

October 11, 2019

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

Sub: Compliances under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and SEBI (Depositories and Participants) Regulations, 2018

Dear Sirs,

Please find enclosed herewith the following documents in compliance with:

1. Listing Regulations

- (a) Statement under Regulation 13(3) for the quarter ended September 30, 2019.
- (b) Shareholding Pattern pursuant to Regulation 31(1) for the quarter ended September 30, 2019.
- (c) Certificate under Regulation 40(9) for the half year ended September 30, 2019.


2. SEBI (Depositories and Participants) Regulations, 2018

- (a) Reconciliation of Share Capital Audit Report pursuant to Regulation 76 for the quarter ended September 30, 2019.


Kindly take the same on your records.

Thanking you,

For Hero MotoCorp Ltd.


(Neerja Sharma)
Company Secretary & Chief Compliance Officer




Encl.: As above

Statement of Shareholders' Complaints / Requests for the second quarter ended September 30, 2019

S. No.	Complaints - Types	Balance B/F	Received	Resolved	Under Process / Balance C/F
1	Non - receipt of Shares	0	11	11	0
2	Non - receipt of Dividend	0	80	80	0
3	Authorities:				
	SEBI	7	16	19	4
	NSE	0	1	1	0
	BSE	0	2	1	1
	ROC	0	0	0	0
4	Non - receipt of Securities after Transfer/ Transmission/Duplicate/Remat/name correction etc.	0	1	1	0
Total Complaints		7	111	113	5



Shareholding pattern for the Quarter ended 30-09-2019

- 1 Name of Listed Entity : HERO MOTOCORP LTD.
2 Scrip Code/Name of Scrip/Class of Security : HEROMOTOCO (NSE); 500182 (BSE) - Equity shares
3 Share Holding Pattern Filed under : Reg. 31(1)(b)
4 Share Holding Pattern as on : 30th September, 2019
5 Declaration : The Listed entity is required to submit the following declaration to the extent of submission of information:

S. No.	Particulars	Yes/No
1	Whether the Listed Entity has issued any partly paid up shares?	No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?	No
3	Whether the Listed Entity has any shares against which depository receipts are issued?	No
4	Whether the Listed Entity has any shares in locked-in?	No
5	Whether any shares held by promoters are pledge or otherwise encumbered?	No
6	Whether the Listed Entity has any significant beneficial owner?	Yes



Table I - Summary Statement holding of specified securities

Category (I)	Category of shareholder (II)	No. of Shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total no. of shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (As a % of (A+B+C2)) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (XI)	Number of Locked in Shares (XII)		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form (XIV)	
								No. of Voting Rights					Total as a % of (A+B+C)	No. (a)	As a % of total Shares held (b)	No. (a)		As a % of total Shares held (b)
								Class X	Class Y	Total								
(A)	Promoter & Promoter Group	16	69166082	0	0	69166082	34.63	69166082	0	69166082	34.63	0	0.00	0	0.00	69166082		
(B)	Public	133567	130560802	0	0	130560802	65.37	130560802	0	130560802	65.37	0	0.00	NA	NA	129134607		
(C)	Non Promoter-Non Public																	
(C1)	Shares underlying DRs	0	0	0	0	0	NA	0	0	0	0.00	0	0.00	NA	NA	0		
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	NA	0		
	Total	133583	199726884	0	0	199726884	100.00	199726884	0	199726884	100.00	0	0.00	0	0.00	198300689		



Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

	Category & Name of the Shareholders (I)	Promoter / Promoter Group	PAN (II)	No. of shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	No. of shares Underlying Depository Receipts (VI)	Total no. of shares held (VII = IV+V+VI)	Shareholding calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) as a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
										No. of Voting Rights					Total as a % of (A+B+C)	No. (a)	As a % of total shares held (b)	No. (a)		As a % of total shares held (b)
										Class X	Class Y	Total								
(1)	Indian																			
(a)	Individuals/Hindu undivided Family			13	28347708	0	0	28347708	14.19	28347708	0	28347708	14.19	0	0.00	0	0.00	0	0.00	28347708
	Abhimanyu Munjal	Promoter Group	AHXPM6486C		10620	0	0	10620	0.01	10620	0	10620	0.01	0	0.00	0	0.00	0	0.00	10620
	Aniesha Munjal	Promoter Group	ABMPM8651J		32500	0	0	32500	0.02	32500	0	32500	0.02	0	0.00	0	0.00	0	0.00	32500
	Pawan Munjal	Promoter	ACGPM7510D		43354	0	0	43354	0.02	43354	0	43354	0.02	0	0.00	0	0.00	0	0.00	43354
	Pawan Munjal (As Karta of HUF)	Promoter	AAHP8709F		32500	0	0	32500	0.02	32500	0	32500	0.02	0	0.00	0	0.00	0	0.00	32500
	Pawan Munjal, Renu Munjal and Suman Kant Munjal (On behalf of Brijmohan Lal Om Parkash, Partnership Firm)	Promoter	AABFB0636L		27927058	0	0	27927058	13.98	27927058	0	27927058	13.98	0	0.00	0	0.00	0	0.00	27927058
	Rahul Munjal	Promoter Group	AIZPM7525R		10620	0	0	10620	0.01	10620	0	10620	0.01	0	0.00	0	0.00	0	0.00	10620
	Renu Munjal	Promoter	AIBPM4926G		111483	0	0	111483	0.06	111483	0	111483	0.06	0	0.00	0	0.00	0	0.00	111483
	Renuka Munjal	Promoter	ADQPM8086R		32480	0	0	32480	0.02	32480	0	32480	0.02	0	0.00	0	0.00	0	0.00	32480
	Santosh Munjal	Promoter	ADZPM3513A		10	0	0	10	0.00	10	0	10	0.00	0	0.00	0	0.00	0	0.00	10
	Suman Kant Munjal	Promoter	ABMPM8075A		71250	0	0	71250	0.04	71250	0	71250	0.04	0	0.00	0	0.00	0	0.00	71250
	Suman Kant Munjal (As Karta of HUF)	Promoter	AALHS3160E		10833	0	0	10833	0.01	10833	0	10833	0.01	0	0.00	0	0.00	0	0.00	10833
	Sunil Kant Munjal	Promoter Group	AIBPM4928J		32500	0	0	32500	0.02	32500	0	32500	0.02	0	0.00	0	0.00	0	0.00	32500
	Vasudha Dinodia	Promoter Group	AIBPM4927H		32500	0	0	32500	0.02	32500	0	32500	0.02	0	0.00	0	0.00	0	0.00	32500
(b)	Central Government/State Government(s)			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Financial Institutions/Banks			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Any Other			3	40818374	0	0	40818374	20.44	40818374	0	40818374	20.44	0	0.00	0	0.00	0	0.00	40818374
	Body Corporate																			
	Bahadur Chand Investments Private Limited	Promoter	AAACB6706F		39943238	0	0	39943238	20.00	39943238	0	39943238	20.00	0	0.00	0	0.00	0	0.00	39943238
	Hero FinCorp Limited	Promoter Group	AAACH0157J		1370	0	0	1370	0.00	1370	0	1370	0.00	0	0.00	0	0.00	0	0.00	1370
	Hero InvestCorp Private Limited	Promoter	AAACP9824A		873766	0	0	873766	0.44	873766	0	873766	0.44	0	0.00	0	0.00	0	0.00	873766
	Sub-Total (A)(1)			16	69166082	0	0	69166082	34.63	69166082	0	69166082	34.63	0	0.00	0	0.00	0	0.00	69166082
(2)	Foreign																			
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(b)	Government			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Institutions			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Foreign Portfolio Investor			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(e)	Any Other			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Sub-Total (A)(2)			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)			16	69166082	0	0	69166082	34.63	69166082	0	69166082	34.63	0	0.00	0	0.00	0	0.00	69166082



