

April 11, 2019

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: Compliances under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Depositories and Participants) Regulations, 2018

Dear Sirs,

Please find enclosed herewith the following documents in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Depositories and Participants) Regulations, 2018:

1. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

- (a) Certificate under Regulation 7(3) for the half year ended March 31, 2019.
- (b) Statement under Regulation 13(3) for the quarter ended March 31, 2019.
- (c) Compliance Report on Corporate Governance pursuant to Regulation 27(2) for the quarter ended March 31, 2019.
- (d) Shareholding Pattern pursuant to Regulation 31(1) for the quarter ended March 31, 2019.
- (e) Certificate under Regulation 40(9) for the half year ended March 31, 2019.

Further, with reference to our letter dated March 29, 2019, wherein we informed that a meeting of the Board of Directors has been scheduled for April 26, 2019, *inter-alia*, to consider and approve the Audited Standalone and Consolidated Financial Results for the quarter and financial year ended March 31, 2019, we wish to inform that an earnings conference call with analysts/ investors is being scheduled on **Friday, April 26, 2019**.

2. SEBI (Depositories and Participants) Regulations, 2018

- (a) Reconciliation of Share Capital Audit Report pursuant to Regulation 76 for the quarter ended March 31, 2019.

Kindly take the same on your records.

Thanking you,

For Hero MotoCorp Ltd.



(Neerja Sharma)
Company Secretary & Chief Compliance Officer



Encl.: As above

Hero MotoCorp Ltd.

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HeroMotoCorp.com CIN: L35911DL1984PLC017354 PAN: AAACH0812J

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

- 1. Name of Listed Entity** Hero MotoCorp Limited
2. Quarter ending March 31, 2019

I. Composition of Board of Directors										
Title (Mr. / Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non- Executive/in dependent/ Nominee)	Date of Appointment in the current term	Date of 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 years and 11 months	1	1	0
Mr.	Anand Chand Burman	00056216	AAAPB3070D	Non- Executive - Independent	05-Aug-2014	-	4 years and 8 months	3	0	0



Mr.	Meleveetil Damodaran	02106990	AADPD1546K	Non-Executive - Independent	05-Aug-2014	-	4 years and 8 months	6	9	4
Mr.	Pradeep Dinodia	00027995	AAFPD2546M	Non-Executive - Independent	05-Aug-2014	-	4 years and 8 months	6	9	5
Mr.	Ravinder Nath	00062186	AAHPN7314H	Non-Executive - Independent	05-Aug-2014	-	4 years and 8 months	4	3	1
Ms.	Shobana Kamineni	00003836	AAIPK7589G	Non-Executive - Independent	27-Mar-2015	-	4 years	4	0	0
Mr.	Jagmohan Singh Raju	08273039	AKLPR6915N	Independent (Additional Director)	15-Nov-2018	-	4.5 months	1	0	0
Mr.	Ved Prakash Malik	00006628	ADAPM5711F	Non-Executive - Independent	05-Aug-2014	31-Mar-2019	4 years and 8 months	2	3	0
Mr.	Pritam Singh	00057377	AGOPS0576K	Non-Executive - Independent	05-Aug-2014	31-Mar-2019	4 years and 8 months	3	4	1

II. Composition of Committees

Name of the Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
Audit Committee	Mr. Pradeep Dinodia Mr. Meleveetil Damodaran Mr. Pritam Singh* Mr. Ved Prakash Malik* Mr. Paul Edgerly#	Chairperson - Non-Executive - Independent Member - 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 Mr. Jagmohan Singh Raju#	Chairperson - Non-Executive - Independent Member - Non-Executive - Independent Member - Non-Executive - Independent Member - Non-Executive - Independent



Risk Management Committee	Mr. Meleveetil Damodaran Mr. Pradeep Dinodia Mr. Ravinder Nath Mr. Paul Edgerly# Ms. Shobana Kamineni#	Chairperson - Non - Executive - Independent Member - Non-Executive - Independent Member - Non-Executive - Independent Member - Non-Executive - Independent Member - Non-Executive - Independent
Stakeholders Relationship Committee	Mr. Pritam Singh* Mr. Meleveetil Damodaran Mr. Ravinder Nath Mr. Pradeep Dinodia#	Chairperson - Non-Executive - Independent Member - Non-Executive - Independent Member - Non-Executive - Independent Member - Non-Executive - Independent

Inducted as a member on January 31, 2019.

* Ceased to be a director w.e.f. March 31, 2019.

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)
16-10-2018	31-01-2019	106 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			
30-01-2019	Yes (All members were present)	21-12-2018 16-10-2018	39 days
Nomination & Remuneration Committee			
31-01-2019 25-03-2019	Yes (All members were present) Yes (All members were present)	16-10-2018	106 days
Risk Management Committee			
30-01-2019	Yes (All members were present)	-	-
Stakeholders Relationship Committee			
31-01-2019	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 any Related Party during the quarter ended March 31, 2019)
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 December 31, 2018 was placed before the Board at its meeting held on January 31, 2019. The same has been noted by the Board.

For Hero MotoCorp Ltd.


 (Neerja Sharma)
 Company Secretary & Chief Compliance Officer



April 11, 2019
 New Delhi

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes



Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Not Applicable
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes



Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
III Affirmations:		
The Company has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to its subsidiaries have been complied.		Yes

For Hero MotoCorp Ltd.

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



**April 11, 2019
New Delhi**