

January 12, 2022

Asst. Vice President, Listing Deptt.,  
**National Stock Exchange of India Ltd.**  
Exchange Plaza, Plot 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") and SEBI (Depositories and Participants) Regulations, 2018**

Dear Sirs,

Please find enclosed herewith following documents in compliance with:

**(1) Listing Regulations:**

- a) Compliance Report on Corporate Governance pursuant to Regulation 27(2) for the quarter ended December 31, 2021.
- b) Statement under Regulation 13(3) for the quarter ended December 31, 2021.
- c) Shareholding Pattern pursuant to Regulation 31(1)(b) for the quarter ended December 31, 2021.

**(2) SEBI (Depositories and Participants) Regulations, 2018**

- a) Certificate under Regulation 74(5) for the quarter ended December 31, 2021.
- b) Reconciliation of Share Capital Audit Report pursuant to Regulation 76 for the quarter ended December 31, 2021.

Kindly take the same on your records.

Thanking you,

**For Hero MotoCorp Limited**



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

Encl.: as above

**Hero MotoCorp Ltd.**

**Regd. Office:** The Grand Plaza, Plot No. 2, Nelson Mandela Road,  
Vasant Kunj - Phase - II, New Delhi - 110070, India  
Tel. +91-11-46044220, Fax +91-11-46044399  
HeroMotoCorp.com CIN: L35911DL1984PLC017354 PAN: AAACH0812J



# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

B-88, 1<sup>ST</sup> Floor, Defence Colony, New Delhi - 110 024  
Tel. : (011) 4679 0000, Fax : (011) 4679 0012  
e-mail : contact@cssanjaygrover.in  
website : www.cssanjaygrover.in

**THE BOARD OF DIRECTORS,  
HERO MOTOCORP LIMITED  
THE GRAND PLAZA, PLOT NO.2,  
NELSON MANDELA ROAD,  
VASANT KUNJ – PHASE-II  
NEW DELHI-110070**

### CERTIFICATE

#### RECONCILIATION OF SHARE CAPITAL AUDIT

1. For Quarter Ended : December 31, 2021
2. ISIN : INE158A01026
3. Face Value : Rs.2/- each
4. Name of the Company and CIN : **HERO MOTOCORP LIMITED  
L35911DL1984PLC017354**
5. Registered Office Address : The Grand Plaza, Plot No. 2, Nelson Mandela Road, Vasant Kunj - Phase II, New Delhi-110070
6. Correspondence Address : The Grand Plaza, Plot No. 2, Nelson Mandela Road, Vasant Kunj - Phase II, New Delhi-110070
7. Telephone : Tel. No : +91 11 46044220  
Fax No : +91 11 46044399
8. E-mail id : neerja.sharma@heromotocorp.com
9. Name of the Stock Exchanges where the Company's equity shares are listed:
  - a) **National Stock Exchange of India Limited (NSE)**
  - b) **BSE Limited (BSE)**

	<b>Particulars</b>	<b>Number of Equity Shares</b>	<b>% of Total Issued Equity Capital</b>
10.	Issued Capital	<b>19,98,05,231</b>	<b>100.00</b>
11.	Listed Capital (Exchange wise)		
	a) National Stock Exchange of India Ltd.	19,98,05,231	100.00
	b) BSE Limited	19,98,05,231	100.00
12.	Held in dematerialized form in NSDL	19,15,35,131	95.86
13.	Held in dematerialized form in CDSL	71,87,060	3.60
14.	Physical holdings	10,83,040	0.54
15.	<b>Total No. of Shares (12+13+14)</b>	<b>19,98,05,231</b>	<b>100.00</b>



16.	Reasons for difference, if any, between [10 &11], [10 & 15] and [11 &15]:	<b>Not Applicable</b>	<b>Not Applicable</b>
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17. Certifying the details of changes in Share Capital during the quarter under consideration are as per Table below:

Particulars**	No. of Shares	Applied / Not Applied for Listing	Listed on stock Exchanges	Whether intimated to NSDL	Whether intimated to CDSL	In-principal approval pending from Stock Exchange
Employee Stock Options / Restricted Stock Units Exercised	11,031#	Applied for & approved	NSE & BSE	YES	YES	Not Applicable

\*\* *Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, any other (to specify)*

# *11,031 Equity shares were allotted under following plans framed under Employee Incentive Scheme 2014:*

266 equity shares allotted pursuant to Employee Stock Option Plan, 2018,  
6,318 equity shares allotted pursuant to Employee Stock Option Plan, 2019,  
2,416 equity shares allotted pursuant to Employee Stock Option Plan, 2020,  
1,563 equity shares allotted pursuant to Restricted Stock Units Plan, 2019,  
468 equity shares allotted pursuant to Restricted Stock Units Plan, 2020

18.	Register of Members is updated (Yes/No)	YES
	If not, updated upto which date	Not Applicable
19.	Reference of previous quarter with regards to excess dematerialized shares, if any.	NIL
20.	Has the company resolved the matter mentioned in point no. 19 above in the current quarter? If not, reason why?	Not Applicable


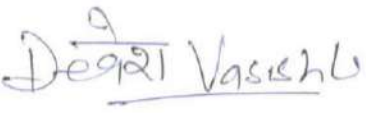
21. Mention the total number of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay: Not Applicable

Total No. of Demat requests	No. of requests	No. of shares	Reasons for delay
Confirmed after 21 days	NIL	NIL	Not Applicable
Pending for more than 21 days	NIL	NIL	Not Applicable

22.	Name, Telephone & Fax No. of the Compliance Officer of the Company	Ms. Neerja Sharma Designation: Company Secretary & Chief Compliance Officer <b>Phone No.</b> : +91 11 46044220; <b>Fax No.</b> : +91 11 46044399;
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23. Name, Address, Telephone & E-mail ID, Firm Registration No. of Auditor:	Devesh Kumar Vasisht <b>Partner: Sanjay Grover &amp; Associates,</b> Company Secretaries (P2001DE052900) B-88, First Floor, Defence Colony, New Delhi – 110024 FCS: 8488; CP No. 13700 <b>Phone No.</b> : +91 11 46790000 <b>E-mail ID</b> : sanjaygrover7@gmail.com
24. Appointment of Common Agency for share registry work (If yes, name and address):	KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited)  Selenium Tower B, Plot number 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032
25. Any other detail that the Auditor may like to provide, (e.g. BIFR company, delisting from SE, company changed its name etc.)	Not Applicable

 <p><b>Date: January 12, 2022</b> <b>Place: New Delhi</b></p>	<p align="center"><b>For SANJAY GROVER &amp; ASSOCIATES COMPANY SECRETARIES FIRM REGISTRATION No.:P2001DE052900</b></p> <p align="center"></p> <p align="right"><b>DEVESH KUMAR VASISHT PARTNER FCS No. 8488 CP No. 13700 UDIN: F008488C002139210</b></p>
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