

January 13, 2020

Asst. Vice President, Listing Deptt.
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G,
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, 2018

Dear Sirs,

Please find enclosed herewith the following documents in compliance with:

1. Listing Regulations

- (a) Statement under Regulation 13(3) for the quarter ended December 31, 2019.
- (b) Compliance Report on Corporate Governance pursuant to Regulation 27(2) for the quarter ended December 31, 2019.
- (c) Shareholding Pattern pursuant to Regulation 31(1) for the quarter ended December 31, 2019.

2. SEBI (Depositories and Participants) Regulations, 2018

- (a) Reconciliation of Share Capital Audit Report pursuant to Regulation 76 for the quarter ended December 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



Shareholding pattern for the Quarter ended 31-12-2019

- 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 December, 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
6	Whether the Listed Entity has any significant beneficial owner?	Yes



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	34.63	0	0.00	0	0.00	69166082
(B)	Public	149649	130571156	0	0	130571156	65.37	130571156	0	130571156	65.37	0	0.00	0	0.00	NA	NA	129219557
(C)	Non Promoter-Non Public																	
(C1)	Shares underlying DRs	0	0	0	0	0	NA	0	0	0	0.00	0	NA	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	0	0.00	NA	NA	0
	Total	149665	199737238	0	0	199737238	100.00	199737238	0	199737238	100.00	0	100.00	0	0.00	0	0.00	198385639



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 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	AAHP8709F		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 Kant Munjal (On behalf of Brijmohan Lal Om Parkash, Partnership Firm)	Promoter	AABFB0636L		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 Private Limited	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
	Sub-Total (A)[1]			16	69166082	0	0	69166082	34.63	69166082	0	69166082	34.63	0	0.00	0	0.00	0	0.00	69166082
(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
	Sub-Total (A)[2]			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Total Shareholding of Promoter and Promoter Group (A)=(A)[1]+(A)[2]			16	69166082	0	0	69166082	34.63	69166082	0	69166082	34.63	0	0.00	0	0.00	0	0.00	69166082



