

October 12, 2020

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**  
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") and SEBI (Depositories and Participants) Regulations, 2018**

Dear Sirs,

Please find enclosed herewith following documents in compliance with:

**(1) Listing Regulations:**

- (a) Shareholding Pattern pursuant to Regulation 31(1) for the quarter ended September 30, 2020.
- (b) Certificate under Regulation 40(9) for the half year ended September 30, 2020.

**(2) SEBI (Depositories and Participants) Regulations, 2018**

- (a) Reconciliation of Share Capital Audit Report pursuant to Regulation 76 for the quarter ended September 30, 2020.

Kindly take the same on your records.

Thanking you,

**For Hero MotoCorp Limited**



**(Neerja Sharma)**  
**Company Secretary & Chief Compliance Officer**

Encl.: as above



**ADITI AGARWAL & ASSOCIATES**  
Company Secretaries

**CERTIFICATE UNDER REGULATION 40(9) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**For the Half Year ended on September 30, 2020**

I have examined the relevant books and records that were considered necessary of Hero MotoCorp Limited ('Company'), maintained by KFin Technologies Private Limited, Registrar and Share Transfer Agent, pertaining to transfer of equity shares of the Company for the period from April 01, 2020 to September 30, 2020 for the purpose of issuing the Certificate under Regulation 40(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. On the basis of such examination as well as information and explanations given, as considered necessary for the purpose of certification, and to the best of my knowledge and belief, I hereby certify that:

- (a) The Company has issued share certificates relating to the requests received for renewal of share certificates during the period **April 01, 2020 to September 30, 2020**, within 30 days from respective dates of lodgement except those rejected on technical grounds.
- (b) No requests were lodged with the Company for transfer, sub-division, consolidation, and exchange or endorsement of calls/allotment monies, during the period **April 01, 2020 to September 30, 2020**.

For M/s Aditi Agarwal & Associates, Company Secretaries

ADITI  
GUPTA

Digitally signed  
by ADITIGUPTA  
Date:  
2020.10.12  
11:32:50 +05'30'

**Aditi Gupta**  
**Company Secretary in Whole Time Practice**  
Membership No: FCS 9410  
C.P. No. 10512  
UDIN F009410B000875231  
Place: New Delhi  
Date: October 12, 2020



**Certified True Copy  
For Hero MotoCorp Ltd.**

  
**Company Secretary &  
Chief Compliance Officer**