

BAHADUR CHAND INVESTMENTS PRIVATE LIMITED

Regd. Office: Hero C.R. Division, Sua Road, Hero Nagar, Ludhiana-141003

Phone 011-46044351; Fax 011-26152453, e-mail: info.bcipl@gmail.com

Correspondence Address: 34, Community Centre, Basant Lok, Vasant Vihar, New Delhi-110057

CIN: U65921PB1979PTC004037, PAN: AAACB6706F

March 17, 2017

To,

| | |
|-----------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------|
| BSE Limited 25 th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 | National Stock Exchange of India Ltd., "Exchange Plaza", Plot C/1, G Block Bandra-Kurla Complex, Bandra (E) Mumbai: 400 051 |
|-----------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------|

Sub: Disclosure under Regulation 10(5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011

Dear Sir/Madam,

Please find enclosed the disclosure as per Regulation 10(5) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Kindly take the same on record.

Yours faithfully,

For Bahadur Chand Investments Private Limited



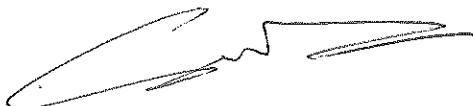
Director

Cc: Ms. Neerja Sharma
Company Secretary
Hero MotoCorp Limited

Disclosure under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | Name of the Target Company (TC) | HERO MOTOCORP LIMITED |
| 2. | Name of the acquirer(s) | Bahadur Chand Investments Private Limited |
| 3. | Whether the acquire(s) is/are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its Promoters | Yes |
| 4. | Details of the proposed acquisition | |
| | a. | Name of the person(s) from whom shares are to be acquired |
| | | Mr. Pawan Munjal, Mrs. Renu Munjal and Mr. Suman Kant Munjal, holding shares in representative capacity on behalf of Brijmohan Lall Omprakash, a partnership firm |
| | b. | Proposed date of acquisition |
| | | On or after 24 th March 2017, in one or multiple tranches |
| | c. | Number of shares to be acquired from each person mentioned in 4(a) above |
| | | Upto 17,910,000 equity shares held by Mr. Pawan Munjal, Mrs. Renu Munjal and Mr. Suman Kant Munjal in representative capacity on behalf of Brijmohan Lall Omprakash, a partnership firm, as per the following details, in one or multiple tranches: |
| | | Mr. Pawan Munjal: 5,970,000 |
| | | Mrs. Renu Munjal: 5,970,000 |
| | | Mr. Suman Kant Munjal: 5,970,000 |
| | d. | Total shares to be acquired as % of share capital of TC |
| | | 8.97% |
| | e. | Price at which shares are proposed to be acquired |
| | | Prevailing market price |
| | f. | Rationale, if any, for the proposed transfer |
| | | This is an inter-se transfer between the promoters to rationalize the promoter-shareholding. There will be no change in the aggregate promoter shareholding in the TC |
| 5. | Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer | 10 (1)(a) (ii) |
| 6. | If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period. | 3,180/- per equity share |
| 7. | If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8. | Not Applicable |
| 8. | Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable. | The acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable. |
| 9. | (i) Declaration by the acquirer, that the | The transferor and transferee have complied / will comply |

X



| | transferor and transferee have complied (during 3 years prior to the date of proposed acquisition / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997) (ii) the aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished. | with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997). On 11 th of August, 2016, the acquirer acquired 4,880,988 equity shares comprising 2.44% of the TC. Required disclosures were duly made to the stock exchanges. | | | | | | | | | | | | | | | | | | | | | | | | |
|-----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|--------------------------------|-----------------------------------|--|--------------------------------|--|--|--|------------------------------|-----------------------------------|------------------------------|-----------------------------------|---|----------------------------------------------|------------|--------|------------|--------|---|-------------|------------|--------|------------|--------|
| 10. | Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with. | All the conditions specified under regulation 10(1)(a) with respect to exemptions have been duly complied with. | | | | | | | | | | | | | | | | | | | | | | | | |
| 11. | Shareholding details | <table border="1"> <thead> <tr> <th colspan="2"></th> <th colspan="2">Before the proposed transaction</th> <th colspan="2">After the proposed transaction</th> </tr> <tr> <th></th> <th></th> <th>No. of shares /voting rights</th> <th>% w.r.t total share capital of TC</th> <th>No. of shares /voting rights</th> <th>% w.r.t total share capital of TC</th> </tr> </thead> <tbody> <tr> <td>A</td> <td>Acquirer(s) and PACs (other than sellers)(*)</td> <td>23,483,024</td> <td>11.76%</td> <td>41,393,024</td> <td>20.73%</td> </tr> <tr> <td>B</td> <td>Seller (s)#</td> <td>45,683,058</td> <td>22.88%</td> <td>27,773,058</td> <td>13.91%</td> </tr> </tbody> </table> | | | Before the proposed transaction | | After the proposed transaction | | | | No. of shares /voting rights | % w.r.t total share capital of TC | No. of shares /voting rights | % w.r.t total share capital of TC | A | Acquirer(s) and PACs (other than sellers)(*) | 23,483,024 | 11.76% | 41,393,024 | 20.73% | B | Seller (s)# | 45,683,058 | 22.88% | 27,773,058 | 13.91% |
| | | Before the proposed transaction | | After the proposed transaction | | | | | | | | | | | | | | | | | | | | | | |
| | | No. of shares /voting rights | % w.r.t total share capital of TC | No. of shares /voting rights | % w.r.t total share capital of TC | | | | | | | | | | | | | | | | | | | | | |
| A | Acquirer(s) and PACs (other than sellers)(*) | 23,483,024 | 11.76% | 41,393,024 | 20.73% | | | | | | | | | | | | | | | | | | | | | |
| B | Seller (s)# | 45,683,058 | 22.88% | 27,773,058 | 13.91% | | | | | | | | | | | | | | | | | | | | | |

#: Mr. Pawan Munjal, Mrs. Renu Munjal and Mr. Suman Kant Munjal are holding equity shares in representative capacity on behalf of Brijmohan Lall Om Prakash, a partnership firm. Equity shares are proposed to be transferred as per details given below:

Mr. Pawan Munjal: 5,970,000
Mrs. Renu Munjal: 5,970,000
Mr. Suman Kant Munjal: 5,970,000

Note:

- (*) Shareholding of each entity may be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

For Bahadur Chand Investments Private Limited



Director

Date: March 17, 2017

Place: New Delhi