Initial public offer of equity shares on the main board of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE", and together with BSE, the "Stock Exchanges") in compliance with Chapter II of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations").

(Please scan this QR code to view the Red Herring Prospectus and the Abridged Prospectus)

HERO MOTORS

HERO MOTORS LIMITED

(TO BE LISTED ON THE MAIN BOARD OF BSE AND NSE)

Our Company was incorporated in the name of 'Hero Briggs & Stratton Auto Private Limited' as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated April 30, 1998, issued by the Registrar of Companies, Delhi and Haryana. Thereafter, our Company became a deemed public company, and the name of our Company was changed to 'Hero Briggs & Stratton Auto Limited' with effect from August 25, 1998. Pursuant to the enactment of Companies (Amendment) Act, 2000 and by effect of Section 43A(2A) of the Companies Act, 1956, our Company was again converted into a private limited company with effect from June 1, 2001, and the name of our Company was accordingly changed to 'Hero Briggs & Stratton Auto Private Limited'. Thereafter, pursuant to the termination of the joint venture agreement with Briggs & Stratton International Inc. (USA) in 2001, the name of our Company was changed to 'Hero Auto Private Limited' and a fresh certificate of incorporation dated April 10, 2003, was issued by the Registrar of Companies, Delhi and Haryana. Subsequently, the name of our Company was changed to 'Hero Auto Limited' upon conversion to a public limited company on October 30, 2003, pursuant to a fresh certificate of incorporation issued by the Registrar of Companies Delhi and Haryana. Further, pursuant to the fresh certificate of incorporation dated September 15, 2004, issued by the Registrar of Companies, Delhi and Haryana, the name of our Company was changed to 'Hero Motors Limited' to reflect the true nature of the Company's business, which is the name of our Company as on the date of the Red Herring Prospectus dated September 9, 2026 (the "RHP"). For details of changes in the name and registered office address of our Company, see ***'History and Certain Corporate Matters'*** on page 301 of the RHP.

Registered Office: Hero Nagar, GT Road, Ludhiana, Punjab – 141 003, India. **Corporate Office:** Max Square, Office level, 7th floor Plot No. C3-C, Jaypee Wishtown, Sector 129, Noida, Uttar Pradesh, 201 304, India.
Telephone: +91 120 4412 000; **Contact person:** Sakshi Dureja, Company Secretary and Compliance Officer; **E-mail:** investorrelations@heromotors.com; **Website:** www.heromotors.com; **Corporate Identity Number:** U29299PB1998PLC039602

THE PROMOTERS OF OUR COMPANY ARE PANKAJ MUNJAL, CHARU MUNJAL, ABHISHEK MUNJAL AND O P MUNJAL HOLDINGS

INITIAL PUBLIC OFFER OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH ("EQUITY SHARES") OF HERO MOTORS LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹10,000.00 MILLION COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹6,000.00 MILLION BY OUR COMPANY ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹4,000.00 MILLION ("OFFERED SHARES") BY THE SELLING SHAREHOLDERS, COMPRISING UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹3,950.00 MILLION BY O P MUNJAL HOLDINGS ("PROMOTER SELLING SHAREHOLDER") AND UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹50.00 MILLION BY HERO CYCLES LIMITED (THE "PROMOTER GROUP SELLING SHAREHOLDER" AND TOGETHER WITH THE PROMOTER SELLING SHAREHOLDER, THE "SELLING SHAREHOLDERS"), AND SUCH OFFER FOR SALE, THE "OFFER FOR SALE", AND TOGETHER WITH THE FRESH ISSUE, THE "OFFER". THE OFFER SHALL CONSTITUTE [●] % OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

DETAILS OF THE OFFER FOR SALE

NAME OF THE SELLING SHAREHOLDER	TYPE	NUMBER OF EQUITY SHARES OFFERED / AMOUNT	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE (IN ₹)*
O P Munjal Holdings	Promoter Selling Shareholder	Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹3,950.00 million	0.03#
Hero Cycles Limited	Promoter Group Selling Shareholder	Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹50.00 million	10.07

*# The weighted average cost of acquisition is ₹0.027 per Equity Share and has been rounded to ₹0.03. | * As certified by Ramesh C Agrawal & Co., Chartered Accountants by way of their certificate dated September 9, 2026.*

PRICE BAND: ₹79 TO ₹84 PER EQUITY SHARE OF FACE VALUE OF ₹10 EACH.
THE FLOOR PRICE IS 7.9 TIMES THE FACE VALUE OF THE EQUITY SHARES AND THE CAP PRICE IS 8.4 TIMES THE FACE VALUE OF THE EQUITY SHARES.
BIDS CAN BE MADE FOR A MINIMUM OF 178 EQUITY SHARES OF FACE VALUE OF ₹10 EACH AND IN MULTIPLES OF 178 EQUITY SHARES OF FACE VALUE OF ₹10 EACH THEREAFTER.
THE PRICE TO EARNINGS RATIO ("P/E") BASED ON DILUTED EPS FOR FISCAL 2026 FOR OUR COMPANY AT THE LOWER END OF THE PRICE BAND (I.E. FLOOR PRICE) IS 69.30 TIMES AND AT THE UPPER END OF THE PRICE BAND (I.E. CAP PRICE) IS 73.68 TIMES AS COMPARED TO THE AVERAGE INDUSTRY PEER GROUP P/E RATIO OF 50.20 TIMES FOR FISCAL 2026.
WEIGHTED AVERAGE RETURN ON NET WORTH FOR LAST THREE FINANCIAL YEARS IS 7.58%.

The details of the Fresh Issue, Offer for Sale and the post Offer market capitalization of the Company, each at the Floor Price and the Cap Price, are given below:

Particulars	OFFER SIZE AND MARKET CAPITALIZATION			
	At Floor Price of ₹79 per equity share		At Cap Price of ₹84 per equity share	
	Up to No. of Equity Shares of face value of ₹10 each	Up to Amount (₹ in Million)	Up to No. of Equity Shares of face value of ₹10 each	Up to Amount (₹ in Million)
Fresh Issue	75,949,367	6,000.00	71,428,571	6,000.00
Offer For Sale	50,632,911	4,000.00	47,619,047	4,000.00
Total Offer Size	126,582,278	10,000.00	119,047,618	10,000.00
Post Offer Market Capitalization	458,736,372	36,240.00	454,215,576	38,154.00

BID/ OFFER PERIOD

ANCHOR INVESTOR BID/ OFFER PERIOD OPENS AND CLOSES ON TUESDAY, 15 SEPTEMBER, 2026

BID/ OFFER OPENS ON WEDNESDAY, 16 SEPTEMBER, 2026

BID/ OFFER CLOSES ON FRIDAY, 18 SEPTEMBER, 2026*

** The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing Day.*

We are one of India's leading automotive technology companies engaged in designing, developing, manufacturing and supplying highly engineered powertrain solutions catering to automotive original equipment manufacturers ("OEMs") in United States, Europe, India and the Association of Southeast Asian Nations ("ASEAN") region. (Source: CRISIL Report).

