

April 13, 2021

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 and year ended March 31, 2021.
- b) Statement under Regulation 13(3) for the quarter ended March 31, 2021.
- c) Shareholding Pattern pursuant to Regulation 31(1) for the quarter ended March 31, 2021.
- d) Certificate under Regulation 40(9) for the half year ended March 31, 2021.
- e) Certificate under Regulation 7(3) for the half year ended March 31, 2021.

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

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

Particulars	Number of Equity Shares	% of Total Issued Equity Capital
10. Issued Capital	19,97,80,217	100.00
11. Listed Capital (Exchange wise)		
a) National Stock Exchange of India Ltd.	19,97,80,217	100.00
b) BSE Limited	19,97,80,217	100.00
12. Held in dematerialized form in NSDL	19,49,80,175	97.60
13. Held in dematerialized form in CDSL	36,24,996	1.81
14. Physical holdings	11,75,046	0.59
15. <b>Total No. of Shares (12+13+14)</b>	<b>19,97,80,217</b>	<b>100</b>



**SANJAY GROVER & ASSOCIATES**

16.	Reasons for difference, if any, between [10 & 11], [10 & 15] and [11 & 15]:	N.A.	N.A.
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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
<b>Increase</b> Employee Stock Option exercised	12,607##	Applied for & approved	NSE & BSE	YES	YES	N.A.

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

## 864 equity shares allotted pursuant to Employee Stock Option Plan, 2014, 2,240 equity shares allotted pursuant to Employee Stock Option Plan, 2016, 598 equity shares allotted pursuant to Employee Stock Option Plan, 2017, 3,270 equity shares allotted pursuant to Employee Stock Option Plan, 2018, 5,635 equity shares allotted pursuant to Employee Stock Option Plan, 2019.

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


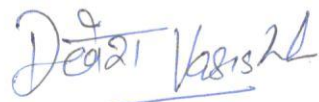
Total No. of Demat requests	No. of requests	No. of shares	Reasons for delay
Confirmed after 21 days	NIL	NIL	N.A
Pending for more than 21 days	NIL	NIL	N.A

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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**SANJAY GROVER & ASSOCIATES**

23.	Name, Address, Telephone & Fax No., Firm Registration No. of Auditor:	Devesh Kumar Vasisht Partner: Sanjay Grover & Associates, 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>Fax No</b> : +91 11 46790012
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, Financial District, Nanakramguda, Serilingampally Mandal, Gachibowli, Hyderabad, Telangana – 500032
25.	Any other detail that the Auditor may like to provide, (e.g. BIFR company, delisting from SE, company changed its name etc.)	N.A.

 <p><b>Date: April 12, 2021</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="right">   <b>DEVESH KUMAR VASISHT</b>  <b>PARTNER</b>  <b>FCS No. 8488</b>  <b>CP No. 13700</b>  <b>UDIN.: F008488C000062509</b> </p>
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