

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. SEBI (Depositories and Participants) Regulations, 2018

- (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

Shareholding pattern for the Quarter ended 31-03-2020

- 1 Name of Listed Entity : HERO MOTOCORP LTD.
- 2 Scrip Code/Name of Scrip/Class of Security : HEROMOTOCO (NSE); 500182 (BSE) - Equity shares
- 3 Share Holding Pattern Filed under : Reg. 31(1)(b)
- 4 Share Holding Pattern as on : 31st March, 2020
- 5 Declaration : The Listed entity is required to submit the following declaration to the extent of submission of information:

S. No.	Particulars	Yes/No
1	Whether the Listed Entity has issued any partly paid up shares?	No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?	No
3	Whether the Listed Entity has any shares against which depository receipts are issued?	No
4	Whether the Listed Entity has any shares in locked-in?	No
5	Whether any shares held by promoters are pledge or otherwise encumbered?	No
6	Whether the Listed Entity has any significant beneficial owner?	Yes



Table I - Summary Statement holding of specified securities

Category (I)	Category of shareholder (II)	No. of Shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total no. of shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (As a % of (A+B+C2)) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (XI)	Number of Locked in Shares (XII)		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form (XIV)	
								No. of Voting Rights					Total as a % of (A+B+C)	No. (a)	As a % of total Shares held (b)	No. (a)		As a % of total Shares held (b)
								Class X	Class Y	Total								
(A)	Promoter & Promoter Group	16	69166082	0	0	69166082	34.63	69166082	0	69166082	34.63	0	0.00	0	0.00	69166082		
(B)	Public	172829	130573286	0	0	130573286	65.37	130573286	0	130573286	65.37	0	0.00	NA	NA	129249893		
(C)	Non Promoter-Non Public																	
(C1)	Shares underlying DRs	0	0	0	0	0	NA	0	0	0	0.00	0	0.00	NA	NA	0		
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	NA	0		
	Total	172845	199739368	0	0	199739368	100.00	199739368	0	199739368	100.00	0	0.00	0	0.00	198415975		



Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

	Category & Name of the Shareholders (I)	Promoter / Promoter Group	PAN (II)	No. of shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	No. of shares Underlying Depository Receipts (VI)	Total no. of shares held (VII = IV+V+VI)	Shareholding calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) as a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
										No. of Voting Rights					Total as a % of (A+B+C)	No. (a)	As a % of total shares held (b)	No. (a)		As a % of total shares held (b)
										Class X	Class Y	Total								
(1)	Indian																			
(a)	Individuals/Hindu undivided Family			13	28347708	0	0	28347708	14.19	28347708	0	28347708	14.19	0	0.00	0	0.00	0	0.00	28347708
	Abhimanyu Munjal	Promoter Group			10620	0	0	10620	0.01	10620	0	10620	0.01	0	0.00	0	0.00	0	0.00	10620
	Aniesha Munjal	Promoter Group			32500	0	0	32500	0.02	32500	0	32500	0.02	0	0.00	0	0.00	0	0.00	32500
	Pawan Munjal	Promoter			43354	0	0	43354	0.02	43354	0	43354	0.02	0	0.00	0	0.00	0	0.00	43354
	Pawan Munjal (As Karta of HUF)	Promoter			32500	0	0	32500	0.02	32500	0	32500	0.02	0	0.00	0	0.00	0	0.00	32500
	Pawan Munjal, Renu Munjal and Suman Kant Munjal (On behalf of Brijmohan Lal Om Parkash, Partnership Firm)	Promoter			27927058	0	0	27927058	13.98	27927058	0	27927058	13.98	0	0.00	0	0.00	0	0.00	27927058
	Rahul Munjal	Promoter Group			10620	0	0	10620	0.01	10620	0	10620	0.01	0	0.00	0	0.00	0	0.00	10620
	Renu Munjal	Promoter			111483	0	0	111483	0.06	111483	0	111483	0.06	0	0.00	0	0.00	0	0.00	111483
	Renuka Munjal	Promoter			32480	0	0	32480	0.02	32480	0	32480	0.02	0	0.00	0	0.00	0	0.00	32480
	Santosh Munjal	Promoter			10	0	0	10	0.00	10	0	10	0.00	0	0.00	0	0.00	0	0.00	10
	Suman Kant Munjal	Promoter			71250	0	0	71250	0.04	71250	0	71250	0.04	0	0.00	0	0.00	0	0.00	71250
	Suman Kant Munjal (As Karta of HUF)	Promoter			10833	0	0	10833	0.01	10833	0	10833	0.01	0	0.00	0	0.00	0	0.00	10833
	Sunil Kant Munjal	Promoter Group			32500	0	0	32500	0.02	32500	0	32500	0.02	0	0.00	0	0.00	0	0.00	32500
	Vasudha Dinodia	Promoter Group			32500	0	0	32500	0.02	32500	0	32500	0.02	0	0.00	0	0.00	0	0.00	32500
(b)	Central Government/State Government(s)			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Financial Institutions/Banks			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Any Other			3	40818374	0	0	40818374	20.44	40818374	0	40818374	20.44	0	0.00	0	0.00	0	0.00	40818374
	Body Corporate																			
	Bahadur Chand Investments Private Limited	Promoter			39943238	0	0	39943238	20.00	39943238	0	39943238	20.00	0	0.00	0	0.00	0	0.00	39943238
	Hero FinCorp Limited	Promoter Group			1370	0	0	1370	0.00	1370	0	1370	0.00	0	0.00	0	0.00	0	0.00	1370
	Hero InvestCorp Private Limited	Promoter			873766	0	0	873766	0.44	873766	0	873766	0.44	0	0.00	0	0.00	0	0.00	873766
	Sub-Total (A)(1)			16	69166082	0	0	69166082	34.63	69166082	0	69166082	34.63	0	0.00	0	0.00	0	0.00	69166082
(2)	Foreign																			
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(b)	Government			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Institutions			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Foreign Portfolio Investor			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(e)	Any Other			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Sub-Total (A)(2)			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)			16	69166082	0	0	69166082	34.63	69166082	0	69166082	34.63	0	0.00	0	0.00	0	0.00	69166082