THE OFFER IS BEING MADE THROUGH THE BOOK BUILDING PROCESS IN ACCORDANCE WITH REGULATION 6(1) OF THE SEBI ICDR REGULATIONS.
THE EQUITY SHARES OF THE COMPANY WILL GET LISTED ON THE MAIN BOARDS OF BSE AND NSE.
BSE SHALL BE THE DESIGNATED STOCK EXCHANGE.
• QIB PORTION: NOT MORE THAN 50% OF THE OFFER • NON-INSTITUTIONAL PORTION: NOT LESS THAN 15% OF THE OFFER
• RETAIL PORTION: NOT LESS THAN 35% OF THE OFFER

IN MAKING AN INVESTMENT DECISION, PROSPECTIVE INVESTORS MUST ONLY RELY ON THE INFORMATION INCLUDED IN THE RHP AND THE TERMS OF THE OFFER, INCLUDING THE RISKS INVOLVED AND NOT RELY ON ANY OTHER EXTERNAL SOURCES OF INFORMATION ABOUT THE OFFER AVAILABLE IN ANY MANNER. IN RELATION TO PRICE BAND, POTENTIAL INVESTORS SHOULD ONLY REFER TO THIS PRICE BAND ADVERTISEMENT FOR THE OFFER AND SHOULD NOT RELY ON ANY OTHER EXTERNAL SOURCES OF INFORMATION AVAILABLE IN ANY MANNER IN RELATION TO THE VALUATION OF THE COMPANY AS THESE ARE NOT ENDORSED, PUBLISHED OR CONFIRMED EITHER BY THE COMPANY OR THE BOOK RUNNING LEAD MANAGERs ("BRLMs").

In accordance with the recommendation of the Committee of Independent Directors of our company, pursuant to their resolution dated September 9, 2026, the above provided Price Band is justified based on Quantitative factors/ Key performance indicators disclosed in the "Basis for Offer Price" section on page 126 of the RHP vis-a-vis the weighted average cost of acquisition ("WACA") of primary and secondary transaction(s), as applicable, disclosed in the "Basis for Offer Price" section beginning on page 126 of the RHP and provided below in this advertisement.

RISK TO INVESTORS

For details, refer to section titled *"Risk Factors"* on page 21 of the RHP.

1. **Geographical Concentration Risk:** For Fiscals 2026, 2025 and 2024, 96.09%, 95.33% and 95.75% of our revenue from operations, respectively, was derived from India, Europe and United States collectively. An economic slowdown in these geographies/countries or tightening of laws or regulations may have an adverse impact on our business, financial condition, cash flows and results of operations.
2. **End-industry concentration risk:** Our business is substantially dependent on the e-bike and two-wheeler industries in India and overseas. Any adverse changes in the conditions affecting these industries can adversely impact our business, results of operations, cash flows and financial condition.
3. **Supplier Risk:** We depend on a limited number of suppliers for the procurement of raw materials for our production. Any interruption in the supply of raw materials could adversely affect our business, financial condition, results of operations and cash flows. The table below provides the cost of raw materials consumed sourced from our top one, top five and top 10 suppliers in the years indicated:

Supplier	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Cost of Raw Materials (₹ million)	Percentage of Total Expenses (%)	Cost of Raw Materials (₹ million)	Percentage of Total Expenses (%)	Cost of Raw Materials (₹ million)	Percentage of Total Expenses (%)
Top Supplier*	365.80	3.17%	324.44	3.03%	296.10	2.80%

Continued on next page...

...continued from previous page.

Supplier	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Cost of Raw Materials (₹ million)	Percentage of Total Expenses (%)	Cost of Raw Materials (₹ million)	Percentage of Total Expenses (%)	Cost of Raw Materials (₹ million)	Percentage of Total Expenses (%)
Top 5 Suppliers*	1,410.63	12.23%	1,403.56	13.09%	1,393.24	13.15%
Top 10 Suppliers*	2,405.32	20.85%	2,339.32	21.82%	2,278.95	21.52%

** Suppliers may vary for each Fiscal. Our top 10 suppliers/vendors did not contribute to more than 50% of the total cost of raw materials consumed for Fiscal 2026, 2025 and 2024 on a consolidated basis.*

4. **Business Risk:** We are subject to stringent quality, tolerance and delivery requirements from customers. Failure to comply may result in recalls, warranty claims, loss of business share, or cancellation order.

5. **Customer Concentration Risk:** Our business largely depends on our top 10 customers which contributed 72.89%, 78.03% and 76.96% of our revenue from operations in Fiscals 2026, 2025 and 2024. The loss of any of these customers could have an adverse effect on our business, results of operations, financial condition and cash flows. The following table sets forth our revenues from our top ten customers in the periods indicated:

Category	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Revenue from Customers (₹ million)	Percentage of Revenue from Operations (%)	Revenue from Customers (₹ million)	Percentage of Revenue from Operations (%)	Revenue from Customers (₹ million)	Percentage of Revenue from Operations (%)
Top 10 Customers	8,661.40	72.89%	8,501.96	78.03%	8,191.86	76.96%

***Note:** Our top 10 customers are based on the revenue contribution of the relevant customer in the relevant Fiscals, as the case maybe*

6. **Technology and Product-transition Risk:** We may not be able to anticipate and respond swiftly to changing technological and market trends, as well as to develop new products aligned with customer demands in the automotive sector, which could have an adverse impact on our financial condition

7. **Competition Risk:** We compete with established global players (ZF Friedrichshafen AG, Musashi Co. Ltd., BorgWarner Inc., GKN PLC, Bafang, Mahle, Shimano Inc, Rohloff, Badve Group, Sandhar Technologies, Magnum) in the powertrain solutions industry. Inability to compete effectively could adversely affect our business, financial condition, results of operations and cash flows.

8. **Hazardous operations Risk:** Our manufacturing operations involve hazardous activities (storage of petroleum/compressed gases, chemical handling), which could result in accidents, operational suspension, or civil/criminal liability.

9. **Brand and Reputation Risk:** Our business depends on maintaining brand reputation and product quality perception and any failure to do so could adversely affect customer relationships and financial performance.

