

October 11, 2019

Asst. Vice President, Listing Deptt.
National Stock Exchange of India Ltd.
Exchange Plaza, 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: Compliances under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and SEBI (Depositories and Participants) Regulations, 2018

Dear Sirs,

Please find enclosed herewith the following documents in compliance with:

1. Listing Regulations

- (a) Statement under Regulation 13(3) for the quarter ended September 30, 2019.
- (b) Shareholding Pattern pursuant to Regulation 31(1) for the quarter ended September 30, 2019.
- (c) Certificate under Regulation 40(9) for the half year ended September 30, 2019.


2. SEBI (Depositories and Participants) Regulations, 2018

- (a) Reconciliation of Share Capital Audit Report pursuant to Regulation 76 for the quarter ended September 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

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
34, COMMUNITY CENTRE,
BASANT LOK, VASANT VIHAR,
NEW DELHI-110057**

CERTIFICATE RECONCILIATION OF SHARE CAPITAL AUDIT

1. Quarter Ended : September 30, 2019
2. ISIN : INE158A01026
3. Face Value : Rs. 2/- each
4. Name of the Company along with CIN : **HERO MOTOCORP LIMITED
L35911DL1984PLC017354**
5. Registered Office Address : 34, Community Centre, Basant Lok, Vasant Vihar,
New Delhi-110057
6. Correspondence Address : 34, Community Centre, Basant Lok, Vasant Vihar,
New Delhi-110057
7. Telephone & Fax No. : Tel. No. : 011-46044100, 26142451
Fax No. : 011-26143321
8. E-mail Address : neerja.sharma@heromotocorp.com
9. Name of the Stock Exchanges where the Company's equity Shares are listed:
 - a) BSE Limited
 - b) National Stock Exchange of India Limited

S. No.	Particulars	Number of Equity shares	% of Total Issued equity Capital
10.	Issued Capital	19,97,26,884	100.00
11.	Listed Capital (Exchange wise)		
	a) BSE Limited.	19,97,26,884	100.00
	b) National Stock Exchange of India Ltd.	19,97,26,884	100.00
12.	Held in dematerialized form in CDSL	33,30,111	1.67
13.	Held in dematerialized form in NSDL	19,49,70,578	97.62
14.	Physical Holdings	14,26,195	0.71
15.	Total No. of Shares (12+13+14)	19,97,26,884	100.00



**Certified True Copy
For Hero MotoCorp Ltd.**


**Company Secretary &
Chief Compliance Officer**

SANJAY GROVER & ASSOCIATES

18. Register of Members is updated (Yes/No): Yes

19. Reference of previous quarter with regards to excess dematerialization of shares:

-----N.A.-----

20. Has the Company resolved the matter mentioned in point no. 19 above in the current quarter?

-----N.A.-----

21. 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:

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.

Name	Telephone	Fax No.
Ms. Neerja Sharma	011-46044100	011-26143321

23. Name, Address, Telephone & Fax No., Firm Registration No. of Auditor:

Name	Address	Tel. No.	Fax No.	Firm Registration No.
Sanjay Grover (Membership No.: F4223)	Sanjay Grover & Associates, Company Secretaries B-88, First Floor, Defence Colony, New Delhi – 110024	011- 46790000	011- 46790012	P2001DE052900



Certified True Copy
For Hero MotoCorp Ltd.


Company Secretary &
Chief Compliance Officer

SANJAY GROVER & ASSOCIATES


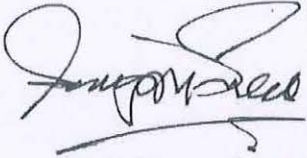
24. Common Agency for Share Registry work:

Name : Karvy Fintech Private Limited (formerly known as Karvy Computershare Private Limited)

Address : Karvy Selenium, Tower B, Plot No.31&32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad- 500032

25. Any other detail that the Auditor may like to provide:

----- NIL -----

 <p>Date: October 09, 2019 Place: New Delhi</p>	<p>For SANJAY GROVER & ASSOCIATES COMPANY SECRETARIES FIRM REGISTRATION No.:P2001DE052900</p>  <p>SANJAY GROVER MANAGING PARTNER FCS No. 4223 CP No. 3850 UDIN: F004223A000043108</p>
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**Certified True Copy
For Hero MotoCorp Ltd.**



**Company Secretary &
Chief Compliance Officer**