

April 13, 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
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 following documents in compliance with:

(1) Listing Regulations:

- a) Compliance Report on Corporate Governance pursuant to Regulation 27(2) for the quarter and year ended March 31, 2021.
- b) Statement under Regulation 13(3) for the quarter ended March 31, 2021.
- c) Shareholding Pattern pursuant to Regulation 31(1) for the quarter ended March 31, 2021.
- d) Certificate under Regulation 40(9) for the half year ended March 31, 2021.
- e) Certificate under Regulation 7(3) for the half year ended March 31, 2021.

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

- (a) Certificate under Regulation 74(5) for the quarter ended March 31, 2021.
- (b) Reconciliation of Share Capital Audit Report pursuant to Regulation 76 for the quarter ended March 31, 2021.

Kindly take the same on your records.

Thanking you,

For Hero MotoCorp Limited



(Neerja Sharma)
Company Secretary & Chief Compliance Officer



Encl.: as above

Hero MotoCorp Ltd.

Regd. Office: The Grand Plaza, Plot No. 2, Nelson Mandela Road, Vasant Kunj – Phase-II, New Delhi - 110070, India
Tel. +91-11-46044220, Fax +91-11-46044399
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, 2021

I have examined the relevant books and records that were considered necessary of Hero MotoCorp Limited ('Company'), maintained by KFin Technologies Private Limited, Registrar and Share Transfer Agent, 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 and 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 effected transfer of shares and issued share certificates relating to the requests which were received during the period **October 01, 2020 to March 31, 2021**, within 15 days from the respective dates of lodgement except those rejected on technical grounds.
- (b) No requests were lodged with the Company for renewal, sub-division, consolidation, and exchange or endorsement of calls/allotment monies, during the period **October 01, 2020 to March 31, 2021**.

For M/s Aditi Agarwal & Associates, Company Secretaries

**ADITI
GUPTA**
Digitally signed by ADITI GUPTA
DN: cn=ADITI GUPTA, o=ADITI GUPTA
PostalCode=110002, st=Delhi
PostalCode=110002, serialNumber=152329718b3440c7b1b
810c4b4d4e
serialNumber=152329718b3440c7b1b
810c4b4d4e, cn=ADITI
GUPTA
Date: 2021.04.12 14:33:19 +05'30'

Aditi Gupta
Company Secretary in Whole Time Practice
Membership No: FCS 9410
C.P. No. 10512
UDIN: F009410C000063673
Place: New Delhi
Date: 12.04.2021