

**FORM C**

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

(Regulation 13 (3) and (6))

**Regulation 13(3) - Details of change in shareholding in respect of persons holding more than 5% shares in a listed company**

Name & address of shareholders	Shareholding prior to acquisition / sale	No. & % of shares/ voting rights acquired/ sold	Receipt of allotment/ acquisition of shares/ sale of shares - specify	Date of intimation to company	Mode of acquisition (market purchase/ public/ rights/ preferential offer etc.)	No. & % of shares/ voting rights post-acquisition/ sale	Trading member through whom the trade was executed with SEBI Registration no. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value	Sell quantity	Sell value
<b>Name:</b> BC India Private Investors II <b>PAN:</b> AADC9648P <b>Address:</b> Suite 110, 10 <sup>th</sup> Floor Ebene Heights Building 34 Ebene Cybercity, Ebene Mauritius <b>Tel.No.:</b> +230 4681320	<b>No. of Shares:</b> 11,523,009 <b>Percentage:</b> 5.77%	8,542,583 equity shares of the Company representing 4.28% of the total paid up equity share capital of the Company as well as 4.28% of the voting share capital of the Company	<b>Date of sale:</b> 7/11/2014	7/11/2014	BC India Private Investors II sold 8,542,583 equity shares of the Company by way of market sale on National Stock Exchange of India and BSE Limited on November 7, 2014	2,980,426 equity shares of the Company representing 1.49% of the total paid up equity share capital of the Company as of November 7, 2014 as well as 1.49% of the voting share capital of the Company	<b>Name:</b> Deutsche Equities India (Private) Limited <b>SEBI Registration Number:</b> INB231196834 <b>NSE CM:</b> INB231196834 <b>BSE CM:</b> INB011196830	National Stock Exchange of India Limited And BSE Limited	-	-	3,542,583 Equity shares	24,567,017,323.15

For Hero MotoCorp Limited

  
Ilam C. Kamboj

Asso. V. P. Legal & Company Secretary

Date: November 10, 2014