

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**  
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, 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



**COMPLIANCE CERTIFICATE**

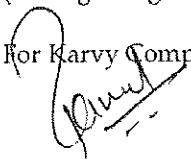
THIS IS TO CERTIFY that, Karvy Computershare Pvt. Ltd (KCPL) is providing Registry and Share Transfer services to HERO MOTOCORP LIMITED and having the valid agreement in the form of Memorandum of Understanding (MOU).

FURTHER CERTIFIED that KCPL:

- a. Holds and continues to hold requisite certificate as Category I Registrar & Share Transfer Agent vide SEBI Registration No. INR000000221 issued by Securities Exchange Board of India (SEBI).
- b. Handling all activities in relation to physical share transfer facility and maintaining related Documents/correspondence for all the transactions in physical in respect of the Company as per the regulations.
- c. Maintaining the data in respect of investors holding shares in electronic form (Demat) as received from the depositories.

THIS CERTIFICATE is issued in compliance of Regulation 7(3) of the provisions of SEBI (Listing Obligations and disclosure requirements) Regulations, 2015.

For Karvy Computershare Private Limited

  
G Ramesh Desai  
Manager  
Place : Hyderabad  
Date :03/10/2017

For Hero MotoCorp Ltd.

  
Neerja Sharma  
Company Secretary

**Karvy Computershare Private Limited**

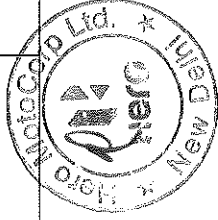
Corporate office: "Karvy Selenium Tower B", Plot No. 31 & 32, Financial District, Nanakramguda, Gachibowli, Hyderabad- 500 032, Telangana, INDIA, T: +91-40-67162222, 33211000, F: +91-40-23420814, e-mail: support@karvy.com

Registered Office: Karvy House, 40, Avenue 4, Street No. 1, Banjara Hills, Hyderabad - 500 034.  
T: +91-40-2331-2454/2332-0751/752/251 | F: +91-40-2331-1968 | www.karvy.com | www.karvycomputershare.com | CIN: U72400TG2003PTC041636

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity      Hero MotoCorp Limited
2. Quarter ending              September 30, 2017

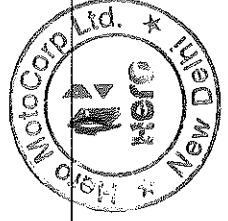
I. Composition of Board of Directors									
Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non-Executive/in dependent/ Nominee)	Date of Appointment in the current term /cessation	Tenure	No Directorship in listed entities including this listed entity	Number of memberships 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	00004223	ACGPM7510D	Chairperson - Executive	01-Oct-2016	-	(Refer Regulation 25(1) of Listing Regulations)	(Refer Regulation 26(1) of Listing Regulations)	0
Mr.	Vikram Sitaram Kasbekar	00985182	AAFPV6685B	Executive	08-Aug-2016	-	(Refer Regulation 25(1) of Listing Regulations)	(Refer Regulation 26(1) of Listing Regulations)	0
Mr.	Suman Kant Munjal	00002803	ABMPM8075A	Non-Executive	23-Sep-2016	-	(Refer Regulation 25(1) of Listing Regulations)	(Refer Regulation 26(1) of Listing Regulations)	0
Mr.	Paul Bradford Edgerley	02213279	ABEPE5499E	Non-Executive - Independent	05-May-2016	1 year and 5 month	(Refer Regulation 25(1) of Listing Regulations)	(Refer Regulation 26(1) of Listing Regulations)	0
Mr.	Anand Chand Burman	00056216	AAAPB3070D	Non-Executive - Independent	05-Aug-2014	3 years 2 months	(Refer Regulation 25(1) of Listing Regulations)	(Refer Regulation 26(1) of Listing Regulations)	0



Mr.	Meleveetil Damodaran	02106990	AADPD1546K	Non-Executive - Independent	05-Aug-2014	3 years 2 months	5	7	3
Mr.	Pradeep Dinodia	00027995	AAFDP2546M	Non-Executive - Independent	05-Aug-2014	3 years 2 months	5	8	4
Mr.	Pritam Singh	00057377	AGOPS0576K	Non-Executive - Independent	05-Aug-2014	3 years 2 months	3	4	1
Mr.	Ravinder Nath	00062186	AAHPN7314H	Non-Executive - Independent	05-Aug-2014	3 years 2 months	4	3	1
Ms.	Shobana Kamineni	00003836	AAIPK7589G	Non-Executive - Independent	27-Mar-2015	2 years and 6 months	4	0	0
Mr.	Ved Prakash Malik	00006628	ADAPM5711F	Non-Executive - Independent	05-Aug-2014	3 years 2 months	1	4	0

