

April 11, 2019

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 and SEBI (Depositories and Participants) Regulations, 2018**

Dear Sirs,

Please find enclosed herewith the following documents in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Depositories and Participants) Regulations, 2018:

**1. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

- (a) Certificate under Regulation 7(3) for the half year ended March 31, 2019.
- (b) Statement under Regulation 13(3) for the quarter ended March 31, 2019.
- (c) Compliance Report on Corporate Governance pursuant to Regulation 27(2) for the quarter ended March 31, 2019.
- (d) Shareholding Pattern pursuant to Regulation 31(1) for the quarter ended March 31, 2019.
- (e) Certificate under Regulation 40(9) for the half year ended March 31, 2019.

Further, with reference to our letter dated March 29, 2019, wherein we informed that a meeting of the Board of Directors has been scheduled for April 26, 2019, *inter-alia*, to consider and approve the Audited Standalone and Consolidated Financial Results for the quarter and financial year ended March 31, 2019, we wish to inform that an earnings conference call with analysts/ investors is being scheduled on **Friday, April 26, 2019**.

**2. SEBI (Depositories and Participants) Regulations, 2018**

- (a) Reconciliation of Share Capital Audit Report pursuant to Regulation 76 for the quarter ended March 31, 2019.

Kindly take the same on your records.

Thanking you,

For Hero MotoCorp Ltd.



(Neerja Sharma)  
Company Secretary & Chief Compliance Officer



Encl.: As above



**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 31-03-2019

- 1 Name of Listed Entity : HERO MOTOCORP LTD.
- 2 Scrip Code/Name of Scrip/Class of Security : HEROMOTOCO (NSE); 500182 (BSE) - Equity shares
- 3 Share Holding Pattern Filed under : Reg. 31(1)(b)
- 4 Share Holding Pattern as on : 31st March, 2019
- 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 (I)	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 held in each class of securities (IX)			No. of Shares Underlying 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 Locked in Shares (XII)		Number of Shares pledged or otherwise encumbered		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 (b)	No. (a)		As a % of total Shares held (b)
								Class X	Class Y	Total								
(A)	Promoter & Promoter Group	16	69166082	0	0	69166082	34.63	69166082	0	69166082	34.63	0	0.00	0	0.00	69166082		
(B)	Public	142205	130560802	0	0	130560802	65.37	130560802	0	130560802	65.37	0	0.00	NA	NA	128946259		
(C)	Non Promoter-Non Public																	
(C1)	Shares underlying DRs	0	0	0	0	0	NA	0	0	0	0.00	0	0.00	NA	NA	0		
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	NA	0		
	<b>Total</b>	<b>142221</b>	<b>199726884</b>	<b>0</b>	<b>0</b>	<b>199726884</b>	<b>100.00</b>	<b>199726884</b>	<b>0</b>	<b>199726884</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>198112341</b>		





