

October 3, 2018

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

Dear Sirs,

Please find enclosed herewith the Compliance Report on Corporate Governance under Regulation 27(2) for the quarter and half year ended September 30, 2018 in compliance of the Listing Regulations.

Kindly take the same on your records.

Thanking you.

For Hero MotoCorp Ltd.



(Neerja Sharma)
Company Secretary



Encl.: a/a



COMPLIANCE REPORT ON CORPORATE GOVERNANCE

- 1. Name of Listed Entity** Hero MotoCorp Limited
2. Quarter ending September 30, 2018

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 the current term /cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Pawan Munjal	00004223	ACGPM7510D	Chairperson - Executive	01-Oct-2016	-	2	0	0
Mr.	Vikram Sitaram Kasbekar	00985182	AAFPV6685B	Executive	08-Aug-2016	-	1	0	0
Mr.	Suman Kant Munjal	00002803	ABMPM8075A	Non- Executive	23-Sep-2016	-	1	1	0
Mr.	Paul Bradford Edgerley	02213279	ABEPE5499E	Non- Executive - Independent	05-May-2016	2 year and 5 month	1	0	0
Mr.	Anand Chand Burman	00056216	AAAPB3070D	Non- Executive - Independent	05-Aug-2014	4 years 2 months	3	0	0



Mr.	Meleveetil Damodaran	02106990	AADPD1546K	Non-Executive - Independent	05-Aug-2014	4 years 2 months	5	8	2
Mr.	Pradeep Dinodia	00027995	AAFDP2546M	Non-Executive - Independent	05-Aug-2014	4 years 2 months	6	8	5
Mr.	Pritam Singh	00057377	AGOPS0576K	Non-Executive - Independent	05-Aug-2014	4 years 2 months	3	4	1
Mr.	Ravinder Nath	00062186	AAHPN7314H	Non-Executive - Independent	05-Aug-2014	4 years 2 months	4	3	1
Ms.	Shobana Kamineni	00003836	AAIPK7589G	Non-Executive - Independent	27-Mar-2015	3 years and 6 months	4	0	0
Mr.	Ved Prakash Malik	00006628	ADAPM5711F	Non-Executive - Independent	05-Aug-2014	4 years 2 months	2	3	0

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



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)
02-05-2018	25-07-2018	83 Days


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			
24-07-2018	Yes (All members were present)	01-05-2018	83 Days
Nomination & Remuneration Committee			
24-07-2018	Yes (All members were present)	01-05-2018	83 Days
Risk Management Committee			
25-07-2018	Yes (All members were present)	02-05-2018	83 Days
Stakeholders Relationship Committee			
25-07-2018	Yes (All members were present)	-	-

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
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 September 30, 2018)
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 June 30, 2018 was placed before the Board at its Meeting held on July 25, 2018. The same has been noted by the Board.

For Hero MotoCorp Ltd.


(Neerja Sharma)
Company Secretary



October 3, 2018
New Delhi

ANNEXURE III

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

1. Name of Listed Entity Hero MotoCorp Limited
2. Half Year ending September 30, 2018

I. Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

For Hero MotoCorp Ltd.


(Neerja Sharma)
Company Secretary



October 3, 2018
New Delhi