## II. Composition of Committee

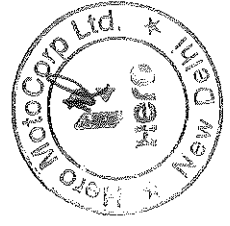
Name of the Committee	Name of Committee members	Category
Audit Committee	Mr. Pradeep Dinodia	Chairperson - Non - Executive - Independent
	Mr. Meleveetil Damodaran	Member- Non-Executive - Independent
	Mr. Pritam Singh	Member- Non-Executive - Independent
	Mr. Ved Prakash Malik	Member- Non-Executive - Independent
Nomination & Remuneration Committee	Mr. Ved Prakash Malik	Chairperson - Non - Executive - Independent
	Mr. Pradeep Dinodia	Member- Non-Executive - Independent
	Mr. Ravinder Nath	Member- Non-Executive - Independent
Risk Management Committee	Mr. Meleveetil Damodaran	Chairperson - Non - Executive - Independent
	Mr. Pradeep Dinodia	Member- Non-Executive - Independent
	Mr. Ravinder Nath	Member- Non-Executive - Independent
Stakeholders Relationship Committee	Mr. Pritam Singh	Chairperson - Non - Executive - Independent
	Mr. Meleveetil Damodaran	Member- Non-Executive - Independent
	Mr. Ravinder Nath	Member- Non-Executive - Independent



<b>III. Meeting of Board of Directors</b>		
Date(s) of Meeting (if any) in the previous Quarter	Date(s) of Meeting (if any) in the relevant Quarter	Maximum gap between any two consecutive meetings (in number of days)
10-05-2017	25-07-2017	75 Days

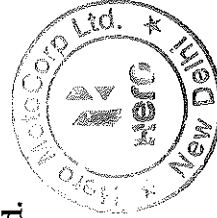
<b>IV. Meeting of Committees</b>			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
<b>Audit Committee</b>			
24-07-2017	Yes (All members were present)	09-05-2017	75 Days
<b>Nomination &amp; Remuneration Committee</b>			
-	-	09-05-2017	-
<b>Risk Management Committee</b>			
24-07-2017	Yes (All members were present)	10-05-2017	74Days
<b>Stakeholders Relationship Committee</b>			
25-07-2017	Yes (All members were present)	-	-


<b>V. Related Party Transactions</b>	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A. (There were no material transactions with Related Party during the quarter ended September 30, 2017)
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes



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	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.	This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:	Report for Quarter ended June 30, 2017 was placed before the Board at its Meeting held on July 25, 2017. The same has been noted by the Board.

For Hero MotoCorp Ltd.



  
(Neerja Sharma)  
Company Secretary

October 9, 2017  
New Delhi

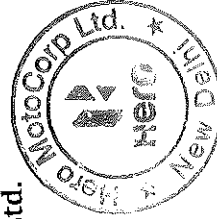
**ANNEXURE III**

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

1. Name of Listed Entity      Hero MotoCorp Limited
2. Half Year ending              September 30, 2017

I. Affirmations	Regulation Number	Compliance status (Yes/No/NA)
<b>Broad heading</b>		
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

For Hero MotoCorp Ltd.



(Neerja Sharma)  
Company Secretary

October 9, 2017  
New Delhi

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 (i)	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			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			
	<b>Total:</b>	<b>98304</b>	<b>199696838</b>	<b>0</b>	<b>0</b>	<b>199696838</b>	<b>100.00</b>	<b>199696838</b>	<b>100.00</b>	<b>0</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>196827415</b>			



