

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1 Name of Listed Entity Hero MotoCorp Limited
2 Quarter Ending December 31, 2022

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)	No of Independent Directorship in listed entities including this listed entity (in reference)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Whether the Director is disqualified u/s 164? (Yes/No)	Start date of disqualification	End date of disqualification	Details of disqualification	Current status (Active / Inactive)
Mr.	Pawan Munjal	00004223	Chairperson related to promoter- Executive	CEO	01-10-1986	01-10-2021			28-10-1954	NA	1	0	0	0	No				Active
Mr.	Vikram Sitaram Kasbekar	00985182	Executive	-	08-08-2016	08-08-2022			06-10-1954	NA	1	0	1	0	No				Active
Mr.	Suman Kant Munjal	00002803	Non-Executive - Non Independent	-	29-07-2010	12-08-2020			26-02-1953	NA	1	0	1	0	No				Active
Mr.	Pradeep Dinodia	00027995	Non-Executive - Non Independent	-	31-03-2001	04-08-2021			02-12-1953	NA	3	1	8	5	No				Active
Mr.	Jagmohan Singh Raju	08273039	Non-Executive - Independent	-	15-11-2018			50 months	26-09-1954	NA	1	1	1	0	No				Active
Ms.	Tina Trikha	02778940	Non-Executive - Independent	-	23-10-2019			38 months	09-07-1975	NA	3	3	2	1	No				Active
Mr.	Birender Singh Dhanoa	08851613	Non-Executive - Independent	-	01-10-2020			27 months	07-09-1957	NA	2	2	2	1	No				Active
Ms.	Camille Milki Tang	09404649	Non-Executive - Independent	-	19-11-2021			13 months	30-05-1955	NA	1	1	0	0	No				Active
Mr.	Rajnish Kumar	05328267	Non-Executive - Independent	-	25-11-2021			13 months	14-01-1958	NA	3	3	2	2	No				Active
Ms.	Vasudha Dinodia	00327151	Non-Executive - Non Independent	-	25-11-2021				18-08-1981	NA	1	0	0	0	No				Active

Whether regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

II. Composition of Committees

Name of the Committee	Whether Regular chairperson	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment	Date of Cessation
Audit Committee	Yes	Ms. Tina Trikha	Chairperson - Non-Executive - Independent	23-10-2019	
		Mr. Pradeep Dinodia	Member - Non-Executive Non Independent	28-05-2001	
		Mr. Birender Singh Dhanoa	Member - Non-Executive - Independent	28-10-2020	
Nomination & Remuneration Committee	Yes	Mr. Jagmohan Singh Raju	Chairperson - Non-Executive - Independent	31-01-2019	
		Mr. Birender Singh Dhanoa	Member - Non-Executive - Independent	04-05-2022	
		Mr. Pradeep Dinodia	Member - Non-Executive Non Independent	30-01-2006	
Risk Management Committee	Yes	Mr. Pradeep Dinodia	Chairperson - Non-Executive Non Independent	16-10-2014	
		Mr. Vikram Sitaram Kasbekar	Member - Executive	04-05-2022	
		Mr. Birender Singh Dhanoa	Member - Non-Executive - Independent	28-10-2020	
Stakeholders Relationship Committee	Yes	Mr. Pradeep Dinodia	Chairperson - Non-Executive Non Independent	31-01-2019	
		Mr. Jagmohan Singh Raju	Member - Non-Executive - Independent	26-04-2019	
		Mr. Vikram Sitaram Kasbekar	Member - Executive	04-05-2022	
Corporate Social Responsibility Committee	Yes	Mr. Pawan Munjal	Chairperson - Executive	28-05-2014	
		Mr. Pradeep Dinodia	Member - Non-Executive Non Independent	28-05-2014	
		Mr. Jagmohan Singh Raju	Member - Non-Executive - Independent	31-01-2019	
		Ms. Tina Trikha	Member - Non-Executive - Independent	28-10-2020	

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	Total Number of Directors as on Date of the meeting	Numbers of Directors present	No. of Independent Directors present	Maximum gap between any two consecutive meetings (in number of days)
12-08-2022	-	-	-	-	-	-
28-09-2022	-	-	-	-	-	-
-	03-11-2022	Yes	10	10	5	35 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)	Total Number of Directors as on Date of the meeting	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	-	-	-	-	-	12-08-2022	-
	-	-	-	-	-	09-09-2022	-
	03-11-2022	Yes	3	3	2	-	54 days.
Nomination & Remuneration Committee	-	-	-	-	-	12-08-2022	-
	02-11-2022	Yes	3	3	2	-	81 days
Risk Management Committee	-	-	-	-	-	09-08-2022	-
	02-11-2022	Yes	3	3	1	-	84 days
Stakeholders Relationship Committee	-	-	-	-	-	09-08-2022	-
	02-11-2022	Yes	3	3	1	-	84 days

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 ended December 31, 2022)
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 the quarter ended September 30, 2022 was placed before the Board at its meeting held on November 3, 2022. The same has been noted by the Board.

For Hero MotoCorp Ltd.



(Dhiraj Kapoor)
Company Secretary & Compliance Officer

Date: 09-01-2023
Place: New Delhi

