

January 10, 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) Statement under Regulation 13(3) for the quarter ended December 31, 2018.
- (b) Compliance Report on Corporate Governance pursuant to Regulation 27(2) for the quarter ended December 31, 2018.
- (c) Shareholding Pattern pursuant to Regulation 31(1) for the quarter ended December 31, 2018.

2. SEBI (Depositories and Participants) Regulations, 2018

- (a) Reconciliation of Share Capital Audit Report pursuant to Regulation 76 for the quarter ended December 31, 2018.

Kindly take the same on your records.

Thanking you,

For Hero MotoCorp Ltd.



(Neerja Sharma)
Company Secretary



Encl.: As above



SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1ST 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
34, COMMUNITY CENTRE,
BASANT LOK, VASANT VIHAR,
NEW DELHI-110057**

CERTIFICATE RECONCILIATION OF SHARE CAPITAL AUDIT

1. Quarter Ended : December 31, 2018
2. ISIN : INE158A01026
3. Face Value : Rs. 2/- each
4. Name & CIN of the Company : **HERO MOTOCORP LIMITED**
L35911DL1984PLC017354
5. Registered Office Address : 34, Community Centre, Basant Lok, Vasant Vihar,
New Delhi-110057
6. Correspondence Address : 34, Community Centre, Basant Lok, Vasant Vihar,
New Delhi-110057
7. Telephone & Fax No. : Tel. No. : 011-46044100,
Fax No. : 011-26143321
8. E-mail address : neerja.sharma@heromotocorp.com
9. Name of the Stock Exchanges where the Company's equity Shares are listed:
 - a) BSE Limited
 - b) National Stock Exchange of India Limited

S. No.	Particulars	Number of Equity shares	% of Total Issued equity Capital
10.	Issued Capital	19,97,19,339	100.00
11.	Listed Capital (Exchange wise)		
	a) BSE Limited.	19,97,19,339	100.00
	b) National Stock Exchange of India Ltd.	19,97,19,339	100.00
12.	Held in dematerialized form in CDSL	28,55,185	1.43
13.	Held in dematerialized form in NSDL	19,50,51,675	97.66
14.	Physical Holdings	18,12,479	0.91
15.	Total No. of Shares (12+13+14)	19,97,19,339	100.00

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For Hero MotoCorp Ltd.


Neerja Sharma
Company Secretary



16. Reasons for difference if any, between: (10&11), (10&15), (11&15):-

-----N.A.-----

17. Details of changes in Share Capital during the quarter under consideration as per Table below:

S No.	Particulars	No. of Shares	Applied /Not Applied for listing	Listed on Stock Exchange	Whether intimated to CDSL	Whether intimated to NSDL	In -principal approval pending from SE
1.	Increase – Rights Issue						
2.	Bonus Issue						
3.	Preferential Issue						
4.	Initial Public Offer						
5.	Re-issue of Forfeited Shares						
6.	Employee Stock Option exercised	7,884	Applied	Yes	Yes	Yes	No
7.	Amalgamation/ Scheme of						
8.	Arrangement Conversion of Loans						
9.	/Debentures Any other (to specify)						
	Total (A)	7,884	-	-	-	-	-
S No.	Particulars	No. of Shares	Applied /Not Applied for Delisting	Delisted on Stock Exchange	Extinguished by CDSL	Extinguished by NSDL	In –principal approval pending from SE
10.	Decrease- Buy-back						
11.	Capital Reduction						
12.	Forfeiture	-----	-----	N.A.	-----	-----	-----
13.	Amalgamation /Scheme of						
14.	Arrangement Any other (to specify)						
	Total (B)	-	-	-	-	-	-
	Net Increase/ Decrease (A-B)	7,884	-	-	-	-	-



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Neerja Sharma
Company Secretary

18. Register of Members is updated (Yes/No): Yes

19. Reference of previous quarter with regards to excess dematerialization of shares:

-----N.A.-----

20. Has the Company resolved the matter mentioned in point no. 19 above in the current quarter?

-----N.A.-----

21. 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:

Total No. of 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.

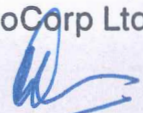
Name	Telephone	Fax No.
Ms. Neerja Sharma	011-46044100	011-26143321

23. Name, Address, Telephone & Fax No., Firm Registration No. of Auditor:

Name	Address	Tel. No.	Fax No.	Firm Registration No.
Sanjay Grover Membership No.: F4223	Sanjay Grover & Associates, Company Secretaries B-88, First Floor, Defence Colony, New Delhi – 110024	011- 46790000	011- 46790012	P2001DE052900



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Company Secretary

SANJAY GROVER & ASSOCIATES


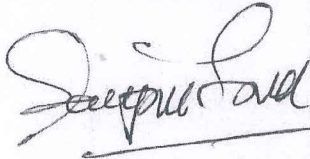
24. Common Agency for Share Registry work:

Name : Karvy Fintech Private Limited (formerly known as Karvy Computershare Private Limited)

Address : Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032

25. Any other detail that the Auditor may like to provide:

Out of the total issued equity share capital of the Company, 9,693 (Nine Thousand Six Hundred and Ninety Three) equity shares were credited to the demat Account of Investor Education and Protection Fund (IEPF) Authority during the quarter ended on December 31, 2018 in accordance with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

 <p>Date : January 09, 2019 Place : New Delhi</p>	<p>For SANJAY GROVER & ASSOCIATES COMPANY SECRETARIES FIRM REGISTRATION No.:P2001DE052900</p>  <p>SANJAY GROVER MANAGING PARTNER FCS No. 4223 CP No. 3850</p>
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For Hero MotoCorp Ltd.



**Neerja Sharma
Company Secretary**