

April 14, 2022

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: 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) Certificate under Regulation 40(9) for the financial year ended March 31, 2022.
- b) Certificate under Regulation 7(3) for the financial year ended March 31, 2022.

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

- a) Certificate under Regulation 74(5) for the quarter ended March 31, 2022.
- b) Reconciliation of Share Capital Audit Report pursuant to Regulation 76 for the quarter ended March 31, 2022.

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
HeroMotoCorp.com CIN: L35911DL1984PLC017354 PAN: AAACH0812J





PRAKASH VERMA & ASSOCIATES
(Company Secretaries in Practice)
Plot No.-14, Rajbagh Colony,
Sahibabad, Ghaziabad, Uttar
Pradesh – 201005, India (Near
Rajbagh Metro Station & On Jain
Mandir Road)

Tel: +91-9555-311151
Off: +91-9990-709170
Mob: +91-9990-379137
Email: info@TGLadvisors.com
office@TGLadvisors.com
Unique Code: S2013DE203700

TO WHOMSOEVER IT MAY CONCERN

CERTIFICATE UNDER REGULATION 40(9) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

We have examined the relevant documents relating to **Hero MotoCorp Limited** (“Company”), as maintained by **KFin Technologies Limited** (“KFin”), the Registrar & Share Transfer Agent of the Company (“RTA”), pertaining to transfer of equity shares, subdivision, consolidation, renewal, exchange or endorsement of calls/allotment monies for the period from **01st April, 2021 to 31st March, 2022**, for the purpose of issuing a Certificate as per Regulation 40(9) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and based on the information provided by the Company and RTA, we hereby certify that during the financial year ended on **31st March, 2022**:

- a) The Company has issued Share Certificates/Letter of Confirmation(s), as applicable, for transfer, renewal and split of shares within the timelines as prescribed in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 except those rejected on technical grounds;
- b) The Company has not received any request for consolidation and exchange or endorsement of calls/allotment monies during the aforesaid period.

For and on behalf of
M/s. Prakash Verma & Associates
(Company Secretaries in Practice)
ICSI Unique Code – S2013DE203700
Peer Review Certificate No. – 882/2020

PRAKASH VERMA
Digitally signed by PRAKASH VERMA
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CS Prakash Verma
FCS No. - 9553
COP No. - 11671

UDIN. - F009553D000109081

Place: Ghaziabad
Date: 14/04/2022