Table IIA - Unclaimed Details

Details of shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights frozen etc.	
No. of Shareholders	No. of shares held
Nil	Nil



Table III - Statement showing shareholding pattern of the Public shareholder

	Category & Name of the Shareholders (I)	PAN (II)	No. of Shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	No. of shares Underlying Depository Receipts (VI)	Total no. of shares held (VII)=(IV+V+VI)	Shareholding calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding, as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
									No. of Voting Rights					Total as a % of (A+B+C)	No. (a)	As a % of total Shares held (b)	No. (a)		As a % of total Shares held (b)
									Class X	Class Y	Total								
(1)	Institutions																		
(a)	Mutual Funds		32	15899319	0	0	15899319	7.96	15899319	0	15899319	7.96	0	0.00	NA	NA		15899319	
	RELIANCE CAPITAL TRUSTEE CO LTD-A/C NIPPON INDIA TAX SAVER (ELSS) FUND		1	2564964	0	0	2564964	1.28	2564964	0	2564964	1.28	0	0.00	NA	NA		2564964	
	UTI - NIFTY EXCHANGE TRADED FUND		1	2038566	0	0	2038566	1.02	2038566	0	2038566	1.02	0	0.00	NA	NA		2038566	
	SBI-ETF NIFTY 50		1	5172965	0	0	5172965	2.59	5172965	0	5172965	2.59	0	0.00	NA	NA		5172965	
(b)	Venture Capital Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	NA		0	
(c)	Alternate Investment Funds		11	561468	0	0	561468	0.28	561468	0	561468	0.28	0	0.00	NA	NA		561468	
(d)	Foreign Venture Capital Investors		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	NA		0	
(e)	Foreign Portfolio Investors		728	68442178	0	0	68442178	34.27	68442178	0	68442178	34.27	0	0.00	NA	NA		68441978	
	LAZARD EMERGING MARKETS EQUITY PORTFOLIO		1	2049149	0	0	2049149	1.03	2049149	0	2049149	1.03	0	0.00	NA	NA		2049149	
	WGI EMERGING MARKETS FUND, LLC		1	5086310	0	0	5086310	2.55	5086310	0	5086310	2.55	0	0.00	NA	NA		5086310	
	HERMES INVESTMENT FUNDS PLC ON BEHALF OF HERMES GLOBAL EMERGING MARKETS FUND		1	2082618	0	0	2082618	1.04	2082618	0	2082618	1.04	0	0.00	NA	NA		2082618	
	GOVERNMENT PENSION FUND GLOBAL		1	2820672	0	0	2820672	1.41	2820672	0	2820672	1.41	0	0.00	NA	NA		2820672	
(f)	Financial Institutions/Banks		28	3901546	0	0	3901546	1.95	3901546	0	3901546	1.95	0	0.00	NA	NA		3856301	
	LIFE INSURANCE CORPORATION OF INDIA P & GS FUND		1	2922909	0	0	2922909	1.46	2922909	0	2922909	1.46	0	0.00	NA	NA		2922909	
(g)	Insurance Companies		14	16656113	0	0	16656113	8.34	16656113	0	16656113	8.34	0	0.00	NA	NA		16656113	
	LIFE INSURANCE CORPORATION OF INDIA		1	11057976	0	0	11057976	5.54	11057976	0	11057976	5.54	0	0.00	NA	NA		11057976	
(h)	Provident Funds/Pension Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	NA		0	
