

October 9, 2019

Asst. Vice President, Listing Deptt.  
**National Stock Exchange of India Ltd.**  
Exchange Plaza, 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)**

Dear Sirs,

Please find enclosed herewith the following documents in compliance with the Listing Regulations:

- (a) Certificate under Regulation 7(3) for the half year ended September 30, 2019.
- (b) Compliance Report on Corporate Governance pursuant to Regulation 27(2) for the quarter ended September 30, 2019.

Further, with reference to our letter dated September 27, 2019, we wish to inform that an earnings conference call with analysts/ investors is being scheduled on **Wednesday, October 23, 2019**, after the Board meeting.

Kindly take the same on your records.

Thanking you,

**For Hero MotoCorp Ltd.**



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



Encl.: As above



**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

1 Name of Listed Entity Hero MotoCorp Limited  
 2 Quarter ending September 30, 2019

**I. Composition of Board of Directors**

Title (Mr. / Ms.)	Name of the Director	DIN	PAN	Category (Chairperson / Executive / Non-Executive / independent / Nominee)	Initial date of appointment	Date of Re-appointment	Date of cessation	Tenure	Date of Birth	No. of Directorship in listed entities including this listed entity  [in reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this listed entity  [in reference to proviso to Regulation 17A (1)]	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	01-10-1986	01-10-2016			28-10-1954	2	0	0	0
Mr.	Vikram Sitaram Kasbekar	00985182	AAFV6685B	Executive	08-08-2016	08-08-2019			06-10-1954	1	0	0	0
Mr.	Suman Kant Munjal	00002803	ABMPM8075A	Non-Executive	29-07-2010	24-07-2018			26-02-1953	1	0	1	0
Mr.	Paul Bradford Edgerley	02213279	ABEPE5499E	Non-Executive – Independent	04-05-2011	05-05-2016		41 months	12-12-1955	1	1	1	0
Mr.	Meleveetil Damodaran	02106990	AADPD1546K	Non-Executive – Independent	16-06-2008	29-07-2019		62 months	04-05-1947	6	6	8	4
Mr.	Pradeep Dinodia	00027995	AAFPD2546M	Non-Executive	31-03-2001	25-04-2019			02-12-1953	5	3	9	5
Ms.	Shobana Kamineni	00003836	AAIPK7589G	Non-Executive - Independent	27-03-2015	27-03-2015		54 months	27-11-1960	3	1	0	0
Mr.	Jagmohan Singh Raju	08273039	AKLPR6915N	Non-Executive - Independent	15-11-2018	15-11-2018		11 months	26-09-1954	1	1	1	0
Mr.	Anand Chand Burman	00056216	AAAPB3070D	Non-Executive – Independent	13-01-2010	05-08-2014	29-07-2019	60 months	05-05-1952	3	2	0	0
Mr.	Ravinder Nath	00062186	AAHPN7314H	Non-Executive - Independent	14-10-2009	05-08-2014	29-07-2019	60 months	16-12-1944	4	4	3	1

Whether regular chairperson appointed	Yes
Whether Chairperson is related to managing director or CEO	Yes*

\* Mr. Pawan Munjal is the Chairman, Managing Director & CEO.



## II. Composition of Committees

Name of the Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment	Date of Cessation
Audit Committee	Yes	Mr. Meleveetil Damodaran*	Chairperson - Non-Executive - Independent	29-07-2009	
		Mr. Paul B. Edgerley	Member - Non-Executive - Independent	31-01-2019	
		Mr. Pradeep Dinodia	Member - Non-Executive	28-05-2001	
Nomination & Remuneration Committee	Yes	Mr. Jagmohan Singh Raju*	Chairperson - Non-Executive - Independent	31-01-2019	
		Mr. Meleveetil Damodaran	Member - Non-Executive - Independent	26-04-2019	
		Mr. Pradeep Dinodia	Member - Non-Executive	30-01-2006	
		Mr. Ravinder Nath**	Member - Non-Executive - Independent	25-01-2010	29-07-2019
Risk Management Committee	Yes	Mr. Pradeep Dinodia*	Chairperson - Non-Executive	16-10-2014	
		Mr. Meleveetil Damodaran	Member - Non-Executive - Independent	16-10-2014	
		Mr. Paul B. Edgerley	Member - Non-Executive - Independent	31-01-2019	
		Mr. Ravinder Nath**	Member - Non-Executive - Independent	16-10-2014	29-07-2019
		Ms. Shobana Kamineni	Member - Non-Executive - Independent	31-01-2019	
Stakeholders Relationship Committee	Yes	Mr. Pradeep Dinodia*	Chairperson - Non-Executive	31-01-2019	
		Mr. Jagmohan Singh Raju	Member - Non-Executive - Independent	26-04-2019	
		Mr. Meleveetil Damodaran	Member - Non-Executive - Independent	21-04-2009	
		Mr. Ravinder Nath**	Member - Non-Executive - Independent	16-10-2014	29-07-2019
Corporate Social Responsibility Committee	Yes	Mr. Pawan Munjal#	Chairperson - Executive	28-05-2014	
		Mr. Pradeep Dinodia	Member - Non-Executive	28-05-2014	
		Mr. Jagmohan Singh Raju	Member - Non-Executive - Independent	31-01-2019	

\* Appointed as Chairman on April 26, 2019

\*\* Cessation as Director w.e.f. July 29, 2019

# Appointed as Chairman on May 28, 2014

## 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	Whether requirement of Quorum met	Numbers of Directors present	No. of Independent Directors present	Maximum gap between any two consecutive meetings (in number of days)
26-04-2019	30-07-2019	Yes	8	4	94 days



**IV. Meeting of Committees**

Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	No. of Directors present	No. of Independent Directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee	29-07-2019	Yes	3	2	26-04-2019	93
	28-08-2019	Yes	3	2	-	-
Nomination & Remuneration Committee	29-07-2019	Yes	3	2	25-04-2019	94
Risk Management Committee	30-07-2019	Yes	4	3	26-04-2019	94
Stakeholders Relationship Committee	30-07-2019	Yes	3	2	-	

**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 September 30, 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 June 30, 2019 was placed before the Board at its meeting held on July 30, 2019. The same has been noted by the Board.

For Hero MotoCorp Ltd.

(Neerja Sharma)  
Company Secretary & Chief Compliance Officer

October 9, 2019  
New Delhi



Annexure III

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

1	Name of Listed Entity	Hero MotoCorp Limited
2	Half year ending	September 30, 2019

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 nomination and remuneration Committee at the Annual General Meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(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 & Chief Compliance Officer

October 9, 2019  
New Delhi

