

May 24, 2019

Asst. Vice President, Listing Deptt.

National Stock Exchange of India Ltd.,
Exchange Plaza, Plot C/1, G Block
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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sirs,

Please find enclosed herewith the following documents in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

- 1. Disclosure of related party transactions on a consolidated basis for the half year ended March 31, 2019, in the format specified in the relevant accounting standards as per Regulation 23(9).
- 2. Annual Secretarial Compliance Report for the financial year ended on March 31, 2019 as per Regulation 24A read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019.

Request you to kindly take the same on records.

Thanking you,

For Hero MotoCorp Ltd.

(Neerja Sharma)

Company Secretary & Chief Compliance Officer

Encl.: As above

1.

Disclosure of Related Party Transactions on consolidated basis for the half year ended March 31, 2019



A. Parties in respect of which the Group Companies are associate

Brijmohan Lal Om Parkash (Partnership Firm)

Bahadur Chand Investments Private Limited

Magneti Marelli S.p.A, Italy

Magnetti Marelli UM Electronics Systems Pvt. Ltd

Magnetti Marelli India Pvt. Ltd

Magnetti Marelli (China) Co. Ltd

Niloy Motors Limited; Bangladesh '

Nitol Motors Limited; Bangladesh

Nitol Tours & Travels; Bangladesh

Nitol Machineries Ltd; Bangladesh

Nitol Insurance Company Ltd; Bangladesh

Woven Holdings LLC USA

B. Associate of the Group

Hero FinCorp Limited

Ather Energy Private Limited

Eric Buell Racing Inc.

C. Key management personnel and their relatives

Mr. Pawan Munjal

Mr. Suman Kant Munial

Mr. Vikram Sitaram Kasbekar

Mr. Niranjan Kumar Gupta

Ms. Neerja Sharma

- Chairman, Managing Director and CEO

- Director

- Whole Time Director

- Chief Financial Officer

- Company Secretary

Non-Executive and Independent Directors

Mr. Pradeep Dinodia (Non-Executive w.e.f. April 25, 2019)

Gen.(Retd) Ved Prakash Malik (ceased to be a Director w.e.f March 31, 2019)

Dr. Pritam Singh (ceased to be a Director w.e.f March 31, 2019)

Mr. M. Damodaran

Mr. Ravi Nath

Dr. Anand C. Burman

Ms. Shobana Kamineni

Mr. Paul Edgerley

Prof. Jagmohan Singh Raju (Appointed w.e.f November 15, 2018)

Enterprises over which key management personnel and their relatives are able to control:

A.G. Industries Private Limited, A.G Industries (Bawal) Pvt Limited, Rockman Industries Limited, Cosmic Kitchen Private Limited, Hero Mindmine Institute Private Limited, Hero InvestCorp Limited, Hero Solar Energy Private Limited, BML Munjal University, S R Dinodia & Co. LLP and Raman Kant Munjal Foundation

List of other related parties- Post employment benefit plan of the Group

Hero MotoCorp Limited Employees' Gratuity Fund Trust

Hero MotoCorp Limited Employees' Superannuation Fund Trust

Transactions and balances with subsidiaries are eliminated on consolidation and transaction with the above related parties are as under:

		(Amount in crores of INR)
Particulars		For the half year ended
		March 31, 2019
a) Parties in respect of which the Group is an associate		
Dividend paid		
Brijmohan Lal Om Parkash (Partnership Firm)		153.60
Hero InvestCorp Limited		4.80
Bahadur Chand Investments Private Limited		219.69
and the same of th		
Magneti Marelli S.p.A, Italy		
Investment in equity instruments during the year		4.00
Purchase of goods	Physical Control of the Control of t	6.00
Development Fee/Technical Know-how	r v	1.20
Purchase of property and other assets		0.79
Royalty		0.10
Expenses reimbursed		1.37
Magnetti Marelli UM Electronics Systems Pvt. Ltd		
Purchase of goods	3-0	1.40



Regd. Office: 34, Community Centre, Basant Lok, Vasant Vihar, New Delhi-110057, India Tel. +91-11-26142451, 46044100, Fax +91-11-26143321, 26143198 HeroMotoCorp.com CIN: L35911DL1984PLC017354 PAN: AAACH0812J



Magnetti Marelli India Pvt. Ltd Purchase of goods	0.43
Magnetti Marelli (China) Co. Ltd Purchase of goods	2.22
Niloy Motors Limited Sale of goods	385.09
Nitol Motors Limited Sale of goods	0.53
Durchage of goods/services	
Purchase of goods/services Niloy Motors Limited	10.43
Nitol Motors Limited	26.90
Nitol Machineries Ltd	13.92
Nitol Insurance Company Ltd Nitol Tours & Travels	0.71 0.02
Woven Holdings LLC USA	
Investment in equity instruments during the year	14.06
Balance outstanding at the year end	
Particulars	As at March 31, 2019
- Trade Payable	
Magneti Marelli S.p.A, Italy	6.14
Magnetti Marelli UM Electronics Systems Pvt. Ltd Magnetti Marelli India Pvt. Ltd	0.86 0.05
Magnetti Marelli (China) Co. Ltd	1.00
Nitol Machineries Ltd	1.70
Niloy Motors Limited	3.68
b) Associates of the Holding Company Particulars	For the Half year ended
A di decidi 5	March 31, 2019
Hero FinCorp Limited	
Lease rental expenses	12.10
Dividend paid	0.01
Investment in equity instruments during the year Rent received	249.15 0.03
	0.03
Ather Energy Private Limited Investment in Compulsory Convertible debentures	130.00
Balance outstanding at the year end	
Particulars	As at March 31, 2019
- Trade Payable Hero FinCorp Limited	1.84
d) Key management personnel and their relatives	1.07
Particulars	For the half year ended
	March 31, 2019
Managerial Remuneration/Sitting fees	
Mr. Pawan Munjal	66.09
Mr. Vikram Sitaram Kasbekar Mr. Suman Kant Munjal	4.10
Mr. Niranjan Kumar Gupta	0.16 3.40
Ms. Neerja Sharma	1.16
Commission/Sitting fees/expenses reimbursement to Non-Executive and Independent Direct	
Mr. Pradeep Dinodia	0.84
Gen. (Retd.) Ved Prakash Malik	0.67
Dr. Pritam Singh	0.54
Mr. M. Damodaran Mr. Ravi Nath	0.71
Dr. Anand C. Burman	0.43 0.07
Ms. Shobana Kamineni	0.07
Mr. Paul B. Edgerley	0.59
Prof. Jagmohan Singh Raju	0.08
Balance outstanding at the year end	
Particulars	As at March 31, 2019
-Payables (including commission)	55.08
ro MotoCorp Ltd.	

-Payables (including commission) Hero MotoCorp Ltd.

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Managerial recumeration* Short-employment benefits Ost Short-based paments Short-based paments Ost Share-based paments Obe-employment benefits Post-employment benefits Share-based paments Obe and include provisions for incremental gratuity and compensated absonces liabilities, since the provisions are based on actuarial valuations for the Group as a whole. Per the year half year end March 31, 200 Purchase of raw materials and components etc. 11438, Purchase of property, plant and equipment Particulars Ost Stare Particular		For the half year ende March 31, 201
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Trade Payables A.G. Industries Private Limited 48.3	Particulars	
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Rockman Industries Limited 220.5	A .G. Industries Private Limited	