Table IIA - Unclaimed Details

Details of shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights frozen etc.	
No. of Shareholders	No. of shares held
Nil	Nil



Table III - Statement showing shareholding pattern of the Public shareholder

	Category & Name of the Shareholders (I)	PAN (II)	No. of Shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	No. of shares Underlying Depository Receipts (VI)	Total no. of shares held (VII)=(IV+V+VI)	Shareholding calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding, as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
									No. of Voting Rights					Total as a % of (A+B+C)	No. (a)	As a % of total Shares held (b)	No. (a)		As a % of total Shares held (b)
									Class X	Class Y	Total								
(1)	Institutions																		
(a)	Mutual Funds		35	14606311	0	0	14606311	7.31	14606311	0	14606311	7.31	0	0	0.00	NA	NA	14605731	
	RELIANCE CAPITAL TRUSTEE CO, LTD. -A/C RELIANCE TAX SAVER (ELSS) FUND	AAATRO090B	1	2042057	0	0	2042057	1.02	2042057	0	2042057	1.02	0	0	0.00	NA	NA	2042057	
	UTI - MARKETSHARE UNIT SCHEME	AAATU1088L	1	2070346	0	0	2070346	1.04	2070346	0	2070346	1.04	0	0	0.00	NA	NA	2070346	
	SBI EQUITY HYBRID FUND	AABTS6407Q	1	5923220	0	0	5923220	2.97	5923220	0	5923220	2.97	0	0	0.00	NA	NA	5923220	
(b)	Venture Capital Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0.00	NA	NA	0	
(c)	Alternate Investment Funds		6	468464	0	0	468464	0.23	468464	0	468464	0.23	0	0	0.00	NA	NA	468464	
(d)	Foreign Venture Capital Investors		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0.00	NA	NA	0	
(e)	Foreign Portfolio Investors		734	72854152	0	0	72854152	36.48	72854152	0	72854152	36.48	0	0	0.00	NA	NA	72853942	
	LAZARD EMERGING MARKETS EQUITY PORTFOLIO	AAAAL0206A	1	2601659	0	0	2601659	1.30	2601659	0	2601659	1.30	0	0	0.00	NA	NA	2601659	
	WGI EMERGING MARKETS FUND, LLC	AAACW6659C	1	3650980	0	0	3650980	1.83	3650980	0	3650980	1.83	0	0	0.00	NA	NA	3650980	
	GOVERNMENT PENSION FUND GLOBAL	AACCN1454E	1	2865672	0	0	2865672	1.43	2865672	0	2865672	1.43	0	0	0.00	NA	NA	2865672	
(f)	Financial Institutions/Banks		31	3874817	0	0	3874817	1.94	3874817	0	3874817	1.94	0	0	0.00	NA	NA	3828602	
	LIFE INSURANCE CORPORATION OF INDIA P & GS FUND	AAACL0582H	1	2895864	0	0	2895864	1.45	2895864	0	2895864	1.45	0	0	0.00	NA	NA	2895864	
(g)	Insurance Companies		13	16491562	0	0	16491562	8.26	16491562	0	16491562	8.26	0	0	0.00	NA	NA	16491562	
