

April 11, 2019

Asst. Vice President, Listing Deptt.  
**National Stock Exchange of India Ltd.,**  
Exchange Plaza, Plot C/1, G Block  
Bandra Kurla Complex,  
Bandra (E),  
MUMBAI - 400 051  
Scrip Code: HEROMOTOCO

The Secretary,  
**BSE Limited**  
25<sup>th</sup> Floor,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
MUMBAI - 400 001  
Scrip Code: 500182

**Sub: Compliances under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Depositories and Participants) Regulations, 2018**

Dear Sirs,

Please find enclosed herewith the following documents in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Depositories and Participants) Regulations, 2018:

**1. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

- (a) Certificate under Regulation 7(3) for the half year ended March 31, 2019.
- (b) Statement under Regulation 13(3) for the quarter ended March 31, 2019.
- (c) Compliance Report on Corporate Governance pursuant to Regulation 27(2) for the quarter ended March 31, 2019.
- (d) Shareholding Pattern pursuant to Regulation 31(1) for the quarter ended March 31, 2019.
- (e) Certificate under Regulation 40(9) for the half year ended March 31, 2019.

Further, with reference to our letter dated March 29, 2019, wherein we informed that a meeting of the Board of Directors has been scheduled for April 26, 2019, *inter-alia*, to consider and approve the Audited Standalone and Consolidated Financial Results for the quarter and financial year ended March 31, 2019, we wish to inform that an earnings conference call with analysts/ investors is being scheduled on **Friday, April 26, 2019**.

**2. SEBI (Depositories and Participants) Regulations, 2018**

- (a) Reconciliation of Share Capital Audit Report pursuant to Regulation 76 for the quarter ended March 31, 2019.

Kindly take the same on your records.

Thanking you,

For Hero MotoCorp Ltd.



(Neerja Sharma)  
Company Secretary & Chief Compliance Officer



Encl.: As above



**Hero MotoCorp Ltd.**

**Regd. Office:** 34, Community Centre, Basant Lok, Vasant Vihar, New Delhi-110057, India  
Tel. +91-11-26142451, 46044100, Fax +91-11-26143321, 26143198  
HeroMotoCorp.com CIN: L35911DL1984PLC017354 PAN: AAACH0812J

# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

B-88, 1<sup>ST</sup> Floor, Defence Colony, New Delhi - 110 024  
Tel. : (011) 4679 0000, Fax : (011) 4679 0012  
e-mail : [contact@csssanjaygrover.in](mailto:contact@csssanjaygrover.in)  
website : [www.csssanjaygrover.in](http://www.csssanjaygrover.in)

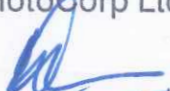
**THE BOARD OF DIRECTORS  
HERO MOTOCORP LIMITED  
34, COMMUNITY CENTRE,  
BASANT LOK, VASANT VIHAR,  
NEW DELHI-110057**

### CERTIFICATE RECONCILIATION OF SHARE CAPITAL AUDIT

1. Quarter Ended : March 31, 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,  
Fax No. : 011-26143321
8. E-mail Address : [neerja.sharma@heromotocorp.com](mailto: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	34,89,881	1.75
13.	Held in dematerialized form in NSDL	19,46,22,460	97.44
14.	Physical Holdings	16,14,543	0.81
15.	Total No. of Shares (12+13+14)	19,97,26,884	100.00

Certified True Copy  
For Hero MotoCorp Ltd.

  
Neerja Sharma  
Company Secretary

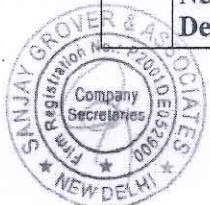


16. Reasons for difference if any, between: (10&11), (10&15), (11&15):-


-----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 Stock Exchange
1.	Increase – Rights Issue						
2.	Bonus Issue						
3.	Preferential Issue						
4.	Initial Public Offer						
5.	Re-issue of Forfeited Shares						
6.	Employee Stock Option exercised	7,545	Applied	Yes	Yes	Yes	No
7.	Amalgamation/ Scheme of Arrangement						
8.	Conversion of Loans /Debentures						
9.	Any other (to specify)						
	<b>Total (A)</b>	<b>7,545</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
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 Stock Exchange
10.	Decrease- Buy-back						
11.	Capital Reduction						
12.	Forfeiture	-----	-----	N.A.	-----	-----	-----
13.	Amalgamation /Scheme of Arrangement						
14.	Any other (to specify)						
	<b>Total (B)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Net Increase/ Decrease (A-B)</b>	<b>7,545</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>



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For Hero MotoCorp Ltd.

  
Neerja Sharma  
Company Secretary

**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, <b>Company Secretaries</b> B-88, First Floor, Defence Colony, New Delhi – 110024	011- 46790000	011- 46790012	P2001DE052900



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For Hero MotoCorp Ltd.

  
Neerja Sharma  
Company Secretary

**SANJAY GROVER & ASSOCIATES**


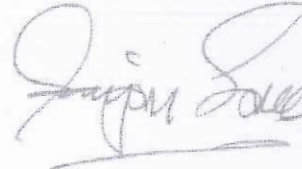
24. Common Agency for Share Registry work:

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


**Address :** Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032

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

----- NIL -----

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



**Neerja Sharma  
Company Secretary**