

October 10, 2017

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 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, 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, 2017.
- b. Compliance Report on Corporate Governance under Regulation 27(2) for the quarter and half year ended September 30, 2017.
- c. Shareholding Pattern pursuant to Regulation 31(1) for the quarter ended September 30, 2017.
- d. Certificate under Regulation 40(9) for the half year ended September 30, 2017.

2. SEBI (Depositories and Participants) Regulations, 1996

- a. Reconciliation of Share Capital Audit Report pursuant to Regulation 55A for the quarter ended September 30, 2017.

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





ADITI AGARWAL & ASSOCIATES

Company Secretaries

CERTIFICATE UNDER REGULATION 40(9) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

For the Half Year ended on September 30, 2017

I have examined the relevant books and records that were considered necessary of Hero MotoCorp Limited ('Company'), maintained by Karvy Computershare Private Limited, Registrar and Share Transfer Agents, pertaining to transfer of equity shares of the Company for a period from April 01, 2017 to September 30, 2017 for the purpose of issuing the Certificate under Regulation 40(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges. On the basis of such examination as well as information and explanations given, as considered necessary for the purpose of certification, and to the best of my knowledge and belief, I hereby certify that:

- (a) The Company has delivered during the half year ended on September 30, 2017 share Certificates relating to the transfer of shares received during the period from April 01, 2017 to September 30, 2017, within 30 days, as entered in the Memorandum of Transfers from respective date of lodgment of each deed excepting those rejected on technical grounds.
- (b) No requests were lodged with the Company for sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies during the period April 01, 2017 to September 30, 2017.

For M/s Aditi Agarwal & Associates, Company Secretaries

Aditi Gupta

Aditi Gupta
Company Secretary in Whole Time Practice
Membership No: FCS 9410
C.P. No. 10512

Place: New Delhi
Date: October 09, 2017



Certified True Copy
For Hero MotoCorp Ltd.

Neeraj Sharma
Neeraj Sharma
Company Secretary

