

April 12, 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 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. Statement under Regulation 13(3) for the quarter ended March 31, 2018.
- b. Compliance Report on Corporate Governance under Regulation 27(2) for the quarter ended March 31, 2018.
- c. Shareholding Pattern pursuant to Regulation 31(1) for the quarter ended March 31, 2018.
- d. Certificate under Regulation 7(3) for the half year ended March 31, 2018.
- e. Certificate under Regulation 40(9) for the half year ended March 31, 2018.


2. SEBI (Depositories and Participants) Regulations, 1996

- a. Reconciliation of Share Capital Audit Report pursuant to regulation 55A for the quarter ended March 31, 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 NO.: AAACH0812J

Statement of Shareholders' Complaints / Requests for the fourth quarter ended March 31, 2018

S.NO.	Complaints - Types	Balance B/F	Received	Resolved	Under Process/ Balance C/F
1	Non - Receipt of Shares	6	22	21	7
2	Non - receipt of Dividend	14	103	101	16
3	Authorities:				
	SEBI	3	24	23	4
	NSE	0	1	1	0
	BSE	0	0	0	0
	ROC	1	0	1	0
4	Non - receipt of Securities after Transfer/ Transmission/Duplicate/Remat/name correction etc.	0	2	2	0
Total Complaints		24	152	149	27



COMPLIANCE CERTIFICATE

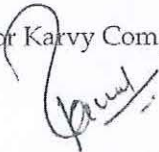
THIS IS TO CERTIFY that, Karvy Computershare Pvt. Ltd (KCPL) is providing Registry and Share Transfer services to HERO MOTOCORP LIMITED and having the valid agreement in the form of Memorandum of Understanding (MOU).

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


G Ramesh Desai
Manager
Place : Hyderabad
Date :03/04/2018

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

Registered Office: Karvy House, 46, Avenue 4, Street No.1, Banjara Hills, Hyderabad - 500 034.
T: +91-40-2331-2454/2332-0751/753/261 | F: +91-40-2331-1968 | www.karvy.com | www.karvycomputershare.com | CIN: U72400TG2003PTC041636

Australia | Bahrain | Canada | Channel Islands | Germany | Hong Kong | Ireland | New Zealand | Philippines | South Africa | United Kingdom | USA.



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 March 31, 2018

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 October 01, 2017 to March 31, 2018 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 March 31, 2018 share Certificates relating to the transfer of shares received during the period from **October 01, 2017 to March 31, 2018**, 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 **October 01, 2017 to March 31, 2018**.

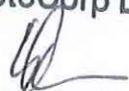
For M/s Aditi Agarwal & Associates, Company Secretaries



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

Place: New Delhi
Date: April 11, 2018

Certified True Copy
For Hero MotoCorp Ltd.


Neerja Sharma
Company Secretary



SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1ST Floor, Defence Colony, New Delhi - 110 024
Tel. : (011) 4679 0000, Fax : (011) 4679 0012
e-mail : contact@cssanjaygrover.in
website : www.cssanjaygrover.in

THE BOARD OF DIRECTORS
HERO MOTOCORP LIMITED
34, COMMUNITY CENTRE,
BASANT LOK, VASANT VIHAR,
NEW DELHI- 110057

CERTIFICATE RECONCILIATION OF SHARE CAPITAL AUDIT


1. Quarter Ended : March 31, 2018
2. ISIN : INE158A01026
3. Face Value : Rs. 2/- each
4. Name & CIN of the Company : HERO MOTOCORP LIMITED
L35911DL1984PLC017354
5. Registered Office Address : 34, Community Centre, Basant Lok, Vasant
Vihar, New Delhi-110057
6. Correspondence Address : 34, Community Centre, Basant Lok, Vasant
Vihar, New Delhi-110057
7. Telephone & Fax No. : Tel. No. : 011-46044100,
Fax No. : 011-26143321
8. E-mail address : Neerja.sharma@heromotocorp.com
9. Name of the Stock Exchanges where the Company's securities are listed:

- a) BSE Limited
- b) The National Stock Exchange of India Limited

S.No.	Particulars	Number of shares	% of Total Issued Capital
10.	Issued Capital	19,97,11,455	100.00
11.	Listed Capital (Exchange wise)		
	a) BSE Limited.	19,97,11,455	100.00
	b) National Stock Exchange of India Ltd.	19,97,11,455	100.00
12.	Held in dematerialized form in CDSL	25,99,631	1.30
13.	Held in dematerialized form in NSDL	19,50,88,879	97.69
14.	Physical Holdings	20,22,945	1.01
15.	Total No. of Shares (12+13+14)	19,97,11,455	100.00



Certified True Copy
For Hero MotoCorp Ltd.


