP. No. 13700), Managing Partner and/or Mr. Parveen Kumar, (FCS-13411; CP. No. 13411), Partner of M/s. DPV & Associates LLP, Practicing Company Secretaries, New Delhi (Firm Registration No. L2021DE009500), as Scrutinizer(s) for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and the Company has received their consent to act as scrutinizer(s) for the aforesaid purpose.

In compliance with the provisions of Section 108 and 110 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the MCA Circulars, the Company has provided remote electronic voting (“remote e-voting”) facility only for this postal ballot process. The Company has engaged the services of MUFG Intime India Private Limited (Formerly known

as Link Intime India Private Limited) ("RTA") to provide remote e-voting facility to the members of the Company. Please refer the instructions for remote e-voting given after the proposed resolution(s) for the process and manner in which remote e-voting is to be carried out.

Remote e-voting period shall commence on Friday, May 09, 2025 (9:00 A.M. IST) and end on Saturday, June 07, 2025 (5.00 P.M. IST) (both days inclusive). Members are requested to read carefully the instructions while expressing their assent or dissent and cast their vote via remote e-voting by not later than the close of working hours at 5.00 P.M. (IST) on Saturday, June 07, 2025.

As per the rules read with the MCA Circulars, the details pertaining to this Postal Ballot will be published in one English National Daily Newspaper circulating throughout India and one Regional daily Newspaper circulating in New Delhi (in Vernacular language, i.e. Hindi).

Upon completion of remote e-voting, the Scrutinizer(s) will submit his report to the Chairman/ Board of the Company or any other person as authorized by him in writing, who shall countersign the same. The results of postal ballot will be announced not later than by 5.00 P.M. (IST) on Monday, June 09, 2025 at the Registered and Corporate Office of the Company. The said result along with the Scrutinizer's Report would be displayed at the Registered and Corporate Office of the Company, communicated to National Stock Exchange of India Limited where the securities of the Company are presently listed. Additionally, the Results will also be uploaded on the Company's website viz. www.herofincorp.com and on website of MUFG Intime India Private Limited Limited (Formerly known as Link Intime India Private Limited) ("RTA") viz. <https://instavote.linkintime.co.in>.

SPECIAL BUSINESS:

1. TO APPROVE THE ISSUANCE OF EQUITY SHARES BY WAY OF PREFERENTIAL ISSUE ON A PRIVATE PLACEMENT BASIS (PRE-IPO PLACEMENT)

To consider and if thought fit, pass with or without modification(s), the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) ("Act"), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to all necessary approvals, consents, permissions and/or sanctions of the Reserve Bank of India (RBI) and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") and any other statutory or regulatory authorities and/or any third party, if applicable / required and subject to such terms and conditions as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions, the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot from time to time in one or more tranches, up to 22,14,277 (Twenty Two Lakhs Fourteen Thousand Two Hundred and Seventy Seven) Equity Shares having a face value of Rs. 10 (Rupees Ten only) each, at an issue price of Rs. 1400 (Rupees One Thousand and Four Hundred only) per Equity Share which includes a premium of Rs. 1390 (Rupees One Thousand Three Hundred and Ninety only) per Equity Share, amounting to Rs. 3,09,99,87,800/- (Rupees Three Hundred Nine Crore Ninety Nine Lakhs Eighty Seven Thousand Eight Hundred only) and on such other terms and conditions as may be agreed by the following Proposed Subscribers:

S No.	Name of the Proposed Subscriber	No. of equity shares proposed to be issued
1.	RVG Jatropha Plantation Private Limited	3,57,142
2.	Mohan Exports (India) Private Limited	1,78,571
3.	Laksh Vaaman Sehgal	14,285
4.	Renu Sehgal Trust	92,857

5.	Vivek Chaand Sehgal	1,07,142
6.	Paramount Products Private Limited	1,07,142
7.	Shahi Exports Private Limited	4,92,857
8.	A P Properties Private Limited	1,57,142
9.	Yugal Chit Fund & Trading Co. Private Limited	64,285
10.	Tiger Laser Pte. Ltd.	1,07,142
11.	Virender Uppal	1,07,142
12.	LC Hercules (Cayman) Ltd	71,428
13.	Vattikuti Ventures LLC	3,57,142
Total		22,14,277

Note: the Proposed Preferential Allotment shall comprise of: 22,14,277 (Twenty Two Lakhs Fourteen Thousand Two Hundred and Seventy Seven) Equity Shares of face value of Rs. 10 (Rupees Ten) each to be issued by the Company to the Subscribing Investor at such terms as agreed by the Company with the Subscribing Investor.

