

Fax/Email/Courier

Asst. Vice President,
Listing Department,
National Stock Exchange of India Ltd.,
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E),
MUMBAI - 400 051

The Secretary,
BSE Limited
25th Floor,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001

Dear Sir,

**Sub: Reconciliation of Share Capital Audit Report for the quarter ended
December 31, 2015**

In view of the circular dated December 31, 2002 issued by SEBI read with Regulation 55A of SEBI (Depositories and Participants) Regulation, 1996, as amended, please find enclosed herewith copy of the Reconciliation of Share Capital Audit Report dated **January 27, 2016** given by the Practicing Company Secretary for the third quarter ended December 31, 2015.

Please take the same on record.

Thanking you,

Yours faithfully,
for **Hero MotoCorp Ltd.**



ILAM C. KAMBOJ
Asso. V.P. Legal & Company Secretary

Encl: as above

Email ID: secretarialho@heromotocorp.com

Hero MotoCorp Ltd.

Regd. Office: 34, Basant Lok, Vasant Vihar, New Delhi-110057, India
Tel. +91 11 26142451, 46044100, Fax +91 11 26143321, 26143198
HeroMotoCorp.com

Arvind Kohli & Associates
Company Secretaries

199, Sector 7, Urban Estate, Gurgaon 122001
Tel: 0124-4005260; Mobile: 98-110-26619
email: arvindkohli@gmail.com

To,
The Board of Directors
Hero MotoCorp Ltd.
34, Community Centre,
Basant Lok, Vasant Vihar,
New Delhi 110 057

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT


We have examined the Register of Members, Beneficiary details furnished by the Depositories and other registers, records, books and papers of Hero MotoCorp Ltd. (the Company) as required to be maintained by the Company and its Registrars and Share Transfer Agents M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, under the Companies Act, 2013, read with the Depositories Act, 1996 and the Rules made thereunder and also various directives issued by the Securities and Exchange Board of India (SEBI), in particular Circular No. D&CC/FITTC/CIR-16/2002 dated 31st December, 2002 issued by SEBI read with Regulation 55A of Securities and Exchange Board of India (Depositories and Participants) Regulation, 1996 and also read with SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015, as amended, for the quarter ended on December 31, 2015.

In our opinion and to the best of our knowledge and according to the information and examinations carried out by us and explanations furnished to us by the Company, its Officers, and Agents, We report that in respect of the aforesaid period:

1.	For Quarter Ended	:	December 31, 2015
2.	ISIN No	:	INE158A01026
3.	Face Value	:	Rs 2.00 EACH
4.	Name of the Company	:	Hero MotoCorp Ltd.
5.	Registered Office Address	:	34, Community Centre, Basant Lok, Vasant Vihar, New Delhi 110 057
6.	Correspondence Address	:	34, Community Centre, Basant Lok, Vasant Vihar, New Delhi 110057
7.	Telephone & Fax Nos.	:	011 – 4604 4100, 2614 2451; (F) 011 - 2615 2659
8.	E-mail Address	:	ilam.kamboj@heromotocorp.com
9.	Names of Stock Exchanges where the Company's Securities are Listed*	a.	Bombay Stock Exchange Limited (BSE)

		b.	The National Stock Exchange of India Limited (NSE)
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10.	Issued Capital	Number of Shares		% of Total Issued Cap.			
				19,96,87,500		100.00	
11.	Listed Capital (Exchange Wise)*	a.	BSE	19,96,87,500	100.00		
		b.	NSE	19,96,87,500	100.00		
12.	Held in dematerialized form in CDSL			2019841	1.01		
13.	Held in dematerialized form in NSDL			194391305	97.35		
14.	Held in physical form			3276354	1.64		
15.	Total No of shares (12+13+14)			19,96,87,500	100.00		
16.	Reasons for difference if any, between (10 & 11), (10 & 15), (11 & 15),			N.A	N.A		
17.	Certifying the details of changes in share capital during the quarter under consideration as per Table below:						
Sl No	Particulars	No of shares	Applied/ Not Applied for listing	Listed on Stock Exchanges	Whether intimated to CDSL	Whether intimated to NDSL	In-prin. appr. Pending for St Exg
NOT APPLICABLE							

18.	Register of Members is updated if not, updated upto what date				Yes, updated upto December 31, 2015		
19.	Reference of previous quarter with regard to excess dematerialised shares, if any				Not Applicable		
20.	Has the Company resolved the matter mentioned in point no 19 above in the current quarter? If not, reasons thereof.				Not Applicable		
21.	Mention the total No of requests, if any, confirmed after 21 days and the total No. of requests pending						
	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			 <p>Mr. Ilam C. Kamboj Asso. V.P. - Legal & Company Secretary Hero MotoCorp Ltd. 34, Community Centre, Basant Lok, Vasant Vihar, New Delhi 110 057 TEL : 011-4604 4100, 2614 2451 FAX: 011-2615 2659</p>			
23.	Name, Address, Tel & Fax No., Regn No. of the Auditor			<p>Arvind Kohli & Associates, Company Secretaries 199, Sector 7, Urban Estate, Gurgaon 122 001 Tel: 0124 – 4005260 CP – 2818</p>			
24.	Appointment of common agency for share registry work			<p>Yes Karvy Computershare Private Limited</p>			

		Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032
25.	Any other detail that the auditor may like to provide [e.g. BIFR company, delisting from SE, company changed its name]	NA

Arvind Kohli & Associates,
Company Secretaries



A handwritten signature in blue ink, appearing to read 'Arvind Kohli', with a horizontal line underneath it.

New Delhi
January 27, 2016

Arvind Kohli
Proprietor