

HMCL: 55A/12 SECT: 17

January 23, 2017

Asst. Vice President,  
Listing Department,  
National Stock Exchange of India Ltd.,  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (E),  
**MUMBAI - 400 051**

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

**Sub: Reconciliation of Share Capital Audit Report for the quarter ended December 31, 2016.**

Dear Sir,

In view of the circular dated December 31, 2002 issued by SEBI read with Regulation 55A of SEBI (Depositories and Participants) Regulations 1996, as amended, please find enclosed a copy of the Reconciliation of Share Capital Audit Report furnished by Mr. Sanjay Grover, Managing Partner, M/s. Sanjay Grover & Associates, Company Secretaries, Practicing Company Secretary firm for the quarter ended December 31, 2016.

Kindly place the same on record.

Thanking you.

for Hero MotoCorp Ltd.

  
(Neerja Sharma)  
Company Secretary



Encl: a/a.

**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@cssanjaygrover.in](mailto:contact@cssanjaygrover.in)

website : [www.cssanjaygrover.in](http://www.cssanjaygrover.in)

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

### CERTIFICATE RECONCILIATION OF SHARE CAPITAL AUDIT

1. Quarter Ended : December 31, 2016
2. ISIN : INE158A01026
3. Face Value : Rs. 2/- each
4. Name & CIN of the Company : **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. : 011-26152659
8. E-mail address : [Neerja.sharma@heromotocorp.com](mailto:Neerja.sharma@heromotocorp.com)
9. Names of the Stock Exchanges where the Company's securities are listed:
  - a) BSE Limited
  - b) The National Stock Exchange of India Limited

S. No.	Particulars	Number of shares	% of Total Issued Capital
10.	Issued Capital	19,96,91,464	100.00
11.	Listed Capital (Exchange wise)		
	a) BSE Limited.	19,96,91,464	100.00
	b) National Stock Exchange of India Ltd.	19,96,91,464	100.00
12.	Held in dematerialized form in CDSL	26,48,460	1.33
13.	Held in dematerialized form in NSDL	19,38,60,413	97.08
14.	Physical Holdings	31,82,591	1.59
15.	Total No. of Shares (12+13+14)	<b>19,96,91,464</b>	<b>100.00</b>



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 for SE
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	-----	-----	N.A.	-----	-----	-----
7.	Amalgamation/ Scheme of Arrangement						
8.	Conversion of Loans /Debentures						
9.	Any other (to specify)						
	<b>Total (A)</b>	-	-	-	-	-	-
S No.	Particulars	No. of Shares	Applied /Not Applied for Delisting	Delisted on Stock Exchange	Extinguished by CDSL	Extinguished by NSDL	In -principal, approval, pending for SE
10.	Decrease- Buy-back						
11.	Capital Reduction						
12.	Forfeiture						
13.	Amalgamation / Scheme of Arrangement	-----	-----	N.A.	-----	-----	-----
14.	Any other (to specify)						
	<b>Total (B)</b>	-	-	-	-	-	-
	<b>Net Increase/ Decrease (A-B)</b>	-	-	-	-	-	-



**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 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, 26143198

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

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

24. Common Agency for Share Registry work :


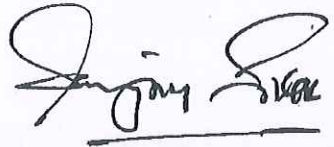
**Name :** Karvy Computershare Private Limited  
**Address :** Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District,  
 Nanakramguda, Hyderabad-500032



**SANJAY GROVER & ASSOCIATES**

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

-----NIL-----

 <p>Date: January 23, 2017 Place: New Delhi</p>	<p><b>For SANJAY GROVER &amp; ASSOCIATES COMPANY SECRETARIES FIRM REGISTRATION No.:P2001DE052900</b></p>  <p>MANAGING PARTNER SANJAY GROVER FCS No. 4223 CP No. 3850</p>
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