

July 29, 2025

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E) Mumbai – 400051

Sub: Submission of Scrutinizer's Report in connection with 34th Annual General Meeting of Hero FinCorp Limited ("the Company")

Dear Sir/Madam,

With reference to the captioned subject, please find enclosed Scrutinizer's Report dated July 29, 2025 on voting through electronic means (i.e. remote e-voting and voting at the Meeting through electronic voting system), in respect of the 34th Annual General Meeting of the Company held on Monday, July 28, 2025

Request you to kindly take the same on records.

**For and on behalf of
Hero FinCorp Limited**

**Shivendra Suman
Company Secretary & Compliance Officer**

Encl:a/a

 <p>DPV Dynamic .Precise .Vigilant</p>	<p>DPV & ASSOCIATES LLP COMPANY SECRETARIES, LLPIN: AAV-8350 Reg. Off: B-285, First Floor, Green Fields, Sector-43, Faridabad-121010 E-mail: dpv@dpvassociates.com / devesh@dpvassociates.com, Tele: 0129 4902641</p>
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Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 (the "Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "Rules") as amended from time to time]

To,
 The Chairperson
 34th Annual General Meeting of the Shareholders of
HERO FINCORP LIMITED
 (CIN: U74899DL1991PLC046774)
 34, Community Centre, Basant Lok,
 Vasant Vihar, New Delhi-110057

Dear Sir,

I, Devesh Kumar Vasisht, Managing Partner of M/s DPV & Associates LLP, Company Secretaries, bearing firm registration number L2021HR009500 having office at B-285, First Floor, Green Fields, Sector-43, Faridabad-121010, was appointed as Scrutinizer by the Board of Directors of **Hero FinCorp Limited ('the Company')** in their meeting held on June 30, 2025, for the purpose of scrutinizing voting process i.e. remote e-voting and voting during the Annual General Meeting ('AGM'), in a fair and transparent manner under the provisions of Sections 108 of the Act read with the Rules and read with General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022, 9/2023 and 9/2024 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 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 ('LODR Regulations') read with SEBI vide it's circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/ 2021/11 dated January 15, 2021, SEBI/ HO/CFD/CMD2/CIR/P/ 2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 ('SEBI circular'), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of the resolutions considered at the AGM of the Company held on Monday, July 28, 2025 at 12:00 P.M. through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM').

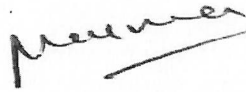
I submit my report as under:

1. The Management of the Company is responsible to ensure the compliance with the requirements of (i) the Act and the Rules made thereunder and (ii) the MCA Circulars; (iii)

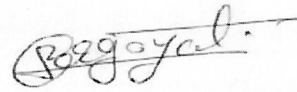


SEBI Circulars and (iv) the Listing Regulations related to e-voting in respect of the resolutions contained in the AGM Notice including the dispatch of notice to the shareholders and also to ensure a secured framework for e-voting.

2. My responsibility as Scrutinizer is restricted to make a consolidated scrutinizer's report of the votes cast in 'Favour' or 'Against' the resolutions contained in the AGM Notice, based on the report generated from the e-voting system provided by National Securities Depository Limited ('NSDL').
3. The Company has published newspaper advertisements on July 05, 2025 confirming on the completion of dispatch of AGM Notice along with the Annual Report for FY 2024-25 to eligible members in "Financial Express" in English Language and "Jansatta" in Regional-Hindi Language as per Rule 20 of the Companies (Management and Administration) Rules, 2014.
4. The remote e-voting period commenced on Friday, July 25, 2025 (09:00 a.m. IST) and ended on Sunday, July 27, 2025 (05:00 p.m. IST) via e-voting platform on the designated website of NSDL, Authorized Agency to provide e-voting facility through www.evoting.nsdl.com. The Company provided e-voting facility to the Members who participated/ attended through VC/OAVM to enable such Members to cast their votes, if they had not casted their vote earlier through remote e-voting. Further, the e-voting platform was opened during the AGM and remained open till the conclusion of AGM for voting purpose.
5. The Members of the Company as on the "Cut-off Date" i.e. Monday, July 21, 2025 were entitled to avail the facility of remote e-voting as well as e-voting at the AGM on the proposed resolutions as set out in AGM Notice.
6. After completion of e-voting at the AGM, the e-votes cast by the Shareholders were unblocked in the presence of two witnesses i.e. Mr. Mukesh Sharma and Mr. Parveen Kumar who were not in the employment of the Company who have signed below:



Mukesh Sharma



Parveen Kumar

7. The data of remote e-voting and e-voting at the AGM was diligently scrutinized and reconciled with the records maintained by MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), RTA of the Company. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting at AGM.
8. There was no shareholder who opted for both the facilities, i.e. remote e-voting and e-voting at AGM. Further, the shareholders who voted for lesser number of shares as compared to their entitlement, the number of shares for which they have actually voted have been considered.
9. As on the cut-of date, the fully paid-up equity share capital of the Company was Rs. 1,29,62,70,360/- (Rupees One Hundred Twenty-Nine Crore Sixty Two Lakh Seventy Thousand Three Hundred Sixty Only) divided into 12,96,27,036 (Twelve Crore Ninety Six Lakh Twenty Seven Thousand Thirty Six) fully paid equity shares of face value of Rs. 10/- (Rupees Ten Only) each.



