



HMCL:ICK:11/14A:SECT:15

January 14, 2016

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 : Compliance Report on Corporate Governance for the third quarter ended December 31, 2015

Re : Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Compliance Report on Corporate Governance for the third quarter ended December 31, 2015.

Hope you will find the same in order.

Thanking you,

Yours faithfully,
for Hero MotoCorp Ltd.

Sd/-

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

Encl.: As above

Hero MotoCorp Ltd.

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HeroMotoCorp.com

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COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity Hero MotoCorp Limited
2. Quarter ending December 31, 2015

I. Composition of Board of Directors									
Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	(Refer Regulation 26(1) of Listing Regulations)
Mr.	Pawan Munjal	00004223	Chairperson - Executive	01-04-1986		1	-	-	(Refer Regulation 26(1) of Listing Regulations)
Mr.	Sunil Kant Munjal	00003902	Executive	25-10-2006		3	3	1	
Mr.	Suman Kant Munjal	00002803	Non-Executive	29-07-2010		1	1	-	
Mr.	Paul Bradford Edgerley	02213279	Non-Executive	04-05-2011		1	-	-	
Mr.	Anand Chand Burman	00056216	Non-Executive - Independent	13-01-2010	5 yrs	3	-	-	
Mr.	Meleveetil Damodaran	02106990	Non-Executive - Independent	16-06-2008	7 yrs	5	5	3	

Mr.	Pradeep Dinodia	00027995	AAFPD2546M	Non-Executive - Independent	31-03-2001	14 yrs	5	3	3
Mr.	Pritam Singh	00057377	AGOPS0576K	Non-Executive - Independent	28-09-2004	11 yrs	3	3	1
Mr.	Ravinder Nath	00062186	AAHPN7314H	Non-Executive - Independent	14-10-2009	6 yrs	4	2	-
Ms.	Shobana Kamineni	00003836	AAIPK7589G	Non-Executive - Independent	27-03-2015	9 mths	4	1	-
Mr.	Ved Prakash Malik	00006628	ADAPM5711F	Non-Executive - Independent	04-05-2001	14 yrs	1	2	-

*(as on 31.12.15 in completed years)

II. Composition of Committee		Name of Committee members		Category
Name of the Committee Audit Committee		Mr. Pradeep Dinodia		Chairperson - Non - Executive - Independent
		Mr. Meleveetil Damodaran		Non-Executive - Independent
		Mr. Pritam Singh		Non-Executive - Independent
		Mr. Ved Prakash Malik		Non-Executive - Independent
Nomination & Remuneration Committee		Mr. Ved Prakash Malik		Chairperson - Non - Executive - Independent
		Mr. Pradeep Dinodia		Non-Executive - Independent
		Mr. Ravinder Nath		Non-Executive - Independent
Risk Management Committee(if applicable)		Mr. Meleveetil Damodaran		Chairperson - Non - Executive - Independent
		Mr. Pradeep Dinodia		Non-Executive - Independent
		Mr. Ravinder Nath		Non-Executive - Independent
Stakeholders Relationship Committee		Mr. Pritam Singh		Chairperson - Non - Executive - Independent
		Mr. Meleveetil Damodaran		Non-Executive - Independent
		Mr. Ravinder Nath		Non-Executive - Independent

III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous Quarter	Date(s) of Meeting (if any) in the relevant Quarter	Maximum gap between any two consecutive (in number of days)	Maximum gap between any two consecutive (in number of days)
03-08-2015	20-10-2015	77	77

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee			
19-10-2015	Yes	03-08-2015	76
Nomination & Remuneration Committee			
-	-	-	-
Risk Management Committee			
20-10-2015	Yes	03-08-2015	77
Stakeholders Relationship Committee			
19-10-2015	Yes	03-08-2015	76

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.

VI. Affirmations		Yes
1.	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
2.	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	
	a. Audit Committee	Yes
	b. Nomination & remuneration committee	Yes
	c. Stakeholders relationship committee	Yes
	d. Risk management committee	Yes
3.	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
4.	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
5.	This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:	This report will be placed before the Board of Directors in the ensuing Board Meeting.

For Hero MotoCorp Ltd.

Sd/-

Ilam C. Kamboj
Asso. V.P. – Legal & Company Secretary