

January 12, 2023

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**  
25<sup>th</sup> Floor,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
MUMBAI - 400 001  
Scrip Code: 500182

**Sub: Compliances under the SEBI (Depositories and Participants) Regulations, 2018**

Dear Sir(s),

Please find enclosed herewith following documents in compliance with:

- a) Certificate under Regulation 74(5) for the quarter ended December 31, 2022.
- b) Reconciliation of Share Capital Audit Report pursuant to Regulation 76 for the quarter ended December 31, 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, 1<sup>ST</sup> 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 : December 31, 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](mailto: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	19,98,30,433	100
11. Listed Capital (Exchange wise)		
a) National Stock Exchange of India Ltd.	19,98,30,433	100
b) BSE Limited	19,98,30,433	100
12. Held in dematerialized form in NSDL	19,31,73,938	96.67
13. Held in dematerialized form in CDSL	56,89,555	2.85
14. Physical holdings	9,66,940	0.48
15. <b>Total No. of Shares (12+13+14)</b>	<b>19,98,30,433</b>	<b>100</b>

N



**SANJAY GROVER & ASSOCIATES**

16. Reasons for difference, if any, between [10 & 11], [10 & 15] and [11 & 15]:	<b>Not Applicable</b>	<b>Not Applicable</b>
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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 intimated to NSDL	Whether intimated to CDSL	In-principal approval pending from Stock Exchange
Employee Stock Option Plans	2,572#	Applied for & approved	NSE & BSE	YES	YES	Not Applicable
Restricted Stock Units Plans	5,628#					Not Applicable

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

**#8,200 Equity shares were allotted under various plans framed under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021**

- 1,470 equity shares allotted pursuant to Employee Stock Option Plan, 2018.
- 42 equity shares allotted pursuant to Employee Stock Option Plan, 2019.
- 1,060 equity shares allotted pursuant to Employee Stock Option Plan, 2020.
- 5,628 equity shares allotted pursuant to Restricted Stock Units Plan, 2021.

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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*(Handwritten mark)*



**SANJAY GROVER & ASSOCIATES**

23. Name, Address, Telephone & E-mail ID, Firm Registration No. of Auditor:
- Neeraj Arora  
Partner: Sanjay Grover & Associates,  
Company Secretaries  
(Firm Registration No. P2001DE052900)  
B-88, First Floor, Defence Colony,  
New Delhi – 110024  
FCS No. 10781; CP No. 16186  
Phone No. : +91 11 46790000  
E-mail ID : [sanjaygrover7@gmail.com](mailto: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.)
- As per the information provided during the quarter ended on December 31, 2022, the company credited 12,135 equity shares to the Demat Account of Investor Education and Protection Fund (IEPF) Authority in accordance with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.



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



**Date: 11<sup>th</sup> January, 2023  
Place: New Delhi**

**Neeraj Arora  
Partner  
CP No. 16186  
FCS No. 10781  
UDIN:F010781D002943458**