

January 09, 2018

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

**Sub: Compliances under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)**

Dear Sirs,

Please find enclosed herewith the following documents in compliance of the Listing Regulations:

- a. Statement under Regulation 13(3) for the quarter ended December 31, 2017
- b. Compliance Report on Corporate Governance under Regulation 27(2) for the quarter ended December 31, 2017.
- c. Shareholding Pattern pursuant to Regulation 31(1) for the quarter ended December 31, 2017.

Kindly take the same on your records.

Thanking you.

For Hero MotoCorp Ltd.

  
(Neerja Sharma)  
Company Secretary



Encl.: a/a

Shareholding Pattern for the Quarter ended 31-12-2017

- 1 Name of Listed Entity : HERO MOTOCORP LTD.
- 2 Scrip Code/Name of Scrip/Class of Security : HEROMOTOCO (NSE); 500182 (BSE)
- 3 Share Holding Pattern Filed under : Reg.31(1)(b)
- 4 Share Holding Pattern as on : 31 December, 2017
- 5 Declaration : The Listed entity is required to submit the following declaration to the extent of submission of information:

| S. No. | Particulars  | Yes | No |
|--------|--|-----|----|
| 1      | Whether the Listed Entity has issued any partly paid up shares                         |     | No |
| 2      | Whether the Listed Entity has issued any Convertible Securities or Warrants?           |     | No |
| 3      | Whether the Listed Entity has any shares against which depository receipts are issued? |     | No |
| 4      | Whether the Listed Entity has any shares in locked-in?                                 |     | No |
| 5      | Whether any shares held by promoters are pledge or otherwise encumbered?               |     | No |

Table I - Summary Statement holding of specified securities

| Category (I) | Category of shareholder (II)    | No of Shareholders (III) | No of fully paid up equity shares held (IV) | No of Partly paid up equity shares held (V) | No of Shares Underlying Depository Receipts (VI) | Total No of Shares Held (VII) = (IV)+(V)+(VI) | Shareholding as a % of total no of shares (As a % of (A+B+C2)) (VIII) | Number of Voting Rights held in each class of securities (IX) |          |                  | No of Shares Underlying Outstanding converttble securities (Including Warrants) (X) | Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (XI) | Number of Locked in Shares (XII) |          | Number of Shares pledged or otherwise encumbered (XIII) |          | Number of equity shares held in dematerialized form (XIV) |                             |
|--------------|---------------------------------|--------------------------|---|---|--|---|---|---|----------|------------------|---|--|----------------------------------|----------|---|----------|---|-----------------------------|
|              |                                 |                          |   |   |  |   |   | No of Voting Rights   |          |                  |   |  | Total as a % of (A+B+C)          | No. (a)  | As a % of total Shares held                             | No. (a)  |   | As a % of total Shares held |
|              |                                 |                          |   |   |  |   |   | Class X   | Class Y  | Total            |   |  |                                  |          |   |          |   |                             |
| (A)          | Promoter & Promoter Group       | 16                       | 69166082                                    | 0   | 0  | 69166082                                      | 34.63   | 69166082  | 0        | 69166082         | 34.63   | 0  | 34.63                            | 0        | 0.00  | 0        | 0.00  | 69166082                    |
| (B)          | Public                          | 94940                    | 130540939                                   | 0   | 0  | 130540939                                     | 65.37   | 130540939   | 0        | 130540939        | 65.37   | 0  | 65.37                            | 0        | 0.00  | NA       | NA  | 128477087                   |
| (C)          | Non Promoter-Non Public         |                          |   |   |  |   |   |   |          |                  |   |  |                                  |          |   |          |   |                             |
| (C1)         | Shares underlying DRs           | 0                        | 0   | 0   | 0  | 0   | NA  | 0   | 0        | 0                | 0.00  | 0  | NA                               | 0        | 0.00  | NA       | NA  | 0                           |
| (C2)         | Shares held by Employees Trusts | 0                        | 0   | 0   | 0  | 0   | 0.00  | 0   | 0        | 0                | 0.00  | 0  | 0.00                             | 0        | 0.00  | NA       | NA  | 0                           |
|              | <b>Total:</b>                   | <b>94956</b>             | <b>199707021</b>                            | <b>0</b>                                    | <b>0</b>   | <b>199707021</b>                              | <b>100.00</b>   | <b>199707021</b>  | <b>0</b> | <b>199707021</b> | <b>100.00</b>   | <b>0</b>   | <b>100.00</b>                    | <b>0</b> | <b>0.00</b>   | <b>0</b> | <b>0.00</b>   | <b>197643169</b>            |



