

February 5, 2026

Asst. Vice President, Listing Deptt.,
National Stock Exchange of India Ltd.
Exchange Plaza, Plot C-1, Block G,
Bandra Kurla Complex,
Bandra (E),
Mumbai - 400 051
Scrip Code: HEROMOTOCO

The Secretary,
BSE Limited
25th Floor,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Scrip Code: 500182

Sub : Compliances under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

Re : Outcome of the Board Meeting held on February 5, 2026

Dear Sir / Madam,

The Board of Directors at its meeting held today, viz. February 5, 2026 has, *inter-alia*, considered and approved the following matter(s):

1. The unaudited standalone and consolidated financial results for the quarter and nine months period ended December 31, 2025. A copy of the said results along with the limited review report, is enclosed. A press release issued in this regard, is also enclosed.
2. Interim Dividend @5,500%, i.e. Rs. 110/- per equity share, having nominal value of Rs. 2/- each for the financial year 2025-26. Accordingly, the Board has fixed February 11, 2026 as record date for determining entitlement of members for the purpose of payment of interim dividend. The payment of dividend will be completed by March 7, 2026.
3. Additional investment of Rs. 275 crore (in one or more tranches, through a combination of primary infusion and / or secondary purchase) in Euler Motors Private Limited.
4. Investment of upto Rs. 3.25 crore in Solar Power Wheeling Project, for the Company's plant at Haridwar under the Group Captive Mechanism.
5. Investment of upto Rs. 4.67 crore in Solar Power Wheeling Project, for the Company's plant at Neemrana, Global Parts Centre and Centre for Innovation & Technology, Jaipur under the Group Captive Mechanism.
6. Appointment of Mr. Prabhat Singh, (Membership No. F8724) as the Company Secretary and Compliance Officer of the Company, effective from February 5, 2026. Consequent thereto, he shall also be the Nodal Officer of the Company.

The detailed disclosure(s) as required under the Listing Regulations, for point no. 3 to 6 above, are enclosed as **Annexure – A, B, C and D**, respectively.

Hero MotoCorp Ltd.

Regd. Office: The Grand Plaza, Plot No. 2, Nelson Mandela Road,
Vasant Kunj - Phase - II, New Delhi - 110070, India
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Email: corporate.communication@heromotocorp.com
www.heromotocorp.com CIN: L35911DL1984PLC017354



The meeting of the Board of Directors commenced at 6:30 p.m. and concluded at 8:45 p.m.

This is for your information and further dissemination.

Thanking you,

For Hero MotoCorp Limited,

Vikram Kasbekar
Executive Director and Chief Technology Officer

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Sl. No.	Particular	Description
1	Name of the target entity, details in brief such as size, turnover etc.	<p>Euler Motors Private Limited ("Euler") (CIN: U72900DL2015PTC275513) is a private limited company incorporated under the provisions of the Companies Act, 2013 having its registered office at B-99, Second Floor, Panchsheel Vihar, South Delhi, New Delhi - 110017.</p> <p>With presence in 64 cities in India, Euler is engaged in the business of designing, manufacturing, selling and servicing of electric three and four-wheeler vehicles.</p> <p>Euler's turnover for the financial year ended March 31, 2025 was Rs. 191 crore.</p>
2	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"	<p>The transaction entails purchase of additional shares of an Associate Company, a related party.</p> <p>No promoter/ promoter group/ group companies have any interest in Euler.</p> <p>The transaction is proposed to be made on an arm's length basis.</p>
3	Industry to which the entity being acquired belongs.	Design and manufacture of smart electric vehicles.
4	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	As a global automotive leader, Hero MotoCorp Ltd. (HMCL) is driven by sustainability, innovation and customer centric progress. As we strengthen and diversify our emerging mobility portfolio, HMCL intends to enhance its participation in a rapidly growing electric three and four-wheeler market with this additional proposed investment in Euler Motors.
5	Brief details of any governmental or regulatory approvals required for the acquisition	None
6	Indicative time period for completion of the acquisition	By April 30, 2026
7	Consideration - whether cash consideration or share swap or any other form and details of the same	Cash

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8	Cost of acquisition and/or the price at which the shares are acquired	Up to Rs. 275 crore (Rupees two hundred and seventy-five crore) in one or more tranches consisting of a mix of primary and secondary investment.
9	Percentage of shareholding / control acquired and / or number of shares acquired	<p>Prior to the proposed investment, HMCL's Shareholding in Euler is 34.1% (on a fully diluted basis).</p> <p>The primary investment would be made by HMCL in Series E Compulsory Convertible Preference Shares; pursuant to which HMCL's stake would be approximately 36% on a fully diluted basis.</p> <p>Additionally, within the aforementioned amount, HMCL may acquire shares from existing shareholders of Euler by way of secondary sale.</p>
10	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p>Euler is a private limited company incorporated in India on January 15, 2015. With presence in 64 cities in India, Euler is engaged in the business of designing, manufacturing, selling and servicing electric three and four-wheeler vehicles.</p> <p>Turnover of Euler in the last three financial years:</p> <ul style="list-style-type: none"> • March 31, 2025: Rs. 191 crore • March 31, 2024: Rs. 172 crore • March 31, 2023: Rs. 49 crore

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