

January 10, 2019

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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Depositories and Participants) Regulations, 2018

Dear Sirs,

Please find enclosed herewith the following documents in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Depositories and Participants) Regulations, 2018:

1. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

- (a) Statement under Regulation 13(3) for the quarter ended December 31, 2018.
- (b) Compliance Report on Corporate Governance pursuant to Regulation 27(2) for the quarter ended December 31, 2018.
- (c) Shareholding Pattern pursuant to Regulation 31(1) for the quarter ended December 31, 2018.

2. SEBI (Depositories and Participants) Regulations, 2018

- (a) Reconciliation of Share Capital Audit Report pursuant to Regulation 76 for the quarter ended December 31, 2018.

Kindly take the same on your records.

Thanking you,

For Hero MotoCorp Ltd.



(Neerja Sharma)
Company Secretary

△.

Encl.: As above



Shareholding pattern for the Quarter ended 31-12-2018

- 1 Name of Listed Entity : HERO MOTOCORP LTD.
2 Scrip Code/Name of Scrip/Class of Security : HEROMOTOCO (NSE); 500182 (BSE) - Equity shares
3 Share Holding Pattern Filed under : Reg. 31(1)(b)
4 Share Holding Pattern as on : 31st December, 2018
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 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		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 (b)	No. (a)		As a % of total Shares held (b)
								Class X	Class Y	Total								
(A)	Promoter & Promoter Group	16	69166082	0	0	69166082	34.63	69166082	0	69166082	34.63	0	0.00	0	0.00	69166082		
(B)	Public	123549	130553257	0	0	130553257	65.37	130553257	0	130553257	65.37	0	0.00	NA	NA	128740778		
(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		
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	NA	0		
	Total	123565	199719339	0	0	199719339	100.00	199719339	0	199719339	100.00	0	0.00	0	0.00	197906860		



Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	No. of shares Underlying Depository Receipts (VI)	Total no. of shares held (VII = IV+V+VI)	Shareholding calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) as a % of (A+B+C2)	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 (b)	No. (a)		As a % of total shares held (b)
									Class X	Class Y	Total								
(1)	Indian																		
(a)	Individuals/Hindu undivided Family		13	28347708	0	0	28347708	14.19	28347708	0	28347708	14.19	0	0.00	0	0.00	0	0.00	28347708
	ABHIMANYU MUNJAL	AHXPM6486C		10620	0	0	10620	0.01	10620	0	10620	0.01	0	0.00	0	0.00	0	0.00	10620
	ANIESHA MUNJAL	ABMPM8651J		32500	0	0	32500	0.02	32500	0	32500	0.02	0	0.00	0	0.00	0	0.00	32500
	PAWAN KANT MUNJAL	ACGPM7510D		43354	0	0	43354	0.02	43354	0	43354	0.02	0	0.00	0	0.00	0	0.00	43354
	PAWAN MUNJAL (As Karta of HUF)	AAAHF8709F		32500	0	0	32500	0.02	32500	0	32500	0.02	0	0.00	0	0.00	0	0.00	32500
	PAWAN MUNJAL, RENU MUNJAL AND SUMAN MUNJAL (On behalf of Brijmohan Lal Om Parkash, Partnership Firm)	AABFB0636L		27927058	0	0	27927058	13.98	27927058	0	27927058	13.98	0	0.00	0	0.00	0	0.00	27927058
	RAHUL MUNJAL	AIZPM7525R		10620	0	0	10620	0.01	10620	0	10620	0.01	0	0.00	0	0.00	0	0.00	10620
	RENU MUNJAL	AIBPM4926G		111483	0	0	111483	0.06	111483	0	111483	0.06	0	0.00	0	0.00	0	0.00	111483
	RENUKA MUNJAL	ADQPM8086R		32480	0	0	32480	0.02	32480	0	32480	0.02	0	0.00	0	0.00	0	0.00	32480
	SANTOSH MUNJAL	ADZPM3513A		10	0	0	10	0.00	10	0	10	0.00	0	0.00	0	0.00	0	0.00	10
	SUMAN KANT MUNJAL	ABMPM8075A		71250	0	0	71250	0.04	71250	0	71250	0.04	0	0.00	0	0.00	0	0.00	71250
	SUMAN KANT MUNJAL (As Karta of HUF)	AALHS3160E		10833	0	0	10833	0.01	10833	0	10833	0.01	0	0.00	0	0.00	0	0.00	10833
	SUNIL KANT MUNJAL	AIBPM4928J		32500	0	0	32500	0.02	32500	0	32500	0.02	0	0.00	0	0.00	0	0.00	32500
	VASUDHA DINODIA	AIBPM4927H		32500	0	0	32500	0.02	32500	0	32500	0.02	0	0.00	0	0.00	0	0.00	32500
(b)	Central Government/State Government(s)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Financial Institutions/Banks		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Any Other		3	40818374	0	0	40818374	20.44	40818374	0	40818374	20.44	0	0.00	0	0.00	0	0.00	40818374
	Body Corporate		3	40818374	0	0	40818374	20.44	40818374	0	40818374	20.44	0	0.00	0	0.00	0	0.00	40818374
	BAHADUR CHAND INVESTMENTS PVT. LTD.	AAACB6706F		39943238	0	0	39943238	20.00	39943238	0	39943238	20.00	0	0.00	0	0.00	0	0.00	39943238
	HERO FINCORP LIMITED	AAACH0157J		1370	0	0	1370	0.00	1370	0	1370	0.00	0	0.00	0	0.00	0	0.00	1370
	HERO INVESTCORP PRIVATE LIMITED	AAACP9824A		873766	0	0	873766	0.44	873766	0	873766	0.44	0	0.00	0	0.00	0	0.00	873766
	Sub-Total (A)(1)		16	69166082	0	0	69166082	34.63	69166082	0	69166082	34.63	0	0.00	0	0.00	0	0.00	69166082
(2)	Foreign																		
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(b)	Government		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Institutions		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Foreign Portfolio Investor		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(e)	Any Other		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Sub-Total (A)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	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	0.00	0	0.00	0	0.00	69166082



