

August 11, 2021

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**  
25<sup>th</sup> Floor,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
MUMBAI - 400 001  
Scrip Code: 500182

**Sub: Compliance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Re.: Intimation of allotment of shares and grant of RSUs and PRSUs**

Dear Sirs,

This is to inform you that the Nomination & Remuneration Committee (NRC) of the Company at its meeting held today has allotted 4,311 equity shares of face value of Rs. 2/- each to the eligible employees of the Company who have exercised their stock options under the following Plans framed under Employee Incentive Scheme 2014.

Name of the Plan	No. of shares allotted
Employee Stock Option Plan, 2016	336
Employee Stock Option Plan, 2017	175
Employee Stock Option Plan, 2018	3,200
Employee Stock Option Plan, 2019	600
<b>Total</b>	<b>4,311</b>

These shares shall rank pari passu with the existing equity shares of the Company in all respects. With this allotment, the paid-up share capital of the Company has increased to Rs. 39,95,88,400 divided into 19,97,94,200 equity shares of face value of Rs. 2/- each.

Further, the NRC has approved the grant of:

1) Restricted Stock Units (RSUs)

Grant of 39,210 Restricted Stock Units (RSUs) at face value of Rs. 2/- per unit vesting in three years in the ratio of 33.33%:33.33%:33.33% as per RSU Plan, 2021 to certain eligible employees of the Company.

2) Performance Restricted Stock Units (PRSUs)

Grant of 34,895 Performance Restricted Stock Units (PRSUs) at face value of Rs. 2/- per unit vesting after completion of three years as per PRSU Plan, 2021 to certain eligible employees of the Company.

RSUs & PRSU's are convertible into one equity share of the Company each upon vesting, subject to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time and in terms of the Employee Incentive Scheme 2014.

The vesting of the aforesaid RSUs shall commence from the end of first year, from the date of grant. The aforesaid RSUs can be exercised within 12 months from the date of vesting whereas vesting of PRSU's shall commence after completion of three years from the date of Grant and can be exercised within 12 months from the date of vesting.

Kindly take the same on records.

Thanking you,

**For Hero MotoCorp Limited**

A handwritten signature in blue ink, appearing to read 'Neerja Sharma', with a horizontal line underneath.

**(Neerja Sharma)**  
**Company Secretary & Chief Compliance Officer**