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted to the proposed Subscribers pursuant to the Proposed Preferential Allotment shall rank pari passu with the existing equity shares of the Company, in all respects, including dividend, and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company and such other terms as may be agreed among the Company and the Proposed Subscribers.

RESOLVED FURTHER THAT any of the Directors or Committee of Directors or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to sign PAS-4 Offer Letter on behalf of the Company and issue the PAS-4 Offer Letter to the aforementioned Proposed Subscribers.

RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions, the Board of Directors (including the Committee of Directors), is hereby authorized to do all such acts, deeds, matters and things as the Board (including the Committee of Directors) may, in its absolute discretion, deem necessary, desirable and expedient for such purpose, including, without limitation: (i) to determine, vary, modify, alter any of the terms and conditions of the issue (including modifications to the terms of the issue of Subscription Shares), as it may deem expedient, in its discretion; (ii) open and close the offer of Subscription Shares; (iii) issuing certificates/clarifications, effecting any modifications or changes to the foregoing; (iv) to open a new bank account for the purpose of receiving application money in respect of the Proposed Allotment; (v) to adjust such application money received towards allotment of the Subscription Shares or otherwise for refund of such application money received pursuant to the Proposed Allotment; (vi) to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisors for the Proposed Allotment); (vi) to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the securities; (vii) to utilize proceeds of the issue of the Subscription Shares; and (viii) to file all requisite forms and documents with various regulatory/statutory authorities including stock exchanges, depositories, Registrar of Companies, Ministry of Corporate Affairs, the Reserve Bank of India and Securities and Exchange Board of India in connection with the Proposed Allotment; (ix) to authorize all such persons as may be necessary, in connection with, or incidental to, any of the foregoing, as the Board of Directors (including the Committee of Directors), in its absolute discretion, deems fit; and (x) to do all such things, deeds and acts and to comply with all the formalities as may be required in connection with and incidental to the Proposed Allotment, including the post issue formalities, in each case, without being required to seek any fresh approval of the shareholders of the Company or otherwise, to the end and intent that the shareholders of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any of the Directors or Chief Financial Officer or Company Secretary of the Company is hereby authorized to do all acts, deeds, matters, things and take all steps as may be necessary, proper or expedient to give effect to this resolution.

Sd/-

Shivendra Kumar Suman
Company Secretary & Compliance Officer
M. No. A18339

Date: April 29, 2025

Place: New Delhi

Registered Office:

34, Community Centre, Basant Lok,

Vasant Vihar, New Delhi-110057,

CIN: U74899DL1991PLC046774

Phone: 011-49487150

E-mail: investors@herofincorp.com

Website: www.herofincorp.com

Notes:

1. Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out all material facts relating to the proposed resolution is annexed hereto and forms part of this Notice.
2. In accordance with the guidelines prescribed by the Ministry of Corporate Affairs for inter-alia conducting postal ballot through e-voting vide General Circulars Nos. 14/2020, 17/2020, 20/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022, 11/2022, 09/2023 and 09/2024 dated April 8, 2020, April 13, 2020, May 05, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 respectively ("MCA Circulars"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India ("SS-2"), this Postal Ballot Notice ("Notice") along with explanatory statement and remote e-voting instructions are being sent only through electronic mode to all those Members whose e-mail address are registered with the Company/Registrar and Share Transfer Agent ("RTA") or Depository/Depository Participants (DPs) and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, May 02, 2025.
3. Members holding shares in physical form and who have not yet registered their e-mail addresses are requested to register the same with the Company by sending an e-mail to investors@herofincorp.com. Members holding shares in electronic form are requested to get their e-mail addresses registered with their respective DP. Thereafter, the Company would endeavor to send the Postal Ballot Notice to such Members to enable them to cast their vote through e-voting.
4. Members may note that this Notice will also be available on Company's website (www.herofincorp.com), Stock Exchange's website (www.nseindia.com) and MUFG Intime India Private Limited ('RTA') website viz. [https:// instavote.linkintime.co.in](https://instavote.linkintime.co.in).
5. In compliance with the requirement of MCA Circulars, physical copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the members for this postal ballot and accordingly, the members are required to communicate their assent or dissent through remote e-voting system.
6. Voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on Friday, May 02, 2025 ("Cut-off date"). A person, whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date shall only be entitled to cast their vote through remote e-voting. A person who ceases to be a Member as on Cut-off date will not be entitled to vote and should treat this Notice for information purposes only.
7. To comply with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, SEBI LODR Regulations, SS-2 and MCA

