

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 LTD.
34, COMMUNITY CENTRE,
BASANT LOK, VASANT VIHAR,
NEW DELHI-110057

CERTIFICATE RECONCILIATION OF SHARE CAPITAL AUDIT

1. Quarter Ended : June 30, 2017
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 securities are listed:
 - a) BSE Limited
 - b) The National Stock Exchange of India Limited

S. No.	Particulars	Number of shares	% of Total Issued Capital
10.	Issued Capital	19,96,96,838	100.00
11.	Listed Capital (Exchange wise)		
	a) BSE Limited.	19,96,96,838	100.00
	b) National Stock Exchange of India Ltd.	19,96,96,838	100.00
12.	Held in dematerialized form in CDSL	26,74,581	01.34
13.	Held in dematerialized form in NSDL	19,41,23,294	97.21
14.	Physical Holdings	28,98,963	01.45
15.	Total No. of Shares (12+13+14)	19,96,96,838	100.00



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 for SE
1.	Increase – Rights Issue						
2.	Bonus Issue						
3.	Preferential Issue						
4.	Re-issue of Forfeited Shares						
5.	Employee Stock Option exercised	-----	-----	N.A.	-----	-----	-----
6.	Amalgamation/ Scheme of Arrangement						
7.	Conversion of Loans /Debentures						
8.	Any other (to specify)						
	Total (A)	-	-	-	-	-	-
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 for SE
10.	Decrease- Buy-back						
11.	Capital Reduction						
12.	Forfeiture						
13.	Amalgamation / Scheme of Arrangement	-----	-----	N.A.	-----	-----	-----
14.	Any other (to specify)						
	Total (B)	-	-	-	-	-	-
	Net Increase/ Decrease (A-B)	-	-	-	-	-	-



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., Membership No. of Auditor:

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


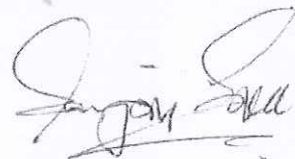


24. Common Agency for Share Registry work:

Name : 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:

-----NIL-----

 <p>Date: July 08, 2017 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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