

ANNEXURE - V

CORPORATE GOVERNANCE REPORT 2017-18

The Company's philosophy of Corporate Governance is strongly embedded on eternal principles of transparency, fairness, integrity, equity and accountability. The Corporate Governance at HMCL is about doing the 'right things' in the 'right manner'. It is a reflection of us - our value system, work culture & thought process.

The governance philosophy of the Company is all-encompassing and your Company believes that sound Corporate Governance is critical to enhance and retain investor trust. Your Company continues to strengthen its governance principles to generate long term value for its stakeholders on sustainable basis, thus ensuring ethical and responsible leadership both at the Board and at the management levels. The Company relentlessly strives to align its vision and business strategy with the welfare and best interest of all stakeholders. It is our strong belief that good Corporate Governance practices are powerful enablers, which infuse trust and confidence and are able to attract and retain financial and human capital. These

resources, in turn, are leveraged to maximize long-term shareholder value, on a sustainable basis, while preserving the interests of multiple stakeholders, including the society at large.

BOARD OF DIRECTORS

The Company has put in place an internal governance structure with defined roles and responsibilities of every constituent within the system. The Board of Directors ('the Board') is responsible for overall governance of the Company.

The Board has an optimum combination of Executive and Non-Executive Directors. As on March 31, 2018, the Company's Board comprised of eleven Directors, with two Executive Directors, one of them being the Chairman, one Non-Executive Director and eight Non-Executive and Independent Directors, including one woman Director.

Composition of the Board as on March 31, 2018 is given in Table 1.

Table 1: Company's Board

Names of Directors	Category	Details of Directorships			Committee Memberships*	
		Indian Companies		Foreign Companies	Number of Committee Memberships held	Number of Committee Chairmanships held
		Public Companies	Others		(excluding Private, Foreign and Section 8 Companies)	
Mr. Pawan Munjal	Chairman, Managing Director & CEO	3	6	-	-	-
Mr. Pradeep Dinodia	Non-Executive & Independent	7	3	-	8	5
Dr. Pritam Singh	Non-Executive & Independent	3	-	-	4	1
Gen. (Retd.) V. P. Malik	Non-Executive & Independent	4	-	-	4	-
Mr. M. Damodaran	Non-Executive & Independent	5	3	-	8	2
Dr. Anand C. Burman	Non-Executive & Independent	7	13	4	-	-
Mr. Ravi Nath	Non-Executive & Independent	4	5	-	3	1
Ms. Shobana Kamineni	Non-Executive & Independent	10	4	1	-	-
Mr. Paul Edgerley	Non-Executive & Independent	1	4	5	-	-
Mr. Suman Kant Munjal	Non-Executive	3	12	-	1	-
Mr. Vikram Sitaram Kasbekar	Whole-time Director	2	-	1	-	-

* As required by Regulation 26 of Listing Regulations, the disclosure includes memberships/chairmanships of the Audit Committee and Stakeholders' Relationship Committee.

Mr. Pawan Munjal and Mr. Suman Kant Munjal are promoter Directors and are brothers. Apart from this, there is no inter-se relationship among other Directors.

Majority of Directors on the Board of the Company are Independent Directors. None of the Independent Directors of the Company is serving as an Independent Director in more than 7 listed companies. Further, no Independent Director of the Company who is a Whole-time Director in another listed company is serving as an

Independent Director in more than 3 listed companies.

None of the Directors on the Board is a Director in more than 10 public companies or is a member in more than 10 Committees or Chairperson of more than 5 Committees.

INDEPENDENT DIRECTORS

The Independent Directors of the Company are individuals of eminence & repute in their respective fields and help in bringing





an independent judgment to bear on the Board's deliberations, especially on issues of strategy, performance, risk management, resources, key appointments, corporate governance and standards of conduct. In accordance with the criteria set for selection of Independent Directors and for determining their independence, the Nomination and Remuneration Committee ('NRC') of the Board, inter-alia, considers the qualifications, positive attributes, area(s) of expertise and Directorships/Committee memberships held by these individuals in other companies. The Board considers the NRC's recommendations and takes appropriate decisions in appointment of the Independent Directors.