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

(1)	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		36	14842431	0	0	14842431	7.43	14842431	0	14842431	7.43	0	0.00	NA	NA		14842431	
	KOTAK STANDARD MULTICAP FUND	AAATK4475F	1	2024195	0	0	2024195	1.01	2024195	0	2024195	1.01	0	0.00	NA	NA		2024195	
	UTI - NIFTY EXCHANGE TRADED FUND	AAATU1088L	1	2172935	0	0	2172935	1.09	2172935	0	2172935	1.09	0	0.00	NA	NA		2172935	
	SBI EQUITY HYBRID FUND	AABTS6407Q	1	6226006	0	0	6226006	3.12	6226006	0	6226006	3.12	0	0.00	NA	NA		6226006	
(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		10	508505	0	0	508505	0.25	508505	0	508505	0.25	0	0.00	NA	NA		508505	
(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		723	70477813	0	0	70477813	35.29	70477813	0	70477813	35.29	0	0.00	NA	NA		70477613	
	LAZARD EMERGING MARKETS EQUITY PORTFOLIO	AAAAL0206A	1	2271305	0	0	2271305	1.14	2271305	0	2271305	1.14	0	0.00	NA	NA		2271305	
	WGI EMERGING MARKETS FUND, LLC	AAACW6659C	1	4647395	0	0	4647395	2.33	4647395	0	4647395	2.33	0	0.00	NA	NA		4647395	
	HERMES INVESTMENT FUNDS PLC ON BEHALF OF HERMES GL	AACCH1882Q	1	2017446	0	0	2017446	1.01	2017446	0	2017446	1.01	0	0.00	NA	NA		2017446	
	GOVERNMENT PENSION FUND GLOBAL	AACCN1454E	1	2865672	0	0	2865672	1.43	2865672	0	2865672	1.43	0	0.00	NA	NA		2865672	
(f)	Financial Institutions/Banks		31	3998347	0	0	3998347	2.00	3998347	0	3998347	2.00	0	0.00	NA	NA		3952602	
	LIFE INSURANCE CORPORATION OF INDIA P & GS FUND	AAACL0582H	1	2895864	0	0	2895864	1.45	2895864	0	2895864	1.45	0	0.00	NA	NA		2895864	
(g)	Insurance Companies		14	16831399	0	0	16831399	8.43	16831399	0	16831399	8.43	0	0.00	NA	NA		16831399	
	LIFE INSURANCE CORPORATION OF INDIA	AAACL0582H	1	11057976	0	0	11057976	5.54	11057976	0	11057976	5.54	0	0.00	NA	NA		11057976	
(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																		
	BENEFICIAL HOLDINGS UNDER MGT-4		3	12008	0	0	12008	0.01	12008	0	12008	0.01	0	0.00	NA	NA		12008	
	QUALIFIED INSTITUTIONAL BUYER		17	2894658	0	0	2894658	1.45	2894658	0	2894658	1.45	0	0.00	NA	NA		2894658	
	Sub-Total (B)(1)		834	109565161	0	0	109565161	54.85	109565161	0	109565161	54.85	0	0.00	NA	NA		109519216	
(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	
	Sub-Total (B)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	NA		0	
(3)	Non-Institutions																		
(a)	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs		142973	13105287	0	0	13105287	6.56	13105287	0	13105287	6.56	0	0.00	NA	NA		11826948	
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs		1	104000	0	0	104000	0.05	104000	0	104000	0.05	0	0.00	NA	NA		104000	
(b)	NBFCs registered with RBI		4	1550	0	0	1550	0.00	1550	0	1550	0.00	0	0.00	NA	NA		1550	
(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		27	3052578	0	0	3052578	1.53	3052578	0	3052578	1.53	0	0.00	NA	NA		3052578	
	NPS TRUST- A/C LIC PENSION FUND SCHEME - STATE GOV	AABTN0648L	1	2199708	0	0	2199708	1.10	2199708	0	2199708	1.10	0	0.00	NA	NA		2199708	
	NON RESIDENT INDIANS		3074	268811	0	0	268811	0.13	268811	0	268811	0.13	0	0.00	NA	NA		268131	
	CLEARING MEMBERS		238	291407	0	0	291407	0.15	291407	0	291407	0.15	0	0.00	NA	NA		291407	
	NON RESIDENT INDIAN NON REPATRIABLE		1558	349423	0	0	349423	0.17	349423	0	349423	0.17	0	0.00	NA	NA		349423	
	BODIES CORPORATES		937	2818132	0	0	2818132	1.41	2818132	0	2818132	1.41	0	0.00	NA	NA		2791497	
	INVESTOR EDUCATION AND PROTECTION FUND		1	1014727	0	0	1014727	0.51	1014727	0	1014727	0.51	0	0.00	NA	NA		1014727	
	FOREIGN NATIONALS		2	80	0	0	80	0.00	80	0	80	0.00	0	0.00	NA	NA		80	
	Sub-Total (B)(3)		148815	21005995	0	0	21005995	10.52	21005995	0	21005995	10.52	0	0.00	NA	NA		19700341	
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)		149649	130571156	0	0	130571156	65.37	130571156	0	130571156	65.37	0	0.00	NA	NA		129219557	



Table IIIA - Persons 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 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		
	Total Non-Promoter-Non Public Shareholding (C) = (C)(1)+(C)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00			0		



Table V - Statement showing details of significant beneficial owners (SBOs)

