



HMCL: 55A/03 SECT:16

April 29, 2016

Asst. Vice President,  
Listing Department,  
National Stock Exchange of India Ltd.,  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (E),  
**MUMBAI - 400 051**

The Secretary,  
BSE Limited  
25<sup>th</sup> Floor,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
**MUMBAI - 400 001**

Dear Sir,

**Sub: Reconciliation of Share Capital Audit Report for the quarter ended March 31, 2016.**

In view of the circular dated December 31, 2002 issued by SEBI read with Regulation 55A of SEBI (Depositories and Participants) Regulations 1996, as amended, please find enclosed herewith copy of the Reconciliation of Share Capital Audit Report furnished by Mr. Arvind Kohli, Proprietor, M/s. Arvind Kohli & Associates, Company Secretaries, Practicing Company Secretary firm for the fourth quarter ended March 31, 2016.

Kindly place the same on record and oblige.

Thanking you  
for Hero MotoCorp Ltd.

(Ramni Sood)  
Compliance Officer



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



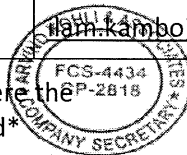
To,  
 The Board of Directors  
 Hero MotoCorp Ltd.  
 34, Community Centre,  
 Basant Lok, Vasant Vihar,  
 New Delhi 110 057

**RECONCILIATION OF SHARE CAPITAL AUDIT REPORT**


We have examined the Register of Members, Beneficiary details furnished by the Depositories and other registers, records, books and papers of **Hero MotoCorp Ltd.** (the Company) as required to be maintained by the Company and its Registrars and Share Transfer Agents M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, under the Companies Act, 2013, read with the Depositories Act, 1996 and the Rules made thereunder and also various directives issued by the Securities and Exchange Board of India (SEBI), in particular Circular No. D&CC/FITTC/CIR-16/2002 dated 31<sup>st</sup> December, 2002 issued by SEBI read with Regulation 55A of Securities and Exchange Board of India (Depositories and Participants) Regulation, 1996, as amended, for the **second quarter ended on March 31, 2016.**

In our opinion and to the best of our knowledge and according to the information and examinations carried out by us and explanations furnished to us by the Company, its Officers, and Agents, We report that in respect of the aforesaid period:

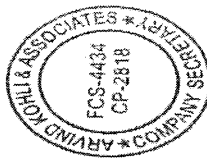
1.	For Quarter Ended	:	<b>MARCH 31, 2016</b>
2.	ISIN No	:	INE158A01026
3.	Face Value	:	Rs 2.00 EACH
4.	Name of the Company	:	Hero MotoCorp Ltd.
5.	Registered Office Address	:	34, Community Centre, Basant Lok, Vasant Vihar, New Delhi 110 057
6.	Correspondence Address	:	34, Community Centre, Basant Lok, Vasant Vihar, New Delhi 110057
7.	Telephone & Fax Nos.	:	011 – 4604 4100, 2614 2451; (F) 011 - 2615 2659
8.	E-mail Address	:	nam.kamboj@heromotocorp.com
9.	Names of Stock Exchanges where the Company's Securities are Listed*	a.	Bombay Stock Exchange Limited (BSE)



		b.	The National Stock Exchange of India Limited (NSE)
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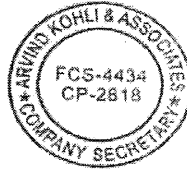
10.	Issued Capital	Number of Shares		% of Total Issued Cap.			
		19,96,90,088		100.00			
11.	Listed Capital (Exchange Wise)*	a.	BSE	19,96,87,500	100.00		
		b.	NSE	19,96,87,500	100.00		
12.	Held in dematerialized form in CDSL			1975115	0.99		
13.	Held in dematerialized form in NSDL			194402677	97.35		
14.	Held in physical form			3309708	1.66		
15.	<b>Total No of shares (12+13+14)</b>			<b>19,96,87,500</b>	<b>100.00</b>		
16.	Reasons for difference if any, between (10 & 11), (10 & 15), (11 & 15),			<b>2588 EQUITY SHARES WERE ALLOTTED AS ESOP ON 28<sup>TH</sup> MARCH, 2016</b>			
							
17.	Certifying the details of changes in share capital during the quarter under consideration as per Table below:						
Sl No	Particulars	No of shares	Applied/ Not Applied for listing	Listed on Stock Exchanges	Whether intimated to CDSL	Whether intimated to NSDL	In-prin. appr. Pending for St Exg

1.	ISSUE OF ESOP'S	2588	NOT APPLIED	NO	YES	YES	IN PRINCIPLE APPROVAL DATED SEPT. 09 <sup>TH</sup> SEPT., 2015 AND 10 <sup>TH</sup> SEPT., 2015 FROM NSE AND BSE RESPECTIVELY.
18.	Register of Members is updated if not, updated upto what date			Yes, updated upto March 31, 2016			
19.	Reference of previous quarter with regard to excess dematerialised shares, if any			Not Applicable			
20.	Has the Company resolved the matter mentioned in point no 19 above in the current quarter? If not, reasons thereof.			Not Applicable			
21.	Mention the total No of requests, if any, confirmed after 21 days and the total No. of requests pending						
	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			Ms. RAMNI SOOD DY. GENERAL MANAGER- LEGAL AND SECRETARIAL HERO MOTOCORP LIMITED 34, Community Centre, Basant Lok, Vasant Vihar, New Delhi 110 057  TEL : 011-4604 4100, 2614 2451 FAX: 011-2614 3321, 2614 3198			
23.	Name, Address, Tel & Fax No., Regn No. of the Auditor			Arvind Kohli & Associates, Company Secretaries 199, Sector 7, Urban Estate,			



		Gurgaon 122 001 Tel: 0124 – 4005260 CP – 2818
24.	Appointment of common agency for share registry work	Yes Karvy Computershare Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032
25.	Any other detail that the auditor may like to provide [e.g. BIFR company, delisting from SE, company changed its name]	NA

**Arvind Kohli & Associates, Company Secretaries**



*Arvind Kohli*

**Arvind Kohli  
Proprietor**

New Delhi  
April 22, 2016