Circulars, the Members are provided with the facility to cast their vote electronically through remote e-voting services provided by MUFG Intime India Private Limited ("RTA"). Instructions for remote e-voting are provided in the Notice.

8. Remote e-voting period shall commence on Friday, May 09, 2025 (9:00 A.M. IST) and end on, Saturday, June 07, 2025 (5.00 P.M. IST) (both days inclusive). During this period, Members of the Company holding shares either in physical or dematerialized form as on the Cut-off date, i.e. Friday, May 02, 2025 (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants), may cast their vote electronically, in respect of the resolution as set out in this Notice only through the remote e-voting. The remote e-voting module shall be disabled by RTA for voting thereafter.
9. During the remote e-voting period, Members can login at RTA e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again.
10. Results of postal ballot will be announced not later than by 5.00 P.M. (IST) on Monday, June 09, 2025 at Registered and Corporate Office of the Company. The results declared along with the Scrutinizer's Report would be displayed at the Registered and Corporate Office of the Company, communicated to National Stock Exchange of India Limited where the securities of the Company are presently listed. Additionally, the results will also be uploaded on the Company's website viz. www.herofincorp.com and on website of RTA viz. <https://instavote.linkintime.co.in>.
11. The resolution, if passed by special majority, shall be deemed to have been passed on the last date of remote e-voting i.e. Saturday, June 07, 2025.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING

As per the SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter User ID and Password. Click on "Login"
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

User who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
 - 1) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
 - 2) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL:
<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through "e-voting" option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

- d) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
Shareholders who have not registered for INSTAVOTE facility:

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.
CDSL demat account – User ID is 16 Digit Beneficiary ID.
Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)
(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

- ❖ Set the password of your choice
(The password should contain minimum 8 characters, at least one special Character (!#\$%*), at least one numeral, at least one alphabet and at least one capital letter).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click “Submit” (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- a) Click on “**Login**” under ‘SHARE HOLDER’ tab.

- A. User ID: Enter your User ID
- B. Password: Enter your Password
- C. Enter Image Verification (CAPTCHA) Code
- D. Click “Submit”

Cast your vote electronically:

1. After successful login, you will be able to see the "Notification for e-voting".
2. Select 'View' icon.
3. E-voting page will appear.
4. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
5. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote).

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 - 1) 'Investor ID' –
 - i) NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN000000012345678
 - ii) CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - 2) 'Investor's Name - Enter Investor's Name as updated with DP.
 - 3) 'Investor PAN' - Enter your 10-digit PAN.
 - 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

- 5) Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL:
- b) <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- c) Click on "**Votes Entry**" tab under the Menu section.
- d) Enter the "**Event No.**" for which you want to cast vote.
- e) Event No. can be viewed on the home page of InstaVote under "On-going Events".
- f) Enter "**16-digit Demat Account No.**" for which you want to cast vote.
- g) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

- h) After selecting the desired option i.e. Favour / Against, click on 'Submit'.
A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

OR

VOTES UPLOAD:

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will be able to see the "Notification for e-voting".
- Select "**View**" icon for "**Company's Name / Event number**".
- E-voting page will appear.
- Download sample vote file from "**Download Sample Vote File**" tab.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "**Upload Vote File**" option.
- Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

InstaVote Support Desk
MUFG Intime India Private Limited

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013
("the Act")**

ITEM NO. 1

TO APPROVE THE ISSUANCE OF EQUITY SHARES BY WAY OF PREFERENTIAL ISSUE ON A PRIVATE PLACEMENT BASIS (PRE-IPO PLACEMENT)

The Company proposes to list and trade its equity shares of face value Rs. 10 (Rupees Ten) each ("**Equity Shares**") on the BSE Limited and National Stock Exchange of India Limited (together, the "**Stock Exchanges**") by way of an initial public offer of its Equity Shares ("**IPO**"). The Company had filed its Draft Red Herring Prospectus ("**DRHP**") dated July 31, 2024 with the Securities Exchange Board of India ("**SEBI**") and the same is under consideration of the SEBI.