10. **Operating Risk:** We operate six manufacturing facilities (four in India – three in Ludhiana, Punjab and one in Gautam Buddha Nagar, UP; one each in United Kingdom and Thailand), with two more under construction. Any shutdown or disruption at these facilities could reduce sales and adversely affect our operations

11. The price to earnings ratio based on diluted EPS for Fiscal 2026 for our company at the upper end of the price band is 73.68 times. The average industry price-to-earnings ratio is 50.20.

12. The average cost of acquisition of Equity shares for Selling shareholders ranges from ₹0.03* per Equity share to ₹10.07 per Equity share and the offer at upper end of the Price Band is ₹84 per Equity Share.

    **The weighted average cost of acquisition is ₹0.027 per Equity Share and has been rounded to ₹0.03.*

13. Weighted Average Return on Net Worth for Fiscals 2026, 2025 and 2024 is 7.58%.

14. Weighted average cost of acquisition of all Equity Shares transacted in the last one year, 18 months and three years preceding the date of the RHP by the Promoters, Promoter Group, Selling Shareholders and Shareholders entitled with the right to nominate directors or other rights

Period*	Weighted Average Cost of Acquisition (in ₹)	Cap Price is 'X' times the Weighted Average Cost of Acquisition	Range of acquisition price: Lowest Price-Highest Price (in ₹)
Last 1 year	NIL	NA	NIL
Last 18 months	NIL	NA	NIL
Last 3 years	NIL	NA	NIL

**As certified by Ramesh C Agrawal & Co., Chartered Accountants pursuant to their certificate dated September 9, 2026.*

15. The three BRLMs associated with the Offer have handled 102 public issues in the past three years out of which 27 issues closed below the offer price on listing date:

Name of BRLM	Total Issues	Issues Closed below IPO price as on listing date
ICICI Securities Limited*	33	9
JM Financial Limited*	34	6
DAM Capital Advisors Limited*	13	3
Common Issues	22	9
Total	**102**	**27**

**Issues handled where there were no common BRLMs*

Continued on next page...

...continued from previous page.

Additional Information for Investors

1. Our Company has not undertaken pre-IPO placement from the DRHP till date.
2. The Promoters or members of the Promoter Group have not undertaken any transaction of shares aggregating up to 1% or more of the paid-up equity share capital of the Company from the DRHP till date.
3. The aggregate pre-Offer and post-Offer shareholding of our Promoters (including the Promoter Selling Shareholder), members of the Promoter Group, the additional top 10 Shareholders and other public Shareholders is set out below:

S. No	Pre-Offer shareholding at the date of the Red Herring Prospectus			Post-Offer shareholding as at the date of Allotment**			
	Name of the shareholder	Number of Equity Shares on a fully diluted basis[&]	Shareholding on a fully diluted basis (in %)[&]	At the lower end of the price band (₹79)		At the upper end of the price band (₹84)	
				Number of Equity Shares*	Shareholding (in %)*	Number of Equity Shares*	Shareholding (in %)*
	Promoter						
1.	O P Munjal Holdings^	273,123,055	70.60%	223,123,055	48.21%	226,099,246	49.34%
2.	Pankaj Munjal	9,400,436	2.43%	9,400,436	2.03%	9,400,436	2.05%
3.	Charu Munjal	942,425	0.24%	942,425	0.20%	942,425	0.21%
4.	Abhishek Munjal	706,210	0.18%	706,210	0.15%	706,210	0.15%
	Promoter Group						
1.	Hero Cycles Limited	7,752,750	2.00%	7,119,839	1.54%	7,157,512	1.56%
2.	Aditya Munjal	707,022	0.18%	707,022	0.15%	707,022	0.15%
3.	Bhagyoday Investments Private Limited	23,978,804	6.20%	23,978,804	5.18%	23,978,804	5.23%
4.	Pankaj Munjal (on behalf of Munjal Sales Corporation)	392,344	0.10%	392,344	0.08%	392,344	0.09%
5.	Pankaj Munjal (on behalf of Om Prakash Pankaj Munjal AOP^^)	10,537,140	2.72%	10,537,140	2.28%	10,537,140	2.30%
	Additional top 10 Shareholders[#]						
1.	South Asia Growth Invest LLC	46,855,307	12.11%	46,855,307	10.12%	46,855,307	10.22%
2.	Amit Gupta	5,584,167	1.44%	5,584,167	1.21%	5,584,167	1.22%
3.	Keshav Mishra	1,000,000	0.26%	1,000,000	0.22%	1,000,000	0.22%
4.	Shri Parasram Commodities Pvt. Ltd.	203,222	0.05%	203,222	0.04%	203,222	0.04%
5.	Madhu Dalmia	160,000	0.04%	160,000	0.03%	160,000	0.03%
6.	South Asia EBT Trust^^^	150,768	0.04%	150,768	0.03%	150,768	0.03%
7.	Vinay Bansal	115,000	0.03%	115,000	0.02%	115,000	0.03%
8.	Vimal Kumar Bansal	115,000	0.03%	115,000	0.02%	115,000	0.03%
9.	Shyam Sunder Bansal	110,000	0.03%	110,000	0.02%	110,000	0.02%
10.	Vansh Garg	100,000	0.03%	100,000	0.02%	100,000	0.02%
	Other public Shareholders						
11.	-@	853,355	0.22%	127,435,633	27.54%	119,900,973	26.16%
	Total	**382,787,005**	**98.95%**	**458,736,372**	**99.12%**	**454,215,576**	**99.11%**

^ Held by Pankaj Munjal on behalf of O P Munjal Holdings.

^^ Members of Om Prakash Pankaj Munjal AOP includes Pankaj Munjal and M/s Om Prakash & Sons (HUF).

^^^ Shares held by Orbis Trusteeship Services Private Limited, on behalf of South Asia EBT Trust.

*** Assuming full subscription in the Offer. The post-Offer shareholding details as at Allotment will be based on the actual subscription and the Offer Price and updated in the Prospectus, subject to finalization of the Basis of Allotment.*

[&] Calculated on the basis of total Equity Shares held and such number of Equity Shares which will result upon conversion of outstanding CCPS and exercise of vested options under the ESOP 2022.

[@] As on the date of the Red Herring Prospectus, our Company has 929 other public Shareholders (based on beneficiary position statement available on September 8, 2026).

