

January 9, 2021

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

Dear Sirs,

Please find enclosed herewith Reconciliation of Share Capital Audit Report pursuant to Regulation 76 for the quarter ended December 31, 2020.

Kindly take the same on your records.

Thanking you,

For Hero MotoCorp Limited



(Neerja Sharma)
Company Secretary & Chief Compliance Officer

Encl.: as above

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1ST Floor, Defence Colony, New Delhi - 110 024

Tel. : (011) 4679 0000, Fax : (011) 4679 0012

e-mail : contact@cssanjaygrover.in

website : www.cssanjaygrover.in

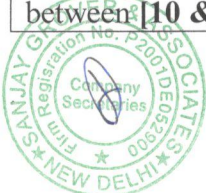
**THE BOARD OF DIRECTORS,
HERO MOTOCORP LIMITED
THE GRAND PLAZA, PLOT NO.2,
NELSON MANDELA ROAD,
VASANT KUNJ – PHASE-II
NEW DELHI-110070**

CERTIFICATE

RECONCILIATION OF SHARE CAPITAL AUDIT

1. For Quarter Ended : December 31, 2020
2. ISIN : INE158A01026
3. Face Value : Rs.2/- each
4. Name of the Company and CIN : **HERO MOTOCORP LIMITED
L35911DL1984PLC017354**
5. Registered Office Address : The Grand Plaza, Plot No. 2, Nelson Mandela Road, Vasant Kunj - Phase II, New Delhi-110070
6. Correspondence Address : The Grand Plaza, Plot No. 2, Nelson Mandela Road, Vasant Kunj - Phase II, New Delhi-110070
7. Telephone : Tel. No : +91 11 46044220
Fax No : +91 11 46044399
8. E-mail id : neerja.sharma@heromotocorp.com
9. Name of the Stock Exchanges where the Company's equity shares are listed:
 - a) **National Stock Exchange of India Limited (NSE)**
 - b) **BSE Limited (BSE)**

Particulars	Number of Equity Shares	% of Total Issued Equity Capital
10. Issued Capital	19,97,67,610	100.00
11. Listed Capital (Exchange wise)		
a) National Stock Exchange of India Ltd.	19,97,67,610	100.00
b) BSE Limited	19,97,67,610	100.00
12. Held in dematerialized form in NSDL	19,49,94,774	97.61
13. Held in dematerialized form in CDSL	35,61,693	1.78
14. Physical holdings	12,11,143	0.61
15. Total No. of Shares (12+13+14)	19,97,67,610	100.00
16. Reasons for difference, if any, between [10 & 11], [10 & 15] and [11 & 15]:	N.A.	N.A.



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17. Certifying the details of changes in Share Capital during the quarter under consideration are as per Table below:

Particulars**	No. of Shares	Applied / Not Applied for Listing	Listed on stock Exchanges	Whether intimate d to NSDL	Whether intimated to CDSL	In-principal approval pending from Stock Exchange
Increase Employee Stock Option exercised	18,087##	Applied for & approved	NSE & BSE	YES	YES	N.A.

** **Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, any other (to specify)**

4,000 equity shares allotted pursuant to Employee Stock Option Plan, 2016,
2,030 equity shares allotted pursuant to Employee Stock Option Plan, 2017,
3,294 equity shares allotted pursuant to Employee Stock Option Plan, 2018,
7,200 equity shares allotted pursuant to Employee Stock Option Plan, 2019,
1,563 equity shares allotted pursuant to Restricted Stock Units Plan, 2019.

18.	Register of Members is updated (Yes/No)	Yes
	If not, updated upto which date	Not Applicable
19.	Reference of previous quarter with regards to excess dematerialized shares, if any.	Nil
20.	Has the company resolved the matter mentioned in point no. 19 above in the current quarter? If not, reason why?	Not Applicable

21. Mention the total number of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay: Not applicable

Total No. of Demat requests	No. of requests	No. of shares	Reasons for delay
Confirmed after 21 days	NIL	NIL	N.A
Pending for more than 21 days	NIL	NIL	N.A


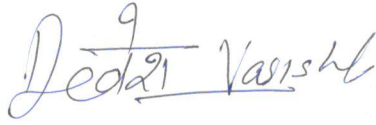
22.	Name, Telephone & Fax No. of the Compliance Officer of the Company	Ms. Neerja Sharma Designation: Company Secretary & Chief Compliance Officer Phone No. : +91 11 46044220; Fax No. : +91 11 46044399;
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SANJAY GROVER & ASSOCIATES

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| 23. | Name, Address, Telephone & Fax No., Firm Registration No. of Auditor: | Devesh Kumar Vasisht
Partner: Sanjay Grover & Associates, Company Secretaries (P2001DE052900)
B-88, First Floor, Defence Colony,
New Delhi – 110024
FCS: 8488; CP No. 13700
Phone No. : +91 11 46790000
Fax No : +91 11 46790012 |
| 24. | Appointment of Common Agency for share registry work (If yes, name and address): | KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited)

Selenium Tower B, Plot number 31 & 32,
Financial District, Nanakramguda,
Serilingampally Mandal, Gachibowli,
Hyderabad, Telangana - 500032 |
| 25. | Any other detail that the Auditor may like to provide, (e.g. BIFR company, delisting from SE, company changed its name etc.) | During the quarter ended on December 31, 2020, 18,760 equity shares were credited to the Demat Account of Investor Education and Protection Fund (IEPF) Authority in accordance with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. |

 Date: January 08, 2021 Place: New Delhi	<p style="text-align: center;">For SANJAY GROVER & ASSOCIATES COMPANY SECRETARIES FIRM REGISTRATION No.: P2001DE052900</p> <p style="text-align: center;"></p> <p style="text-align: center;">DEVESH KUMAR VASISHT PARTNER FCS No. 8488 CP No. 13700 UDIN: F008488B001905614</p>
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