As per the DRHP, the Company in consultation with the book running lead managers, may consider an issue of specified securities, as may be permitted under applicable law to any person(s) for a cash consideration aggregating up to Rs. 420 Crore (Rupees Four Hundred and Twenty Crore Only), at its discretion, prior to the filing of the Red Herring Prospectus ("**RHP**") with the ROC ("**Pre-IPO Placement**").

In furtherance of the same, the Company, as a part of a Pre-IPO Placement, is proposing to issue 22,14,277 (Twenty Two Lakhs Fourteen Thousand Two Hundred and Seventy Seven) equity shares in dematerialized form having a face value of Rs. 10 (Rupees Ten) each at a premium of Rs. 1390 (Rupees One Thousand Three Hundred and Ninety only) per Equity Share, on a preferential basis through private placement ("Proposed Preferential Allotment"), to the below mentioned subscribers ("Proposed Subscribers"), at an issue price of Rs. 1400 (Rupees One Thousand and Four Hundred only) and on such other terms and conditions as may be agreed with the Proposed Subscribers:

S No.	Name of the Proposed Subscriber	No. of equity shares proposed to be issued
1.	RVG Jatropha Plantation Private Limited	3,57,142
2.	Mohan Exports (India) Private Limited	1,78,571
3.	Laksh Vaaman Sehgal	14,285
4.	Renu Sehgal Trust	92,857
5.	Vivek Chaand Sehgal	1,07,142
6.	Paramount Products Private Limited	1,07,142
7.	Shahi Exports Private Limited	4,92,857
8.	A P Properties Private Limited	1,57,142
9.	Yugal Chit Fund & Trading Co. Private Limited	64,285
10.	Tiger Laser Pte. Ltd.	1,07,142
11.	Virender Uppal	1,07,142
12.	LC Hercules (Cayman) Ltd	71,428
13.	Vattikuti Ventures LLC	3,57,142
Total		22,14,277

Any unsubscribed portion of the Proposed Preferential Allotment as mentioned hereinabove shall be considered and disposed off by the Board, subject to compliance of applicable laws and regulations.

Post the IPO, the Subscribed Securities shall be locked-in, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.

For this purpose, the Board of Directors of the Company in its meeting held on Monday, February 24, 2025 accorded its approval for the Proposed Preferential Issue. As per Section 62(1)(c) of the Act read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, and other provisions, as may be applicable, an issuer is permitted to make a preferential issue of specified securities, if a special resolution has been passed by its members. Accordingly, the approval of the members of the Company is being sought, by way of a special resolution, to create, offer, issue and allot, equity shares, by way of preferential allotment to the Proposed Subscribers.

Information required under Sections 62 and 102 of the Act read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014:-

