

April 15, 2020

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**  
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 ("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) Compliance Report on Corporate Governance pursuant to Regulation 27(2) for the quarter ended March 31, 2020
- (b) Shareholding Pattern pursuant to Regulation 31(1) for the quarter ended March 31, 2020
- (c) Certificate under Regulation 40(9) for the half year ended March 31, 2020

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

- (a) Reconciliation of Share Capital Audit Report pursuant to Regulation 76 for the quarter ended March 31, 2020

Kindly take the same on your records.

Thanking you,

**For Hero MotoCorp Ltd.**



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



Encl.: As above



**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, 2020**

I have examined the relevant books and records that were considered necessary of Hero MotoCorp Limited ('Company'), maintained by KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited), Registrar and Share Transfer Agent, pertaining to transfer of equity shares of the Company for the period from October 01, 2019 to March 31, 2020 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, 2020, share certificates relating to the requests which were received during the period from **October 01, 2019 to March 31, 2020**, within 15 days for transfer and 30 days for renewal, 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 sub-division, consolidation, and exchange or endorsement of calls/allotment monies, as not being applicable, during the period **October 01, 2019 to March 31, 2020**.

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: F009410B000156801  
Place: New Delhi  
Date: April 15, 2020