ROLE OF THE BOARD OF DIRECTORS

The primary role of the Board is that of trusteeship to protect and enhance shareholders' value through strategic direction to the Company. The Board critically evaluates Company's strategic direction, management policies and their effectiveness. Agenda for the Board includes strategic review from each of the Board Committees, a detailed analysis and review of annual strategic and operating plans and capital allocation and budgets.

The Board periodically reviews possible risks and risk mitigation measures, financial reports from the Chief Financial Officer (CFO), compliance reports from the Company Secretary and business reports from other executive management teams. These detailed meetings and one-to-one interactions set the agenda and provide the strategic road map for the Company. The Board has also established various Committees to discharge its responsibilities in an efficient and effective manner. The Chairman, Managing Director & CEO provides overall direction and guidance to the Company and is assisted by the Executive Management Team ('EMT').

BOARD SUPPORT AND ROLE OF COMPANY SECRETARY IN GOVERNANCE PROCESS

The Company Secretary plays a pivotal role in ensuring that the Board procedures are followed and regularly reviewed, investors' queries are handled promptly and reports to the Board about compliance with the applicable statutory requirements and laws.

The process for the Board and Committee meetings provides an effective post meeting follow-up, review and reporting of decisions taken by the Board and Committee members at their respective meetings. Important decisions taken at Board and Committee meetings are communicated promptly to the concerned departments/HoDs. Action taken reports (ATRs) on decisions taken or recommendations made by the Board/Committee members at the previous meeting(s) are circulated at the next meeting.

Ms. Neerja Sharma is the Company Secretary and the Chief Compliance Officer of the Company.

BOARD MEETINGS

During FY 2017-18, the Board met five times viz. on May 10, 2017, July 25, 2017, November 1, 2017, February 6, 2018 and March 19, 2018. The gap between any two consecutive meetings of the Board of Directors of the Company was not more than 120 days.

Directors' attendance at Board meetings and the Annual General Meeting (AGM) of the Company held during the year ended March 31, 2018 is given in Table 2.

Table 2: Directors' attendance record during FY 2017-18 at Board and previous Annual General Meeting

Names of Directors	Number of Board Meetings		Attendance at Previous AGM
	Held	Attended	
Executive Directors			
Mr. Pawan Munjal	5	5	Yes
Mr. Vikram Sitaram Kasbekar	5	5	Yes
Non-Executive Directors			
Mr. Suman Kant Munjal	5	4	Yes
Non-Executive and Independent Directors			
Mr. Pradeep Dinodia	5	5	Yes
Dr. Pritam Singh	5	4	Yes
Gen. (Retd.) V. P. Malik	5	5	Yes
Mr. M. Damodaran	5	5	Yes
Dr. Anand C. Burman	5	3	No
Mr. Ravi Nath	5	4	Yes
Ms. Shobana Kamineni	5	2	Yes
Mr. Paul Edgerley	5	1	No

Shareholding of Non-Executive Directors as on March 31, 2018

Names of Directors	Category	No. of shares held	Beneficiary
Mr. Suman Kant Munjal	Non-Executive Director	71,250	Self
		10,833	As Karta of HUF
		9,309,018	On behalf of Brijmohan Lal Om Parkash, Partnership Firm
Mr. Pradeep Dinodia	Non-Executive and Independent Director	890	Self and through Relatives

Apart from the above, none of the Non-Executive (including Independent) Directors hold any shares (as own or on behalf of any other person on beneficial basis) in the Company as on March 31, 2018.

