

July 12, 2019

Asst. Vice President, Listing Deptt.
National Stock Exchange of India Ltd.,
Exchange Plaza, Plot C/1, G Block
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 and SEBI (Depositories and Participants) Regulations, 2018

Dear Sirs,

Please find enclosed herewith the following documents in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Depositories and Participants) Regulations, 2018:

1. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

- (a) Statement under Regulation 13(3) for the quarter ended June 30, 2019.
- (b) Compliance Report on Corporate Governance pursuant to Regulation 27(2) for the quarter ended June 30, 2019.
- (c) Shareholding Pattern pursuant to Regulation 31(1) for the quarter ended June 30, 2019.

Further, with reference to our letter dated June 28, 2019, wherein we informed that a meeting of the Board of Directors has been scheduled for July 30, 2019, *inter-alia*, to consider and approve the Unaudited Standalone and Consolidated Financial Results for the quarter ended June 30, 2019, we wish to inform that an earnings conference call with analysts/ investors is being scheduled on **Tuesday, July 30, 2019.**

2. SEBI (Depositories and Participants) Regulations, 2018

- (a) Reconciliation of Share Capital Audit Report pursuant to Regulation 76 for the quarter ended June 30, 2019.

Kindly take the same on your records.

Thanking you,

For Hero MotoCorp Ltd.



(Neerja Sharma)
Company Secretary & Chief Compliance Officer



Encl.: As above

Hero MotoCorp Ltd.

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HeroMotoCorp.com CIN: L35911DL1984PLC017354 PAN: AAACH0812J

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

- 1. Name of Listed Entity** Hero MotoCorp Limited
2. Quarter ending June 30, 2019

I. Composition of Board of Directors										
Title (Mr. / Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non- Executive/in dependent/ Nominee)	Date of Appointment in the current term	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 17A (1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(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	ACGPM7510D	Chairperson - Executive	01-Oct-2016	-	-	2	0	0
Mr.	Vikram Sitaram Kasbekar	00985182	AAFPV6685B	Executive	08-Aug-2016	-	-	1	0	0
Mr.	Suman Kant Munjal	00002803	ABMPM8075A	Non- Executive	24-Jul-2018	-	-	1	1	0
Mr.	Paul Bradford Edgerley	02213279	ABEPE5499E	Non- Executive - Independent	05-May-2016	-	3 years and 2 months	1	1	0
Mr.	Anand Chand Burman	00056216	AAAPB3070D	Non- Executive - Independent	05-Aug-2014	-	4 years and 11 months	3	0	0



Mr.	Meleveetil Damodaran	02106990	AADPD1546K	Non-Executive - Independent	05-Aug-2014	-	4 years and 11 months	6	8	4
Mr.	Pradeep Dinodia*	00027995	AAFPD2546M	Non-Executive	25-Apr-2019	-	-	6	9	5
Mr.	Ravinder Nath	00062186	AAHPN7314H	Non-Executive - Independent	05-Aug-2014	-	4 years and 11 months	4	3	1
Ms.	Shobana Kamineni	00003836	AAIPK7589G	Non-Executive - Independent	27-Mar-2015	-	4 years and 3 months	4	0	0
Mr.	Jagmohan Singh Raju	08273039	AKLPR6915N	Independent (Additional Director)	15-Nov-2018	-	7.5 months	1	1	0

* Status changed from Independent Director to Non-Executive Director effective April 25, 2019

II. Composition of Committees

Name of the Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
Audit Committee	Mr. Meleveetil Damodaran# Mr. Paul B. Edgerley Mr. Pradeep Dinodia*	Chairperson - Non-Executive - Independent Member - Non-Executive - Independent Member - Non-Executive
Nomination & Remuneration Committee	Mr. Jagmohan Singh Raju# Mr. Meleveetil Damodaran@ Mr. Pradeep Dinodia* Mr. Ravinder Nath	Chairperson - Non-Executive - Independent Member - Non-Executive - Independent Member - Non-Executive Member - Non-Executive - Independent
Risk Management Committee	Mr. Pradeep Dinodia** Mr. Meleveetil Damodaran Mr. Paul B. Edgerley Mr. Ravinder Nath Ms. Shobana Kamineni	Chairperson - Non-Executive Member - Non-Executive - Independent Member - Non-Executive - Independent Member - Non-Executive - Independent Member - Non-Executive - Independent
Stakeholders Relationship Committee	Mr. Pradeep Dinodia** Mr. Jagmohan Singh Raju@	Chairperson - Non-Executive Member - Non-Executive - Independent



	Mr. Meleveetil Damodaran Mr. Ravinder Nath	Member - Non-Executive - Independent Member - Non-Executive - Independent
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Appointed as Chairman on April 26, 2019

@ Inducted as Member on April 26, 2019

* Status changed to Non-Executive Director effective April 25, 2019

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 meetings (in number of days)
31-01-2019	26-04-2019	84 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			
26-04-2019	Yes (All members were present)	30-01-2019	85 days
Nomination & Remuneration Committee			
25-04-2019	Yes (All members were present except Mr. Ravinder Nath)	25-03-2019	30 days
Risk Management Committee			
26-04-2019	Yes (All members were present except Mr. Ravinder Nath)	30-01-2019	85 days
Stakeholders Relationship Committee			
-	-	31-01-2019	-

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A. (There were no material transactions with any Related Party during the quarter ended June 30, 2019)



Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
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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 and year ended March 31, 2019 was placed before the Board at its meeting held on April 26, 2019. The same has been noted by the Board.

For Hero MotoCorp Ltd.


(Neerja Sharma)

Company Secretary & Chief Compliance Officer



July 12, 2019
New Delhi