10. The consolidated summary of results of e-voting at AGM and remote e-voting are as under:

Resolution No. 1 To receive, consider and adopt:

- a) The audited standalone financial statements of the Company for the financial year ended March 31, 2025 together with the reports of the Board of Directors and Auditors thereon; and
- b) The audited consolidated financial statements of the Company for the financial year ended March 31, 2025 together with the reports of the Auditors thereon

Particulars	Ordinary Resolution			Percentage
	E-votes during AGM	Remote E-votes	Total	
Assent	40,47,839	11,47,69,849	11,88,17,688	100
Dissent	-	-	-	-
Total	40,47,839	11,47,69,849	11,88,17,688	100

Therefore, the above-mentioned Resolution has been approved with requisite majority. The detailed break up of voting through remote e-voting in respect of the above Resolution is attached to this report and marked as 'Annexure A'.

Resolution No. 2 To Declare a final dividend @11% i.e. ₹1.10/- per equity share of ₹10, each for the financial year ended March 31, 2025

Particulars	Ordinary Resolution			Percentage
	e-votes during AGM	Remote E-votes	Total	
Assent	40,47,839	11,47,69,849	11,88,17,688	100
Dissent	-	-	-	-
Total	40,47,839	11,47,69,849	11,88,17,688	100

Therefore, the above-mentioned Resolution has been approved with requisite majority. The detailed break up of voting through remote e-voting in respect of the above Resolution is attached to this report and marked as 'Annexure B'.

Resolution No. 3 To appoint a director in place of Dr. Pawan Munjal, DIN:00004223, who retires by rotation and being eligible has offered himself for re-appointment

Particulars	Ordinary Resolution			Percentage
	e-votes during AGM	Remote E-votes	Total	
Assent	40,47,839	11,47,69,349	11,88,17,188	99.9996
Dissent	-	500	500	0.0004
Total	40,47,839	11,47,69,849	11,88,17,688	100



Therefore, the above-mentioned Resolution has been approved with requisite majority. The detailed break up of voting through remote e-voting in respect of the above Resolution is attached to this report and marked as 'Annexure C'.

11. The register containing the details of e-voting will be handed over to the Company Secretary of the Company, for preserving safely after the Chairperson considers, approves and signs the minutes of the AGM.

Thanking You,

For DPV & Associates LLP

Company Secretaries

Firm Reg. No.: L2021HR009500

Peer Review Certificate No. 6189/2024

Devesh Kumar Vasisht

Devesh Kumar Vasisht

Managing Partner

CP No.:13700 / Mem. No. F8488

UDIN: F008488G000881316

Date: July 29, 2025

Place: Faridabad



**Countersigned by
For Hero FinCorp Limited**

Shivendra Suman

Shivendra Suman

Company Secretary & Compliance Officer

Date: July 29, 2025

Place: New Delhi



Annexure-A

Details of remote e-voting and e-voting during the AGM for Resolution No.-1 are as under:

A1. VOTING THROUGH REMOTE E-VOTING:			
Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes received	68	114769849	1,14,76,98,490
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	68	114769849	1,14,76,98,490
d) Votes with assent for the resolution	68	114769849	1,14,76,98,490
e) Votes with dissent for the resolution	-	-	-

A2. VOTING THROUGH E-VOTING DURING AGM:			
Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	32	404,7,839	4,04,78,390
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	32	404,7,839	4,04,78,390
d) Votes with assent for the resolution	32	404,7,839	4,04,78,390
e) Votes with dissent for the resolution	-	-	-



Annexure-B

Details of remote e-voting and e-voting during the AGM for Resolution No.-2 are as under:

B1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	68	114769849	1,14,76,98,490
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	68	114769849	1,14,76,98,490
d) Votes with assent for the resolution	68	114769849	1,14,76,98,490
e) Votes with dissent for the resolution	-	-	-

B2. VOTING THROUGH E-VOTING DURING AGM:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	32	404,7,839	4,04,78,390
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	32	404,7,839	4,04,78,390
d) Votes with assent for the resolution	32	404,7,839	4,04,78,390
e) Votes with dissent for the resolution	-	-	-



Annexure-C

Details of remote e-voting and e-voting during the AGM for Resolution No.-3 are as under:

C1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	68	11,47,69,849	1,14,76,98,490
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	68	11,47,69,849	1,14,76,98,490
d) Votes with assent for the resolution	67	11,47,69,349	1,14,76,93,490
e) Votes with dissent for the resolution	1	500	5,000

C2. VOTING THROUGH E-VOTING DURING AGM:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	32	404,7,839	4,04,78,390
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	32	404,7,839	4,04,78,390
d) Votes with assent for the resolution	32	404,7,839	4,04,78,390
e) Votes with dissent for the resolution	-	-	-