|     |   |          |          |          |          |          |             |          |          |          |          |             |          |             |          |             |          |             |          |             |
|-----|---|----------|----------|----------|----------|----------|-------------|----------|----------|----------|----------|-------------|----------|-------------|----------|-------------|----------|-------------|----------|-------------|
|     | Individuals (Non-Resident Individuals/Foreign Individuals)          |          |          |          |          |          |             |          |          |          |          |             |          |             |          |             |          |             |          |             |
| (a) | Individuals   | 0        | 0        | 0        | 0        | 0        | 0.00        | 0        | 0        | 0        | 0        | 0.00        | 0        | 0.00        | 0        | 0.00        | 0        | 0.00        | 0        | 0.00        |
| (b) | Government  | 0        | 0        | 0        | 0        | 0        | 0.00        | 0        | 0        | 0        | 0        | 0.00        | 0        | 0.00        | 0        | 0.00        | 0        | 0.00        | 0        | 0.00        |
| (c) | Institutions  | 0        | 0        | 0        | 0        | 0        | 0.00        | 0        | 0        | 0        | 0        | 0.00        | 0        | 0.00        | 0        | 0.00        | 0        | 0.00        | 0        | 0.00        |
| (d) | Foreign Portfolio Investor  | 0        | 0        | 0        | 0        | 0        | 0.00        | 0        | 0        | 0        | 0        | 0.00        | 0        | 0.00        | 0        | 0.00        | 0        | 0.00        | 0        | 0.00        |
| (e) | Any Other   | 0        | 0        | 0        | 0        | 0        | 0.00        | 0        | 0        | 0        | 0        | 0.00        | 0        | 0.00        | 0        | 0.00        | 0        | 0.00        | 0        | 0.00        |
|     | <b>Sub-Total (A)(2)</b>   | <b>0</b> | <b>0</b> | <b>0</b> | <b>0</b> | <b>0</b> | <b>0.00</b> | <b>0</b> | <b>0</b> | <b>0</b> | <b>0</b> | <b>0.00</b> | <b>0</b> | <b>0.00</b> | <b>0</b> | <b>0.00</b> | <b>0</b> | <b>0.00</b> | <b>0</b> | <b>0.00</b> |
|     | Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2) | 16       | 69166082 | 0        | 0        | 69166082 | 34.63       | 69166082 | 0        | 69166082 | 34.63    | 0           | 34.63    | 0           | 0.00     | 0           | 0.00     | 0           | 0.00     | 69166082    |

**Table II A - Unclaim Details**

| <b>Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights frozen etc.</b> |                          |
|---|--------------------------|
| <b>No of Shareholders</b>   | <b>No of shares held</b> |
| <b>Nil</b>  | <b>Nil</b>               |