FAMILIARIZATION PROGRAMMES FOR BOARD MEMBERS

The Company regularly provides orientation and business overview to its Directors by way of detailed presentations by the various business & functional heads at Board meetings and through other interactive programs. Such meetings/programs include briefings on the culture, values, business model, domestic and global business of the Company, the roles and responsibilities of Directors and senior executives. Besides these, the Directors are regularly updated about Company's new projects, R&D initiatives, changes in regulatory environment and strategic direction.

The Board members are also provided relevant documents, reports and internal policies to facilitate familiarization with the Company's procedures and practices, from time to time.

The details of Company's familiarization programs for Directors are posted on the Company's website, www.heromotocorp.com and can be viewed at the following link: <https://www.heromotocorp.com/en-in/about-us/familiarisation-program-of-independent-directors.html>.

CODE OF CONDUCT FOR THE BOARD AND SENIOR MANAGEMENT PERSONNEL

The Company has laid down a comprehensive Code of Conduct ('Code') for the Board and senior management personnel of the Company.

The Company has received affirmations from Board members as well as senior management confirming their compliance with the said Code for FY 2017-18. An annual declaration signed by the Chairman, Managing Director & CEO to this effect forms part of this Report as **Annexure - VII**.

The Code is available on the website of the Company at the following link: <https://www.heromotocorp.com/en-in/about-us/code-of-conduct.html>.

BOARD/COMMITTEE MEETINGS & PROCEDURES

Frequency of meetings and information supplied

A well-defined system of convening at least 4 pre-scheduled Board

meetings annually is currently in place in the Company. However, additional Board meetings are convened, from time to time, as per specific requirements by giving appropriate notice. Wherever it is not possible to convene a Board Meeting, resolutions are passed by circulation in order to meet the business exigencies.

The Board is given presentations covering various aspects of business, major subsidiaries, global and domestic business environment, safety and environment related matters, strategy and risk management practices.

In addition to regular business items, the following information is regularly placed before the Board:

- Annual operating plans and budgets and any updates;
- Capital budgets and any updates;
- Quarterly results of the Company and its operating divisions or business segments;
- Minutes of meetings of Audit Committee and other Committees of the Board of Directors;
- Information on recruitment and remuneration of senior officers just below the Board level, including appointment or removal of Chief Financial Officer and the Company Secretary;
- Show cause, demand, prosecution notices and penalty notices, which are materially important;
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems;
- Any material default in financial obligations to and by the Company or substantial non-payment for goods sold by the Company;
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company;
- Details of any joint venture or collaboration agreements;
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property;





- Significant labour problems and their proposed solutions. Any significant development in human resources/ industrial relations front, like signing of wage agreement, implementation of voluntary retirement scheme etc.;
- Sale of investments, subsidiaries, assets which are material in nature and not in the normal course of business;
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material;
- Non-compliance of any regulatory, statutory or listing requirements and shareholders' services such as non-payment of dividend, delay in share transfer etc.

Information supplied for Board/Committee Meetings

The agenda and corresponding notes to agenda for all Board and Committee meetings are circulated to Directors in advance in a defined format. All material information is incorporated in the agenda for facilitating meaningful and focused discussions at the meetings. Where it is not practicable to attach any document to the agenda, it is tabled before the meeting. The quantum and quality of information supplied by the management to the Board goes well beyond the minimum requirements stipulated under the Companies Act, 2013 ('Act'), Secretarial Standards on Meetings of the Board of Directors issued by The Institute of Company Secretaries of India and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Minutes of Board/Committee Meetings

Minutes of proceedings of each Board and Committee meetings are recorded and draft minutes are circulated to Board/Committee members for their confirmation within 15 days from the date of meeting. The inputs, if any, of the Board & Committee Members are duly incorporated in the minutes after which these are entered in the minutes book within 30 days from the date of meeting.

MEETING OF INDEPENDENT DIRECTORS

Independent Directors of the Company had two meetings during FY 2017-18, i.e. on May 10, 2017 and November 1, 2017.