	LIFE INSURANCE CORPORATION OF INDIA	AAACL0582H	1	11057976	0	0	11057976	5.54	11057976	0	11057976	5.54	0	0	0.00	NA	NA	11057976	
(h)	Provident Funds/Pension Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0.00	NA	NA	0	
(i)	Any Other																		
	BENEFICIAL HOLDINGS UNDER MGT-4		3	12008	0	0	12008	0.01	12008	0	12008	0.01	0	0	0.00	NA	NA	12008	
	QUALIFIED INSTITUTIONAL BUYER		18	2817205	0	0	2817205	1.41	2817205	0	2817205	1.41	0	0	0.00	NA	NA	2817205	
	Sub-Total (B)(1)		840	111124519	0	0	111124519	55.64	111124519	0	111124519	55.64	0	0	0.00	NA	NA	111077514	
(2)	Central Government/State Government(s)/President of India		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0.00	NA	NA	0	
	Sub-Total (B)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0.00	NA	NA	0	
(3)	Non-Institutions																		
(a)	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs		127132	12351421	0	0	12351421	6.18	12351421	0	12351421	6.18	0	0	0.00	NA	NA	11011416	
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs		1	104000	0	0	104000	0.05	104000	0	104000	0.05	0	0	0.00	NA	NA	104000	
(b)	NBFCs registered with RBI		2	380	0	0	380	0.00	380	0	380	0.00	0	0	0.00	NA	NA	380	
(c)	Employee Trusts		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0.00	NA	NA	0	
(d)	Overseas Depositories (Holding DRs)(balancing figure)		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0.00	NA	NA	0	
(e)	Any Other																		
	TRUSTS		24	2878527	0	0	2878527	1.44	2878527	0	2878527	1.44	0	0	0.00	NA	NA	2878527	
	NPS TRUST- A/C LIC PENSION FUND SCHEME - STATE GOV	AABTN0648L	1	2026011	0	0	2026011	1.01	2026011	0	2026011	1.01	0	0	0.00	NA	NA	2026011	
	NON RESIDENT INDIANS		2990	265647	0	0	265647	0.13	265647	0	265647	0.13	0	0	0.00	NA	NA	264967	
	CLEARING MEMBERS		132	271387	0	0	271387	0.14	271387	0	271387	0.14	0	0	0.00	NA	NA	271387	
	NON RESIDENT INDIAN NON REPATRIABLE		1507	345533	0	0	345533	0.17	345533	0	345533	0.17	0	0	0.00	NA	NA	345533	
	BODIES CORPORATES		936	2224235	0	0	2224235	1.11	2224235	0	2224235	1.11	0	0	0.00	NA	NA	2185730	
	INVESTOR EDUCATION AND PROTECTION FUND		1	995073	0	0	995073	0.50	995073	0	995073	0.50	0	0	0.00	NA	NA	995073	
	FOREIGN NATIONALS		2	80	0	0	80	0.00	80	0	80	0.00	0	0	0.00	NA	NA	80	
	Sub-Total (B)(3)		132727	19436283	0	0	19436283	9.73	19436283	0	19436283	9.73	0	0	0.00	NA	NA	18057093	
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)		133567	130560802	0	0	130560802	65.37	130560802	0	130560802	65.37	0	0	0.00	NA	NA	129134607	



