

HMCL:ICK:11/14A:SECT:15

May 15, 2015

Fax/Speed Post/Courier

The Secretary,  
BSE Limited,  
25<sup>th</sup> Floor,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001.

Asst. Vice President,  
Listing Department,  
National Stock Exchange of India,  
"Exchange Plaza",  
Bandra Kurla Complex, Bandra (East),  
Mumbai - 400 051

Dear Sir,

**Sub: Confirmation on compliance with Regulations 8 and 9 of SEBI (Prohibition of Insider Trading) Regulations 2015 (PIT Regulations 2015)**

**Re: SEBI's Circular no. CIR/ISD/01/2015 dated 11th May 2015**

We wish to confirm that the Board of Directors of Hero MotoCorp Ltd., has formulated the following codes pursuant to the requirements of PIT Regulations 2015:

1. Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information (UPSI); and
2. Code of Conduct to regulate, monitor and report trading by insiders.

Further the Company has also uploaded the Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information (UPSI) on its website at [www.heromotocorp.com](http://www.heromotocorp.com).

Kindly make a note of the same.

Thanking you,  
Yours faithfully,  
for Hero MotoCorp Ltd.

  
ILAM KAMBOJ  
Asso.V.P - Legal & Company Secretary  
FCS: 2764