

April 15, 2020

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) Compliance Report on Corporate Governance pursuant to Regulation 27(2) for the quarter ended March 31, 2020
- (b) Shareholding Pattern pursuant to Regulation 31(1) for the quarter ended March 31, 2020
- (c) Certificate under Regulation 40(9) for the half year ended March 31, 2020

2. <u>SEBI (Depositories and Participants) Regulations, 2018</u>

(a) Reconciliation of Share Capital Audit Report pursuant to Regulation 76 for the quarter ended March 31, 2020

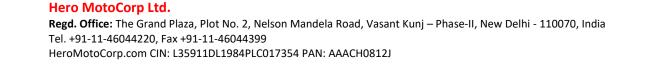
Kindly take the same on your records.

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 THE GRAND PLAZA, PLOT NO.2, NELSON MANDELA ROAD, VASANT KUNJ – PHASE-II NEW DELHI-110070

CERTIFICATE RECONCILIATION OF SHARE CAPITAL AUDIT

1.	Quarter Ended	: March 31, 2020
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	: 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 & Fax No.	: Tel. No. : 011-46044220 Fax No. : 011-46044399
8.	E-mail Address	: <u>neerja.sharma@heromotocorp.com</u>
9.	Name of the Stock Exchanges where the a) BSE Limited	

b) National Stock Exchange of India Limited





S. No.	Particulars	Number of	% of Total Issued
		Equity shares	equity Capital
10.	Issued Capital	19,97,39,368	100.00
11.	Listed Capital (Exchange wise) a) BSE Limited. b) National Stock Exchange of India Ltd.	19,97,39,368 19,97,39,368	100.00 100.00
12.	Held in dematerialized form in CDSL	35,12,788	1.76
13.	Held in dematerialized form in NSDL	19,49,03,187	97.58
14.	Physical Holdings	13,23,393	0.66
15.	Total No. of Shares (12+13+14)	19,97,39,368	100

16. Reasons for difference if any, between: (10&11), (10&15), (11&15):-

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

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

S No.	Particulars	No. of Shares	Applied /Not Applied for listing	Listed on Stock Exchange	Whether intimated to CDSL	Whether intimated to NSDL	In -principal approval pending from SE
1. 2. 3. 4. 5. 6. 7. 8. 9.	Increase – Rights Issue Bonus Issue Preferential Issue Initial Public Offer Re-issue of Forfeited Shares Employee Stock Option exercised Amalgamation/ Scheme of Arrangement Conversion of Loans /Debentures Any other (to specify)	2,130	Applied	Yes	Yes	Yes	No
	Total (A)	2,130					



Certified True Copy For Hero MotoCorp Ltd. Company Secretary & Chief Compliance Officer

S No.	Particulars	No. of Shares	Applied /Not Applied for Delisting	Delisted on Stock Exchange	Extinguis hed by CDSL	Extinguis hed by NSDL	In –principal approval pending from SE
	Decrease-						
10.	Buy-back						
11.	Capital				ļ		
	Reduction						
12.	Forfeiture			N.A.			
13.	Amalgamation						
	/Scheme of						
	Arrangement						
14.	Any other (to						
17,	specify)						
	Total (B)	_	-	_	_	-	-
	、 <i>、 、 、</i>						
	Net Increase/ Decrease (A-B)	2 1 3 0	-	-	-	-	-

- 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	011-46044220	011-46044399

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

Name	Address	Tel. No.	Fax No.	Firm Registration No.
Devesh Kumar Vasisht (Membership No.: F8488)	Sanjay Grover & Associates, Company Secretaries B-88, First Floor, Defence Colony, New Delhi – 110024	011- 4679000 0	011- 4679001 2	P2001DE052900

24.Common Agency for Share Registry work:

Name: KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited)

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

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

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



For Hero MotoCorp Ltd.

Company Secretary & Chief Compliance Officer