

HMCL: COM/03/2 SECT: 17

April 18, 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
25th Floor,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001
Scrip Code: 500182

Sub: Compliances under Listing and DP Regulations.

Dear Sir,

Please find enclosed following documents for the quarter ended March 31, 2017:

1. Statement under Regulation 13(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Reconciliation of Share Capital Audit Report pursuant to regulation 55A of SEBI (Depositories and Participants) Regulations 1996.

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 NO.: AAACH0812J

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
34, COMMUNITY CENTRE,
BASANT LOK, VASANT VIHAR,
NEW DELHI - 110057**

CERTIFICATE RECONCILIATION OF SHARE CAPITAL AUDIT

1. Quarter Ended : March 31, 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
9. Names 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	27,07,999	01.36
13.	Held in dematerialized form in NSDL	19,40,51,092	97.17
14.	Physical Holdings	29,37,747	01.47
15.	Total No. of Shares (12+13+14)	19,96,96,838	100.00



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.	Re-issue of Forfeited Shares						
5.	Employee Stock Option exercised	5374	Applied	YES	YES	YES	NO
6.	Amalgamation/ Scheme of Arrangement						
7.	Conversion of Loans /Debentures						
8.	Any other (to specify)						
	Total (A)	5374	-	-	-	-	-
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			N.A.			
13.	Amalgamation / Scheme of Arrangement						
14.	Any other (to specify)						
	Total (B)	-	-	-	-	-	-
	Net Increase/ Decrease (A-B)	5374	-	-	-	-	-



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 Demat 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.	Fax No.	Firm Registration No.
Sanjay Grover	Sanjay Grover & Associates, Company Secretaries B-88, First Floor, Defence Colony, New Delhi – 110024	011- 46790000	011- 46790012	P2001DE052900





SANJAY GROVER & ASSOCIATES

24. Common Agency for Share Registry work:

Name : Karvy Computer Share 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-----

 <p>Date: April 13, 2017 Place: New Delhi</p>	<p>For SANJAY GROVER & ASSOCIATES COMPANY SECRETARIES FIRM REGISTRATION No.:P2001DE052900</p>  <p>SANJAY GROVER MANAGING PARTNER FCS No. 4223 CP No. 3850</p>
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