

October 10, 2017

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
25th 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, 2017.
- b. Compliance Report on Corporate Governance under Regulation 27(2) for the quarter and half year ended September 30, 2017.
- c. Shareholding Pattern pursuant to Regulation 31(1) for the quarter ended September 30, 2017.
- d. Certificate under Regulation 40(9) for the half year ended September 30, 2017.

2. SEBI (Depositories and Participants) Regulations, 1996

- a. Reconciliation of Share Capital Audit Report pursuant to Regulation 55A for the quarter ended September 30, 2017.

Kindly take the same on your records.

Thanking you.

For Hero MotoCorp Ltd.


(Neerja Sharma)
Company Secretary



Encl.: a/a

Hero MotoCorp Ltd.

Regd. Office: 34, Community Centre, Basant Lok, Vasant Vihar, New Delhi-110057, India
Tel. +91-11-26142451, 46044100, Fax +91-11-26143321, 26143198
HeroMotoCorp.com CIN: L35911DL1984PLC017354 PAN: AAACH0812J



Shareholding Pattern for the Quarter ended 30-09-2017

- 1 Name of Listed Entity : HERO MOTOCORP LTD.
- 2 Scrip Code/Name of Scrip/Class of Security : HEROMOTOCO
- 3 Share Holding Pattern Filed under : Reg.31(1)(b)
- 4 Share Holding Pattern as on : 30 September, 2017
- 5 Declaration : The Listed entity is required to submit the following declaration to the extent of submission of information:

S. No.	Particulars	Yes	No
1	Whether the Listed Entity has issued any partly paid up shares		No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3	Whether the Listed Entity has any shares against which depository receipts are issued?		No
4	Whether the Listed Entity has any shares in locked-in?		No
5	Whether any shares held by promoters are pledge or otherwise encumbered?		No



Table I - Summary Statement holding of specified securities

Category	Category of shareholder (ii)	No of Shareholders (iii)	No of fully paid up equity shares held (iv)	No of Partly paid up equity shares held (v)	No of Shares Underlying Depository Receipts (vi)	Total No of Shares Held (vii) = (iv)+(v)+(vi)	Shareholding as a % of total no of shares (As a % of (A+B+C2)) (viii)	Number of Voting Rights securities (ix)			No of Shares Underlying convertible securities (including Warrants) (x)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (xi)	Number of Locked in Shares (xii)		Number of Shares pledged or otherwise encumbered (xiii)	Number of equity shares held in dematerialized form (xiv)		
								No of Voting Rights		Total as a % of (A+B+C)			No. (a)	As a % of total Shares held			No. (a)	As a % of total Shares held
								Class X	Class Y									
(A)	Promoter & Promoter Group	16	69166082	0	0	69166082	34.64	0	0	0	34.64	0	0.00	0	69166082			
(B)	Public	98288	130530756	0	0	130530756	65.36	0	0	0	65.36	0	0.00	NA	127661333			
(C)	Non Promoter-Non Public																	
(C1)	Shares underlying DRs	0	0	0	0	0	NA	0	0	0	NA	0	0.00	NA	0			
(C2)	Shares held by Employees Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	0			
	Total:	98304	199696838	0	0	199696838	100.00	0	0	0	100.00	0	0.00	0	196827415			

