

October 11, 2018

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

The Secretary,  
**BSE Limited**  
25<sup>th</sup> 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) and SEBI (Depositories and Participants) Regulations, 1996**

Dear Sirs,

Please find enclosed herewith the following documents in compliance of the Listing Regulations and SEBI (Depositories and Participants) Regulations, 1996:

**1. Listing Regulations**

- a. Certificate under Regulation 7(3) for the half year ended September 30, 2018.
- b. Shareholding Pattern pursuant to Regulation 31(1) for the quarter ended September 30, 2018.
- c. Certificate under Regulation 40(9) for the half year ended September 30, 2018.

**2. SEBI (Depositories and Participants) Regulations, 1996**

- a. Reconciliation of Share Capital Audit Report pursuant to Regulation 55A for the quarter ended September 30, 2018.

Kindly take the same on your records.

Thanking you.

For Hero MotoCorp Ltd.

  
(Neerja Sharma)  
Company Secretary



Encl.: a/a



# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

B-88, 1<sup>st</sup> Floor, Defence Colony, New Delhi - 110 024

Tel. : (011) 4679 0000, Fax : (011) 4679 0012

e-mail : [contact@cssanjaygrover.in](mailto:contact@cssanjaygrover.in)

website : [www.cssanjaygrover.in](http://www.cssanjaygrover.in)

**THE BOARD OF DIRECTORS  
HERO MOTOCORP LIMITED  
34, COMMUNITY CENTRE,  
BASANT LOK, VASANT VIHAR,  
NEW DELHI-110057**

### CERTIFICATE RECONCILIATION OF SHARE CAPITAL AUDIT

1. Quarter Ended : September 30, 2018
2. ISIN : INE158A01026
3. Face Value : Rs. 2/- each
4. Name & CIN of the Company : **HERO MOTOCORP LIMITED**  
**L35911DL1984PLC017354**
5. Registered Office Address : 34, Community Centre, Basant Lok, Vasant Vihar,  
New Delhi-110057
6. Correspondence Address : 34, Community Centre, Basant Lok, Vasant Vihar,  
New Delhi-110057
7. Telephone & Fax No. : Tel. No. : 011-46044100,  
Fax No. : 011-26143321
8. E-mail address : [Neerja.sharma@heromotocorp.com](mailto:Neerja.sharma@heromotocorp.com)
9. Name of the Stock Exchanges where the Company's equity Shares are listed:  
a) **BSE Limited**  
b) **National Stock Exchange of India Limited**

S.No.	Particulars	Number of Equity shares	% of Total Issued equity Capital
10.	Issued Capital	19,97,11,455	100.00
11.	Listed Capital (Exchange wise)		
	a) BSE Limited.	19,97,11,455	100.00
	b) National Stock Exchange of India Ltd.	19,97,11,455	100.00
12.	Held in dematerialized form in CDSL	27,96,599	1.40
13.	Held in dematerialized form in NSDL	19,49,85,848	97.63
14.	Physical Holdings	19,29,008	0.97
15.	Total No. of Shares (12+13+14)	<b>19,97,11,455</b>	100.00



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For Hero MotoCorp Ltd.

  
**Neerja Sharma**  
Company Secretary

16. Reasons for difference if any, between: (10&11), (10&15), (11&15):-


-----N.A.-----

17. Details of changes in Share Capital during the quarter under consideration as per Table below:

S No.	Particulars	No. of Shares	Applied /Not Applied for listing	Listed on Stock Exchange	Whether intimated to CDSL	Whether intimated to NSDL	In -principal, approval, pending for SE
1.	Increase – Rights Issue						
2.	Bonus Issue						
3.	Preferential Issue						
4.	Initial Public Offer						
5.	Re-issue of Forfeited Shares						
6.	Employee Stock Option exercised	-----	-----	N.A.	-----	-----	-----
7.	Amalgamation/ Scheme of Arrangement						
8.	Conversion of Loans /Debentures						
9.	Any other (to specify)						
	<b>Total (A)</b>	-	-	-	-	-	-
S No.	Particulars	No. of Shares	Applied /Not Applied for Delisting	Delisted on Stock Exchange	Extinguished by CDSL	Extinguished by NSDL	In -principal, approval, pending for SE
10.	Decrease- Buy-back						
11.	Capital Reduction						
12.	Forfeiture						
13.	Amalgamation / Scheme of Arrangement	-----	-----	N.A.	-----	-----	-----
14.	Any other (to specify)						
	<b>Total (B)</b>	-	-	-	-	-	-
	<b>Net Increase/ Decrease(A-B)</b>	-	-	-	-	-	-



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Neerja Sharma  
Company Secretary

**SANJAY GROVER & ASSOCIATES**

18. Register of Members is updated (Yes/No): **Yes**

19. Reference of previous quarter with regards to excess dematerialization of shares:

-----N.A.-----

20. Has the Company resolved the matter mentioned in point no. 19 above in the current quarter?

-----N.A.-----

21. Total number of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay:

Total No. of requests	No. of requests	No. of shares	Reasons for delay
Confirmed after 21 days	NIL	NIL	N.A.
Pending for more than 21 days	NIL	NIL	N.A.

22. Name, Telephone & Fax No. of the Compliance Officer of the Company.

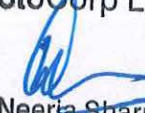
Name	Telephone	Fax No.
Ms. Neerja Sharma	011-46044100	011-26143321

23. Name, Address, Telephone & Fax No., Firm Registration No. of Auditor:

Name	Address	Tel. No.	Fax No.	Firm Registration No.
Mr. Sanjay Grover Membership No.: F4223	Sanjay Grover & Associates, <b>Company Secretaries</b> B-88, First Floor, Defence Colony, New Delhi – 110024	011- 46790000	011- 46790012	P2001DE052900



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Company Secretary


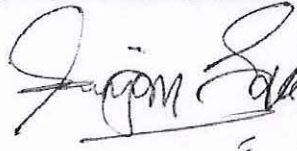
**SANJAY GROVER & ASSOCIATES**

24. Common Agency for Share Registry work:

**Name** : Karvy Computershare Private Limited  
**Address** : Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District,  
Nanakramguda, Hyderabad-500032

25. Any other detail that the Auditor may like to provide:

Out of the Total Issued equity Share Capital of the Company no Equity share were credited to the demat Account of Investor Education and Protection Fund (IEPF) Authority during the quarter ended on September 30, 2018 in accordance with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

 <p><b>Date: October 10, 2018</b> <b>Place: New Delhi</b></p>	<p><b>For SANJAY GROVER &amp; ASSOCIATES COMPANY SECRETARIES FIRM REGISTRATION No. : P2001DE052900</b></p>  <p><b>SANJAY GROVER MANAGING PARTNER FCS No. 4223 CP No. 3850</b></p>
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For Hero MotoCorp Ltd.



**Neerja Sharma  
Company Secretary**