Table IIIA - Persons acting in concert

Details of the shareholders acting as persons in Concert including their shareholding:				
Name of Shareholder		Name of PAC	No. of shares	Holding %
Total			0	0



Table IIIB - Unclaimed details

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.	
No. of Shareholders	No. of shares held
3	1700



Table IV - Statement showing shareholding pattern of the Non Promoter - Non Public Shareholder

	Category & Name of the Shareholders (I)	PAN (II)	No. of Shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total no. of shares held (VII=IV+V+VI)	Shareholding as a % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding, as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (XI)	Number of Locked in Shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
									No. of Voting Rights					Total as a % of (A+B+C)	No.	As a % of total shares held	No.		As a % of total shares held
									Class X	Class Y	Total								
(1)	Custodian/DR Holder		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	NA	0		
(2)	Employee Benefit Trust (under SEBI(Share based Employee Benefit) Regulations, 2014)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	NA	0		
	Total Non-Promoter-Non Public Shareholding (C) = (C)(1)+(C)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00			0		



Table V - Statement showing details of significant beneficial owners (SBOs)

Sr. No	Details of the SBO (I)			Details of the registered owner (II)			Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect: (III)		Date of creation / acquisition of significant beneficial interest (IV)
	Name	PAN/ Passport No. in case of a foreign national	Nationality	Name	PAN / Passport No. in case of a foreign national	Nationality	Whether by virtue of:		
							Shares	%	
							Voting rights	%	
							Rights on distributable dividend or any other distribution	%	
							Exercise of control		
							Exercise of significant influence		
1	Pawan Munjal	ACGPM7510D	Indian	Bahadur Chand Investments Private Limited	AAACB6706F	Indian	Shares	20.00%	30/11/2007
				Pawan Munjal, Renu Munjal and Suman Kant Munjal (on behalf of Brijmohan Lal Om Parkash, Partnership Firm)	AABFB0636L		Shares	13.98%	30/09/2013
				Hero InvestCorp Private Limited	AAACP9824A		Shares	0.44%	09/09/2011
				Hero FinCorp Limited	AAACH0157J		Shares	0.00%	08/06/2007
				Pawan Munjal (As Karta of HUF)	AAHP8709F		Shares	0.02%	30/09/2011
				Pawan Munjal (Direct Holding)	ACGPM7510D		Shares	0.02%	23/09/2011
2	Suman Kant Munjal	ABMPM8075A	Indian	Bahadur Chand Investments Private Limited	AAACB6706F	Indian	Shares	20.00%	30/11/2007
				Pawan Munjal, Renu Munjal and Suman Kant Munjal (on behalf of Brijmohan Lal Om Parkash, Partnership Firm)	AABFB0636L		Shares	13.98%	30/09/2013
				Hero InvestCorp Private Limited	AAACP9824A		Shares	0.44%	09/09/2011
				Hero FinCorp Limited	AAACH0157J		Shares	0.00%	08/06/2007
				Suman Kant Munjal (As Karta of HUF)	AALHS3160E		Shares	0.01%	30/09/2011
				Suman Kant Munjal (Direct Holding)	ABMPM8075A		Shares	0.04%	08/06/2007
3	Renu Munjal	AIBPM4926G	Indian	Bahadur Chand Investments Private Limited	AAACB6706F	Indian	Shares	20.00%	30/11/2007
				Pawan Munjal, Renu Munjal and Suman Kant Munjal (on behalf of Brijmohan Lal Om Parkash, Partnership Firm)	AABFB0636L		Shares	13.98%	30/09/2013
				Hero InvestCorp Private Limited	AAACP9824A		Shares	0.44%	09/09/2011
				Hero FinCorp Limited	AAACH0157J		Shares	0.00%	08/06/2007
				Renu Munjal (Direct Holding)	AIBPM4926G		Shares	0.06%	11/06/2010
4	Renuka Munjal	ADQPM8086R	Indian	Bahadur Chand Investments Private Limited	AAACB6706F	Indian	Shares	20.00%	30/11/2007
				Pawan Munjal, Renu Munjal and Suman Kant Munjal (on behalf of Brijmohan Lal Om Parkash, Partnership Firm)	AABFB0636L		Shares	13.98%	30/09/2013
				Hero InvestCorp Private Limited	AAACP9824A		Shares	0.44%	09/09/2011
				Hero FinCorp Limited	AAACH0157J		Shares	0.00%	08/06/2007
				Renuka Munjal (Direct Holding)	ADQPM8086R		Shares	0.02%	16/09/2011
5	Santosh Munjal	ADZPM3513A	Indian	Bahadur Chand Investments Private Limited	AAACB6706F	Indian	Shares	20.00%	30/11/2007
				Pawan Munjal, Renu Munjal and Suman Kant Munjal (on behalf of Brijmohan Lal Om Parkash, Partnership Firm)	AABFB0636L		Shares	13.98%	30/09/2013
				Hero InvestCorp Private Limited	AAACP9824A		Shares	0.44%	09/09/2011
				Hero FinCorp Limited	AAACH0157J		Shares	0.00%	08/06/2007
				Santosh Munjal (Direct Holding)	ADZPM3513A		Shares	0.00%	06/05/2016

Note: In case of each of the five SBOs, the disclosed shares are held by the Registered Owners on behalf of Brijmohan Lal Om Parkash, Partnership Firm in the representative capacity acting together with all partners viz. Mrs. Santosh Munjal, Mrs. Renu Munjal, Mr. Pawan Munjal, Mrs. Renuka Munjal and Mr. Suman Kant Munjal, except their direct holding and holding as Karta of HUF which is given separately.