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

Category 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 (calculated as per SCRR, 1957 (VIII) As a % of (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) (VI)+(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)	As a % of total Shares held		
								Class X	Class Y							
(I)	Indian															
(a)	Individuals/Hindu undivided Family	13	28347708	0	28347708	0	14.20	28347708	0	14.20	0	0.00	0	0.00	0	28347708
	ABHIMANYU MUNJAL		10620	0	10620	0	0.01	10620	0	0.01	0	0.00	0	0.00	0	10620
	ANISHA MUNJAL		32500	0	32500	0	0.02	32500	0	0.02	0	0.00	0	0.00	0	32500
	PAWAN KANT MUNJAL		43354	0	43354	0	0.02	43354	0	0.02	0	0.00	0	0.00	0	43354
	PAWAN MUNJAL (As Karta of HUF)		32500	0	32500	0	0.02	32500	0	0.02	0	0.00	0	0.00	0	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	0	27927058
	RAHUL MUNJAL		10620	0	10620	0	0.01	10620	0	0.01	0	0.00	0	0.00	0	10620
	RENU MUNJAL		111483	0	111483	0	0.06	111483	0	0.06	0	0.00	0	0.00	0	111483
	RENUKA MUNJAL		32480	0	32480	0	0.02	32480	0	0.02	0	0.00	0	0.00	0	32480
	SANTOSH MUNJAL		10	0	10	0	0.00	10	0	0.00	0	0.00	0	0.00	0	10
	SUNIL KANT MUNJAL		32500	0	32500	0	0.02	32500	0	0.02	0	0.00	0	0.00	0	32500
	SUMAN KANT MUNJAL		71250	0	71250	0	0.04	71250	0	0.04	0	0.00	0	0.00	0	71250
	SUMAN KANT MUNJAL (As Karta of HUF)		10833	0	10833	0	0.01	10833	0	0.01	0	0.00	0	0.00	0	10833
	VASUDHA MUNJAL		32500	0	32500	0	0.02	32500	0	0.02	0	0.00	0	0.00	0	32500
(b)	Central Government/State Government(s)	0	0	0	0	0	0.00	0	0	0.00	0	0.00	0	0.00	0	0
(c)	Financial Institutions/Banks	0	0	0	0	0	0.00	0	0	0.00	0	0.00	0	0.00	0	0
(d)	Any Other	3	40818374	0	40818374	0	20.44	40818374	0	20.44	0	0.00	0	0.00	0	40818374
	Body Corporate	3	40818374	0	40818374	0	20.44	40818374	0	20.44	0	0.00	0	0.00	0	40818374
	BAHADUR CHAND INVESTMENTS PVT LTD		39943238	0	39943238	0	20.00	39943238	0	20.00	0	0.00	0	0.00	0	39943238
	HERO FINCORP LIMITED		1370	0	1370	0	0.00	1370	0	0.00	0	0.00	0	0.00	0	1370
	PRIVATE LIMITED		873766	0	873766	0	0.44	873766	0	0.44	0	0.00	0	0.00	0	873766
	Sub-Total (A)(I)	16	69166082	0	69166082	0	34.64	69166082	0	34.64	0	0.00	0	0.00	0	69166082
(2)	Foreign															

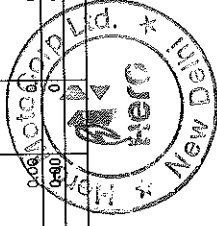




Table II A - Unclaim Details

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	AAAAA0206A	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	AAACCN454E	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
(g)	Financial Institutions/Banks		55	1512763	0	0	1512763	0.76	1512763	0	0.76	0	0.76	0.00	NA	1448948
	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	AAACL0582H	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	107164110
	Sub Total (B) [1]															

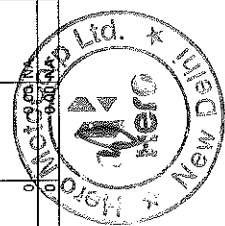




Table IIIA - Person Acting In Concert

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

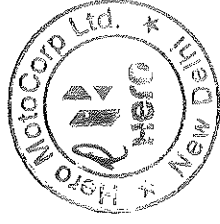


Table III B - Unclaim Details\*\*

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

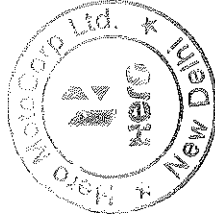
\*\*In terms of extant provisions of the Companies Act and SEBI(LODR) Regulations, 2015, these unclaimed shares have been transferred to unclaimed suspense account.





