

HMCL: NR-2/08 SECT: 16

August 22, 2016

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**

**Ref: Scrip Code: BSE:500182/NSE: HEROMOTOCO.  
ISIN: INE158A01026.**

**Sub: Grant of Options/RsUs to Employees.**

Dear Sir/Madam,

The Nomination and Remuneration Committee in its meeting held on August 22<sup>nd</sup>, 2016 has granted following stock options (Options) and Restricted Stock Units (RSUs):

1) 49,950 Stock Options at an exercise price of Rs. 2469/- per option, vesting in four years in the ratio of 20:20:30:30 in four installments as per ESOP Plan 2016 and 2) 11,194 Restricted Stock Units (Units) at face value of Rs. 2/- per unit vesting in three years in the ratio of 30: 30: 40 in three installments as per RSUs Plan 2016, under the Employees Incentive Scheme 2014, to the certain eligible employees of the Company, being convertible into one equity share of the Company upon vesting subject to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time and the terms of the Scheme 2014.

The vesting of aforesaid Options and Units shall commence from the end of one year, from the date of grant. The aforesaid Options and Units can be exercised within seven years from the date of grant, subject to vesting thereof.

Thanking you.

for Hero MotoCorp Ltd.  
  
(Neerja Sharma)  
Company Secretary  


**Hero MotoCorp Ltd.**

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