(i)	Any Other						0												
	BENEFICIAL HOLDINGS UNDER MGT-4		4	17358	0	0	17358	0.01	17358	0	17358	0.01	0	0.00	NA	NA		17358	
	QUALIFIED INSTITUTIONAL BUYER		17	2700394	0	0	2700394	1.35	2700394	0	2700394	1.35	0	0.00	NA	NA		2700394	
	Sub-Total (B)(1)		834	108178376	0	0	108178376	54.16	108178376	0	108178376	54.16	0	0.00	NA	NA		108132931	
(2)	Central Government/State Government(s)/President of India		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	NA		0	
	Sub-Total (B)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	NA		0	
(3)	Non-Institutions																		
(a)	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs		165810	13814913	0	0	13814913	6.92	13814913	0	13814913	6.92	0	0.00	NA	NA		12564280	
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs		1	104000	0	0	104000	0.05	104000	0	104000	0.05	0	0.00	NA	NA		104000	
(b)	NBFCs registered with RBI		2	400	0	0	400	0.00	400	0	400	0.00	0	0.00	NA	NA		400	
(c)	Employee Trusts		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	NA		0	
(d)	Overseas Depositories (Holding DRs)(balancing figure)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	NA		0	
(e)	Any Other																		
	TRUSTS		27	3330500	0	0	3330500	1.67	3330500	0	3330500	1.67	0	0.00	NA	NA		3330500	
	NPS TRUST- A/C LIC PENSION FUND SCHEME - STATE GOV		1	2472069	0	0	2472069	1.24	2472069	0	2472069	1.24	0	0.00	NA	NA		2472069	
	NON RESIDENT INDIANS		3285	312689	0	0	312689	0.16	312689	0	312689	0.16	0	0.00	NA	NA		312009	
	CLEARING MEMBERS		213	556815	0	0	556815	0.28	556815	0	556815	0.28	0	0.00	NA	NA		556815	
	NON RESIDENT INDIAN NON REPATRIABLE		1679	457309	0	0	457309	0.23	457309	0	457309	0.23	0	0.00	NA	NA		457309	
	BODIES CORPORATES		975	2814017	0	0	2814017	1.41	2814017	0	2814017	1.41	0	0.00	NA	NA		2787382	
	INVESTOR EDUCATION AND PROTECTION FUND		1	1004187	0	0	1004187	0.50	1004187	0	1004187	0.50	0	0.00	NA	NA		1004187	
	FOREIGN NATIONALS		2	80	0	0	80	0.00	80	0	80	0.00	0	0.00	NA	NA		80	
	Sub-Total (B)(3)		171995	22394910	0	0	22394910	11.21	22394910	0	22394910	11.21	0	0.00	NA	NA		21116962	
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)		172829	130573286	0	0	130573286	65.37	130573286	0	130573286	65.37	0	0.00	NA	NA		129249893	



Table IIIA - Persons acting in concert

Details of the shareholders acting as persons in Concert including their shareholding:			
Name of Shareholder	Name of PAC	No. of shares	Holding %
Total		0	0



Table IIIB - Unclaimed details

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.	
No. of Shareholders	No. of shares held
3	1700



Table IV - Statement showing shareholding pattern of the Non Promoter - Non Public Shareholder