COMMITTEES OF THE BOARD

Audit Committee

Your Company has a duly constituted Audit Committee and its composition as well as charter are in line with the requirements of the Act and Listing Regulations. As on March 31, 2018, Audit Committee comprised of four Non-Executive and Independent Directors. Mr. Pradeep Dinodia, a leading Chartered Accountant, is the Chairman of the Committee. Other members of the Committee are Gen. (Retd.) V.P. Malik, Mr. M. Damodaran and Dr. Pritam Singh, all learned and eminent personalities in their respective fields. All members of the Committee are financially literate and have accounting or related financial management expertise as mandated by the Listing Regulations.

The Audit Committee has the following terms of reference:

- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Review and monitor the auditors' independence and performance and effectiveness of audit process;
- Examination of the financial statements and the Auditors' Report thereon;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever necessary;
- Evaluation of internal financial controls and risk management systems;
- Monitoring the end use of funds raised through public offers and related matters;
- Operate the vigil mechanism in the Company.

Apart from above, following are the terms of reference in accordance with the Listing Regulations:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing with the management, the annual financial statements and Auditors' Report thereon before submission to the Board for approval, with particular reference to:
 - o Matters required to be included in the Directors' Responsibility Statement forming part of the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
 - o Changes, if any, in accounting policies and practices and reasons for the same;
 - o Major accounting entries involving estimates based on the exercise of judgment by management;
 - o Significant adjustments made in the financial statements arising out of audit findings;
 - o Compliance with listing and other legal requirements relating to financial statements;
 - o Disclosure of any related party transactions;
 - o Qualifications in the draft audit report.

- Reviewing with the management, the quarterly financial statements before submission to the Board for approval;
 - Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
 - Approval of any subsequent modification of transactions of the Company with related parties;
 - Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems;
 - Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 - Discussion with internal auditors of any significant findings and follow-up there on;
 - Reviewing the findings of any internal investigation by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
 - Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 - To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 - To review the functioning of the whistle blower mechanism;
 - Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
 - Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- The Audit Committee also mandatorily reviews the following information:
1. Management discussion and analysis of financial condition and results of operations;
 2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 3. Management letters/letters of internal control weaknesses issued by the statutory auditors;
 4. Internal audit reports relating to internal control weaknesses; and
 5. Appointment, removal and terms of remuneration of the Internal Auditor shall be subject to review by the Audit Committee.
- Upon invitation, the CFO, Internal Auditor, statutory auditors of the Company attend meetings of the Audit Committee. The Company Secretary acts as the Secretary of the Audit Committee.
- During FY 2017-18, four meetings of the Audit Committee were held on May 09, 2017, July 24, 2017, October 31, 2017 and February 05, 2018 in due compliance with the provisions of the Act and Listing Regulations. In addition to the above Audit Committee meetings, a joint meeting of the members of Audit Committee and Risk Management Committee was held on January 12, 2018. The meeting was attended by Mr. Pradeep Dinodia, Mr. M. Damodaran, Mr. Ravi Nath and Gen. (Retd.) V. P. Malik.
- The Composition of the Audit Committee and attendance details of members are given below in Table 3.

Table 3: Details of Audit Committee Members and Number of Meetings Attended

Names of Committee Members	Position held	No. of meetings held during FY 2017-18*	No. of meetings attended*
Mr. Pradeep Dinodia	Chairman	5	5
Gen. (Retd.) V. P. Malik	Member	5	5
Dr. Pritam Singh	Member	5	4
Mr. M. Damodaran	Member	5	5

* Includes joint meeting of Audit Committee and Risk Management Committee held on January 12, 2018



Reporting of Internal Auditor

The Internal Auditor of the Company attends meetings of Audit Committee on a regular basis and findings of internal audits are reported directly to the Audit Committee.

