

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1 Name of Listed Entity Hero MotoCorp Limited
2 Financial Year Ending June 30, 2023

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]	Whether the Director is disqualified u/s 164? (Yes/No)	Start date of disqualification	End date of disqualification	Details of disqualification	Current status (Active / Inactive)
Mr.	Pawan Munjal	00004223		Chairperson related to promoter- Executive	Executive Chairman	01-10-1986	01-10-2021			28-10-1954	NA	1	0	0	0	No				Active
Mr.	Vikram Sitaram Kasbekar	00985182		Executive	-	08-08-2016	08-08-2022			06-10-1954	NA	1	0	1	0	No				Active
Mr.	Suman Kant Munjal	00002803		Non-Executive-Non Independent	-	29-07-2010	12-08-2020			26-02-1953	NA	1	0	1	0	No				Active
Mr.	Pradeep Dinodia	00027995		Non-Executive-Non Independent	-	31-03-2001	04-08-2021			02-12-1953	NA	3	1	8	5	No				Active
Mr.	Jagmohan Singh Raju	08273039		Non- Executive - Independent	-	15-11-2018			55.16 months	26-09-1954	NA	1	1	1	0	No				Active
Ms.	Tina Trikha	02778940		Non- Executive – Independent	-	23-10-2019			44.8 months	09-07-1975	NA	3	3	2	1	No				Active
Mr.	Birender Singh Dhanoa	08851613		Non- Executive – Independent	-	01-10-2020			33 months	07-09-1957	NA	2	2	2	1	No				Active
Ms.	Camille Miki Tang	09404649		Non- Executive – Independent	-	19-11-2021			19.12 months	30-05-1955	NA	1	1	0	0	No				Active
Mr.	Rajnish Kumar	05328267		Non- Executive – Independent	-	25-11-2021			19.6 months	14-01-1958	NA	4	4	2	2	No				Active
Ms.	Vasudha Dinodia	00327151		Non-Executive-Non Independent	-	25-11-2021				18-08-1981	NA	1	0	0	0	No				Active

Whether regular chairperson appointed	Yes
Whether Chairperson is related to managing director or CEO	No



II. Composition of Committees

Name of the Committee	Whether Regular chairpers-on appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment	Date of Cessation
Audit Committee	Yes	Ms. Tina Trikha	Chairperson - Non-Executive - Independent	23-10-2019	
		Mr. Pradeep Dinodia	Member - Non-Executive Non Independent	28-05-2001	
		Mr. Birender Singh Dhanoa	Member- Non-Executive - Independent	28-10-2020	
Nomination & Remuneration Committee	Yes	Mr. Jagmohan Singh Raju	Chairperson - Non-Executive - Independent	31-01-2019	
		Mr. Birender Singh Dhanoa	Member - Non-Executive - Independent	04-05-2022	
		Mr. Pradeep Dinodia	Member - Non-Executive Non Independent	30-01-2006	
Risk Management Committee	Yes	Mr. Pradeep Dinodia	Chairperson - Non-Executive Non Independent	16-10-2014	
		Mr. Vikram Sitaram Kasbekar	Member - Executive	04-05-2022	
		Mr. Birender Singh Dhanoa	Member - Non-Executive - Independent	28-10-2020	
Stakeholders Relationship Committee	Yes	Mr. Pradeep Dinodia	Chairperson - Non-Executive Non Independent	31-01-2019	
		Mr. Jagmohan Singh Raju	Member - Non-Executive - Independent	26-04-2019	
		Mr. Vikram Sitaram Kasbekar	Member - Executive	04-05-2022	
Corporate Social Responsibility Committee	Yes	Dr. Pawan Munjal	Chairperson - Executive	28-05-2014	
		Mr. Pradeep Dinodia	Member - Non-Executive Non Independent	28-05-2014	
		Mr. Jagmohan Singh Raju	Member - Non-Executive - Independent	31-01-2019	
		Ms. Tina Trikha	Member - Non-Executive - Independent	28-10-2020	

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)
07-02-2023	-	-	-	-	-
30-03-2023	-	-	-	-	-
-	04-05-2023	Yes	9	5	34 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	-	-	-	-	06-02-2023	-
	-	-	-	-	01-03-2023	-
	03-05-2023	Yes	3	2	-	62 days
Nomination & Remuneration Committee	-	-	-	-	06-02-2023	-
	-	-	-	-	07-02-2023	-
	-	-	-	-	30-03-2023	-
	03-05-2023	Yes	3	2	-	33 days
	26-06-2023	Yes	2	1	-	53 days
Risk Management Committee	-	-	-	-	06-02-2023	-
	03-05-2023	Yes	3	1	-	85 days
Stakeholders Relationship Committee	-	-	-	-	06-02-2023	-
	03-05-2023	Yes	3	1	-	85 days
Sustainability & Corporate Social responsibility	-	-	-	-	07-02-2023	-
	03-05-2023	Yes	4	2	-	84 days

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, 2023)
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, 2023 was placed before the Board at its meeting held on May 04, 2023. The same has been noted by the Board.