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

	Category & Name of the Shareholders (I)	Promoter / Promoter Group	PAN (II)	No. of shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	No. of shares Underlying Depository Receipts (VI)	Total no. of shares held (VII = IV+V+VI)	Shareholding calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) as a % of (A+B+C2)	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 (b)	No. (a)		As a % of total shares held (b)
										Class X	Class Y	Total								
(1)	Indian																			
(a)	Individuals/Hindu undivided Family			13	28347708	0	0	28347708	14.19	28347708	0	28347708	14.19	0	0.00	0	0.00	0	0.00	28347708
	ABHIMANYU MUNJAL	Promoter Group	AHXPM6486C		10620	0	0	10620	0.01	10620	0	10620	0.01	0	0.00	0	0.00	0	0.00	10620
	ANIESHA MUNJAL	Promoter Group	ABMPM8651J		32500	0	0	32500	0.02	32500	0	32500	0.02	0	0.00	0	0.00	0	0.00	32500
	PAWAN KANT MUNJAL	Promoter	ACGPM7510D		43354	0	0	43354	0.02	43354	0	43354	0.02	0	0.00	0	0.00	0	0.00	43354
	PAWAN MUNJAL (As Karta of HUF)	Promoter	AAAH8709F		32500	0	0	32500	0.02	32500	0	32500	0.02	0	0.00	0	0.00	0	0.00	32500
	PAWAN MUNJAL, RENU MUNJAL AND SUMAN MUNJAL (On behalf of Brijmohan Lal Om Parkash, Partnership Firm)	Promoter	AABF80636L		27927058	0	0	27927058	13.98	27927058	0	27927058	13.98	0	0.00	0	0.00	0	0.00	27927058
	RAHUL MUNJAL	Promoter Group	AIZPM7525R		10620	0	0	10620	0.01	10620	0	10620	0.01	0	0.00	0	0.00	0	0.00	10620
	RENU MUNJAL	Promoter	AIBPM4926G		111483	0	0	111483	0.06	111483	0	111483	0.06	0	0.00	0	0.00	0	0.00	111483
	RENUKA MUNJAL	Promoter	ADQPM8086R		32480	0	0	32480	0.02	32480	0	32480	0.02	0	0.00	0	0.00	0	0.00	32480
	SANTOSH MUNJAL	Promoter	ADZPM3513A		10	0	0	10	0.00	10	0	10	0.00	0	0.00	0	0.00	0	0.00	10
	SUMAN KANT MUNJAL	Promoter	ABMPM8075A		71250	0	0	71250	0.04	71250	0	71250	0.04	0	0.00	0	0.00	0	0.00	71250
	SUMAN KANT MUNJAL (As Karta of HUF)	Promoter	AALHS3160E		10833	0	0	10833	0.01	10833	0	10833	0.01	0	0.00	0	0.00	0	0.00	10833
	SUNIL KANT MUNJAL	Promoter Group	AIBPM4928J		32500	0	0	32500	0.02	32500	0	32500	0.02	0	0.00	0	0.00	0	0.00	32500
	VASUDHA DINODIA	Promoter Group	AIBPM4927H		32500	0	0	32500	0.02	32500	0	32500	0.02	0	0.00	0	0.00	0	0.00	32500
(b)	Central Government/State Government(s)			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Financial Institutions/Banks			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Any Other			3	40818374	0	0	40818374	20.44	40818374	0	40818374	20.44	0	0.00	0	0.00	0	0.00	40818374
	Body Corporate																			
	BAHADUR CHAND INVESTMENTS PVT. LTD.	Promoter	AAACB6706F		39943238	0	0	39943238	20.00	39943238	0	39943238	20.00	0	0.00	0	0.00	0	0.00	39943238
	HERO FINCORP LIMITED	Promoter Group	AAACH0157J		1370	0	0	1370	0.00	1370	0	1370	0.00	0	0.00	0	0.00	0	0.00	1370
	HERO INVESTCORP PRIVATE LIMITED	Promoter	AAACP9824A		873766	0	0	873766	0.44	873766	0	873766	0.44	0	0.00	0	0.00	0	0.00	873766
	<b>Sub-Total (A)(1)</b>			<b>16</b>	<b>69166082</b>	<b>0</b>	<b>0</b>	<b>69166082</b>	<b>34.63</b>	<b>69166082</b>	<b>0</b>	<b>69166082</b>	<b>34.63</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>69166082</b>
(2)	Foreign																			
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(b)	Government			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Institutions			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Foreign Portfolio Investor			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(e)	Any Other			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	<b>Sub-Total (A)(2)</b>			<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b>			<b>16</b>	<b>69166082</b>	<b>0</b>	<b>0</b>	<b>69166082</b>	<b>34.63</b>	<b>69166082</b>	<b>0</b>	<b>69166082</b>	<b>34.63</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>69166082</b>