NOMINATION AND REMUNERATION COMMITTEE

The Company has a duly constituted Nomination and Remuneration Committee ("NRC") which, inter-alia, identifies and recommends persons who are qualified to become directors or appointed as part of senior management and reviews and recommends payment of annual salaries to the Executive Directors of the Company besides finalizing their service agreements and other employment terms and conditions. The NRC takes into consideration the best remuneration practices being followed in the industry while fixing appropriate remuneration packages and also administers employee stock option schemes.

The nomenclature, constitution and terms of reference of NRC are in consonance with the provisions of Section 178 of the Act and Regulation 19(4), read with Schedule II of Listing Regulations.

The terms of reference of the NRC, inter-alia, include the following:

- To formulate and recommend to the Board of Directors, the Company's policies relating to the remuneration for the Directors, Key Managerial Personnel and other employees, criteria for determining qualifications, positive attributes and independence of a director;

- To formulate criteria for evaluation of Independent Directors and the Board;
- To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board, their appointment and removal;
- To carry out evaluation of every director's performance;
- To devise a policy on Board diversity;
- To administer and superintend the ESOP including but not limited to the formulation of detailed terms and conditions of the ESOS;
- To allot shares and issue share certificates against the options exercised in terms of Employees Incentive Scheme of the Company as approved by shareholders from time-to-time.

As on March 31, 2018, the NRC comprised of 3 Independent Directors viz. Gen. (Retd.) V. P. Malik as Chairman and Mr. Pradeep Dinodia and Mr. Ravi Nath as members.

During FY 2017-18, three meetings of the NRC were held on May 09, 2017, October 31, 2017 and February 07, 2018.

The Composition of NRC and attendance details of members are given below in Table 4.

Table 4: Details of Nomination and Remuneration Committee Members and Number of Meetings Attended

Names of Committee Members	Position held	No. of meetings held during FY 2017-18	No. of meetings attended
Gen. (Retd.) V. P. Malik	Chairman	3	3
Mr. Pradeep Dinodia	Member	3	3
Mr. Ravi Nath	Member	3	3

Remuneration Policy

The Company's Remuneration Policy represents the overarching approach of the Company to the remuneration of Directors and senior management.

The compensation of Directors, Key Managerial Personnel, senior management and other employees is based on the following principles:

- Aligning key executive and Board remuneration with the longer term interests of the Company and its shareholders;
- Minimizing complexity and ensuring transparency;
- Link to long term strategy as well as annual business performance of the Company;
- Promoting a culture of meritocracy and linked to key performance and business drivers; and

- Reflective of line expertise and market competitiveness so as to attract the best talent.

The policy is annexed as **Annexure - III** to the Board's Report.

Remuneration paid to Executive Directors

As per the Remuneration Policy, the remuneration paid to Executive Directors is recommended by the NRC and approved by the Board in the Board meeting, subject to subsequent approval by shareholders at the general meeting and such other authorities, as the case may be. The remuneration is arrived at after considering various factors such as qualification, experience, expertise, prevailing remuneration in the industry and the financial position of the Company.

The remuneration paid to Executive Directors is commensurate with their respective roles and responsibilities. Remuneration paid to Executive Directors, subject to limits prescribed under Part II, Section I of Schedule V to the Companies Act, 2013, generally consists of fixed

salary, perquisites, allowances and retiral benefits, performance linked bonus by whatever name called, grant of stock options as decided by

the NRC and such other benefits in accordance with market practices. Table 5 gives details of remuneration paid to Executive Directors.

Table 5: Remuneration to Executive Directors[#]

(₹ in crores)

Names of Directors	Basic Salary	Perquisites, Allowances & Retirals	Commission (Fixed)	Total
Mr. Pawan Munjal	9.00	14.72	51.72	75.44
Mr. Vikram Sitaram Kasbekar*	2.07	4.18	-	6.25

[#] No notice period and severance fee is payable to Executive Directors as on March 31, 2018.

* During the year under review, 1,770 stock options were granted to Mr. Kasbekar under the Employee Stock Option Plan.