BASIS FOR OFFER PRICE

The "*Basis for Offer Price*" on page 126 of the RHP has been updated with the above Price Band. Please refer to the website of the BRLMs: www.icicisecurities.com, www.damcapital.in, www.jmfl.com for the *"Basis of Offer Price"* updated for the above Price Band.
(You may scan the QR code for accessing the website of ICICI Securities Limited)

The Price Band has been and Offer price will be determined by our Company, in consultation with the Book Running Lead Managers, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative, operational and qualitative factors as described below. The face value of the Equity Shares is ₹10 each and the Offer Price is [●] times the Floor Price and [●] times the Cap Price, and Floor Price is 7.9 times the face value and the Cap Price is 8.4 times the face value. Investors should also see ***"Risk Factors"***, ***"Summary of Financial Information"***, ***"Our Business"***, ***"Restated Consolidated Financial Information"***, and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" beginning on pages 21, 66, 253, 347, and 446, respectively, to have an informed view before making an investment decision.

Qualitative Factors

Some of the qualitative factors and our strengths which form the basis for computing the Offer Price are as follows:

Among India's Leading Solutions Provider to Global E-Mobility Industry backed by Diversified Product and Service Offerings

We are one of India's leading solutions providers to global e-mobility industry *(Source: CRISIL Report)* with our revenue from sales to e-mobility industry being ₹2,732.90 million, ₹1,755.92 million and ₹1,280.85 million, accounting for 23.00%, 16.12% and 12.03%, respectively of our revenue from operations for Fiscal 2026, 2025 and 2024, respectively. We are among the few companies globally that design high-performance transmission systems capable of handling tough torque needs while keeping components lightweight and meeting noise, vibration and harshness (**"NVH"**) requirements of electric vehicles.

Growing Market Presence in the Electric Bikes and Premium Two-Wheelers Segments

Over the last five years, we have expanded our market presence across automotive segments and have grown our business with premium two-wheeler OEMs globally. In the premium two-wheeler segment, we have partnered with OEMs such as BMW, Ducati and a leading American two-wheeler OEM among others, for Powertrain Solutions covering design, development, prototyping, validation and high-volume manufacturing. The global e-bike market is projected to reach 12.5 million to 14.5 million units by 2031 at a CAGR of 6% to 9% (from 2024 to 2031). E-bike sales in Europe are expected to grow at a CAGR of 5% to 8%, reaching 8 to 10 million units by 2031, while the U.S. market are expected to grow at a CAGR of 16% to 19%. The global two-wheeler industry is expected to witness a significant acceleration in electrification through 2031, with electric motorcycles and scooters gaining share across major markets. EV penetration in the motorcycle segment is projected to increase from 2.0% in 2025 to 10.5% to 12.5% by 2031, reflecting a robust CAGR of 34% to 38%, supported by improving battery technology, expanding charging infrastructure, and growing government support for electric mobility. Advancements in battery technology and design have made e-bikes a serious contender for commuting, recreation and utility cycling. *(Source: CRISIL Report)* The contribution of e-mobility to our sales accounted for 23.00% of our revenue from operations in Fiscal 2026.

Longstanding Relationships with Premier Global Original Equipment Manufacturers and Expertise in Delivering Solutions

We have a diverse and premium customer base, serving clients both in India and internationally. In the automotive sector, we collaborate with global two-wheeler OEMs including BMW, Ducati, and Hero MotoCorp; players from motor sport industries such as Formula Motorsport and HWA Engineering; global commercial vehicle and off-road OEMs such as Escorts; and enviolo. Our customers in the non-automotive segment for both electric and non-electric powertrain and transmission systems include global OEMs such as B&S, and various e-powertrain applications for supercar manufacturers.

Our customer portfolio has been strategically diversified to reduce reliance on domestic customers. The table below provides revenue from operations generated from domestic customers as a percentage of revenue from operations for Fiscal 2026, 2025 and 2024:

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount (₹ million)	Percentage of Revenue from operations (%)	Amount (₹ million)	Percentage of Revenue from operations (%)	Amount (₹ million)	Percentage of Revenue from operations (%)
Revenue from operations from India	6,968.24	58.64%	6,434.91	59.06%	6,249.85	58.72%

Advanced Infrastructure with Geographically Diverse Operations

Our operational strength extends worldwide as we strategically establish manufacturing and assembly facilities to meet diverse market and customer demands. We believe that strategic geographic dispersion of our G&T facilities across India, the United Kingdom, and Thailand allows us to be in close proximity to our customers and offer cost competitive solutions.

We have generated significant revenues from international markets. The table below sets forth our revenue from operations from international customers:

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount (₹ million)	Percentage of Revenue from operations (%)	Amount (₹ million)	Percentage of Revenue from operations (%)	Amount (₹ million)	Percentage of Revenue from operations (%)
Revenue from operations from international customers	4,915.27	41.36%	4,461.02	40.94%	4,394.01	41.28%

Strong Research and Development Capabilities and Long-Term Partnerships

Over the years, we have expanded our capabilities to include design and engineering.

The table below provides our research and development expenses as a percentage of revenue from operations and as a percentage of total expenses for Fiscal 2026, 2025 and 2024:

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount (₹ million)	Percentage of Revenue from operations (%)	Amount (₹ million)	Percentage of Revenue from operations (%)	Amount (₹ million)	Percentage of Revenue from operations (%)
Research and Development Expense	895.91	7.54%	772.68	7.09%	793.13	7.45%

Legacy of Diverse Growth, Experienced Management Team and Strong Corporate Governance

For details, see ***"Our Business – Our Competitive Strengths"*** on page 260 of the RHP.

Quantitative factors

Some of the information presented below relating to our Company is derived from the Restated Consolidated Financial Information. For details, see *"Restated Consolidated Financial Information"* beginning on page 347 of the RHP.

Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

A. Basic and Diluted Earnings Per Equity Share ("EPS") (face value of each Equity Share is ₹10):

Fiscal/Period Ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2024	0.36	0.35	1
March 31, 2025	0.67	0.66	2
March 31, 2026	1.15	1.14	3
Weighted Average	**0.86**	**0.85**	

Notes:

i) Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights.

ii) Basic Earnings per Equity Share (₹) = Net profit after tax attributable to owners of the Company, as restated / Weighted average no. of Equity Shares outstanding during the year.

iii) Diluted Earnings per Equity Share (₹) = Net Profit after tax attributable to owners of the Company, as restated / Weighted average no. of potential Equity Shares outstanding during the year.

iv) Earnings per Share calculations are in accordance with the notified Indian Accounting Standard 33 'Earnings per share'.

v) The figures disclosed above are based on the Restated Consolidated Ind-AS Financial Statements of the Company.