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		





# ADITI AGARWAL & ASSOCIATES

Company Secretaries

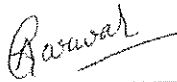
**CERTIFICATE UNDER REGULATION 40(9) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**For the Half Year ended on September 30, 2017**

I have examined the relevant books and records that were considered necessary of Hero MotoCorp Limited ('Company'), maintained by Karvy Computershare Private Limited, Registrar and Share Transfer Agents, pertaining to transfer of equity shares of the Company for a period from April 01, 2017 to September 30, 2017 for the purpose of issuing the Certificate under Regulation 40(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges. On the basis of such examination as well as information and explanations given, as considered necessary for the purpose of certification, and to the best of my knowledge and belief, I hereby certify that:

- (a) The Company has delivered during the half year ended on September 30, 2017 share Certificates relating to the transfer of shares received during the period from April 01, 2017 to September 30, 2017, within 30 days, as entered in the Memorandum of Transfers from respective date of lodgment of each deed excepting those rejected on technical grounds.
- (b) No requests were lodged with the Company for sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies during the period April 01, 2017 to September 30, 2017.

For M/s Aditi Agarwal & Associates, Company Secretaries



Aditi Gupta  
Company Secretary in Whole Time Practice  
Membership No: FCS 9410  
C.P. No. 10512

Place: New Delhi  
Date: October 09, 2017



Certified True Copy  
For Hero MotoCorp Ltd.

  
Neeraj Sharma  
Company Secretary



# 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 LTD.  
34, COMMUNITY CENTRE,  
BASANT LOK, VASANT VIHAR,  
NEW DELHI-110057

### CERTIFICATE RECONCILIATION OF SHARE CAPITAL AUDIT

1. Quarter Ended : September 30, 2017
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 securities are listed:
  - a) BSE Limited
  - b) The National Stock Exchange of India Limited

S. No.	Particulars	Number of shares	% of Total Issued Capital
10.	Issued Capital	19,96,96,838	100.00
11.	Listed Capital (Exchange wise)		
	a) BSE Limited.	19,96,96,838	100.00
	b) National Stock Exchange of India Ltd.	19,96,96,838	100.00
12.	Held in dematerialized form in CDSL	28,99,610	1.45
13.	Held in dematerialized form in NSDL	19,39,27,805	97.11
14.	Physical Holdings	28,69,423	1.44
15.	Total No. of Shares (12+13+14)	19,96,96,838	100.00

*(Signature)*  
Bhupendra Singh

Company Secretary  
New Delhi



Certified True Copy  
For Hero MotoCorp Ltd.

*(Signature)*  
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>	-	-	-	-	-	-

Sanjay Grover & Associates  
 Chartered Accountants  
 101, Connaught Place, New Delhi - 110028  
 Phone: 011-26101111, 26101112, 26101113, 26101114, 26101115, 26101116, 26101117, 26101118, 26101119, 26101120, 26101121, 26101122, 26101123, 26101124, 26101125, 26101126, 26101127, 26101128, 26101129, 26101130, 26101131, 26101132, 26101133, 26101134, 26101135, 26101136, 26101137, 26101138, 26101139, 26101140, 26101141, 26101142, 26101143, 26101144, 26101145, 26101146, 26101147, 26101148, 26101149, 26101150, 26101151, 26101152, 26101153, 26101154, 26101155, 26101156, 26101157, 26101158, 26101159, 26101160, 26101161, 26101162, 26101163, 26101164, 26101165, 26101166, 26101167, 26101168, 26101169, 26101170, 26101171, 26101172, 26101173, 26101174, 26101175, 26101176, 26101177, 26101178, 26101179, 26101180, 26101181, 26101182, 26101183, 26101184, 26101185, 26101186, 26101187, 26101188, 26101189, 26101190, 26101191, 26101192, 26101193, 26101194, 26101195, 26101196, 26101197, 26101198, 26101199, 26101200



Certified True Copy  
 For Hero MotoCorp Ltd.

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., Membership No. of Auditor:

Name	Address	Tel. No.	Firm Registration No.
Sanjay Grover	Sanjay Grover & Associates, Company Secretaries B-88, First Floor, Defence Colony, New Delhi – 110024	011- 46790000	P2001DE052900

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For Hero MotoCorp Ltd.


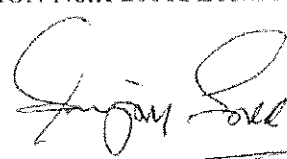
  
**Neerja Sharma**  
Company Secretary

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:

-----NIL-----

	For SANJAY GROVER & ASSOCIATES COMPANY SECRETARIES FIRM REGISTRATION No.:P2001DE052900
	 SANJAY GROVER MANAGING PARTNER FCS No. 4223 CP No. 3850
Date: October 09, 2017 Place: New Delhi	



Certified True Copy  
For Hero MotoCorp Ltd.

  
Neerja Sharma  
Company Secretary

Attested by: \_\_\_\_\_

Company Secretary