

October 22, 2019

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

Sub: Compliance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Re.: Intimation of Allotment of Shares and Grant of Options /Restricted Stock Units (RSUs) to Employees

Dear Sirs,

This is to inform you that the Nomination & Remuneration Committee (NRC) of the Company at its meeting held today has allotted 10,354 equity shares of face value of Rs. 2/- each to one of the option holders, who has exercised his stock options under the Restricted Stock Unit Plans of the Company framed under Employee Incentive Scheme 2014.

These shares shall rank pari passu with the existing equity shares of the Company in all respects. With this allotment, the paid-up share capital of the Company has increased to Rs. 39,94,74,476 divided into 19,97,37,238 equity shares of face value of Rs. 2/- each.

Further, the NRC has approved the following:

1. Grant of 1,10,000 Stock Options at an exercise price of Rs. 1,745/- per option, vesting in 4 years in the ratio of 20:20:30:30 in 4 instalments as per ESOP Plan, 2019 and
2. Grant of 5,210 Restricted Stock Units (RSUs) at face value of Rs. 2/- per unit vesting in three years in the ratio of 30:30:40 as per RSU Plan, 2019 to certain eligible employees of the Company. The RSUs are convertible into one equity share of the Company each upon vesting, subject to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time and in terms of the Employee Incentive Scheme 2014.

The vesting of the aforesaid Options and RSUs shall commence from the end of first year, from the date of grant. The aforesaid Options / RSUs can be exercised within seven years from the date of grant, subject to vesting thereof.

Kindly take the same on records.

Thanking you,

For Hero MotoCorp Ltd.



(Neerja Sharma)
Company Secretary & Chief Compliance Officer



Hero MotoCorp Ltd.

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