Table IIA - Unclaimed Details

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



Table III - Statement showing shareholding pattern of the Public shareholder

	Category & Name of the Shareholders (I)	PAN (II)	No. of Shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	No. of shares Underlying Depository Receipts (VI)	Total no. of shares held (VII)=(IV+V+VI)	Shareholding calculated as per SCRR, 1957 As a % of (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)	Total 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 (b)	No. (a)		As a % of total Shares held (b)
									Class X	Class Y	Total								
(1)	Institutions																		
(a)	Mutual Funds		32	11647787	0	0	11647787	5.83	11647787	0	11647787	5.83	0	0.00	NA	NA			11640207
	SBI - ETF SENSEX	AABT56407Q	1	3553041	0	0	3553041	1.78	3553041	0	3553041	1.78	0	0.00	NA	NA			3553041
(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		775	79783358	0	0	79783358	39.95	79783358	0	79783358	39.95	0	0.00	NA	NA			79783148
	LAZARD EMERGING MARKETS EQUITY PORTFOLIO	AAAA0206A	1	3005411	0	0	3005411	1.50	3005411	0	3005411	1.50	0	0.00	NA	NA			3005411
	WGI EMERGING MARKETS FUND, LLC	AAACW6659C	1	2423307	0	0	2423307	1.21	2423307	0	2423307	1.21	0	0.00	NA	NA			2423307
	OPPENHEIMER INTERNATIONAL GROWTH FUND	AAATO0455D	1	6942687	0	0	6942687	3.48	6942687	0	6942687	3.48	0	0.00	NA	NA			6942687
	GOVERNMENT PENSION FUND GLOBAL	AACCN1454E	1	2737765	0	0	2737765	1.37	2737765	0	2737765	1.37	0	0.00	NA	NA			2737765
(f)	Financial Institutions/Banks		31	3594960	0	0	3594960	1.80	3594960	0	3594960	1.80	0	0.00	NA	NA			3536265
	LIC OF INDIA MONEY PLUS SECURED FUND	AAACL0582H	1	2410848	0	0	2410848	1.21	2410848	0	2410848	1.21	0	0.00	NA	NA			2410848
(g)	Insurance Companies		15	15465430	0	0	15465430	7.74	15465430	0	15465430	7.74	0	0.00	NA	NA			15465430
	ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED	AAAC7351P	1	2800850	0	0	2800850	1.40	2800850	0	2800850	1.40	0	0.00	NA	NA			2800850
	LIFE INSURANCE CORPORATION OF INDIA	AAACL0582H	1	10462989	0	0	10462989	5.24	10462989	0	10462989	5.24	0	0.00	NA	NA			10462989
(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		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	NA			0
	Sub-Total (B)(1)		853	110491535	0	0	110491535	55.32	110491535	0	110491535	55.32	0	0.00	NA	NA			110425050
(2)	Central Government/State Government(s)/President of India		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	NA			0
	Sub-Total (B)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	NA			0
(3)	Non-Institutions																		
(a)	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs		117212	11987374	0	0	11987374	6.00	11987374	0	11987374	6.00	0	0.00	NA	NA			10258566
	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	0.00	NA	NA			130000
(b)	NBFCs registered with RBI		8	5413	0	0	5413	0.00	5413	0	5413	0.00	0	0.00	NA	NA			5413
(c)	Employee Trusts		0	0	0	0	0	0.00	0	0	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	NA	NA			0
(e)	Any Other																		
	TRUSTS		37	2431251	0	0	2431251	1.22	2431251	0	2431251	1.22	0	0.00	NA	NA			2431251
	ALTERNATIVE INVESTMENT FUND		1	150	0	0	150	0.00	150	0	150	0.00	0	0.00	NA	NA			150
	NON RESIDENT INDIANS		2814	229017	0	0	229017	0.11	229017	0	229017	0.11	0	0.00	NA	NA			228337
	CLEARING MEMBERS		122	114892	0	0	114892	0.06	114892	0	114892	0.06	0	0.00	NA	NA			114892
	NON RESIDENT INDIAN NON REPATRIABLE		1348	307042	0	0	307042	0.15	307042	0	307042	0.15	0	0.00	NA	NA			307042
	BODIES CORPORATES		1151	3856465	0	0	3856465	1.93	3856465	0	3856465	1.93	0	0.00	NA	NA			3839959
	INVESTOR EDUCATION AND PROTECTION FUND		1	1000068	0	0	1000068	0.50	1000068	0	1000068	0.50	0	0.00	NA	NA			1000068
	FOREIGN NATIONALS		1	50	0	0	50	0.00	50	0	50	0.00	0	0.00	NA	NA			50
	Sub-Total (B)(3)		122696	20061722	0	0	20061722	10.04	20061722	0	20061722	10.04	0	0.00	NA	NA			18315728
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)		123549	130553257	0	0	130553257	65.37	130553257	0	130553257	65.37	0	0.00	NA	NA			128740778



Table IIIA - Persons acting in concert

Details of the shareholders acting as persons in Concert including their shareholding:			
Name of Shareholder	Name of PAC	No. of shares	Holding %
Total		0	0



Table IIIB - Unclaimed details

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.	
No. of Shareholders	No. of shares held
3	1700



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

	Category & Name of the Shareholders (I)	PAN (II)	No. of Shareholders (III)	No. of fully paid up equity shares held (IV)	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 % calculated as per SCRR, 1957 As a % of (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)	Total 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 held	No.		As a % of total shares held
									Class X	Class Y	Total								
(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		
	Total Non-Promoter-Non Public Shareholding (C) = (C)(1)+(C)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00			0		

