

HMCL: 27(2)/12 SECT: 17

January 10, 2017

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  
25<sup>th</sup> 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 December 31, 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                December 31, 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	
Mr.	Pawan Munjal	00004223	Chairperson - Executive	01-Oct-2016	-	1	0	0	
Mr.	Vikram Sitaram Kasbekar	00985182	Executive	08-Aug-2016	-	1	0	0	
Mr.	Suman Kant Munjal	00002803	Non- Executive	23-Sep-2016	-	1	1	0	
Mr.	Paul Bradford Edgerley	02213279	Non- Executive - Independent	05-May-2016	8 Months	1	0	0	
Mr.	Anand Chand Burman	00056216	Non- Executive - Independent	05-Aug-2014	2 years 5 months	3	0	0	
Mr.	Meleveetil Damodaran	02106990	Non- Executive - Independent	05-Aug-2014	2 years 5 months	5	5	2	



Mr.	Pradeep Dinodia	00027995	AAFPD2546M	Non-Executive - Independent	05-Aug-2014	2 years 5 months	5	4	4
Mr.	Pritam Singh	00057377	AGOPS0576K	Non-Executive - Independent	05-Aug-2014	2 years 5 months	3	3	1
Mr.	Ravinder Nath	00062186	AAHPN7314H	Non-Executive - Independent	05-Aug-2014	2 years 5 months	4	2	1
Ms.	Shobana Kamineni	00003836	AAIPK7589G	Non-Executive - Independent	27-Mar-2015	1 year 9 months	4	0	0
Mr.	Ved Prakash Malik	00006628	ADAPM5711F	Non-Executive - Independent	05-Aug-2014	2 years 5 months	1	2	0

II. Composition of Committee		Name of Committee members		Category
Name of the Committee Audit Committee		Mr. Pradeep Dinodia	Chairperson - Non - Executive - Independent	Chairperson - Non - Executive - Independent
		Mr. Meleveetil Damodaran	Member-Non-Executive - Independent	Member-Non-Executive - Independent
		Mr. Pritam Singh	Member-Non-Executive - Independent	Member-Non-Executive - Independent
		Mr. Ved Prakash Malik	Member-Non-Executive - Independent	Member-Non-Executive - Independent
Nomination & Remuneration Committee		Mr. Ved Prakash Malik	Chairperson - Non - Executive - Independent	Chairperson - Non - Executive - Independent
		Mr. Pradeep Dinodia	Member-Non-Executive - Independent	Member-Non-Executive - Independent
		Mr. Ravinder Nath	Member-Non-Executive - Independent	Member-Non-Executive - Independent
Risk Management Committee(if applicable)		Mr. Meleveetil Damodaran	Chairperson - Non - Executive - Independent	Chairperson - Non - Executive - Independent
		Mr. Pradeep Dinodia	Member-Non-Executive - Independent	Member-Non-Executive - Independent
		Mr. Ravinder Nath	Member-Non-Executive - Independent	Member-Non-Executive - Independent
Stakeholders Relationship Committee		Mr. Pritam Singh	Chairperson - Non - Executive - Independent	Chairperson - Non - Executive - Independent
		Mr. Meleveetil Damodaran	Member-Non-Executive - Independent	Member-Non-Executive - Independent
		Mr. Ravinder Nath	Member-Non-Executive - Independent	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)
08-08-2016	26-10-2016	78 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			
25-10-2016	Yes	07-08-2016	50 Days
	Yes	27-09-2016	27 Days
Nomination & Remuneration Committee			
-	-	07-08-2016	14 Days
		22-08-2016	-
Risk Management Committee			
25-10-2016	Yes	-	-
Stakeholders Relationship Committee			
-	-	22-09-2016	-

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 September 30, 2016 was placed before the Board at its Meeting held on October 26, 2016. The same has been noted by the Board.

For Hero MotoCorp Ltd.



(Neerja Sharma)  
Company Secretary



January 10, 2017  
New Delhi