

HMCL:ICK:11/14A:SECT:15

October 12, 2015

Asst. Vice President,
Listing Department,
National Stock Exchange of India Ltd.,
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E),
MUMBAI - 400 051

The Secretary,
BSE Limited,
25th Floor,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001

Dear Sir,

Sub : Corporate Governance Compliance Report for the second quarter ended September 30, 2015

Re : Clause 49(X)(b) of the Listing Agreement

Pursuant to Clause 49(X)(b) of the Listing Agreement, please find enclosed herewith the Compliance Report on Corporate Governance for the second quarter ended September 30, 2015.

Hope you will find the same in order.

Thanking you,

Yours faithfully,
for Hero MotoCorp Ltd.

Sd/-
ILAM C. KAMBOJ
Asso. V.P. Legal & Company Secretary

Encl: As above

| Scrip Code: 500182/HEROMOTOCO | | Quarter Ended: 30-Sept-2015 | |
|---|------------------------------------|------------------------------------|----------------|
| Particulars | Clause of Listing agreement | Compliance Status Yes/No | Remarks |
| II. Board of Directors | 49 (II) | | |
| (A) Composition of Board | 49 (IIA) | Yes | Complied |
| (B) Independent Directors | 49 (IIB) | Yes | Complied |
| (C) Non-executive Directors' compensation & disclosures | 49 (IIC) | Yes | Complied |
| (D) Other provisions as to Board and Committees | 49 (IID) | Yes | Complied |
| (E) Code of Conduct | 49 (IIE) | Yes | Complied |
| (F) Whistle Blower Policy | 49 (IIF) | Yes | Complied |
| III. Audit Committee | 49 (III) | | |
| (A) Qualified & Independent Audit Committee | 49 (IIIA) | Yes | Complied |
| (B) Meeting of Audit Committee | 49 (IIIB) | Yes | Complied |
| (C) Powers of Audit Committee | 49 (IIIC) | Yes | Complied |
| (D) Role of Audit Committee | 49 (IIID) | Yes | Complied |
| (E) Review of Information by Audit Committee | 49 (IIIE) | Yes | Complied |
| IV. Nomination and Remuneration Committee | 49 (IV) | Yes | Complied |
| V. Subsidiary Companies | 49 (V) | N.A. | N.A. |
| VI. Risk Management | 49 (VI) | Yes | Complied |
| VII. Related Party Transactions | 49 (VII) | Yes | Complied |
| VIII. Disclosures | 49 (VIII) | | |
| (A) Related party transactions | 49 (VIIIA) | Yes | Complied |
| (B) Disclosure of Accounting Treatment | 49 (VIIIB) | Yes | Complied |
| (C) Remuneration of Directors | 49 (VIII C) | Yes | Complied |
| (D) Management | 49 (VIII D) | Yes | Complied |
| (E) Shareholders | 49 (VIII E) | Yes | Complied |
| (F) Proceeds from public issues, rights issue, preferential issues, etc | 49 (VIII I) | N.A. | N.A. |
| IX. CEO/CFO Certification | 49 (IX) | Yes | Complied |
| X. Report on Corporate Governance | 49 (X) | Yes | Complied |
| XI. Compliance | 49 (XI) | Yes | Complied |

Hero MotoCorp Ltd.

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