

October 9, 2020

Asst. Vice President, Listing Deptt.,
National Stock Exchange of India Ltd.
Exchange Plaza, Plot 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 following documents in compliance with:

(1) Listing Regulations:

- (a) Certificate under Regulation 7(3) for the half year ended September 30, 2020
- (b) Statement under Regulation 13(3) for the quarter ended September 30, 2020
- (c) Compliance Report on Corporate Governance pursuant to Regulation 27(2) for the quarter and half year ended September 30, 2020.
- (d) Schedule of earnings conference call with analysts/ investors under Regulation 30, to be held on Thursday, October 29, 2020.

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

- (a) Certificate under Regulation 74(5) for the quarter ended September 30, 2020

Kindly take the same on your records.

Thanking you,

For Hero MotoCorp Limited



(Neerja Sharma)
Company Secretary & Chief Compliance Officer

Encl.: as above

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1 Name of Listed Entity Hero MotoCorp Limited
2 Quarter ending September 30, 2020

I. Composition of Board of Directors

Title (Mr. / Ms.)	Name of the Director	DIN	Category (Chairperson / Executive/ Non-Executive/ independent /Nominee)	Category	Initial date of appointment	Date of Re-appointment	Date of cessation	Tenure	Date of Birth	Whether Special Resolution passed? (Refer Reg 17(1A) of Listing Regulations)	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to Regulation 17A (1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Pawan Munjal	00004223	Chairperson – Executive	CEO-MD	01-10-1986	01-10-2016			28-10-1954	NA	1	0	0	0
Mr.	Vikram Sitaram Kasbekar	00985182	Executive	-	08-08-2016	08-08-2019			06-10-1954	NA	1	0	0	0
Mr.	Suman Kant Munjal	00002803	Non-Executive	-	29-07-2010	12-08-2020			26-02-1953	NA	1	0	1	0
Mr.	Pradeep Dinodia	00027995	Non- Executive	-	31-03-2001	25-04-2019			02-12-1953	NA	3	1	8	5
Mr.	Meleveetil Damodaran	02106990	Non- Executive – Independent	-	16-06-2008	29-07-2019		74 months	04-05-1947	NA	6	6	8	4
Mr.	Paul Bradford Edgerley	02213279	Non- Executive – Independent	-	04-05-2011	05-05-2016		53 months	12-12-1955	NA	1	1	1	0
Mr.	Jagmohan Singh Raju	08273039	Non- Executive - Independent	-	15-11-2018	-		23 months	26-09-1954	NA	1	1	1	0
Ms.	Tina Trikha	02778940	Non- Executive – Independent	-	23-10-2019	-		11 months	09-07-1975	NA	2	2	2	0

Whether regular chairperson appointed	Yes
Whether Chairperson is related to managing director or CEO	Yes*

* Mr. Pawan Munjal is the Chairman, Managing Director & CEO.

II. Composition of Committees

Name of the Committee	Whether Regular chairpers-on appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)		Date of Appointment	Date of Cessation
Audit Committee	Yes	Mr. Meleveetil Damodaran	Chairperson - Non-Executive - Independent		29-07-2009	
		Mr. Paul B. Edgerley	Member - Non-Executive - Independent		31-01-2019	
		Ms. Tina Trikha	Member - Non-Executive - Independent		23-10-2019	
		Mr. Pradeep Dinodia	Member - Non-Executive		28-05-2001	
Nomination & Remuneration Committee	Yes	Mr. Jagmohan Singh Raju	Chairperson - Non-Executive - Independent		31-01-2019	
		Dr. Pawan Munjal	Member - Executive		13-08-2020	
		Mr. Meleveetil Damodaran	Member - Non-Executive - Independent		26-04-2019	
		Mr. Pradeep Dinodia	Member - Non-Executive		30-01-2006	
Risk Management Committee	Yes	Mr. Pradeep Dinodia	Chairperson - Non-Executive		16-10-2014	
		Mr. Meleveetil Damodaran	Member - Non-Executive - Independent		16-10-2014	
		Mr. Paul B. Edgerley	Member - Non-Executive - Independent		31-01-2019	
Stakeholders Relationship Committee	Yes	Mr. Pradeep Dinodia	Chairperson - Non-Executive		31-01-2019	
		Mr. Jagmohan Singh Raju	Member - Non-Executive - Independent		26-04-2019	
		Mr. Meleveetil Damodaran	Member - Non-Executive - Independent		21-04-2009	
Corporate Social Responsibility Committee	Yes	Mr. Pawan Munjal	Chairperson - Executive		28-05-2014	
		Mr. Pradeep Dinodia	Member - Non-Executive		28-05-2014	
		Mr. Jagmohan Singh Raju	Member - Non-Executive - Independent		31-01-2019	

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous Quarter	Date(s) of Meeting (if any) in the relevant Quarter	Whether requirement of Quorum met	Numbers of Directors present	No. of Independent Directors present	Maximum gap between any two consecutive meetings (in number of days)
09-06-2020	23-07-2020	Yes	8	4	43 days
	13-08-2020	Yes	8	4	20 days

IV. Meeting of Committees

Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	No. of Directors present	No. of Independent Directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee	23-07-2020	Yes	4	3	09-06-2020	43 days
	13-08-2020	Yes	4	3		20 days
Nomination & Remuneration Committee	12-08-2020	Yes	3	2	08-06-2020	64 days
Risk Management Committee	12-08-2020	Yes	3	2	08-06-2020	64 days
Stakeholders Relationship Committee	12-08-2020	Yes	3	2	-	-

V. Related Party Transactions

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 any Related Party during the quarter and half year ended September 30, 2020)
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, 2020 was placed before the Board at its meeting held on August 13,2020. The same has been noted by the Board.

For Hero MotoCorp Ltd.

(Neerja Sharma)
Company Secretary & Chief Compliance Officer

October 9, 2020
New Delhi

Annexure III

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

1. **Name of Listed Entity** **Hero MotoCorp Limited**
2. **Half year ending** **September 30,2020**

Affirmations		
Broad heading	Regulation Number	Compliance Status (Yes/No/NA)
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
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(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 & Chief Compliance Officer

October 9,2020
New Delhi