

BC INDIA PRIVATE INVESTORS II

COMPANY NUMBER: 082441 C1/GBL
SUITE 110, 10TH FLOOR EBENE HEIGHTS BUILDING
34 EBENE CYBERCITY EBENE MAURITIUS

June 13, 2014

To,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.

National Stock Exchange of India Limited,
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400 051.

Hero MotoCorp Limited,
34, Community Center, Basant Lok,
Vasant Vihar, New Delhi-110057.

Re: Disclosure under Regulation 29(2) and Regulation 29(3) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”)

Dear Sir,

1. BC India Private Investors II, a shareholder of Hero MotoCorp Limited (“**Company**”) held 17,141,028 (Seventeen Million One Hundred Forty One Thousand Twenty Eight) equity shares of the Company, being 8.58% of the fully diluted paid-up share capital of the Company.
2. The Investor has, on June 13, 2014 transferred 5,618,019 equity shares (“**Shares**”) of the Company on the stock exchange. Upon transfer of the Shares by the Investor as mentioned above, the shareholding of the Investor in the Company has changed by 2.81 % (which is more than a change of 2%).
3. In view of the above, please find enclosed with this letter, the completed disclosure under Regulation 29(2) and Regulation 29(3) of the Takeover Regulations. As required under Regulation 29(3) of the Takeover Regulations, we are informing you about the said transfer of Shares within two (2) working days of transfer of the Shares.
4. Should you require any further information, documents or clarifications please contact Mr. Christopher Pang, at +230 4681320 or cpang@baincapitalmauriti.us.

Thank you.

Yours faithfully,
For BC India Private Investors II



Name: Xie Fei Pang Wong Lin
Designation: Director