

HMCL:ICK:11/14A:SECT:15

April 13, 2015

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,
25th Floor,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001

Dear Sir,

Sub : Corporate Governance Compliance Report for the fourth quarter ended March 31, 2015

Re : Clause 49(X) (b) of the Listing Agreement

Pursuant to Clause 49(X)(b) of the Listing Agreement, please find enclosed herewith the Compliance Report on Corporate Governance for the fourth quarter ended March 31, 2015.

Hope you will find the same in order.

Thanking you,

Yours faithfully,
for Hero MotoCorp Ltd.

Sd/-
ILAM C. KAMBOJ
Asso. V.P. Legal & Company Secretary

Encl: As above

Scrip Code: 500182/HEROMOTOCO		Quarter Ended:31-Mar-2015	
Name of the Company: Hero MotoCorp Ltd.			
Quarter ending on: March 31, 2015			
Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	Complied
(B) Independent Directors	49 (IIB)	Yes	Complied
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	Complied
(D) Other provisions as to Board and Committees	49 (IID)	Yes	Complied
(E) Code of Conduct	49 (IIE)	Yes	Complied
(F) Whistle Blower Policy	49 (IIF)	Yes	Complied
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	Complied
(B) Meeting of Audit Committee	49 (IIIB)	Yes	Complied
(C) Powers of Audit Committee	49 (IIIC)	Yes	Complied
(D) Role of Audit Committee	49 (IIID)	Yes	Complied
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	Complied
IV. Nomination and Remuneration Committee	49 (IV)	Yes	Complied
V. Subsidiary Companies	49 (V)	N.A.	N.A.
VI. Risk Management	49 (VI)	Yes	Complied
VII. Related Party Transactions	49 (VII)	Yes	Complied
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIIIA)	Yes	Complied
(B) Disclosure of Accounting Treatment	49 (VIIIB)	Yes	Complied
(C) Remuneration of Directors	49 (VIII C)	Yes	Complied
(D) Management	49 (VIII D)	Yes	Complied
(E) Shareholders	49 (VIII E)	Yes	Complied
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII I)	N.A.	N.A.
IX. CEO/CFO Certification	49 (IX)	Yes	Complied
X. Report on Corporate Governance	49 (X)	Yes	Complied
XI. Compliance	49 (XI)	Yes	Complied

Hero MotoCorp Ltd.

Regd. Office: 34, Basant Lok, Vasant Vihar, New Delhi-110057, India
 Tel. +91 11 26142451, 46044100, Fax +91 11 26143321, 26143198
 HeroMotoCorp.com

CIN:L35911DL1984PLC017354

Email ID : secretarialho@heromotocorp.com