B. Price/Earning ("P/E") ratio in relation to Price Band of ₹79 to ₹84 per Equity Share:

Particulars	P/E at the Floor Price (number of times)	P/E at the Cap Price (number of times)
Based on basic EPS for year ended March 31, 2026	68.70	73.04
Based on diluted EPS for year ended March 31, 2026	69.30	73.68

Notes:

I) P/E ratio = Price per equity share / Earnings per equity share.

C. Industry Peer Group P/E ratio

Particulars	Industry Peer P/E	Name of the Company
Highest	76.50	Sona BLW Precision Forgings
Lowest	17.68	CIE Automotive India
Average	50.20	

*The industry high and low has been considered from the industry peer set provided later in the section titled **"Basis for Offer Price Comparison of Accounting Ratios with Listed Industry Peers"** beginning on page 128 of the RHP.*

The industry P/E ratio mentioned above is computed based on the closing market price of equity shares on BSE on September 07, 2026 divided by the Diluted EPS as on for the financial year ended March 31, 2026.

D. Return on Net worth ("RoNW")

Fiscal/Period Ended	RoNW (%)	Weight
March 31, 2024	4.42	1
March 31, 2025	7.74	2
March 31, 2026	8.53	3
Weighted Average	**7.58**	

Notes:

i) Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.

ii) Return on Net Worth (%) = Net Profit after tax, as restated / Restated net worth at the end of the year/period.

iii) 'Net-worth: Net worth is the aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account, compulsory convertible cumulative preference shares, share application money pending allotment, demerger adjustment deficit account, shares options outstanding and debit or credit balance of profit and loss account as per the audited balance sheet, but does not include foreign currency translation reserve, capital reserve .

iv) The figures disclosed above are based on the Restated Consolidated Ind-AS Financial Statements of the Company.

E. Net Asset Value ("NAV") per Equity Share

Particulars	Amount (₹)
As on March 31, 2026	12.72
After the completion of the Offer	
- At the Floor Price	23.60
- At the Cap Price	23.83
Offer Price*	[●]

** To be updated prior to filing of the Prospectus with RoC*

Notes:

i) Net asset value per share represents Net assets divided by total number of shares at the end of the year.

ii) Net assets is total assets minus current liability minus non-current liability minus capital reserve (including non-controlling interest reserve) minus foreign currency translation reserve minus non-controlling interest. Total number of shares at the end of the year is the number of equity shares outstanding at the end of the year.

(iii) Net assets calculation 'after the completion of offer' is based on (Net assets as on 31st March 2026 plus Amount received on Fresh issue of shares)/ (Pre-equity share capital as on the date of RHP plus Fresh issue of shares at Floor Price and Cap Price respectively).

F. Comparison of accounting ratios with Listed Industry Peers

Name of the Company	Face Value (₹ per share)	Closing Price as on September 07, 2026 (₹ per share)	Revenue from operations for Financial Year 2026 (in ₹ million)	Earnings per share for Financial year 2026 (₹)[(1)]		Net Asset Value per Equity share as on March 31, 2026[(2)]	Price / Earnings Ratio for the Financial year 2026[(3)]	Return on net worth for the Financial year 2026[(4)]
				Basic	Diluted			
Hero Motors Limited	10	Not applicable	11,883.51	1.15	1.14	12.72	Not applicable	8.53%
CIE Automotive India Limited[(5)]	10	383.55	94,064.74	21.69	21.69	164.65	17.68	13.18%
Endurance Technologies Limited	10	2,763.20	1,45,958.80	67.66	67.66	442.54	40.84	15.29%
Sona BLW Precision Forgings Limited	10	788.00	44,494.60	10.30	10.30	93.93	76.50	10.77%
UNO Minda Limited	2	1,241.70	1,96,575.90	20.78	20.75	113.77	59.84	19.59%
Varroc Engineering Limited	1	827.05	88,904.93	14.73	14.73	80.45	56.15	18.70%

Source: All the financial information for listed industry peers mentioned above is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the annual reports / annual results as available of the respective company for the financial year ended March 31, 2026 submitted to stock exchanges.

Notes:

1. Basic/diluted earnings per share refers to the basic/diluted earnings per share sourced from the financial statements of the respective peer group companies for the financial year ended.

2. Net asset value per equity share = Net asset value per share represents Net assets divided by total number of shares at the end of the year. Net assets is total assets minus current liability minus non-current liability minus capital reserve minus foreign currency translation reserve minus non-controlling interest. Total number of shares at the end of the year is the number of equity shares outstanding at the end of the year plus weighted average number of potential equity shares on account of compulsory convertible preference shares / share pending issue

3. Price/earnings ratio for the peer group has been computed based on the closing market price of equity shares on NSE as on September 07, 2026 divided by the diluted earnings per share for financial year ended March 31, 2026.

4. Return on Net Worth is calculated as Profit for the period / year as a percentage of Net Worth.

5. In relation to CIE Automative India Ltd., please read Financial Year 2026 as Calendar year 2025.

Weighted average cost of acquisition ("WACA"), floor price and cap price

1. **Price per share of our Company (as adjusted for corporate actions, including split, bonus issuances) based on primary issuances of Equity Shares or convertible securities (excluding Equity Shares issued under the ESOP 2022) during the 18 months preceding the date of the Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Issuances")**

   The Company has not issued any Equity Shares (excluding Equity Shares issued under the ESOP 2022), during the 18 months preceding the date of the Red Herring Prospectus, where such issuance is equal to or more that 5% of the fully diluted paid-up share capital of our Company, in a single transaction or multiple transactions combined together over a span of rolling 30 days.

Date of transaction	Name of the acquirer	No. of Compulsory Convertible Preference shares (CCPS)	No. of Equity Shares	Remarks
September 4, 2026	South Asia Growth Invest LLC	20,908,283	20,908,283	Conversion of CCPS to Equity shares in the ratio of 1:1
	South Asia EBT Trust[#]	63,658	63,658	Conversion of CCPS to Equity shares in the ratio of 1:1

[#] Shares held by Orbis Trusteeship Services Private Limited on behalf of South Asia EBT Trust.