Sl. No.	Particulars	Details									
1.	Objects of the Issue	Our Company proposes to utilize the net proceeds from the issue towards augmenting our Company's Tier – I Capital base to meet our Company's future capital requirements towards onward lending, arising out of the growth of our business. Further, a portion of the proceeds from the issue will be used towards meeting issue expenses, if any.									
2.	Total number of shares or other securities to be issued	22,14,277 (Twenty Two Lakhs Fourteen Thousand Two Hundred and Seventy Seven) equity shares of face value of Rs. 10 (Rupees Ten) each of the Company.									
3.	Price or price band at/within which the allotment is proposed	Issue price is Rs. 1400 (Rupees One Thousand and Four Hundred only) per Equity Share which includes face value of Rs. 10 (Rupees Ten) per Equity Share and a premium of Rs. 1390 (Indian Rupees One Thousand Three Hundred and Ninety only) per Equity Share.									
4.	Basis on which the price has been arrived at along with report of the registered valuer	Valuation reports dated February 24, 2025 prepared by Resonate Valuetech LLP, a registered valuer having registration no. (IBBI/RV-E/06/2024/209) and KRA & Co., Independent Chartered Accountants (FRN: 020266N). Copies of the said valuation reports are enclosed with this Postal Ballot Notice.									
5.	Relevant Date with reference to which the price has been arrived at	Relevant Date of the valuation – December 31, 2024 Date of the report – February 24, 2025									
6.	Class or classes of persons to whom the allotment is proposed to be made	Financial Investors <ol style="list-style-type: none"> RVG Jatropa Plantation Private Limited Mohan Exports (India) Private Limited Laksh Vaaman Sehgal Renu Sehgal Trust Vivek Chaand Sehgal Paramount Products Private Limited Shahi Exports Private Limited AP Properties Private Limited Yugal Chit Fund & Trading Co. Private Limited Tiger Laser Pte. Ltd. Virender Uppal LC Hercules (Cayman) Ltd Vattikuti Ventures LLC 									
7.	Intention of promoters, director or key managerial personnel to subscribe to the offer	No									
8.	Proposed time within which the allotment shall be completed	The Allotment shall be completed within 60 (Sixty) days from the date of receipt of the application/allotment money.									
9.	Names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	<table> <tr> <th>S No.</th><th>Name of Investor</th><th>Percentage of post issue capital</th></tr> <tr> <td>I.</td><td>RVG Jatropa Plantation Private Limited</td><td>0.28%</td></tr> <tr> <td>II.</td><td>Mohan Exports (India)</td><td>0.14%</td></tr> </table>	S No.	Name of Investor	Percentage of post issue capital	I.	RVG Jatropa Plantation Private Limited	0.28%	II.	Mohan Exports (India)	0.14%
S No.	Name of Investor	Percentage of post issue capital									
I.	RVG Jatropa Plantation Private Limited	0.28%									
II.	Mohan Exports (India)	0.14%									

		Private Limited	
	III.	Laksh Vaaman Sehgal	0.01%
	IV.	Renu Sehgal Trust	0.07%
	V.	Vivek Chaand Sehgal	0.08%
	VI.	Paramount Products Private Limited	0.08%
	VII.	Shahi Exports Private Limited	0.38%
	VIII.	AP Properties Private Limited	0.12%
	IX.	Yugal Chit Fund & Trading Co. Private Limited	0.05%
	X.	Tiger Laser Pte. Ltd.	0.08%
	XI.	Virender Uppal	0.08%
	XII.	LC Hercules (Cayman) Ltd	0.06%
	XIII.	Vattikuti Ventures LLC	0.28%
10.	Change in control, if any, in the Company that would occur consequent to the preferential offer	N/A	
11.	Number of persons to whom allotment on preferential basis have already been made during the year (2025-26), in terms of number of securities as well as price	Nil	
12.	Justification for the allotment proposed to be made for consideration other than cash together with valuation report of Registered Valuer	N/A	

13. Pre-issue and post issue shareholding pattern of the Company

S. No.	Category	Pre-Issue		Post-Issue	
		No. of Shares Held	% of Shareholding	No. of Shares Held	% of Shareholding
A	Promoter and Promoters' group holding:				
1.	Indian:				
	Individual	36,37,841	2.8552	36,37,841	2.8063
	Bodies Corporate	9,76,30,212	76.6251	9,76,30,212	75.3162
	Sub-Total	10,12,68,053	79.4803	10,12,68,053	78.1226
2.	Foreign Promoters				
	Sub-Total (A)	10,12,68,053	79.4803	10,12,68,053	78.1226
B	Non-Promoters' holding				
1.	Institutional Investors	385	0.0003	385	0.0003
2.	Non-institution:				
	- Private Corporate Bodies	1,82,67,503	14.3372	2,01,60,354	15.5525
	- Directors and Relatives	-	-	-	-
	- Indian Public	74,35,174	5.8355	75,42,316	5.8184
	- Others (Including NRIs)	4,41,644	0.3467	6,55,928	0.5060
	Sub-Total (B)	2,61,44,706	20.5197	2,83,58,983	21.8773
C.	GRAND TOTAL	12,74,12,759	100.0000	12,96,27,036	100.0000

Information required under Sections 42 and 102 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014:-