Table III - Statement showing shareholding pattern of the Public shareholder

| Category | Category & Name of the Shareholder (I)                | PAN (II)    | No of Shareholders (III) | No of fully paid up equity shares held (IV) | No of Partly paid-up equity shares held (V) | No of Shares Underlying Depository Receipts (VI) | Total No of Shares Held (VII)=(IV+V+VI) | Shareholding as a % of total no of shares (A+B+C2) (VIII) | Number of Voting Rights held in each class of securities (IX) |          |                  | No of Shares Underlying Outstanding convertible securities (Including Warrants) (X) | Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (XI) | Number of Locked in Shares (XII) |           | Number of Shares pledged or otherwise encumbered (XIII) |        | Number of equity shares held in dematerialized form (XIV) |                             |
|----------|---|-------------|--------------------------|---|---|--|---|---|---|----------|------------------|---|--|----------------------------------|-----------|---|--------|---|-----------------------------|
|          |   |             |                          |   |   |  |   |   | No of Voting Rights   |          |                  |   |  | Total as a % of (A+B+C)          | No.(a)    | As a % of total Shares held                             | No.(a) |   | As a % of total Shares held |
|          |   |             |                          |   |   |  |   |   | Class X   | Class Y  | Total            |   |  |                                  |           |   |        |   |                             |
| (1)      | Institutions  |             |                          |   |   |  |   |   |   |          |                  |   |  |                                  |           |   |        |   |                             |
| (a)      | Mutual Funds  |             | 30                       | 13038585                                    | 0   | 0  | 13038585                                | 6.53  | 13038585  | 0        | 13038585         | 6.53  | 0  | 0.00                             | NA        | NA  |        |   | 13031005                    |
|          | KOTAK MAHINDRA 50 UNIT SCHEME                         | AAATK4475F  | 1                        | 2091118                                     | 0   | 0  | 2091118                                 | 1.05  | 2091118   | 0        | 2091118          | 1.05  | 0  | 0.00                             | NA        | NA  |        |   | 2091118                     |
|          | SBI MAGNUM EQUITY FUND                                | AAATS6407Q  | 1                        | 3193339                                     | 0   | 0  | 3193339                                 | 1.60  | 3193339   | 0        | 3193339          | 1.60  | 0  | 0.00                             | NA        | NA  |        |   | 3193339                     |
| (b)      | Venture Capital Funds                                 |             | 0                        | 0   | 0   | 0  | 0                                       | 0.00  | 0   | 0        | 0                | 0.00  | 0  | 0.00                             | NA        | NA  |        |   | 0                           |
| (c)      | Alternate Investment Funds                            |             | 0                        | 0   | 0   | 0  | 0                                       | 0.00  | 0   | 0        | 0                | 0.00  | 0  | 0.00                             | NA        | NA  |        |   | 0                           |
| (d)      | Foreign Venture Capital Investors                     |             | 0                        | 0   | 0   | 0  | 0                                       | 0.00  | 0   | 0        | 0                | 0.00  | 0  | 0.00                             | NA        | NA  |        |   | 0                           |
| (e)      | Foreign Portfolio Investors                           |             | 800                      | 84531480                                    | 0   | 0  | 84531480                                | 42.33   | 84531480  | 0        | 84531480         | 42.33   | 0  | 0.00                             | NA        | NA  |        |   | 84531270                    |
|          | LAZARD EMERGING MARKETS EQUITY PORTFOLIO              | AAAAAL0206A | 1                        | 3514953                                     | 0   | 0  | 3514953                                 | 1.76  | 3514953   | 0        | 3514953          | 1.76  | 0  | 0.00                             | NA        | NA  |        |   | 3514953                     |