2. **Price per share of our Company (as adjusted for corporate actions, including split, bonus issuances) based on secondary sale or acquisition of equity shares or convertible securities (excluding gifts) involving any of the Promoters, members of the Promoter Group, Selling Shareholders or other shareholders with rights to nominate directors during the 18 months preceding the date of filing of the Draft Red Herring Prospectus / the Red Herring Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company, in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Secondary Transactions")**

   There have been no secondary sale/ acquisitions of Equity Shares or any convertible securities ("**Security(ies)**"), where the Promoter, members of the Promoter Group, Selling Shareholders or the Shareholder(s) having the right to nominate director(s) in our Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of the Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

3. **The Floor Price is NA times and the Cap Price is NA times the weighted average cost of acquisition at which the equity shares were issued by our Company (excluding Equity Shares issued under the ESOP 2022 and conversion of CCPS), or acquired or sold by the Selling Shareholders or other shareholders with rights to nominate directors are disclosed below:**

Past Transactions[#]	Weighted average cost of acquisition (in ₹)	Floor Price (in ₹)	Cap Price (in ₹)
WACA of equity shares that were issued by our Company	Nil[&]	Not applicable	Not applicable
WACA of equity shares that were acquired or sold by way of secondary transactions	Not Applicable	Not applicable	Not applicable

[#] As certified by Ramesh C Agrawal & Co., Chartered Accountants, by way of their certificate dated September 9, 2026.

[&] The consideration was paid at the time of allotment of CCPS.

4. **Justification for Basis of Offer price**

1. We are one of India's leading automotive technology companies designing, manufacturing, and supplying highly engineered powertrain solutions catering to automotive OEMs in US, Europe, India and ASEAN regions (Source: CRISIL Report)

2. We are the only player manufacturing and exporting CVT hubs to the global e-bike OEMs from India and the only manufacturer of integrated electric powertrain products for e-bikes in India (Source: CRISIL Report

3. We are among the few companies that addresses requirements of the premium ICE and performance ICE segment that require high-performance transmission systems capable of handling tough torque needs while keeping components lightweight (Source: CRISIL Report

4. We are amongst the few companies in India that operates an international product development and design center

5. Our offerings find application in two-wheelers, performance automotive, e-bikes, off-road vehicles, electric and hybrid cars, heavy duty vehicles, and electric vertical take-off and landing categories

6. We are among the first companies in India to capitalize on the global e-bike powertrain opportunity and has a distinct first mover advantage in this industry

The Offer Price of ₹[●] has been determined by our Company, in consultation with the Book Running Lead Managers, on the basis of the demand from investors for the Equity Shares through the Book Building process. Investors should read the abovementioned information along with ***"Risk Factors"***, ***"Our Business"*** and ***"Restated Consolidated Financial Information"*** beginning on pages 21, 253 and 347 of the RHP respectively, to have a more informed view.

Continued on next page...

...continued from previous page.

AN INDICATIVE TIMETABLE IN RESPECT OF THE OFFER IS SET OUT BELOW:

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. IST
Bid/Offer Closing Date*	
Submission of electronic applications (online ASBA through 3-in-1 accounts) for RIBs, other than QIBs and Non-Institutional Investors	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of electronic application (bank ASBA through online channels like internet banking, mobile banking and syndicate ASBA applications through UPI as a payment mechanism where Bid Amount is up to ₹500,000)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of electronic applications (syndicate Non-retail, Non-individual applications of QIBs and Non-Institutional Investors)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of physical applications (syndicate Non-retail, Non-individual applications where Bid Amount is more than ₹500,000)	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/Revision/cancellation of Bids	
Upward Revision of Bids by QIBs and Non-Institutional Bidders categories[#]	Only between 10.00 a.m. and up to 4.00 p.m. IST on Bid/ Offer Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIBs*	Only between 10.00 a.m. and up to 5.00 p.m. IST

** UPI mandate end time shall be 5:00 p.m. on the Bid/ Offer Closing Date*

[#] QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids

On the Bid/ Offer Closing Date, the Bids shall be uploaded until:

i 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

ii until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIBs.

On Bid/ Offer Closing Date, extension of time will be granted by Stock Exchanges only for uploading Bids received from the RIBs, after taking into account the total number of Bids received and as reported by the Book Running Lead Managers to the Stock Exchanges.

Bid/Offer Programme	
BID/OFFER OPENS ON	WEDNESDAY, 16 SEPTEMBER, 2026
BID/OFFER CLOSES ON	FRIDAY, 18 SEPTEMBER, 2026[(1)]

[(1)] UPI mandate end time and date shall be at 5:00 pm on Bid/Offer Closing Date.

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about Monday, 21 September, 2026
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about Tuesday, 22 September, 2026
Credit of Equity Shares to depository accounts of Allottees	On or about Tuesday, 22 September, 2026
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about Wednesday, 23 September, 2026

** In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid / Offer Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation / withdrawal / deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted / partially allotted Bids, exceeding two Working Days from the Bid / Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid / Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI ICDR Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the agreements to be entered into between our Company with the relevant intermediaries, to the extent applicable, issued by SEBI, and any other applicable law in case of delays in resolving investor grievances in relation to blocking/unblocking of funds. The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in accordance with SEBI ICDR Master Circular and any subsequent circulars or notifications issued by SEBI in this regard.*

ASBA* | **Simple, Safe, Smart way of Application!!!**

*Applications Supported by Blocked Amount ("**ASBA**") is a better way of applying to offers by simply blocking the fund in the bank account.

For further details, check section on ASBA.

Mandatory in public issues.
No cheque will be accepted.

UNIFIED PAYMENTS INTERFACE

UPI-Now available in ASBA for Retail Individual Investors and Non Institutional Investor applying in public issues where the application amount is up to ₹ 500,000, applying through Registered Brokers, Syndicate, CDPs & RTAs. UPI Bidders also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account. Investors are required to ensure that the bank account used for bidding is linked to their PAN. Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 issued by the Central Board of Direct Taxes and the subsequent press releases, including press release dated June 25, 2021 read with press release dated September 17, 2021, and CBDT circular no. 7 of 2022 dated March 30, 2022, read with press release dated March 28, 2023, and any subsequent press release in this regard.

ASBA has to be availed by all the investors except Anchor Investors. UPI may be availed by (i) Retail Individual Investors in the Retail Portion; (ii) Eligible Employees in the Employee Reservation Portion (iii) Non-Institutional Investors with an application size of up to ₹0.50 million in the Non-Institutional Portion. For more details on the ASBA and UPI process, please refer to the details given in the Bid Cum Application Form and Abridged Prospectus and also please refer to the section **"Offer Procedure"** on page 513 of the RHP. The process is also available on the website of Association of Investment Bankers of India ("**AIBI**") and Stock Exchanges and in the General Information Document. The Bid Cum Application Form and the Abridged Prospectus can be downloaded from the websites of the Stock Exchanges and can be obtained from the list of banks that is displayed on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?do RecognisedFpi=yes&intmId=35 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes &intmId=43, respectively as updated from time to time. For the list of UPI apps and banks live on IPO, please refer to the link: www.sebi.gov.in. UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appear on the website of SEBI, as updated from time to time. Axis Bank Limited and ICICI Bank Limited have been appointed as the Sponsor Banks for the Offer, in accordance with the requirements of SEBI circular dated November 1, 2018 as amended. For Offer related queries, please contact the BRLMs on their respective email IDs as mentioned below. For UPI related queries, investors can contact NPCI at the toll free number: 18001201740 and mail Id: ipo.upi@npci.org.in.*

THE EQUITY SHARES OF OUR COMPANY WILL GET LISTED ON THE MAIN BOARD PLATFORMS OF BSE AND NSE.