S. No.	Particulars	Details
1.	Particulars of the offer including date of passing of Board resolution	The Company proposes to issue, to the Proposed Subscribers (on preferential basis by way of private placement), 22,14,277 (Twenty Two Lakhs Fourteen Thousand Two Hundred and Seventy Seven) equity shares of face value of Rs. 10 (Rupees Ten) each of the Company. The Board of Directors of the Company, in its meeting held on Monday, February 24, 2025, has approved the said issuance
2.	Kinds of securities offered and the price at which security is being offered	Equity shares of face value of Rs. 10 (Rupees Ten) per equity share to be issued at an issue price of Rs. 1400 (Rupees One Thousand and Four Hundred only) which includes a premium of Rs. 1390 (Rupees One Thousand Three Hundred and Ninety only) per Equity Share.
3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Valuation reports dated February 24, 2025 prepared by Resonate Valuetech LLP, a registered valuer having registration no. (IBBI/RV-E/06/2024/209) and KRA & Co., Independent Chartered Accountants (FRN: 020266N). Copies of the said valuation reports are enclosed with this Postal Ballot Notice.
4.	Name and address of valuer who performed valuation	<u>Resonate Valuetech LLP</u> 120, Vipul Business Park, Sector 48, Sohna Road, Gurgaon, Haryana – 122018 <u>KRA & Co.</u> H-1/208, Garg Tower, Netaji Subhash Place, Pitampura, New Delhi - 110034
5.	Amount which the Company intends to raise by way of such securities	Rs. 3,09,99,87,800 /- (Rupees Three Hundred Nine Crore Ninety Nine Lakhs Eighty Seven Thousand Eight Hundred only).
	(a) Material terms of raising such securities	The Company is proposing to issue 22,14,277 (Twenty Two Lakhs Fourteen Thousand Two Hundred and Seventy Seven) Equity Shares, on a preferential basis through private placement, to the Proposed Subscribers, at an issue price of Rs. 1400 (Rupees One Thousand and Four Hundred only) which includes a premium of Rs. 1390 (Indian Rupees One Thousand Three Hundred and Ninety only) per Equity Share and on such other terms and conditions as may be agreed with the Proposed Subscribers.
	(b) proposed time schedule	The Allotment shall be completed within 60 (Sixty) days from the date of receipt of the application/ allotment money.
	(c) purposes or objects of offer	Our Company proposes to utilize the net proceeds from the issue towards augmenting our Company's Tier – I Capital base to meet our Company's future capital requirements towards onward lending, arising out of the growth of our business. Further, a portion of the proceeds from the issue will be used towards meeting issue expenses, if any.
	(d) contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	Nil
	(e) principle terms of assets charged as securities	N/A

The Company had appointed Resonate Valuetech LLP, a registered valuer having registration no. (IBBI/RV-E/06/2024/209) and KRA & Co., Independent Chartered Accountant (FRN: 020266N), for determining the fair market value of the equity shares of the Company. Copies of the valuation reports dated February 24, 2025 as received from the said valuers was tabled before the Board and is enclosed herewith. The Board, after detailed deliberations, approved the issue of Fully Paid Equity Shares on a preferential basis through private placement, in its meeting held on Monday, February 24, 2025. The issue of equity shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be issued in a dematerialized format only. The Board of Directors of the Company recommend passing of the resolution as set out at Item No. 1 as a special resolution.

None of the Directors or key managerial personnel of the Company or their relatives are concerned or interested in the Resolution except that they may be interested financially to the extent of shares held by them in the subscribers to the Proposed Preferential Allotment. The shareholding in excess of 2% held by promoters, directors and key managerial personnel (KMP) of the Company in the Proposed Subscribers are as below:

Promoters, Directors and KMP	Name of the Proposed Subscribers and details of shareholding of 2% or more held in such entity
Name of the Promoter	-

By Order of the Board
For **Hero FinCorp Limited**

Sd/-

Shivendra Kumar Suman
Company Secretary & Compliance Officer
M. No 18339

Date: April 29, 2025

Place: New Delhi

Registered Office:

34, Community Centre, Basant Lok,

Vasant Vihar, New Delhi-110057,

CIN: U74899DL1991PLC046774

Phone: 011-49487150

E-mail: investors@herofincorp.com

Website: www.herofincorp.com