|          | OPPENHEIMER INTERNATIONAL GROWTH FUND                 | AAATO0455D  | 1                        | 7407409                                     | 0   | 0  | 7407409                                 | 3.71  | 7407409   | 0        | 7407409          | 3.71  | 0  | 0.00                             | NA        | NA  |        |   | 7407409                     |
|          | ABERDEEN EMERGING MARKETS FUND                        | AABT3942K   | 1                        | 2165335                                     | 0   | 0  | 2165335                                 | 1.08  | 2165335   | 0        | 2165335          | 1.08  | 0  | 0.00                             | NA        | NA  |        |   | 2165335                     |
|          | GOVERNMENT PENSION FUND GLOBAL                        | AACCN1454E  | 1                        | 2831993                                     | 0   | 0  | 2831993                                 | 1.42  | 2831993   | 0        | 2831993          | 1.42  | 0  | 0.00                             | NA        | NA  |        |   | 2831993                     |
|          | TEMPLETON GROWTH FUND, INC.                           | AACCT1783C  | 1                        | 2191376                                     | 0   | 0  | 2191376                                 | 1.10  | 2191376   | 0        | 2191376          | 1.10  | 0  | 0.00                             | NA        | NA  |        |   | 2191376                     |
|          | STICHTING DEPOSITARY APG EMERGING MARKETS EQUITY POOL | AAVCS6547E  | 1                        | 2100090                                     | 0   | 0  | 2100090                                 | 1.05  | 2100090   | 0        | 2100090          | 1.05  | 0  | 0.00                             | NA        | NA  |        |   | 2100090                     |
| (f)      | Financial Institutions/Banks                          |             | 30                       | 1591078                                     | 0   | 0  | 1591078                                 | 0.80  | 1591078   | 0        | 1591078          | 0.80  | 0  | 0.00                             | NA        | NA  |        |   | 1532383                     |
| (g)      | Insurance Companies                                   |             | 17                       | 8390527                                     | 0   | 0  | 8390527                                 | 4.20  | 8390527   | 0        | 8390527          | 4.20  | 0  | 0.00                             | NA        | NA  |        |   | 8390527                     |
|          | LIFE INSURANCE CORPORATION OF INDIA                   | AAACL0582H  | 1                        | 5867025                                     | 0   | 0  | 5867025                                 | 2.94  | 5867025   | 0        | 5867025          | 2.94  | 0  | 0.00                             | NA        | NA  |        |   | 5867025                     |
| (h)      | Provident Funds/Pension Funds                         |             | 0                        | 0   | 0   | 0  | 0                                       | 0.00  | 0   | 0        | 0                | 0.00  | 0  | 0.00                             | NA        | NA  |        |   | 0                           |
| (i)      | Any Other   |             |                          |   |   |  |   |   |   |          |                  |   |  |                                  |           |   |        |   |                             |
|          | FOREIGN NATIONALS                                     |             | 3                        | 221   | 0   | 0  | 221                                     | 0.00  | 221   | 0        | 221              | 0.00  | 0  | 0.00                             | NA        | NA  |        |   | 221                         |
|          | <b>Sub Total (B)(1)</b>                               |             | <b>880</b>               | <b>107551891</b>                            | <b>0</b>                                    | <b>0</b>   | <b>107551891</b>                        | <b>53.85</b>  | <b>107551891</b>  | <b>0</b> | <b>107551891</b> | <b>53.85</b>  | <b>0</b>   | <b>0.00</b>                      | <b>NA</b> | <b>NA</b>   |        |   | <b>107485406</b>            |