Remuneration paid to Non-Executive Directors

The Non-Executive Directors of the Company are paid sitting fees of ₹ 1 lakh for attending each meeting of the Board, Committees thereof and any other meetings of the Directors. The Non-Executive and Independent Directors are also entitled to remuneration by way of commission aggregating upto 1% of net profits of the Company pursuant to the provisions of Sections 197 and 198 of the Act in addition to the sitting fees. While deciding the remuneration, various

factors such as Director's participation in Board and Committee meetings during the year, other responsibilities undertaken, such as Membership or Chairmanship of Committees, etc. were taken into consideration.

Non-Executive Directors do not have any other pecuniary relationship with the Company except as stated above.

Table 6 gives details of remuneration paid to Non-Executive Directors.

Table 6: Remuneration to Non-Executive Directors[#]

(₹ in crores)

Names of Directors	Sitting fees	Commission	Total
Mr. Suman Kant Munjal	0.04	0.14	0.18
Mr. Paul Edgerley	0.02	0.06	0.08
Mr. Pradeep Dinodia	0.21	0.70	0.91
Gen. (Retd.) V. P. Malik	0.17	0.59	0.76
Dr. Pritam Singh	0.12	0.46	0.58
Mr. M. Damodaran	0.18	0.61	0.79
Mr. Ravi Nath	0.16	0.40	0.56
Dr. Anand C. Burman	0.05	0.15	0.20
Ms. Shobana Kamineni	0.02	0.07	0.09

[#] No stock options have been granted to any Non-Executive or Independent Directors.

During FY 2017-18, the Company did not advance any loans to any of its Directors. Further, there are no pecuniary relationships or transactions between the Independent Directors and the Company, other than the sitting fees and commission drawn by the Non-Executive and Independent Directors.

PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS

A formal evaluation of performance of the Board, its Committees, the Chairman and individual Directors was carried out for FY 2017-18, details of which are provided in the Board's Report.

STAKEHOLDERS' RELATIONSHIP COMMITTEE ('SRC')

This Committee looks into investors' grievances arising out of issues regarding share transfers, dividends, dematerialisation and related matters and takes requisite action(s) to redress the same.

The terms of reference of the SRC, inter-alia, include the following:

- To take note and consider total number of shareholders' complaints received so far including from all authorities;
- To take note of the complaints not solved to the satisfaction of shareholders;





- To take note of total number of pending share transfers; and
- To consider and resolve the grievances of the security holders including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends.

During the year, two meetings of the Stakeholders' Relationship

Committee were held on July 25, 2017 and February 06, 2018. The Company Secretary acts as the Secretary of the Stakeholders' Relationship Committee.

The details of the Stakeholders' Relationship Committee are given in Table 7.

Table 7: Details of Stakeholders' Relationship Committee Members and Number of Meetings Attended

Names of Committee Members	Position held	No. of meetings held during FY 2017-18	No. of meetings attended
Dr. Pritam Singh	Chairman	2	2
Mr. M. Damodaran	Member	2	2
Mr. Ravi Nath	Member	2	2

Investors' Grievances Redressal:

During FY 2017-18, the following complaints were received and resolved to the satisfaction of shareholders. As on March 31, 2018, 26 complaints were pending.

S. No.	Nature of Complaints	Opening	Received	Resolved	Closing (Pending)
1.	Non-receipt of shares	1	85	80	6
2.	Non-receipt of dividend	1	395	380	16
3.	Complaints lodged with Authorities	6	104	106	4
4.	Non-receipt of securities after transfer/transmission/duplicate/remat/name correction etc.	0	3	3	0

CORPORATE SOCIAL RESPONSIBILITY ('CSR') COMMITTEE

The CSR Committee is responsible for formulation and recommendation of the CSR Policy of the Company. It also recommends the amount of expenses to be incurred on CSR activities and effectively monitors the implementation of the Policy.

