

April 11, 2019

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

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

Dear Sirs,

Please find enclosed herewith the following documents in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Depositories and Participants) Regulations, 2018:

**1. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

- (a) Certificate under Regulation 7(3) for the half year ended March 31, 2019.
- (b) Statement under Regulation 13(3) for the quarter ended March 31, 2019.
- (c) Compliance Report on Corporate Governance pursuant to Regulation 27(2) for the quarter ended March 31, 2019.
- (d) Shareholding Pattern pursuant to Regulation 31(1) for the quarter ended March 31, 2019.
- (e) Certificate under Regulation 40(9) for the half year ended March 31, 2019.

Further, with reference to our letter dated March 29, 2019, wherein we informed that a meeting of the Board of Directors has been scheduled for April 26, 2019, *inter-alia*, to consider and approve the Audited Standalone and Consolidated Financial Results for the quarter and financial year ended March 31, 2019, we wish to inform that an earnings conference call with analysts/ investors is being scheduled on **Friday, April 26, 2019**.

**2. SEBI (Depositories and Participants) Regulations, 2018**

- (a) Reconciliation of Share Capital Audit Report pursuant to Regulation 76 for the quarter ended March 31, 2019.

Kindly take the same on your records.

Thanking you,

For Hero MotoCorp Ltd.



(Neerja Sharma)  
Company Secretary & Chief Compliance Officer



Encl.: As above

**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 March 31, 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 Agents, pertaining to transfer of equity shares of the Company for the period from October 01, 2018 to March 31, 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 March 31, 2019, share Certificates relating to the requests for transfer, renewal and sub-division, received during the period from **October 01, 2018 to March 31, 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 consolidation, exchange or endorsement of calls/allotment monies during the period **October 01, 2018 to March 31, 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



Place: New Delhi  
Date: April 11, 2019

Certified True Copy  
For Hero MotoCorp Ltd.

**Neerja Sharma**  
Company Secretary