	Category & Name of the Shareholders (I)	PAN (II)	No. of Shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total no. of shares held (VII=IV+V+VI) (VIII)	Shareholding as a % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding, as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (XI)	Number of Locked in Shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
									No. of Voting Rights					Total as a % of (A+B+C)	No.	As a % of total shares held	No.		As a % of total shares held
									Class X	Class Y	Total								
(1)	Custodian/DR Holder		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	NA	0		
(2)	Employee Benefit Trust (under SEBI(Share based Employee Benefit Regulations, 2014)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	NA	0		
	Total Non-Promoter-Non Public Shareholding (C) = (C)(1)+(C)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00			0		



Table V - Statement showing details of significant beneficial owners (SBOs)

Sr. No	Details of the SBO (I)			Details of the registered owner (II)			Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect: (III)		Date of creation / acquisition of significant beneficial interest (IV)
	Name	PAN/ Passport No. in case of a foreign national	Nationality	Name	PAN / Passport No. in case of a foreign national	Nationality	Whether by virtue of:		
							Shares	%	
							Voting rights	%	
							Rights on distributable dividend or any other distribution	%	
							Exercise of control		
							Exercise of significant influence		
1	Pawan Munjal		Indian	Bahadur Chand Investments Private Limited		Indian	Shares	20.00%	30/11/2007
				Pawan Munjal, Renu Munjal and Suman Kant Munjal (on behalf of Brijmohan Lal Om Parkash, Partnership Firm)			Shares	13.98%	30/09/2013
				Hero InvestCorp Private Limited			Shares	0.44%	09/09/2011
				Hero FinCorp Limited			Shares	0.00%	08/06/2007
				Pawan Munjal (As Karta of HUF)			Shares	0.02%	30/09/2011
				Pawan Munjal (Direct Holding)			Shares	0.02%	23/09/2011
2	Suman Kant Munjal		Indian	Bahadur Chand Investments Private Limited		Indian	Shares	20.00%	30/11/2007
				Pawan Munjal, Renu Munjal and Suman Kant Munjal (on behalf of Brijmohan Lal Om Parkash, Partnership Firm)			Shares	13.98%	30/09/2013
				Hero InvestCorp Private Limited			Shares	0.44%	09/09/2011
				Hero FinCorp Limited			Shares	0.00%	08/06/2007
				Suman Kant Munjal (As Karta of HUF)			Shares	0.01%	30/09/2011
				Suman Kant Munjal (Direct Holding)			Shares	0.04%	08/06/2007
3	Renu Munjal		Indian	Bahadur Chand Investments Private Limited		Indian	Shares	20.00%	30/11/2007
				Pawan Munjal, Renu Munjal and Suman Kant Munjal (on behalf of Brijmohan Lal Om Parkash, Partnership Firm)			Shares	13.98%	30/09/2013
				Hero InvestCorp Private Limited			Shares	0.44%	09/09/2011
				Hero FinCorp Limited			Shares	0.00%	08/06/2007
				Renu Munjal (Direct Holding)			Shares	0.06%	11/06/2010
							Shares	(1370 shares)	
4	Renuka Munjal		Indian	Bahadur Chand Investments Private Limited		Indian	Shares	20.00%	30/11/2007
				Pawan Munjal, Renu Munjal and Suman Kant Munjal (on behalf of Brijmohan Lal Om Parkash, Partnership Firm)			Shares	13.98%	30/09/2013
				Hero InvestCorp Private Limited			Shares	0.44%	09/09/2011
				Hero FinCorp Limited			Shares	0.00%	08/06/2007
				Renuka Munjal (Direct Holding)			Shares	0.02%	16/09/2011
							Shares	(1370 shares)	
5	Santosh Munjal		Indian	Bahadur Chand Investments Private Limited		Indian	Shares	20.00%	30/11/2007
				Pawan Munjal, Renu Munjal and Suman Kant Munjal (on behalf of Brijmohan Lal Om Parkash, Partnership Firm)			Shares	13.98%	30/09/2013
				Hero InvestCorp Private Limited			Shares	0.44%	09/09/2011
				Hero FinCorp Limited			Shares	0.00%	08/06/2007
				Santosh Munjal (Direct Holding)			Shares	0.00%	06/05/2016
							Shares	(10 shares)	

Note: In case of each of the five SBOs, the disclosed shares are held by the Registered Owners on behalf of Brijmohan Lal Om Parkash, Partnership Firm in the representative capacity acting together with all partners viz. Mrs. Santosh Munjal, Mrs. Renu Munjal, Mr. Pawan Munjal, Mrs. Renuka Munjal and Mr. Suman Kant Munjal, except their direct holding and holding as Karta of HUF which is given separately.