In case of any revision to the Price Band, the Bid/ Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/ Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company, in consultation with the Book Running Lead Managers, for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the Book Running Lead Managers and at the terminals of the Syndicate Members and by intimation to Self-Certified Syndicate Banks ("**SCSBs**"), other Designated Intermediaries and the Sponsor Banks, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

This Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957 ("**SCRR**") read with Regulation 31 of the SEBI ICDR Regulations and in compliance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**", and such portion, the "**QIB Portion**"), provided that our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis ("**Anchor Investor Portion**"), out of which 40% shall be available for allocation as follows: (i) 33.33% for domestic Mutual Funds; and (ii) 6.67% for Life Insurance Companies and Pension Funds, subject to valid Bids being received from the domestic Mutual Funds and Life Insurance Companies and Pension Funds, at or above the price at which allocation will be made to Anchor Investors ("**Anchor Investor Allocation Price**") in accordance with the SEBI ICDR Regulations. Any under-subscription in the portion amounting to 6.67% reserved for Life Insurance Companies and Pension Funds may be allocated to domestic Mutual Funds. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) (the "**Net QIB Portion**"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, subject to valid Bids being received at or above the Offer Price, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to QIB Bidders (other than Anchor Investors) including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to all QIBs. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders (out of which one-third of the portion available to Non-Institutional Bidders shall be reserved for Bidders with an application size of more than ₹0.20 million and up to ₹1.00 million and two-thirds shall be reserved for Bidders with an application size of more than ₹1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other sub-category) and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. All Bidders, other than Anchor Investors, are required to participate in the Offer by mandatorily utilising the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective ASBA Account and UPI ID in case of UPI Bidders, as applicable, pursuant to which their corresponding Bid Amounts will be blocked by the or by the Sponsor Banks under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For further details, see ***"Offer Procedure"*** on page 513 of the RHP.

Bidders/Applicants should ensure that DP ID, PAN and the Client ID and UPI ID (for UPI Bidders bidding through UPI Mechanism) are correctly filled in the Bid cum Application Form. The DP ID, PAN and Client ID provided in the Bid cum Application Form should match with the DP ID, PAN, Client ID and UPI ID available (for UPI Bidders bidding through the UPI Mechanism) in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidders/ Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active. Bidders/Applicants should note that on the basis of the PAN, DP ID, Client ID and UPI ID (for UPI Bidders bidding through the UPI mechanism) as provided in the Bid cum Application Form, the Bidder/Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for giving Allotment Advice or unblocking of ASBA Account or for other correspondence(s) related to the Offer. Bidders/Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants' sole risk.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification issued by Central Board of Direct Taxes notification dated February 13, 2020 and read with press releases dated June 25, 2021, September 17, 2021 and March 28, 2023 and any subsequent press releases in this regard.

Contents of the Memorandum of Association of our Company as regards its objects: For information on the main objects of our Company, please see ***"History and Certain Corporate Matters"*** on page 301 of the RHP. The Memorandum of Association of our Company is a material document for inspection in relation to the Offer. For further details, see **"*Material Contracts and Documents for Inspection*"** on page 561 of the RHP.

Liability of the members of our Company: Limited by shares.

Amount of share capital of our Company and capital structure: As on the date of the RHP, the authorised share capital of our Company is ₹5,800,000,000 divided into 580,000,000 Equity Shares of face value of ₹10 each and ₹995,000,000 divided into 99,500,000 CCPS of face value of ₹10 each. The issued, subscribed and paid-up Equity share capital of our Company is ₹3,827,870,050 divided into 382,787,005 Equity Shares of face value of ₹10 each. For more details of the capital structure of the Company, see ***"Capital Structure"*** beginning on page 84 of the RHP.

Names of the initial signatories to the Memorandum of Association of the Company and the Number of Equity Shares Subscribed by them: The initial signatories to the Memorandum of Association of the Company are as follows: Pankaj Munjal, Charu Munjal, Abhishek Munjal and O P Munjal Holdings. For more details of the share capital history of our Company please see **"*Capital Structure*"** beginning on page 84 of the RHP.

Listing: The Equity Shares that will be offered through the RHP are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters each dated August 7, 2025. For the purposes of the Offer, the Designated Stock Exchange shall be BSE. A signed copy of the RHP and the Prospectus shall be delivered to the RoC for filing in accordance with Section 26(4) and Section 32 of the Companies Act. For details of the material contracts and documents that will be available for inspection from the date of this RHP up to the Bid/ Offer Closing Date, see ***"Material Contracts and Documents for Inspection"*** on page 561 of the RHP.

Disclaimer Clause of Securities and Exchange Board of India ("SEBI"): SEBI only gives its observations on the draft offer documents and this does not constitute approval of either the Offer or the specified securities stated in the Offer Documents. The investors are advised to refer to page 493 of the RHP for the full text of the disclaimer clause of SEBI.

Disclaimer Clause of BSE (the Designated Stock Exchange): It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the RHP has been cleared or approved by BSE nor does it certify the correctness or completeness of any of the contents of the RHP. The investors are advised to refer to the page 495 of the Red Herring Prospectus for the full text of the disclaimer clause of BSE.

Disclaimer Clause of NSE: It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to page 495 of the RHP for the full text of the disclaimer clause of NSE.

General Risks: Investments in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have neither been recommended, nor approved by the SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of the Red Herring Prospectus. Specific attention of the Bidders is invited to ***"Risk Factors"*** on page 21 of the RHP.