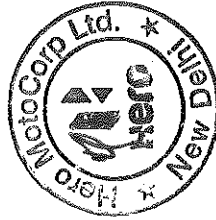


Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category the Shareholder (I)	PAN (II)	No of Share holders (III)	No of fully paid up equity shares held (IV)	No of Party paid-up equity shares held (V)	No of Shares Underlying Depository Receipts (VI)	Total No of Shares Held (IV+V+VI) (VII)	Shareholding as a % of total no of shares (calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (VII)+(X) As a % of (A+B+C2) (XI)	Number of Locked in Shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)	Number of equity shares held in dematerialized form (XIV)
								No of Voting Rights				As a % of total Shares held	No.(a)		
								Class X	Class Y	Total					
(I)	Indian														
(a)	Individuals/Hindu undivided Family	13	28347708	0	28347708	0	14.20	28347708	0	14.20	0	0.00	0	0.00	28347708
	ABHIMANYU MUNJAL		10620	0	10620	0	0.01	10620	0	0.01	0	0.00	0	0.00	10620
	ANISHA MUNJAL		32500	0	32500	0	0.02	32500	0	0.02	0	0.00	0	0.00	32500
	PAWAN KANT MUNJAL		43354	0	43354	0	0.02	43354	0	0.02	0	0.00	0	0.00	43354
	PAWAN MUNJAL (As Karta of HUF)		32500	0	32500	0	0.02	32500	0	0.02	0	0.00	0	0.00	32500
	PAWAN MUNJAL, RENU MUNJAL and SUMAN MUNJAL (On behalf of Brijmohan Lal Om Parkash Partnership Firm)		27927058	0	27927058	0	13.98	27927058	0	13.98	0	0.00	0	0.00	27927058
	RAHUL MUNJAL		10620	0	10620	0	0.01	10620	0	0.01	0	0.00	0	0.00	10620
	RENU MUNJAL		111483	0	111483	0	0.06	111483	0	0.06	0	0.00	0	0.00	111483
	RENUKA MUNJAL		32480	0	32480	0	0.02	32480	0	0.02	0	0.00	0	0.00	32480
	SANTOSH MUNJAL		10	0	10	0	0.00	10	0	0.00	0	0.00	0	0.00	10
	SUNIL KANT MUNJAL		32500	0	32500	0	0.02	32500	0	0.02	0	0.00	0	0.00	32500
	SUMAN KANT MUNJAL		71250	0	71250	0	0.04	71250	0	0.04	0	0.00	0	0.00	71250
	SUMAN KANT MUNJAL (As Karta of HUF)		10833	0	10833	0	0.01	10833	0	0.01	0	0.00	0	0.00	10833
	VASUDHA MUNJAL Central Government/State Government(s)		32500	0	32500	0	0.02	32500	0	0.02	0	0.00	0	0.00	32500
(b)	Financial														
(c)	Institutions/Banks														
(d)	Any Other		3	40818374	0	40818374	20.44	40818374	0	20.44	0	0.00	0	0.00	40818374
	Body Corporate		3	40818374	0	40818374	20.44	40818374	0	20.44	0	0.00	0	0.00	40818374
	BAHADUR CHAND INVESTMENTS PVT LTD		39943238	0	39943238	0	20.00	39943238	0	20.00	0	0.00	0	0.00	39943238
	HERO FINCORP LIMITED		1370	0	1370	0	0.00	1370	0	0.00	0	0.00	0	0.00	1370
	PRIVATE LIMITED		873766	0	873766	0	0.44	873766	0	0.44	0	0.00	0	0.00	873766
	Sub-Total (A)(1)		16	69166082	0	69166082	34.64	69166082	0	34.64	0	0.00	0	0.00	69166082
(2)	Foreign														

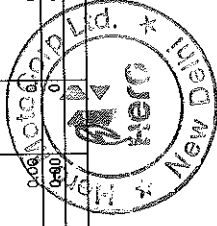


Table II A - Unclaim Details

Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights frozen etc.	
No of Shareholders	No of shares held
Nil	Nil



