

April 11, 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Depositories and Participants) Regulations, 2018

Dear Sirs,

Please find enclosed herewith the following documents in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Depositories and Participants) Regulations, 2018:

1. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

- (a) Certificate under Regulation 7(3) for the half year ended March 31, 2019.
- (b) Statement under Regulation 13(3) for the quarter ended March 31, 2019.
- (c) Compliance Report on Corporate Governance pursuant to Regulation 27(2) for the quarter ended March 31, 2019.
- (d) Shareholding Pattern pursuant to Regulation 31(1) for the quarter ended March 31, 2019.
- (e) Certificate under Regulation 40(9) for the half year ended March 31, 2019.

Further, with reference to our letter dated March 29, 2019, wherein we informed that a meeting of the Board of Directors has been scheduled for April 26, 2019, *inter-alia*, to consider and approve the Audited Standalone and Consolidated Financial Results for the quarter and financial year ended March 31, 2019, we wish to inform that an earnings conference call with analysts/ investors is being scheduled on **Friday, April 26, 2019**.

2. SEBI (Depositories and Participants) Regulations, 2018

- (a) Reconciliation of Share Capital Audit Report pursuant to Regulation 76 for the quarter ended March 31, 2019.

Kindly take the same on your records.

Thanking you,

For Hero MotoCorp Ltd.



(Neerja Sharma)
Company Secretary & Chief Compliance Officer



Encl.: As above



Hero MotoCorp Ltd.

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Tel. +91-11-26142451, 46044100, Fax +91-11-26143321, 26143198
HeroMotoCorp.com CIN: L35911DL1984PLC017354 PAN: AAACH0812J

COMPLIANCE CERTIFICATE

THIS IS TO CERTIFY that, KARVY FINTECH PRIVATE LIMITED (KFPL) is providing Registry and Share Transfer services to HERO MOTOCORP LTD. and having the valid agreement in the form of Memorandum of Understanding (MOU).

FURTHER CERTIFIED that KFPL:

- a. Holds and continues to hold requisite certificate as Category I Registrar & Share Transfer Agent vide SEBI Registration No. INR000000221 issued by Securities Exchange Board of India (SEBI).
- b. Handling all activities in relation to physical share transfer facility and maintaining related documents/correspondence for all the transactions in physical in respect of the Company as per the regulations.
- c. Maintaining the data in respect of investors holding shares in electronic form (Demat) as received from the depositories.

THIS CERTIFICATE is issued in compliance of Regulation 7(3) of the provisions of SEBI (Listing Obligations and disclosure requirements) Regulations, 2015.

For KARVY FINTECH PRIVATE LIMITED


P Varalakshmi
Assistant General Manager

Place: Hyderabad
Date: 01.04.2019



For Hero MotoCorp Ltd.


Neeraj Sharma
Company Secretary

Karvy Fintech Private Limited (KFPL)
(Formerly known as KCPL Advisory Services Private Limited)

Registered & Corporate Office

"Karvy Selenium Tower-B", Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032, Telangana.
Ph : +91 40 6716 2222, 3321 1000 | www.karvyfintech.com | CIN : U67200TG2017PTC117649