BOOK RUNNING LEAD MANAGERS

ICICI Securities Limited
ICICI Venture House Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025 Maharashtra, India
Tel: +91 22 6807 7100
E-mail: heromotors.ipo@icicisecurities.com
Investor grievance e-mail: customercare@icicisecurities.com
Website: www.icicisecurities.com
Contact Person: Namrata Ravasia
SEBI Registration No.: INM000011179

DAM Capital Advisors Limited
Altimus 2202, Level 22 Pandurang Budhkar Marg
Worli, Mumbai 400018 Maharashtra, India
Tel: +91 22 4202 2500
E-mail: hml.ipo@damcapital.in
Investor grievance e-mail: complaint@damcapital.in
Website: www.damcapital.in
Contact Person: Puneet Agnihotri/ Chandresh Sharma
SEBI Registration No.: MB/INM000011336

JM Financial Limited
7[th] Floor, Cnergy Appasaheb Marathe Marg
Prabhadevi Mumbai 400 025 Maharashtra, India
Tel: +91 22 6630 3030
E-mail: heromotors.ipo@jmfl.com
Investor grievance e-mail: grievance.ibd@jmfl.com
Website: www.jmfl.com
Contact Person: Prachee Dhuri
SEBI Registration No.: INM000010361

REGISTRAR TO THE OFFER

KFin Technologies Limited
301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road,
Nav Pada, Kurla (West), Kurla, Mumbai 400070 Maharashtra, India
Tel: +91 40 6716 2222
E-mail: heromotors.ipo@kfintech.com
Investor grievance e-mail: einward.ris@kfintech.com
Website: www.kfintech.com
Contact Person: M. Murali Krishna
SEBI Registration No.: INR000000221

COMPANY SECRETARY AND COMPLIANCE OFFICER

Sakshi Dureja
HERO MOTORS LIMITED
Max Square, Office level, 7[th] Floor, Plot No. C3-C, Jaypee Wishtown,
Sector 129, Noida, Uttar Pradesh 201 304, India
Tel: +91 120 4412 000
E-mail: investorrelations@heromotors.com
Website: www.heromotors.com

Investors may contact the Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related grievances including non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, investors may also write to the BRLM.

AVAILABILITY OF THE RHP: Investors are advised to refer to the RHP and the ***"Risk Factors"*** beginning on page 21 of the RHP before applying in the Offer. A copy of the RHP will be made available on the website of SEBI at www.sebi.gov.in and is available on the websites of the BRLMs, ICICI Securities Limited at www.icicisecurities.com, DAM Capital Advisors Limited at www.damcapital.in and JM Financial Limited at www.jmfl.com and at the website of our Company, HERO MOTORS LIMITED at www.heromotors.com and the websites of the Stock Exchanges, for BSE Limited at www.bseindia.com and for National Stock Exchange of India Limited at www.nseindia.com.

AVAILABILITY OF THE ABRIDGED PROSPECTUS: A copy of the Abridged Prospectus shall be available on the website of the Company, the BRLMs and the Registrar to the Offer at: www.heromotors.com, www.icicisecurities.com, www.damcapital.in, www.jmfl.com and www.kfintech.com, respectively.

AVAILABILITY OF BID CUM APPLICATION FORM: Bid cum Application Form can be obtained from the Registered Office of our Company, HERO MOTORS LIMITED, Telephone: +91 120 4412 000; **BRLMs:** ICICI Securities Limited, Tel: +91 22 6807 7100; DAM Capital Advisors Limited, Tel: +91 22 4202 2500 and JM Financial Limited, Tel: +91 22 6630 3030 and **Syndicate Members:** Sharekhan Limited, Telephone Number: +91 22 6750 2000, and JM Financial Services Limited, Telephone Number: +91 22 6136 3400, Registered Brokers, SCSBs, Designated RTA Locations and Designated CDP Locations for participating in the Offer. Bid cum Application Forms will also be available on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and at all the Designated Branches of SCSBs, the list of which is available on the websites of the Stock Exchanges and SEBI.

SUB-SYNDICATE MEMBERS: Almondz Global Securities Limited; Ambit Capital Limited; Anand Rathi Share & Stock Brokers Limited; Asit C Mehta Financial Services Limited; Axis Capital Limited; Bajaj Financial Securities Limited; Centrum Finverse Limited; Centrum Wealth Management Ltd; Choice Equity Broking Private Limited; DB(International) Stock Brokers Limited; Eureka Stock & Share Broking Services Limited; Finwizard Technology Private Limited; Globe Capital Market Limited; HDFC Securities Limited; IDBI Capital Market Services Limited; IIFL Capital Services Limited; Jobanputra Fiscal Services Pvt. Limited; Keynote Capital Limited; KJMC Capital Market Services Limited; Kotak Securities Limited; LKP Securities

Limited; Motilal Oswal Financial Services Limited; Nirmal Bang Securities Pvt Limited; Nuvama Wealth and Investment Limited; Pantomath Financial Services Limited; PAYTM Money Limited; Prabhudas Lilladher Pvt Limited; Pravin Ratilal Share and Stock Brokers Limited; Reliance Securities Limited; Religare Broking Limited; RR Equity Brokers Pvt Limited; SBICAP Securities Limited; SMC Global Securities Limited; Standard Chartered Securities; Sushil Financial Services Pvt. Limited; Systematix Shares and Stocks (India) Limited; Trade Bulls Securities (P) Limited; Trust Securities Limited; YES Securities (India) Limited.

PUBLIC OFFER ACCOUNT BANK AND SPONSOR BANK: Axis Bank Limited.

ESCROW COLLECTION BANK, REFUND BANK AND SPONSOR BANK: ICICI Bank Limited.

UPI: UPI Bidders can also Bid through UPI Mechanism.

All capitalised terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

For **HERO MOTORS LIMITED**
On behalf of the Board of Directors
Sd/-
Sakshi Dureja
Company Secretary and Compliance Officer

Place: Noida, Uttar Pradesh
Date: September 9, 2026

HERO MOTORS LIMITED is proposing, subject to receipt of requisite approvals, market conditions and other considerations, an initial public offer of its Equity Shares and has filed a RHP dated September 9, 2026 with the RoC. The RHP is made available on the website of the SEBI at www.sebi.gov.in as well as on the website of the BRLMs i.e., ICICI Securities Limited at : www.icicisecurities.com, DAM Capital Advisors Limited at www.damcapital.in and JM Financial Limited at www.jmfl.com, the website of the NSE at www.nseindia.com and the website of the BSE at www.bseindia.com and the website of the Company at www.heromotors.com. Any potential investor should note that investment in equity shares involves a high degree of risk and should refer to the RHP, including the section titled ***"Risk Factors"*** beginning on page 21 of the RHP. Potential investors should not rely on the DRHP for making any investment decision

This announcement does not constitute an invitation or offer of securities for sale in any jurisdiction. The Equity Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended ("**U.S. Securities Act**") or any state securities laws in the United States, and unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States, in "offshore transactions", as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions in which such offers and sales are made. There will be no public offering in the United States.