

April 14, 2026

Asst. Vice President, Listing Deptt.,
National Stock Exchange of India Ltd.
Exchange Plaza, Plot 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

Subject: Compliance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

Please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended on March 31, 2026 as per Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Request you to kindly take the same on records.

Thanking you,

For Hero MotoCorp Limited

Prabhat Singh
Company Secretary & Compliance Officer

Encl.: As above



SECRETARIAL COMPLIANCE REPORT OF HERO MOTOCORP LIMITED
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

*(Pursuant to Regulation 24A of the Securities & Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015)*

We have examined:

- a) all the documents and records made available to us and explanation provided by Hero MotoCorp Limited CIN: L35911DL1984PLC017354 (hereinafter referred as **the Listed Entity**), having its registered office at The Grand Plaza, Plot No. 2 Nelson Mandela Road, Vasant Kunj - Phase -II, New Delhi, India, 110070,
- b) the filings / submissions made by the Listed Entity to the stock exchanges,
- c) website of the Listed Entity,
- d) any other document / filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2026 ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956, rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"),
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018,
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011,
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018:
Not applicable for the Review Period,
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations"),

Address: First Floor, 14, Rani Jhansi Road, New Delhi – 110055

Email: corporate@sgsassociatesllp.com

Contact: +91-11-41524497



- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: *Not applicable for the Review Period,*
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015,
- h) The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder, and circulars/guidelines issued thereunder.

and circulars / guidelines issued thereunder;

and based on the above examination, We hereby report that during the Review Period:

- (a) The Listed Entity has complied with the provisions of above Regulations and circulars/guidelines issued thereunder, except in respect of the matters specified below:

Sr. No.	Compliance Requirement (Regulations / Circulars/ Guidelines Including specific clause)	Regulation/ Circular No.	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory / Clarification/Fine/ Show Cause Notice/ Warning, etc.					
NIL										

- (b) The Listed Entity has taken the following actions to comply with the observations made in previous reports:

Sr.	Observations/Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2026	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Details of Violation/ deviations and actions taken / penalty imposed, if any, on the Listed Entity	Remedial actions, if any, taken by the Listed Entity	Comments of the PCS on the actions taken by the Listed Entity
Not applicable						



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(c) We hereby report, that during the Review Period the compliance status of the Listed Entity with the following requirement:

Sl. No.	Particulars	Compliance Status (Yes/ No/ NA)	Observations/Remarks by Practicing Company Secretary*
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS), issued by The Institute of Company Secretaries of India (ICSI).	Yes	None
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of the Board of Directors of the Listed Entity.All the policies are in conformity with SEBI Regulations and have been reviewed and timely updated as per the regulations/ circulars/ guidelines issued by SEBI.	Yes Yes	None None
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none">The Listed entity is maintaining a functional website.Timely dissemination of the documents/ information under a separate section on the website.Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.	Yes Yes Yes	None None None

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4.	<u>Disqualification of Director:</u> None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.	Yes	None
5.	<u>Details related to Subsidiaries of Listed Entity:</u> a) Identification of material subsidiary companies. b) Requirements with respect to disclosure of material as well as other subsidiaries.	N.A. Yes	The Listed Entity does not have material subsidiary. None
6.	<u>Preservation of Documents:</u> The Listed Entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival Policy prescribed under the LODR Regulations.	Yes	None
7.	<u>Performance Evaluation:</u> The Listed Entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	None
8.	<u>Related Party Transactions:</u> a) The Listed Entity has obtained prior approval of the Audit Committee for all related party transactions. b) In case no prior approval obtained, the Listed Entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved / ratified /rejected by the Audit Committee.	Yes N.A.	None None



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9.	<u>Disclosure of events or information:</u> The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of the LODR Regulations within the time limits prescribed thereunder.	Yes	None
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) and 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Action has been taken against the Listed Entity/ its promoters/ directors/ subsidiaries, either by the SEBI or by Stock Exchanges (including under the Standard Operating Procedures, issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder. (or) The action taken against the Listed Entity / its Promoters / directors / subsidiaries either by SEBI or by Stock Exchanges are specified in the last column	Yes	None
12.	<u>Resignation of Statutory Auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the Listed Entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by Listed Entities.	N.A.	There was no event of resignation of the statutory auditors during the Review Period in the Listed Entity. Further, the Listed Entity does not have any material subsidiaries.

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13.	<u>No Additional Non-compliances, if any:</u> No additional non-compliances observed for any SEBI Regulations/ circulars/ guidance notes etc., except as reported above.	Yes	None
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(Observations / Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA')

In terms of SEBI Master circular dated January 30, 2026, we further confirm that:

The Listed Entity continues to comply with the following requirement for disclosure of Employee Benefit Scheme documents in terms of Regulations 46(2) (za) of the LODR Regulations:

- a. The Scheme document is uploaded on the website of the Listed Entity,
- b. The documents uploaded on the website have minimum information to be disclosed to the shareholders as per the SEBI SBEB Regulations.

For SGS ASSOCIATES LLP
Company Secretaries
Firm Reg. L2021DE011600

Damodar Prasad Gupta
Digitally signed by
Damodar Prasad
Gupta
Date: 2026.04.14
19:07:39 +05'30'

CS Damodar Prasad Gupta
Practising Company Secretary
Managing Partner
Membership No. F2411
Certificate of Practice No. 1509
ICSI PR No. 7547/2025
ICSI UDIN: F002411H000097396

Date: 14-April-2026
Place: New Delhi

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