

October 11, 2022

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 (Depositories and Participants) Regulations, 2018

Dear Sirs,

Please find enclosed herewith following documents in compliance with:

- a) Certificate under Regulation 74(5) for the quarter ended September 30, 2022.
- b) Reconciliation of Share Capital Audit Report pursuant to Regulation 76 for the quarter ended September 30, 2022.

Kindly take the same on your records.

Thanking you,

For Hero MotoCorp Limited

(Dhiraj Kapoor)
Company Secretary & Compliance Officer

Encl.: as above

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1ST Floor, Defence Colony, New Delhi - 110 024

Tel. : (011) 4679 0000, Fax : (011) 4679 0012

e-mail : contact@cssanjaygrover.in

website : www.cssanjaygrover.in

**THE BOARD OF DIRECTORS,
HERO MOTOCORP LIMITED
THE GRAND PLAZA, PLOT NO.2,
NELSON MANDELA ROAD,
VASANT KUNJ – PHASE-II
NEW DELHI-110070**

CERTIFICATE

RECONCILIATION OF SHARE CAPITAL AUDIT

1. For Quarter Ended : September 30, 2022
2. ISIN : INE158A01026
3. Face Value : Rs.2/- each
4. Name of the Company and CIN : **HERO MOTOCORP LIMITED**
L35911DL1984PLC017354
5. Registered Office Address : The Grand Plaza, Plot No. 2, Nelson Mandela
Road, Vasant Kunj - Phase II, New Delhi-110070
6. Correspondence Address : The Grand Plaza, Plot No. 2, Nelson Mandela
Road, Vasant Kunj - Phase II, New Delhi-110070
7. Telephone : Tel. No : +91 11 46044220
Fax No : +91 11 46044399
8. E-mail id : dhiraj.kapoor@heromotocorp.com
9. Name of the Stock Exchanges where the Company's equity shares are listed:
 - a) National Stock Exchange of India Limited (NSE)
 - b) BSE Limited (BSE)

Particulars	Number of Equity Shares	% of Total Issued Equity Capital
10. Issued Capital	19,98,22,233	100
11. Listed Capital (Exchange wise)		
a) National Stock Exchange of India Ltd.	19,98,22,233	100
b) BSE Limited	19,98,22,233	100
12. Held in dematerialized form in NSDL	19,27,53,680	96.46
13. Held in dematerialized form in CDSL	60,56,460	3.03
14. Physical holdings	10,12,093	0.51
15. Total No. of Shares (12+13+14)	19,98,22,233	100



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16. Reasons for difference, if any, between [10 &11], [10 & 15] and [11 &15]:	Not Applicable	Not Applicable
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17. Certifying the details of changes in Share Capital during the quarter under consideration are as per Table below:

Particulars**	No. of Shares	Applied / Not Applied for Listing	Listed on stock Exchanges	Whether intimate d to NSDL	Whether intimated to CDSL	In-principal approval pending from Stock Exchange
Employee Stock Option Plans	3,580#	Applied for & approved	NSE & BSE	YES	YES	Not Applicable

** *Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, any other (to specify)*

3,580 Equity shares were allotted under various plans framed under Employee Incentive Scheme 2014:

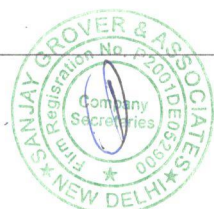
1,240 equity shares allotted pursuant to Employee Stock Option Plan, 2018,
1,200 equity shares allotted pursuant to Employee Stock Option Plan, 2019,
1,140 equity shares allotted pursuant to Employee Stock Option Plan, 2020.

18. Register of Members is updated (Yes/No)	Yes
If not, updated upto which date	Not Applicable
19. Reference of previous quarter with regards to excess dematerialized shares, if any.	NIL
20. Has the company resolved the matter mentioned in point no. 19 above in the current quarter? If not, reason why?	Not Applicable

21. Mention the 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: Not Applicable

Total No. of Demat requests	No. of requests	No. of shares	Reasons for delay
Confirmed after 21 days	NIL	NIL	Not Applicable
Pending for more than 21 days	NIL	NIL	Not Applicable

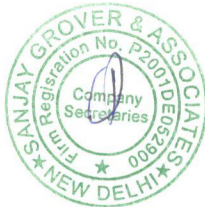
22. Name, Telephone & Fax No. of the Compliance Officer of the Company	Mr. Dhiraj Kapoor Designation: Company Secretary & Compliance Officer Phone No. : +91 11 46044220; Fax No. : +91 11 46044399;
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23.	Name, Address, Telephone & E-mail ID, Firm Registration No. of Auditor:	Devesh Kumar Vasisht Partner: Sanjay Grover & Associates, Company Secretaries (Firm Registration No. P2001DE052900) B-88, First Floor, Defence Colony, New Delhi – 110024 FCS: 8488; CP No. 13700 Phone No. : +91 11 46790000 E-mail ID : sanjaygrover7@gmail.com
24.	Appointment of Common Agency for share registry work (If yes, name and address):	KFin Technologies Limited Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana - 500032
25.	Any other detail that the Auditor may like to provide, (e.g. BIFR company, delisting from SE, company changed its name etc.)	None

**For Sanjay Grover & Associates
Company Secretaries
Firm Registration No.:P2001DE052900**



**Date: 11th October, 2022
Place: New Delhi**

A handwritten signature in blue ink that reads "Devesh Vasisht".

**Devesh Kumar Vasisht
Partner
CP No. 13700
FCS No. 8488
UDIN: F008488D001191516**