

October 16, 2023

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
25th Floor,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001
Scrip Code: 500182

Sub: Compliance under the SEBI (Depositories and Participants) Regulations, 2018

Dear Sir(s),

Please find enclosed herewith Reconciliation of Share Capital Audit Report pursuant to Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018 for the quarter ended September 30, 2023.

Kindly take the same on your records.

Thanking you,

For Hero MotoCorp Limited

Dhiraj Kapoor
Company Secretary & 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
Email: corporate.communication@heromotocorp.com
www.heromotocorp.com CIN: L35911DL1984PLC017354 PAN: AAACH0812J





DPV & ASSOCIATES LLP

COMPANY SECRETARIES, LLPIN: AAV-8350

Reg. Off: 1A/1, Second Floor, Geeta Colony, Delhi-110031 /

Corporate Off.: B-285, First Floor, Green Fields, Sector-43, Faridabad-121010

E-mail: dpv@dpvassociates.com / devesh@dpvassociates.com

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 : September 30, 2023
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 : dhiraj.kapoor@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	19,98,68,978	100
11. Listed Capital (Exchange wise)		
a) National Stock Exchange of India Ltd.	19,98,68,978	100
b) BSE Limited	19,98,68,978	100
12. Held in dematerialized form in NSDL	19,37,01,945	96.91
13. Held in dematerialized form in CDSL	53,12,595	2.66
14. Physical holdings	8,54,438	0.43
15. Total No. of Shares (12+13+14)	19,98,68,978	100
16. Reasons for difference, if any, between [10 & 11], [10 & 15] and [11 & 15]:	Not Applicable	Not Applicable

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 Option Plans/ Restricted stock units	27,324	Applied	NSE & BSE	YES	YES	Not Applicable

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

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	Mr. Dhiraj Kapoor Designation: Company Secretary & Compliance Officer Phone No. : +91 11 46044220; Fax No. : +91 11 46044399;
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23.	Name, Address, Telephone & E-mail ID, Firm Registration No. of Auditor:	Devesh Kumar Vasisht DPV & ASSOCIATES LLP Company Secretaries Firm Registration No.: L2021DE009500 Peer Review Certificate No. 2792/2022 Corp. Add.: B-285, First Floor, Green Fields, Sector-43, Faridabad-121010 Reg. Add.: 1A/1, First Floor, Geeta Colony, Delhi-110031 Email: dpv@dpvassociates.com Mobile: + 91 7982610749
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24.	Appointment of Common Agency for share registry work (If yes, name and address):	KFin Technologies Limited Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India -500 032
25.	Any other detail that the Auditor may like to provide, (e.g. BIFR company, delisting from SE, company changed its name etc.)	None



Place: New Delhi
Date: October 16, 2023

For **DPV & ASSOCIATES LLP**
Company Secretaries
Firm Registration No.: L2021DE009500
Peer Review Certificate No. 2792/2022

DEVESH Digitally signed
by DEVESH
KUMAR KUMAR VASISHT
VASISHT Date: 2023.10.16
13:02:39 +05'30'

Devesh Kumar Vasisht
Managing Partner
CP No.: 13700 / Mem. No. F8488
UDIN: F008488E001320139