The terms of reference of the CSR Committee, inter-alia, include the following:

- Formulation of CSR Policy as specified in Schedule VII of the Act, indicating the activities, projects, timelines and expenditure thereon;

- Recommendation of CSR policy to the Board;
- Recommendation of the amount of expenditure to be incurred on the activities referred above; and
- Monitoring the implementation of the policy.

During the year, two meetings of the CSR Committee were held on May 09, 2017 and October 31, 2017. The Company Secretary acts as the Secretary of the CSR Committee. The details of the CSR Committee are given in Table 8.

Table 8: Details of Corporate Social Responsibility Committee Members and Number of Meetings Attended

Names of Committee Members	Position held	No. of meetings held during FY 2017-18	No. of meetings attended
Mr. Pawan Munjal	Chairman	2	2
Mr. Pradeep Dinodia	Member	2	2
Gen. (Retd.) V. P. Malik	Member	2	2

RISK MANAGEMENT COMMITTEE ('RMC')

The Company has a duly constituted Risk Management Committee which assists the Board in its oversight of the Company's management of key risks, as well as the guidelines, policies and procedures, monitoring and integrating such risks within overall business risk management framework.

The terms of reference of the RMC, inter-alia, include the following:

- Development of a formal risk management structure;
- Formation of an executive management team, if deemed necessary and delegation of responsibility to it;
- Creation of a separate risk management function or department, if deemed necessary;

- Defining risks across the organisation;
- Monitoring of material risks to which the organisation is exposed and ensuring implementation of appropriate mitigation plan;
- Ensuring the sustainability of risk management framework and process through continuous review mechanism; and
- Delegation of any of the aforesaid tasks as the RMC may deem fit.

During the year under review, four meetings of the RMC were held on May 10, 2017, July 24, 2017, November 1, 2017 and February 05, 2018. In addition to the above Risk Management Committee meetings, a joint meeting of the members of Audit Committee and Risk Management Committee was held on January 12, 2018. The meeting was attended by Mr. Pradeep Dinodia, Mr. M. Damodaran, Mr. Ravi Nath and Gen. (Retd.) V. P. Malik. The Company Secretary acts as the Secretary of the Risk Management Committee. The details of the Risk Management Committee are given in Table 9.

Table 9: Details of Risk Management Committee Members and Number of Meetings Attended

Names of Committee Members	Position held	No. of meetings held during FY 2017-18	No. of meetings attended
Mr. M. Damodaran	Chairman	4	4
Mr. Pradeep Dinodia	Member	4	4
Mr. Ravi Nath	Member	4	4

COMMITTEE OF DIRECTORS

The Company has a Committee of Directors which presently comprises of Mr. Pawan Munjal as Chairman, Mr. Vikram S Kasbekar and Mr. Pradeep Dinodia as its members. The Company Secretary is

the Secretary of the Committee. The meetings of the Committee are convened on a need basis. During the financial year under review, eleven meetings of the Committee of Directors were held. The details of the Committee of Directors are given in Table 10.

Table 10: Details of Committee of Directors

Names of Committee Members	Position held	No. of meetings held during FY 2017-18	No. of meetings attended
Mr. Pawan Munjal	Chairman	11	11
Mr. Vikram S Kasbekar	Member	11	10
Mr. Pradeep Dinodia	Member	11	11

SHARE TRANSFER COMMITTEE ('STC')

The role of the STC is to attend to the requests pertaining to share transfer, transmission etc. CFO, Vice President (Finance) and Company Secretary are ex-officio members along with Mr. Neeraj Mathur, VP-Strategic Sourcing & Supply Chain who is also nominated as member of the Committee. During the year under review, thirteen meetings of the STC were held.

Board was required as all transactions were on an arm's length basis and in the ordinary course of business. Related party transactions pursuant to Accounting Standard 24 were, however, disclosed to the Board.

There were no material significant related party transactions entered into by the Company with the promoters, Directors, Key Managerial Personnel or other related parties, which may have a potential conflict with the interest of the Company at large.