Table III - Statement showing shareholding pattern of the Public shareholder

Category	Category & Name of the Shareholder (i)	PAN (ii)	No of Shareholders (iii)	No of fully paid up equity shares held (iv)	No of Party paid-up equity shares held (v)	No of Shares Underlying Depository Receipts (vi)	Total No of Shares Held (vii)=(iv+v+vi)	Shareholding as a % of total no of shares (A+B+C2) (viii)		Number of Voting Rights securities (ix)		No of Shares Outstanding convertible securities (including Warrants) (x)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (xi)	Number of Shares pledged or otherwise encumbered (xiii)		Number of equity shares held in dematerialized form (xiv)
								Class X	Class Y	Total	Class X			Class Y	Total	
(1)	Institutions															
(a)	Mutual Funds		247	13265346	0	0	13265346	6.64	13265346	0	6.64	0	6.64	0.00	NA	13246936
	KOTAK MAHINDRA 50 UNIT SCHEME	AAATK4475F	15	2440535	0	0	2440535	1.22	2440535	0	1.22	0	1.22	0.00	NA	2440535
	SBI MAGNUM EQUITY FUND	AAABTS6407Q	31	2713880	0	0	2713880	1.36	2713880	0	1.36	0	1.36	0.00	NA	2713880
(b)	Venture Capital Funds		0	0	0	0	0	0.00	0	0	0.00	0	0.00	0.00	NA	0
(c)	Alternate Investment Funds		0	0	0	0	0	0.00	0	0	0.00	0	0.00	0.00	NA	0
(d)	Foreign Venture Capital Investors		0	0	0	0	0	0.00	0	0	0.00	0	0.00	0.00	NA	0
(e)	Foreign Portfolio Investors		865	84106103	0	0	84106103	42.12	84106103	0	42.12	0	42.12	0.00	NA	84068088
	LAZARD EMERGING MARKETS EQUITY PORTFOLIO	AAAAA10206A	1	3685678	0	0	3685678	1.85	3685678	0	1.85	0	1.85	0.00	NA	3685678
	OPPENHEIMER INTERNATIONAL GROWTH FUND	AAATO0465D	1	7407409	0	0	7407409	3.71	7407409	0	3.71	0	3.71	0.00	NA	7407409
	ABERDEEN EMERGING MARKETS FUND	AAABTS942K	1	2165335	0	0	2165335	1.08	2165335	0	1.08	0	1.08	0.00	NA	2165335
	GOVERNMENT PENSION FUND GLOBAL	AAACCN1454E	1	2524040	0	0	2524040	1.26	2524040	0	1.26	0	1.26	0.00	NA	2524040
	TEMPLETON GROWTH FUND, INC.	AAACCT1783C	1	2191376	0	0	2191376	1.10	2191376	0	1.10	0	1.10	0.00	NA	2191376
(f)	STICHTING DEPOSITARY APG EMERGING MARKETS EQUITY POOL	AAVCS6547E	1	2160357	0	0	2160357	1.08	2160357	0	1.08	0	1.08	0.00	NA	2160357
	Financial Institutions/Banks		55	1512763	0	0	1512763	0.76	1512763	0	0.76	0	0.76	0.00	NA	1448948
(g)	Insurance Companies		20	8399761	0	0	8399761	4.21	8399761	0	4.21	0	4.21	0.00	NA	8399761
	LIFE INSURANCE CORPORATION OF INDIA	AAACLU582H	1	5867025	0	0	5867025	2.94	5867025	0	2.94	0	2.94	0.00	NA	5867025
(h)	Provident Funds/Pension Funds		0	0	0	0	0	0.00	0	0	0.00	0	0.00	0.00	NA	0
(i)	Any Other		4	327	0	0	327	0.00	327	0	0.00	0	0.00	0.00	NA	327
	FOREIGN NATIONALS		1191	107284300	0	0	107284300	53.72	107284300	0	53.72	0	53.72	0.00	NA	107184410
	Sub Total (B) (1)															

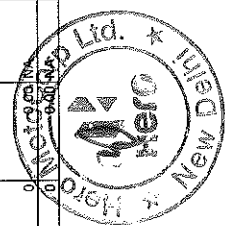


Table IIIA - Person Acting In Concert

Details of the shareholders acting as persons in Concert including their Shareholding:			
Name of Shareholder	Name of PAC	No of shares	Holding%
Total:		0	0

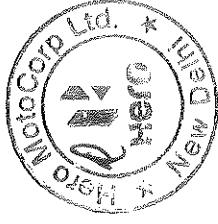


Table III B - Unclaim Details**

Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights frozen etc.
714
212510

**In terms of extant provisions of the Companies Act and SEBI(LODR) Regulations, 2015, these unclaimed shares have been transferred to unclaimed suspense account.



Table IV - Statement showing shareholding pattern of the Non Promoter - Non Public Shareholder

Case Category	Category & Name of the Shareholder (i)	PAN (ii)	No of Shareholders (iii)	No of fully paid up equity shares held (iv)	No of Partly paid-up equity shares held (v)	No of Shares Underlying Depository Receipts (vi)	Total No of Shares Held (iv+v+vi) (vii)	Shareholding as a % of total no of shares (A+B+C2) (viii)	Number of Voting Rights held in each class of securities (ix)			No of Shares Underlying convertible securities (including Warrants) (x)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (xi)	Number of Locked in Shares (xii)		Number of Shares pledged or otherwise encumbered (xiii)	Number of equity shares held in dematerialized form (xiv)		
									Total as a % of (A+B+C)					No.	As a % of total Shares			No.	As a % of total Shares held
									Class X	Class Y	Total								
(1)	Custodian/DR Holder Employee Benefit Trust (Under SEBI(Share based Employee Benefit) Regulations 2014)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	0	0		
(2)	Total Non-Promoter-Non Public Shareholding (C) = (C1)+C(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	0	0		

