

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1 **Name of Listed Entity** Hero MotoCorp Limited
 2 **Quarter Ending** June 30, 2022

I. Composition of Board of Directors

Title (Mr. / Ms.)	Name of the Director	DIN	PAN	Category (Chairperson / Executive / Non-Executive / independent / Nominee)	Category	Initial date of appointment	Date of Re-appointment	Date of cessation	Tenure	Date of Birth	Whether Special Resolution passed? (Refer Reg 17(1A) of Listing Regulations)	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to Regulation 17A (1)]	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		Chairperson related to promoter- Executive	CEO	01-10-1986	01-10-2021			28-10-1954	NA	1	0	0	0
Mr.	Vikram Sitaram Kasbekar	00985182		Executive	-	08-08-2016	08-08-2019			06-10-1954	NA	1	0	1	0
Mr.	Suman Kant Munjal	00002803		Non-Executive	-	29-07-2010	12-08-2020			26-02-1953	NA	1	0	1	0
Mr.	Pradeep Dinodia	00027995		Non-Executive	-	31-03-2001	04-08-2021			02-12-1953	NA	3	1	8	5
Mr.	Meleveetil Damodaran	02106990		Non-Executive - Independent	-	16-06-2008	29-07-2019	03-05-2022	93 months	04-05-1947	NA	4	4	5	2
Mr.	Jagmohan Singh Raju	08273039		Non-Executive - Independent	-	15-11-2018			44 months	26-09-1954	NA	1	1	1	0
Ms.	Tina Trikha	02778940		Non-Executive - Independent	-	23-10-2019			32 months	09-07-1975	NA	3	3	2	1
Mr.	Birender Singh Dhanoa	08851613		Non-Executive - Independent	-	01-10-2020			21 months	07-09-1957	NA	2	2	1	0
Ms.	Camille Miki Tang	09404649		Non-Executive - Independent	-	19-11-2021			7 months	30-05-1955	NA	1	1	0	0
Mr.	Rajnish Kumar	05328267		Non-Executive - Independent	-	25-11-2021			7 months	14-01-1958	NA	2	2	1	1
Ms.	Vasudha Dinodia	00327151		Non-Executive	-	25-11-2021				18-08-1981	NA	1	0	0	0

Whether regular chairperson appointed	Yes
Whether Chairperson is related to managing director or CEO	Yes*

Remarks:
 - Dr. Pawan Munjal is the Chairman, Whole-time Director & CEO.
 - The term of Mr. Meleveetil Damodaran (DIN: 02106990) concluded on the end of day of May 3, 2022. Therefore, position of his Directorship/Independent Directorship and Committee position is provided till May 3, 2022.
 - Ms. Tina Trikha was designated as the Chairperson w.e.f May 4, 2022

II. Composition of Committees

Name of the Committee	Whether Regular chairpers-on appointed		Category (Chairperson/Executive/Non-Executive/Independent/Nominee)		Date of Appointment	Date of Cessation
Audit Committee	Yes		Chairperson - Non-Executive - Independent		29-07-2009	03-05-2022
			Chairperson - Non-Executive - Independent		23-10-2019	
			Member - Non-Executive		28-05-2001	
			Member- Non-Executive - Independent		28-10-2020	
Nomination & Remuneration Committee	Yes		Chairperson - Non-Executive - Independent		31-01-2019	
			Member - Non-Executive - Independent		26-04-2019	03-05-2022
			Member - Non-Executive - Independent		04-05-2022	
			Member - Non-Executive		30-01-2006	
Risk Management Committee	Yes		Chairperson - Non-Executive		16-10-2014	
			Member - Non-Executive - Independent		16-10-2014	03-05-2022
			Member - Executive		04-05-2022	
			Member - Non-Executive - Independent		28-10-2020	
Stakeholders Relationship Committee	Yes		Chairperson - Non-Executive		31-01-2019	
			Member - Non-Executive - Independent		26-04-2019	
			Member - Non-Executive - Independent		21-04-2009	03-05-2022
			Member - Executive		04-05-2022	
Corporate Social Responsibility Committee	Yes		Chairperson - Executive		28-05-2014	
			Member - Non-Executive		28-05-2014	
			Member - Non-Executive - Independent		31-01-2019	
			Member - Non-Executive - Independent		28-10-2020	

*Ms. Tina Trikha was designated as the Chairperson w.e.f May 4, 2022

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	Whether requirement of Quorum met	Numbers of Directors present	No. of Independent Directors present	Maximum gap between any two consecutive meetings (in number of days)
13-01-2022					
24-01-2022					
10-02-2022					
30-03-2022	03-05-2022	Yes	11	6	33 days
	27-06-2022	Yes	10	5	54 days

IV. Meeting of Committees

Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	No. of Directors present	No. of Independent Directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee	-	-	-	-	13-01-2022	-
	-	-	-	-	24-01-2022	-
	-	-	-	-	10-02-2022	-
	26-04-2022	Yes	4	3	16-03-2022	40 days
	03-05-2022	Yes	4	3	-	6 days
	27-06-2022	Yes	3	2	-	54 days
Nomination & Remuneration Committee	02-05-2022	Yes	2	2	09-02-2022	81 days
	27-06-2022	Yes	3	2	-	55 days
Risk Management Committee	02-05-2022	Yes	3	2	09-02-2022	81 days
Stakeholders Relationship Committee	-	-	-	-	09-02-2022	-

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, 2022)
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 the quarter ended March 31, 2022 was placed before the Board at its meeting held on May 03, 2022. The same has been noted by the Board.

For Hero MotoCorp Ltd.**(Dhiraj Kapoor)
Company Secretary & Compliance Officer****July 14, 2022
New Delhi**