

October 11, 2018

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 Jeejeebhoyr Towers,
Dalal Street,
MUMBAI - 400 001
Scrip Code: 500182

Sub: Compliances under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and SEBI (Depositories and Participants) Regulations, 1996

Dear Sirs,

Please find enclosed herewith the following documents in compliance of the Listing Regulations and SEBI (Depositories and Participants) Regulations, 1996:

1. Listing Regulations

- a. Certificate under Regulation 7(3) for the half year ended September 30, 2018.
- b. Shareholding Pattern pursuant to Regulation 31(1) for the quarter ended September 30, 2018.
- c. Certificate under Regulation 40(9) for the half year ended September 30, 2018.

2. SEBI (Depositories and Participants) Regulations, 1996

- a. Reconciliation of Share Capital Audit Report pursuant to Regulation 55A for the quarter ended September 30, 2018.

Kindly take the same on your records.

Thanking you.

For Hero MotoCorp Ltd.


(Neerja Sharma)
Company Secretary



Encl.: a/a





ADITI AGARWAL & ASSOCIATES

Company Secretaries

**CERTIFICATE UNDER REGULATION 40(9) OF SECURITIES AND EXCHANGE
BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)
REGULATIONS, 2015**

For the Half Year ended on September 30, 2018

I have examined the relevant books and records that were considered necessary of Hero MotoCorp Limited ('Company'), maintained by Karvy Computershare Private Limited, Registrar and Share Transfer Agents, pertaining to transfer of equity shares of the Company for a period from April 01, 2018 to September 30, 2018 for the purpose of issuing the Certificate under Regulation 40(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges. On the basis of such examination as well as information and explanations given, as considered necessary for the purpose of certification, and to the best of my knowledge and belief, I hereby certify that:

- (a) The Company has issued during the half year ended on September 30, 2018, share Certificates relating to the request for transfer and/ or renewal, received during the period from **April 01, 2018 to September 30, 2018**, within 30 days, as entered in the Memorandum of Transfers from respective date of lodgment except those rejected on technical grounds.
- (b) No requests were lodged with the Company for sub-division, consolidation, exchange or endorsement of calls/allotment monies during the period **April 01, 2018 to September 30, 2018**.

For M/s Aditi Agarwal & Associates, Company Secretaries

Aditi Gupta
Company Secretary in Whole Time Practice
Membership No: FCS 9410
C.P. No. 10512



Place: New Delhi
Date: October 11, 2018

**Certified True Copy
For Hero MotoCorp Ltd.**

Neerja Sharma
Company Secretary