**Table IIA - Unclaimed Details**

Details of shares which remain unclaimed may be given here 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 & Name of the Shareholders (I)	PAN (II)	No. of Shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	No. of shares Underlying Depository Receipts (VI)	Total no. of shares held (VII)=(IV+V+VI)	Shareholding calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of shares Underlying Outstanding convertible securities (including Warrants) (X)	Total 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 (b)	No. (a)		As a % of total Shares held (b)
									Class X	Class Y	Total								
(1)	Institutions																		
(a)	Mutual Funds		35	13174940	0	0	13174940	6.60	13174940	0	13174940	6.60	0	0.00	NA	NA		13167360	
	SBI-ETF NIFTY 50	AABTS6407Q	1	4944478	0	0	4944478	2.48	4944478	0	4944478	2.48	0	0.00	NA	NA		4944478	
(b)	Venture Capital Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	NA		0	
(c)	Alternate Investment Funds		2	519	0	0	519	0.00	519	0	519	0.00	0	0.00	NA	NA		519	
(d)	Foreign Venture Capital Investors		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	NA		0	
(e)	Foreign Portfolio Investors		766	76280641	0	0	76280641	38.19	76280641	0	76280641	38.19	0	0.00	NA	NA		76280431	
	LAZARD EMERGING MARKETS EQUITY PORTFOLIO	AAAAA0206A	1	2984032	0	0	2984032	1.49	2984032	0	2984032	1.49	0	0.00	NA	NA		2984032	
	WGI EMERGING MARKETS FUND, LLC	AAACW6659C	1	2830605	0	0	2830605	1.42	2830605	0	2830605	1.42	0	0.00	NA	NA		2830605	
	OPPENHEIMER INTERNATIONAL GROWTH FUND	AAATO0455D	1	3984183	0	0	3984183	1.99	3984183	0	3984183	1.99	0	0.00	NA	NA		3984183	
	GOVERNMENT PENSION FUND GLOBAL	AACCN1454E	1	2767586	0	0	2767586	1.39	2767586	0	2767586	1.39	0	0.00	NA	NA		2767586	
(f)	Financial Institutions/Banks		36	3712257	0	0	3712257	1.86	3712257	0	3712257	1.86	0	0.00	NA	NA		3653292	
	LIFE INSURANCE CORPORATION OF INDIA P&GS FUND	AAACL0582H	1	2410848	0	0	2410848	1.21	2410848	0	2410848	1.21	0	0.00	NA	NA		2410848	
(g)	Insurance Companies		14	15228681	0	0	15228681	7.62	15228681	0	15228681	7.62	0	0.00	NA	NA		15228681	
	ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED	AAACI7351P	1	2650159	0	0	2650159	1.33	2650159	0	2650159	1.33	0	0.00	NA	NA		2650159	
	LIFE INSURANCE CORPORATION OF INDIA	AAACL0582H	1	10462989	0	0	10462989	5.24	10462989	0	10462989	5.24	0	0.00	NA	NA		10462989	
(h)	Provident Funds/Pension Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	NA		0	
(i)	Any Other																		
	QUALIFIED INSTITUTIONAL BUYER		1	25	0	0	25	0.00	25	0	25	0.00	0	0.00	NA	NA		25	
	<b>Sub-Total (B)(1)</b>		<b>854</b>	<b>108397063</b>	<b>0</b>	<b>0</b>	<b>108397063</b>	<b>54.27</b>	<b>108397063</b>	<b>0</b>	<b>108397063</b>	<b>54.27</b>	<b>0</b>	<b>0.00</b>	<b>NA</b>	<b>NA</b>		<b>108330308</b>	
(2)	Central Government/State Government(s)/President of India		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	NA		0	
	<b>Sub-Total (B)(2)</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>NA</b>	<b>NA</b>		<b>0</b>	
(3)	Non-Institutions																		
(a)	i.Individual shareholders holding nominal share capital up to Rs. 2 lakhs		135324	12857443	0	0	12857443	6.44	12857443	0	12857443	6.44	0	0.00	NA	NA		11326840	
	ii.Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs		1	130000	0	0	130000	0.07	130000	0	130000	0.07	0	0.00	NA	NA		130000	
(b)	NBFCs registered with RBI		11	8158	0	0	8158	0.00	8158	0	8158	0.00	0	0.00	NA	NA		8158	
(c)	Employee Trusts		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	NA		0	
(d)	Overseas Depositories (Holding DRs)(balancing figure)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	NA		0	
(e)	Any Other																		
	TRUSTS		32	2722899	0	0	2722899	1.36	2722899	0	2722899	1.36	0	0.00	NA	NA		2722899	
	NON RESIDENT INDIANS		3117	259671	0	0	259671	0.13	259671	0	259671	0.13	0	0.00	NA	NA		258991	
	CLEARING MEMBERS		137	635379	0	0	635379	0.32	635379	0	635379	0.32	0	0.00	NA	NA		635379	
	NON RESIDENT INDIAN NON REPATRIABLE		1499	344426	0	0	344426	0.17	344426	0	344426	0.17	0	0.00	NA	NA		344426	
	BODIES CORPORATES		1228	4205645	0	0	4205645	2.11	4205645	0	4205645	2.11	0	0.00	NA	NA		4189140	
	INVESTOR EDUCATION AND PROTECTION FUND		1	1000068	0	0	1000068	0.50	1000068	0	1000068	0.50	0	0.00	NA	NA		1000068	
	FOREIGN NATIONALS		1	50	0	0	50	0.00	50	0	50	0.00	0	0.00	NA	NA		50	
	<b>Sub-Total (B)(3)</b>		<b>141351</b>	<b>22163739</b>	<b>0</b>	<b>0</b>	<b>22163739</b>	<b>11.10</b>	<b>22163739</b>	<b>0</b>	<b>22163739</b>	<b>11.10</b>	<b>0</b>	<b>0.00</b>	<b>NA</b>	<b>NA</b>		<b>20615951</b>	
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)</b>		<b>142205</b>	<b>130560802</b>	<b>0</b>	<b>0</b>	<b>130560802</b>	<b>65.37</b>	<b>130560802</b>	<b>0</b>	<b>130560802</b>	<b>65.37</b>	<b>0</b>	<b>0.00</b>	<b>NA</b>	<b>NA</b>		<b>128946259</b>	



**Table IIIA - Persons acting in concert**

<b>Details of the shareholders acting as persons in Concert including their shareholding:</b>			
Name of Shareholder	Name of PAC	No. of shares	Holding %
<b>Total</b>		<b>0</b>	<b>0</b>



**Table IIIB - Unclaimed details**

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.	
No. of Shareholders	No. of shares held
3	1700





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

Category & Name of the Shareholders (I)	PAN (II)	No. of Shareholders (III)	No. of fully paid up equity shares held (IV)	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 % calculated as per SCRR, 1957 As a % of [A+B+C2] (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total 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.	As a % of total shares held	No.		As a % of total shares held
								Class X	Class Y	Total								
(1) Custodian/DR Holder		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	NA	0		
(2) 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	NA	0		
<b>Total Non-Promoter-Non Public Shareholding (C) = (C)(1)+(C)(2)</b>		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00			0		

