

HMCL: 27(2)/06 SECT:16

July 15, 2016

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: Corporate Governance Report under Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please find enclosed herewith Compliance Report on Corporate Governance under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended June 30, 2016.

Kindly place the same on record and oblige.

Thanking you
for Hero MotoCorp Ltd


(Ramni Sood)
Compliance Officer



Encl: a/a.

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

CIN:L35911DL1984PLC017354

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity Hero MotoCorp Limited
2. Quarter ending June 30, 2016

I. Composition of Board of Directors							
Title (Mr./ / Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non- Executive/in dependent/ Nominee)	Date of Appointment in the current term /cessation	Tenure*	No Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	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	-	-	1	0
Mr.	Sunil Kant Munjal	00003902	Executive	-	-	3	0
Mr.	Suman Kant Munjal	00002803	Non- Executive	-	-	1	0
Mr.	Paul Bradford Edgerley	02213279	Non- Executive - Independent	05-May-2016	2 Months	1	0
Mr.	Anand Chand Burman	00056216	Non- Executive - Independent	05-Aug-2014	1.11 years	3	0
Mr.	Meleveetil Damodaran	02106990	Non- Executive - Independent	05-Aug-2014	1.11 years	6	2



/s/

Mr.	Pradeep Dinodia	00027995	AAFDP2546M	Non-Executive - Independent	05-Aug-2014	1.11 years	5	5	3
Mr.	Pritam Singh	00057377	AGOPS0576K	Non-Executive - Independent	05-Aug-2014	1.11 years	3	3	1
Mr.	Ravinder Nath	00062186	AAHPN7314H	Non-Executive - Independent	05-Aug-2014	1.11 years	4	2	1
Ms.	Shobana Kamineni	00003836	AAIPK7589G	Non-Executive - Independent	27-Mar-2015	1.3 years	4	0	0
Mr.	Ved Prakash Malik	00006628	ADAPM5711F	Non-Executive - Independent	05-Aug-2014	1.11 years	1	1	0

II. Composition of Committee

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



(Handwritten signature)

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)
11-Feb-2016	05-May-2016	55 Days
10-Mar-2016		

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			
04-05-2016	Yes	10-02-2016 28-03-2016	36 Days
Nomination & Remuneration Committee			
-	-	28-03-2016	-
Risk Management Committee			
05-05-2016	Yes	10-02-2016	84 Days
Stakeholders Relationship Committee			
04-05-2016	Yes	10-02-2016	83 Days

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	Yes



7

VI. Affirmations	
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:	Report for Quarter ended March 31, 2016 was placed before the Board at its Meeting held on May 05, 2016. The same has been noted by the Board.



Ramni Sood
Ramni Sood
 Compliance Officer