|     |   |            |              |                  |          |          |                  |              |                  |          |                  |              |          |              |             |             |             |           |                  |          |
|-----|---|------------|--------------|------------------|----------|----------|------------------|--------------|------------------|----------|------------------|--------------|----------|--------------|-------------|-------------|-------------|-----------|------------------|----------|
| (2) | Central Government/State Government(s)/President of India                         |            | 0            | 0                | 0        | 0        | 0                | 0.00         | 0                | 0        | 0                | 0.00         | 0        | 0            | 0.00        | 0           | 0.00        | NA        | NA               | 0        |
|     | <b>Sub Total (B)(2)</b>   |            | <b>0</b>     | <b>0</b>         | <b>0</b> | <b>0</b> | <b>0</b>         | <b>0.00</b>  | <b>0</b>         | <b>0</b> | <b>0</b>         | <b>0.00</b>  | <b>0</b> | <b>0</b>     | <b>0.00</b> | <b>0</b>    | <b>0.00</b> | <b>NA</b> | <b>NA</b>        | <b>0</b> |
| (3) | Non-Institutions  |            |              |                  |          |          |                  |              |                  |          |                  |              |          |              |             |             |             |           |                  |          |
| (a) | i.Individual shareholders holding nominal share capital up to Rs.2 lakhs          |            | 89954        | 11393220         | 0        | 0        | 11393220         | 5.70         | 11393220         | 0        | 11393220         | 5.70         | 0        | 5.70         | 0           | 0.00        | NA          | NA        | 9412904          |          |
|     | ii.Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs |            | 1            | 130000           | 0        | 0        | 130000           | 0.07         | 130000           | 0        | 130000           | 0.07         | 0        | 0.07         | 0           | 0.00        | NA          | NA        | 130000           |          |
| (b) | NBFCs Registered with RBI   |            | 9            | 4802             | 0        | 0        | 4802             | 0.00         | 4802             | 0        | 4802             | 0.00         | 0        | 0.00         | 0           | 0.00        | NA          | NA        | 4802             |          |
| (c) | Employee Trusts   |            | 0            | 0                | 0        | 0        | 0                | 0.00         | 0                | 0        | 0                | 0.00         | 0        | 0.00         | 0           | 0.00        | NA          | NA        | 0                |          |
| (d) | Overseas Depositories (Holding DRs)(Balancing figure)                             |            | 0            | 0                | 0        | 0        | 0                | 0.00         | 0                | 0        | 0                | 0.00         | 0        | 0.00         | 0           | 0.00        | NA          | NA        | 0                |          |
| (e) | Any Other   |            |              |                  |          |          |                  |              |                  |          |                  |              |          |              |             |             |             |           |                  |          |
|     | TRUSTS  |            | 41           | 1759450          | 0        | 0        | 1759450          | 0.88         | 1759450          | 0        | 1759450          | 0.88         | 0        | 0.88         | 0           | 0.00        | NA          | NA        | 1759450          |          |
|     | ALTERNATIVE INVESTMENT FUND   |            | 1            | 4000             | 0        | 0        | 4000             | 0.00         | 4000             | 0        | 4000             | 0.00         | 0        | 0.00         | 0           | 0.00        | NA          | NA        | 4000             |          |
|     | NON RESIDENT INDIANS  |            | 1856         | 166662           | 0        | 0        | 166662           | 0.08         | 166662           | 0        | 166662           | 0.08         | 0        | 0.08         | 0           | 0.00        | NA          | NA        | 165982           |          |
|     | CLEARING MEMBERS  |            | 135          | 449130           | 0        | 0        | 449130           | 0.22         | 449130           | 0        | 449130           | 0.22         | 0        | 0.22         | 0           | 0.00        | NA          | NA        | 449130           |          |
|     | NON RESIDENT INDIAN NON REPATRIABLE   |            | 914          | 235731           | 0        | 0        | 235731           | 0.12         | 235731           | 0        | 235731           | 0.12         | 0        | 0.12         | 0           | 0.00        | NA          | NA        | 235731           |          |
|     | BODIES CORPORATES   |            | 1148         | 7867281          | 0        | 0        | 7867281          | 3.94         | 7867281          | 0        | 7867281          | 3.94         | 0        | 3.94         | 0           | 0.00        | NA          | NA        | 7850910          |          |
|     | ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED                                   | AAACI7351P | 1            | 2681730          | 0        | 0        | 2681730          | 1.34         | 2681730          | 0        | 2681730          | 1.34         | 0        | 1.34         | 0           | 0.00        | NA          | NA        | 2681730          |          |
|     | I E P F   |            | 1            | 978772           | 0        | 0        | 978772           | 0.49         | 978772           | 0        | 978772           | 0.49         | 0        | 0.49         | 0           | 0.00        | NA          | NA        | 978772           |          |
|     | <b>Sub Total (B)(3)</b>   |            | <b>94060</b> | <b>22989048</b>  | <b>0</b> | <b>0</b> | <b>22989048</b>  | <b>11.51</b> | <b>22989048</b>  | <b>0</b> | <b>22989048</b>  | <b>11.51</b> | <b>0</b> | <b>11.51</b> | <b>0</b>    | <b>0.00</b> |             |           | <b>20991681</b>  |          |
|     | Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)                              |            | <b>94940</b> | <b>130540939</b> | <b>0</b> | <b>0</b> | <b>130540939</b> | <b>65.37</b> | <b>130540939</b> | <b>0</b> | <b>130540939</b> | <b>65.37</b> | <b>0</b> | <b>65.37</b> | <b>0</b>    | <b>0.00</b> |             |           | <b>128477087</b> |          |



