

**Format for Disclosures under Regulation 29(2) of Securities and Exchange Board of India
(Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

1.	Name of the Target Company (TC)	Hero MotoCorp Limited		
2.	Name(s) of the acquirer / seller and Persons Acting in Concert (PAC) with the acquirer	BC India Private Investors II		
3.	Whether the acquirer / seller belongs to Promoter/Promoter group	No		
4.	Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Limited and BSE Limited		
5.	Details of the acquisition / disposal as follows:	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC (*)
	<u>Before the acquisition/disposal under consideration, holding of:</u>			
	(a) Shares carrying voting rights	17,141,028	8.58	8.58
	(b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	Nil	Nil	Nil
	(c) Voting rights (VR) otherwise than by shares	Nil	Nil	Nil
	(c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	Nil	Nil	Nil
	Total (a + b + c)	17,141,028	8.58	8.58
	<u>Details of acquisition/sale</u>			
	(a) Shares carrying voting rights acquired / sold	5,618,019	2.81	2.81
	(b) VRs acquired / sold otherwise than by shares	Nil	Nil	Nil

	(c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired / sold	Nil	Nil	Nil
	Total (a + b + c)	5,618,019	2.81	2.81
	<u>After the acquisition / sale, holding of:</u>			
	(a) Shares carrying voting rights	11,523,009	5.77	5.77
	(b) Shares encumbered with the acquirer	Nil	Nil	Nil
	(b) VRs otherwise than by shares	Nil	Nil	Nil
	(c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition / sale	Nil	Nil	Nil
	Total (a + b + c)	11,523,009	5.77	5.77
6.	Mode of acquisition /sale (e.g. open market/off-market/public issue/rights issue/preferential allotment/inter-se transfer, etc.)	Open market		
7.	Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	June 13, 2014 <i>Trade Date</i>		
8.	Equity share capital/total voting capital of the TC before the acquisition /sale.	19,96,87,500 equity shares of Rs. 2 each		
9.	Equity share capital/total voting capital of the TC after the said acquisition /sale.	19,96,87,500 equity shares of Rs. 2 each		
10.	Total diluted share/voting capital of the TC after the said the acquisition /sale.	19,96,87,500 equity shares of Rs. 2 each		

Note:

(**) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the Listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of

the outstanding convertible securities/warrants into equity shares of the TC.

For BC India Private Investors II



Name: Xie Fei Pang Wong Lin
Designation: Director

Place: Mauritius
Date: June 13, 2014