

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity **- Hero MotoCorp Limited**
 2. Quarter ending **- 31-Mar-2016**

i. Composition of Board of Directors										
Title (Mr./Ms)	Name of the Director	DI N	P A N	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	PAWAN MUNJAL	00 00 42 23	AC GP M7 510 D	C & ED				1	0	0
Mr.	SUNIL KANT MUNJAL	00 00 39 02	AIB PM 492 8J	ED				3	3	1
Mr.	SUMANT KANT MUNJAL	00 00 28 03	AB MP M8 075 A	NED				1	1	0
Mr.	PAUL BRADFORD EDGERLEY	02 21 32 79	ABE PE5 499 E	NED				1	0	0
Mr.	ANAND CHA	00 05	AA APB	NED, ID	05-Aug-2014		1.8	2	0	0

	ND BUR MAN	62 16	307 0D							
Mr.	MEL EVEE TIL DAM ODAR AN	02 10 69 90	AA DP D14 46K	NED,ID	05-Aug- 2014		1.8	5	5	3
Mr.	PRA DEEP DINO DIA	00 02 79 95	AAF PD2 546 M	NED,ID	05-Aug- 2014		1.8	5	3	3
Mr.	PRIT AM SING H	00 05 73 77	AG OPS 057 6K	NED,ID	05-Aug- 2014		1.8	3	3	1
Mr.	RAVI NDE R NATH	00 06 21 86	AA HP N73 14H	NED,ID	05-Aug- 2014		1.8	4	2	1
Ms.	SHO BAN A KAMI NENI	00 00 38 36	AAI PK7 589 G	NED,ID	27-Mar- 2015		1	4	1	0
Mr.	VED PRAK ASH MALI K	00 00 66 28	AD AP M5 711 F	NED,ID	05-Aug- 2014		1.8	1	1	0

II. Composition of Committees

Audit Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	PRADEEP DINODIA	NED,ID	Chairperson
2	PRITAM SINGH	NED,ID	Member
3	MELEVEETIL DAMODARAN	NED,ID	Member
4	VED PRAKASH MALIK	NED,ID	Member

Stakeholders Relationship Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	MELEVEETIL DAMODARAN	NED,ID	Member
2	PRITAM SINGH	NED,ID	Chairperson
3	RAVINDER NATH	NED,ID	Member

Risk Management Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	MELEVEETIL DAMODARAN	NED,ID	Chairperson
2	PRADEEP DINODIA	NED,ID	Member
3	RAVINDER NATH	NED,ID	Member

Nomination and Remuneration Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	PRADEEP DINODIA	NED,ID	Member
2	RAVINDER NATH	NED,ID	Member
3	VED PRAKASH MALIK	NED,ID	Chairperson

III. Meeting of Board of Directors		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
20-Oct-2015	11-Feb-2016	113
20-Oct-2015	10-Mar-2016	

IV. Meeting of Committees			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
10-Feb-2016	Yes	19-Oct-2015	113
10-Feb-2016	Yes	20-Oct-2015	
10-Feb-2016	Yes	19-Oct-2015	
28-Mar-2016	Yes	19-Oct-2015	
10-Feb-2016	Yes	20-Oct-2015	
28-Mar-2016	Yes		

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015

- a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
 5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

Report for Quarter ended December 31, 2015 was placed before the Board at its Meeting held on February 11, 2016.

Name : **Ramni Sood**
Designation : **Compliance Officer**

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes

<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Not Applicable
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Not Applicable Our view was that there is no material subsidiary, hence the said Corporate Governance requirements did not apply. Post FAQs released by SEBI on SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on 29.01.2016, the position has been clarified and going forward, the Company will comply with the requirements with respect to all its subsidiaries.
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Not Applicable Since the concerned NED, Mrs. Shobana Kamineni, did not hold any shares in the Company by herself or on beneficial basis for any other person, the disclosure requirement does not apply.
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Not Applicable***

*The Company does have in place a policy for determination of material subsidiary. Please visit <http://www.heromotocorp.com/en-in/about-us/key-policies/policy-on-material.html>. In so far as Compliance of Corporate Governance requirements with respect to Company's Subsidiaries, our view was that there is no material subsidiary, hence the said Corporate Governance requirements did not apply. Post FAQs released by SEBI on SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on 29.01.2016, the position has been clarified and going forward, the Company will comply with the requirements with respect to all its subsidiaries.

Name : **Ramni Sood**
Designation : **Compliance Officer**