**Table IIIA - Person Acting In Concert**

| <b>Details of the shareholders acting as persons in Concert including their Shareholding:</b> |             |              |          |
|---|-------------|--------------|----------|
| Name of Shareholder   | Name of PAC | No of shares | Holding% |
|   |             |              |          |
| <b>Total:</b>   |             | <b>0</b>     | <b>0</b> |

**Table III B - Unclaim Details\*\***

|   |                          |
|---|--------------------------|
| <b>Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights frozen etc.</b> |                          |
| <b>No of Shareholders</b>   | <b>No of Shares held</b> |
| 5   | 2570                     |

\*\*In terms of extant provisions of the Companies Act and SEBI(LODR) Regulations, 2015, these unclaimed shares have been transferred to unclaimed suspense account.

Table IV - Statement showing shareholding pattern of the Non Promoter - Non Public Shareholder

| Category | Category & Name of the Shareholder (I)   | PAN (II) | No of Shareholders (III) | No of fully paid up equity shares held (IV) | No of Partly paid-up equity shares held (V) | No of Shares Underlying Depository Receipts (VI) | Total No of Shares Held (IV+V+VI) (VII) | Shareholding as a % of total no of shares (A+B+C2) (VIII) | Number of Voting Rights held in each class of securities (IX) |          |                         | No of Shares Underlying Outstanding convertible securities (Including Warrants) (X) | Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (XI) | Number of Locked in Shares (XII) |                        | Number of Shares pledged or otherwise encumbered (XIII) |                             | Number of equity shares held in dematerialized form (XIV) |
|----------|--|----------|--------------------------|---|---|--|---|---|---|----------|-------------------------|---|--|----------------------------------|------------------------|---|-----------------------------|---|
|          |  |          |                          |   |   |  |   |   | No of Voting Rights   |          | Total as a % of (A+B+C) |   |  | No.                              | As a % of total Shares | No.   | As a % of total Shares held |   |
|          |  |          |                          |   |   |  |   |   | Class X   | Class Y  |                         |   |  |                                  |                        |   |                             |   |
| (1)      | Custodian/DR Holder  |          | 0                        | 0   | 0   | 0  | 0                                       | 0.00  | 0   | 0        | 0                       | 0.00  | 0  | 0.00                             | NA                     | NA  | 0                           |   |
| (2)      | Employee Benefit Trust (under SEBI(Share based Employee Benefit) Regulations 2014) |          | 0                        | 0   | 0   | 0  | 0                                       | 0.00  | 0   | 0        | 0                       | 0.00  | 0  | 0.00                             | NA                     | NA  | 0                           |   |
|          | <b>Total Non-Promoter-Non Public Shareholding (C) = (C)(1)+(C)(2)</b>              |          | <b>0</b>                 | <b>0</b>                                    | <b>0</b>                                    | <b>0</b>   | <b>0</b>                                | <b>0.00</b>   | <b>0</b>  | <b>0</b> | <b>0</b>                | <b>0.00</b>   | <b>0</b>   | <b>0.00</b>                      |                        |   | <b>0</b>                    |   |