

HMCL: 27(2)/09 SECT:16

October 10, 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

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

Dear Sir,

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 September 30, 2016.

Kindly place the same on record.

Thanking you.

for Hero MotoCorp Ltd.


(Neerja Sharma)
Company Secretary



Encl: a/a.

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity Hero MotoCorp Limited
2. Quarter ending September 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 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 25(1) of Listing Regulations)	(Refer Regulation 26(1) of Listing Regulations)
Mr.	Pawan Munjal	00004223	Chairperson - Executive	-	-	1	0	0	(Refer Regulation 26(1) of Listing Regulations)	0
Mr.	Vikram Sitaram Kasbekar	00985182	Executive	-	-	1	0	0	(Refer Regulation 26(1) of Listing Regulations)	0
Mr.	Suman Kant Munjal	00002803	Non-Executive	-	-	1	1	0	(Refer Regulation 26(1) of Listing Regulations)	0
Mr.	Paul Bradford Edgerley	02213279	Non-Executive - Independent	05-May-2016	5 Months	1	0	0	(Refer Regulation 26(1) of Listing Regulations)	0
Mr.	Anand Chand Burman	00056216	Non-Executive - Independent	05-Aug-2014	2.02 years	3	0	0	(Refer Regulation 26(1) of Listing Regulations)	0
Mr.	Meleveetil Damodaran	02106990	Non-Executive - Independent	05-Aug-2014	2.02 years	5	5	2	(Refer Regulation 26(1) of Listing Regulations)	2



Mr.	Pradeep Dinodia	00027995	AAFDP2546M	Non-Executive - Independent	05-Aug-2014	2.02 years	5	4	4
Mr.	Pritam Singh	00057377	AGOPS0576K	Non-Executive - Independent	05-Aug-2014	2.02 years	3	3	1
Mr.	Ravinder Nath	00062186	AAHPN7314H	Non-Executive - Independent	05-Aug-2014	2.02 years	4	2	1
Ms.	Shobana Kamineni	00003836	AAIPK7589G	Non-Executive - Independent	27-Mar-2015	1.6 years	4	0	0
Mr.	Ved Prakash Malik	00006628	ADAPM5711F	Non-Executive - Independent	05-Aug-2014	2.02 years	1	2	0
Mr.	Sunil Kant Munjal	00003902	AIBPM4928J	Executive	17-Aug-2011 to 16-Aug-2016	-	2	2	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



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)
05-05-2016	08-08-2016	94 Days

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			
07-08-2016	Yes	04-05-2016	94 Days
27-09-2016	Yes		
Nomination & Remuneration Committee			
07-08-2016	Yes	-	-
22-08-2016	Yes		
Risk Management Committee			
-	-	05-05-2016	-
Stakeholders Relationship Committee			
22-09-2016	Yes	04-05-2016	140 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



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 June 30, 2016 was placed before the Board at its Meeting held on August 08, 2016. The same has been noted by the Board.

For Hero MotoCorp Ltd.



(Neerja Sharma)
Company Secretary


October 10, 2016
New Delhi

ANNEXURE III

Format to be submitted by listed entity at the end of 6 months after end of financial year along with second quarter report of the financial year.

I. Affirmations		
Broad Heading	Regulation Number	Compliance Status (Yes/No/NA)
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>	46(2)	Yes
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	Yes
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i>	19(3)	Yes
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	Yes
Note:		
<ol style="list-style-type: none"> 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2. If status is "No" details of non-compliance may be given here. 3. If the Listed Entity would like to provide any other information the same may be indicated here. 		



For Hero MotoCorp Ltd

(Neerja Sharma)
Company Secretary

October 10, 2016
New Delhi