

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



ADITI AGARWAL & ASSOCIATES

Company Secretaries

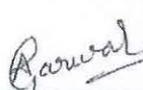
**CERTIFICATE UNDER REGULATION 40(9) OF SECURITIES AND EXCHANGE
BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)
REGULATIONS, 2015**

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**.

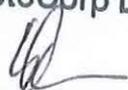
For M/s Aditi Agarwal & Associates, Company Secretaries



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

