

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity      Hero MotoCorp Limited
2. Quarter ending              June 30, 2017

I. Composition of Board of Directors									
Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non-Executive/in dependent/ Nominee)	Date of Appointment in current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	
Mr.	Pawan Munjal	00004223	Chairperson - Executive	01-Oct-2016	-	1	0	0	(Refer Regulation 26(1) of Listing Regulations)
Mr.	Vikram Sitaram Kasbekar	00985182	Executive	08-Aug-2016	-	1	0	0	(Refer Regulation 26(1) of Listing Regulations)
Mr.	Suman Kant Munjal	00002803	Non-Executive	23-Sep-2016	-	1	1	0	(Refer Regulation 26(1) of Listing Regulations)
Mr.	Paul Bradford Edgerley	02213279	Non-Executive - Independent	05-May-2016	1 year and 2 months	1	0	0	(Refer Regulation 26(1) of Listing Regulations)
Mr.	Anand Chand Burman	00056216	Non-Executive - Independent	05-Aug-2014	2 years 11 months	3	0	0	(Refer Regulation 26(1) of Listing Regulations)



Mr.	Meleveetil Damodaran	02106990	AAADPD1546K	Non-Executive - Independent	05-Aug-2014	2 years 11 months	5	7	2
Mr.	Pradeep Dinodia	00027995	AAFPD2546M	Non-Executive - Independent	05-Aug-2014	2 years 11 months	5	8	4
Mr.	Pritam Singh	00057377	AGOPSO576K	Non-Executive - Independent	05-Aug-2014	2 years 11 months	3	4	1
Mr.	Ravinder Nath	00062186	AAHPN7314H	Non-Executive - Independent	05-Aug-2014	2 years 11 months	4	3	1
Ms.	Shobana Kamineni	00003836	AAIPK7589G	Non-Executive - Independent	27-Mar-2015	2 years and 3 months	4	0	0
Mr.	Ved Prakash Malik	00006628	ADAPM5711F	Non-Executive - Independent	05-Aug-2014	2 years 11 months	1	4	0

## II. Composition of Committee

Name of the Committee	Name of Committee members	Category
Audit Committee	Mr. Pradeep Dinodia	Chairperson - Non - Executive - Independent
	Mr. Meleveetil Damodaran	Member- Non-Executive - Independent
	Mr. Pritam Singh	Member- Non-Executive - Independent
	Mr. Ved Prakash Malik	Member- Non-Executive - Independent
Nomination & Remuneration Committee	Mr. Ved Prakash Malik	Chairperson - Non - Executive - Independent
	Mr. Pradeep Dinodia	Member- Non-Executive - Independent
	Mr. Ravinder Nath	Member- Non-Executive - Independent
Risk Management Committee(if applicable)	Mr. Meleveetil Damodaran	Chairperson - Non - Executive - Independent
	Mr. Pradeep Dinodia	Member- Non-Executive - Independent
	Mr. Ravinder Nath	Member- Non-Executive - Independent
Stakeholders' Relationship Committee	Mr. Pritam Singh	Chairperson - Non - Executive - Independent
	Mr. Meleveetil Damodaran	Member- Non-Executive - Independent





Mr. Ravinder Nath	Member- Non- Executive - Independent
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III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous Quarter	Date(s) of Meeting (if any) in the relevant Quarter	Maximum gap between any two consecutive meetings (in number of days)
08-02-2017	10-05-2017	63 Days
07-03-2017		

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee			
09-05-2017	Yes (All members were present)	07-02-2017	62 Days
		07-03-2017	
Nomination & Remuneration Committee			
09-05-2017	Yes (All members were present)	08-02-2017	89 Days
Risk Management Committee			
10-05-2017	Yes (All members were present)	07-02-2017	91Days
Stakeholders' Relationship Committee			
-	-	07-02-2017	-

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)refer note below
Whether prior approval of audit committee obtained	Yes



Whether shareholder approval obtained for material RPT	N.A. (There were no material transactions with Related Party during the quarter ended June 30, 2017)
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations	
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	
a. Audit Committee	Yes
b. Nomination & Remuneration Committee	Yes
c. Stakeholders' Relationship Committee	Yes
d. Risk Management Committee	Yes
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:	Report for Quarter ended March 31, 2017 was placed before the Board at its Meeting held on May 10, 2017. The same has been noted by the Board.

For Hero MotoCorp Ltd.

(Neerja Sharma)  
Company Secretary  
July 10, 2017  
New Delhi