Sr. No	Details of the SBO (I)			Details of the registered owner (II)			Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect: (III)		Date of creation / acquisition of significant beneficial interest (IV)
	Name	PAN/ Passport No. in case of a foreign national	Nationality	Name	PAN / Passport No. in case of a foreign national	Nationality	Whether by virtue of:		
							Shares	%	
							Voting rights	%	
							Rights on distributable dividend or any other distribution	%	
							Exercise of control		
							Exercise of significant influence		
1	Pawan Munjal	ACGPM7510D	Indian	Bahadur Chand Investments Private Limited	AAACB6706F	Indian	Shares	20.00%	30/11/2007
				Pawan Munjal, Renu Munjal and Suman Kant Munjal (on behalf of Brijmohan Lal Om Parkash, Partnership Firm)	AABFB0636L		Shares	13.98%	30/09/2013
				Hero InvestCorp Private Limited	AAACP9824A		Shares	0.44%	09/09/2011
				Hero FinCorp Limited	AAACH0157J		Shares	0.00%	08/06/2007
				Pawan Munjal (As Karta of HUF)	AAHP8709F		Shares	0.02%	30/09/2011
				Pawan Munjal (Direct Holding)	ACGPM7510D		Shares	0.02%	23/09/2011
2	Suman Kant Munjal	ABMPM8075A	Indian	Bahadur Chand Investments Private Limited	AAACB6706F	Indian	Shares	20.00%	30/11/2007
				Pawan Munjal, Renu Munjal and Suman Kant Munjal (on behalf of Brijmohan Lal Om Parkash, Partnership Firm)	AABFB0636L		Shares	13.98%	30/09/2013
				Hero InvestCorp Private Limited	AAACP9824A		Shares	0.44%	09/09/2011
				Hero FinCorp Limited	AAACH0157J		Shares	0.00%	08/06/2007
				Suman Kant Munjal (As Karta of HUF)	AALHS3160E		Shares	0.01%	30/09/2011
				Suman Kant Munjal (Direct Holding)	ABMPM8075A		Shares	0.04%	08/06/2007
3	Renu Munjal	AIBPM4926G	Indian	Bahadur Chand Investments Private Limited	AAACB6706F	Indian	Shares	20.00%	30/11/2007
				Pawan Munjal, Renu Munjal and Suman Kant Munjal (on behalf of Brijmohan Lal Om Parkash, Partnership Firm)	AABFB0636L		Shares	13.98%	30/09/2013
				Hero InvestCorp Private Limited	AAACP9824A		Shares	0.44%	09/09/2011
				Hero FinCorp Limited	AAACH0157J		Shares	0.00%	08/06/2007
				Renu Munjal (Direct Holding)	AIBPM4926G		Shares	0.06%	11/06/2010
4	Renuka Munjal	ADQPM8086R	Indian	Bahadur Chand Investments Private Limited	AAACB6706F	Indian	Shares	20.00%	30/11/2007
				Pawan Munjal, Renu Munjal and Suman Kant Munjal (on behalf of Brijmohan Lal Om Parkash, Partnership Firm)	AABFB0636L		Shares	13.98%	30/09/2013
				Hero InvestCorp Private Limited	AAACP9824A		Shares	0.44%	09/09/2011
				Hero FinCorp Limited	AAACH0157J		Shares	0.00%	08/06/2007
				Renuka Munjal (Direct Holding)	ADQPM8086R		Shares	0.02%	16/09/2011
5	Santosh Munjal	ADZPM3513A	Indian	Bahadur Chand Investments Private Limited	AAACB6706F	Indian	Shares	20.00%	30/11/2007
				Pawan Munjal, Renu Munjal and Suman Kant Munjal (on behalf of Brijmohan Lal Om Parkash, Partnership Firm)	AABFB0636L		Shares	13.98%	30/09/2013
				Hero InvestCorp Private Limited	AAACP9824A		Shares	0.44%	09/09/2011
				Hero FinCorp Limited	AAACH0157J		Shares	0.00%	08/06/2007
				Santosh Munjal (Direct Holding)	ADZPM3513A		Shares	0.00%	06/05/2016

Note: In case of each of the five SBOs, the disclosed shares are held by the Registered Owners on behalf of Brijmohan Lal Om Parkash, Partnership Firm in the representative capacity acting together with all partners viz. Mrs. Santosh Munjal, Mrs. Renu Munjal, Mr. Pawan Munjal, Mrs. Renuka Munjal and Mr. Suman Kant Munjal, except their direct holding and holding as Karta of HUF which is given separately.