Neerja Sharma
Company Secretary



SANJAY GROVER & ASSOCIATES

16. Reasons for difference if any, between: (10&11), (10&15), (11&15):-

-----N.A.-----

17. Details of changes in Share Capital during the quarter under consideration as per Table below:

S No.	Particulars	No. of Shares	Applied /Not Applied for listing	Listed on Stock Exchange	Whether intimated to CDSL	Whether intimated to NSDL	In -principal, approval, pending for SE
1.	Increase – Rights Issue						
2.	Bonus Issue						
3.	Preferential Issue						
4.	Initial Public Offer						
5.	Re-issue of Forfeited Shares						
6.	Employee Stock Option exercised	4,434	Applied	Yes	Yes	Yes	No
7.	Amalgamation / Scheme of Arrangement						
8.	Conversion of Loans /Debentures						
9.	Any other (to specify)						
	Total (A)	4,434					
10.	Decrease- Buy-back						
11.	Capital Reduction						
12.	Forfeiture	-----	-----	N.A.	-----	-----	-----
13.	Amalgamation / Scheme of Arrangement						
14.	Any other (to specify)						
	Total (B)	-	-	-	-	-	-
	Net Increase/ Decrease(A-B)	4,434	-	-	-	-	-



Certified True Copy
For Hero MotoCorp Ltd.

(Signature)

Neerja Sharma
Company Secretary



SANJAY GROVER & ASSOCIATES

18. Register of Members is updated (Yes/No): Yes

19. Reference of previous quarter with regards to excess dematerialization of shares:

-----N.A.-----

20. Has the Company resolved the matter mentioned in point no. 19 above in the current quarter?

-----N.A.-----

21. Total number of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay:

Total No. of requests	No. of requests	No. of shares	Reasons for delay
Confirmed after 21 days	NIL	NIL	N.A.
Pending, for more than 21 days	NIL	NIL	N.A.

22. Name, Telephone & Fax No. of the Compliance Officer of the Company.

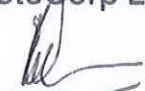
Name	Telephone	Fax No.
Ms. Neerja Sharma	011-46044100	011-26143321

23. Name, Address, Telephone No. & Registration No. of Auditor:

Name	Address	Tel. No.	Firm Registration No.
Sanjay Grover	Sanjay Grover & Associates, Company Secretaries B-88, First Floor, Defence Colony, New Delhi - 110024	011- 46790000	P2001DE052900



Certified True Copy
For Hero MotoCorp Ltd.


Neerja Sharma
Company Secretary


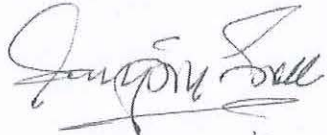
SANJAY GROVER & ASSOCIATES

24. Common Agency for Share Registry work:

Name : Karvy Computershare Private Limited
Address : Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District,
Nanakramguda, Hyderabad-500032

25. Any other detail that the Auditor may like to provide:

Out of the Total Issue Share Capital of the Company 9,78,772 (Nine Lakh Seventy Eight Thousand Seven Hundred and Seventy Two) shares were credited to the DEMAT Account of Investor Education and Protection Fund (IEPF) Authority in accordance with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, till date.

 <p>Date : April 12, 2018 Place: New Delhi</p>	<p>For SANJAY GROVER & ASSOCIATES COMPANY SECRETARIES FIRM REGISTRATION No.: P2001DE052900</p>  <p>SANJAY GROVER MANAGING PARTNER FCS No. 4223 CP No. 3850</p>
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Certified True Copy
For Hero MotoCorp Ltd.



Neerja Sharma
Company Secretary