

October 11, 2018

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
25th Floor,
Phiroze Jeejeebhoyr 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, 1996

Dear Sirs,

Please find enclosed herewith the following documents in compliance of the Listing Regulations and SEBI (Depositories and Participants) Regulations, 1996:

1. Listing Regulations

- a. Certificate under Regulation 7(3) for the half year ended September 30, 2018.
- b. Shareholding Pattern pursuant to Regulation 31(1) for the quarter ended September 30, 2018.
- c. Certificate under Regulation 40(9) for the half year ended September 30, 2018.

2. SEBI (Depositories and Participants) Regulations, 1996

- a. Reconciliation of Share Capital Audit Report pursuant to Regulation 55A for the quarter ended September 30, 2018.

Kindly take the same on your records.

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

COMPLIANCE CERTIFICATE

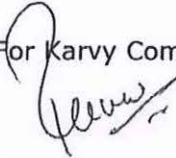
THIS IS TO CERTIFY that, Karvy Computershare Pvt. Ltd (KCPL) is providing Registry and Share Transfer services to HERO MOTOCORP LTD. and having the valid agreement in the form of Memorandum of Understanding (MOU).

FURTHER CERTIFIED that KCPL:

- a. Holds and continues to hold requisite certificate as Category I Registrar & Share Transfer Agent vide SEBI Registration No. INR000000221 issued by Securities Exchange Board of India (SEBI).
- b. Handling all activities in relation to physical share transfer facility and maintaining related Documents/correspondence for all the transactions in physical in respect of the Company as per the regulations.
- c. Maintaining the data in respect of investors holding shares in electronic form (Demat) as received from the depositories.

THIS CERTIFICATE is issued in compliance of Regulation 7(3) of the provisions of SEBI (Listing Obligations and disclosure requirements) Regulations, 2015.


For Karvy Computershare Private Limited



Ramesh Desai
Manager

Place: Hyderabad
Date: 04/10/2018

For Hero MotoCorp Ltd.



Neerja Sharma
Company Secretary

**Karvy Computershare Private Limited**

Corporate office: "Karvy Selenium Tower B", Plot No. 31 & 32, Financial District, Nanakramguda, Gachibowli, Hyderabad- 500 032, Telangana, INDIA. T: +91-40-67162222, 33211000, F: +91-40-23420814, e-mail: support@karvy.com

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T: +91-40-2331-2454/2332-0751/752/251 | F: +91-40-2331-1968 | www.karvy.com | www.karvycomputershare.com | CIN: U72400TG2003PTC041636