**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, 2019

I have examined the relevant books and records that were considered necessary of Hero MotoCorp Limited ('Company'), maintained by Karvy Fintech Private Limited, Registrar and Share Transfer Agent, pertaining to transfer of equity shares of the Company for the period from April 01, 2019 to September 30, 2019 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 issued during the half year ended on September 30, 2019, share Certificates relating to the requests for transfer, consolidation, renewal and sub-division, received during the period from **April 01, 2019 to September 30, 2019**, within 30 days, as entered in the Memorandum of Transfers from respective dates of lodgement except those rejected on technical grounds.
- (b) No requests were lodged with the Company for exchange or endorsement of calls/allotment monies, as not being applicable, during the period **April 01, 2019 to September 30, 2019**.

For M/s Aditi Agarwal & Associates, Company Secretaries

Aditi Gupta
Company Secretary in Whole Time Practice
Membership No: FCS 9410
C.P. No. 10512
UDIN: F009410A000044445

Place: New Delhi
Date: October 11, 2019



**Certified True Copy
For Hero MotoCorp Ltd.**

**Company Secretary &
Chief Compliance Officer**

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 : September 30, 2019
2. ISIN : INE158A01026
3. Face Value : Rs. 2/- each
4. Name of the Company along with CIN : **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, 26142451
Fax No. : 011-26143321
8. E-mail Address : neerja.sharma@heromotocorp.com
9. Name of the Stock Exchanges where the Company's equity Shares are listed:
 - a) BSE Limited
 - b) National Stock Exchange of India Limited

S. No.	Particulars	Number of Equity shares	% of Total Issued equity Capital
10.	Issued Capital	19,97,26,884	100.00
11.	Listed Capital (Exchange wise)		
	a) BSE Limited.	19,97,26,884	100.00
	b) National Stock Exchange of India Ltd.	19,97,26,884	100.00
12.	Held in dematerialized form in CDSL	33,30,111	1.67
13.	Held in dematerialized form in NSDL	19,49,70,578	97.62
14.	Physical Holdings	14,26,195	0.71
15.	Total No. of Shares (12+13+14)	19,97,26,884	100.00



**Certified True Copy
For Hero MotoCorp Ltd.**


**Company Secretary &
Chief Compliance Officer**

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 Demat 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 & Fax No., Firm Registration No. of Auditor:

Name	Address	Tel. No.	Fax No.	Firm Registration No.
Sanjay Grover (Membership No.: F4223)	Sanjay Grover & Associates, Company Secretaries B-88, First Floor, Defence Colony, New Delhi – 110024	011- 46790000	011- 46790012	P2001DE052900



Certified True Copy
For Hero MotoCorp Ltd.


Company Secretary &
Chief Compliance Officer

SANJAY GROVER & ASSOCIATES


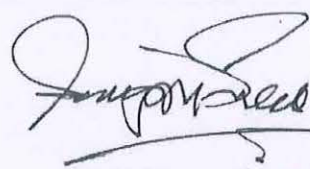
24. Common Agency for Share Registry work:

Name : Karvy Fintech Private Limited (formerly known as Karvy Computershare Private Limited)

Address : Karvy Selenium, Tower B, Plot No.31&32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad- 500032

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

----- NIL -----

 <p>Date: October 09, 2019 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 UDIN: F004223A000043108</p>
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**Certified True Copy
For Hero MotoCorp Ltd.**



**Company Secretary &
Chief Compliance Officer**