DISCLOSURES

Insider Trading

In terms of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('PIT Regulations'), the Company has a comprehensive Code of Conduct for regulating, monitoring and reporting of trading by Insiders. The said Code lays down guidelines which provide for the procedure to be followed and disclosures whilst dealing with shares of the Company.

The policy on dealing with related party transactions is disclosed on the Company's website, link for which is <https://www.heromotocorp.com/en-in/about-us/key-policies/related-party-transactions.html>.

Disclosure of Policy on Material Subsidiaries

The policy for determining material subsidiaries is available on the Company's website, www.heromotocorp.com at the following link: <https://www.heromotocorp.com/en-in/about-us/key-policies/policy-on-material.html>.

Related Party Transactions

In terms of Section 188(1) of the Act, all related party transactions entered into by the Company during FY 2017-18 were carried out with prior approval of the Audit Committee. No approval of the

Accounting Treatment in preparation of Financial Statements

The financial statements have been prepared in accordance with





Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015.

Compliances by the Company

No penalties have been imposed or strictures passed against the Company by the stock exchanges, the Securities and Exchange Board of India or any statutory authority on any matter related to capital markets during the last three years.

Securities of the Company have not been suspended for trading at any point of time during the year and the Company has duly complied with corporate governance requirements as specified under Regulations 17 to 27 and clause (b) to (i) of Regulation 46 (2) of the Listing Regulations.

Quarterly reports on compliance with Corporate Governance as per Regulation 27 of the Listing Regulations were duly filed with the stock exchanges within the stipulated time and same are also available on website of the Company at <https://www.heromotocorp.com/en-in/investors/corporate-governance.html>.

Vigil Mechanism/Whistle Blower Policy

In compliance with the SEBI Regulations, the Company has a policy/ mechanism on dealing with whistle blowers, which is approved by the Audit Committee of the Company. The Audit Committee reviews the same as and when required. During the year, no individual was

denied access to the Audit Committee for reporting concerns, if any. The said policy/ mechanism is disclosed on the Company's website, link for which is <https://www.heromotocorp.com/en-in/about-us/key-policies/vigil-mechanism-policy.html>.

The Company has put in place a whistle blower policy to support the Code of Conduct. The details about the vigil mechanism form part of the Board's Report.

Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

Your Company has an exposure of commodity price risk and foreign exchange risk denominated in USD for exports and USD, EUR and JPY in respect of its imports. The Company uses various instruments as approved under the central bank regulations to hedge these exposures. Details of the hedged and unhedged positions are available in the Notes to Standalone Financial Statements in the Annual Report.

Disclosures with respect to demat suspense account/ unclaimed suspense account

As per Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the status of the unclaimed equity shares lying in the demat suspense account is given in Table 11 below. The voting & beneficial rights on these shares are frozen till the rightful owners of such shares claim the shares.

Table 11: Status of Unclaimed Equity Shares lying in the Demat Suspense Account

Particulars	No. of Shareholders	No. of Equity Shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year.	715	212,610
Number of shareholders who approached the Company for transfer of shares from suspense account during the year.	1	100
Number of shareholders to whom shares were transferred from suspense account during the year.	(1)	(100)
Number of shareholders whose shares were transferred to the Demat account of Investors Education and Protection Fund (IEPF) Authority.	(709)	(2,09,940)
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year.	5	2,570

CEO & CFO CERTIFICATION

The Chairman, Managing Director & CEO and the Chief Financial Officer ('CFO') of the Company furnishes a certificate on quarterly and annual basis on financial statements of the Company in terms of Regulation 33(2)(a) and Regulation 17(8) respectively of the Listing Regulations. In terms of Regulation 17(8) of the Listing Regulations, the certificate duly signed by the Chairman, Managing Director & CEO and the CFO of the Company was placed before the Board at its meeting held on May 02, 2018 and is annexed to this report as **Annexure - VII**.

RE-APPOINTMENT OF DIRECTORS

Mr. Suman Kant Munjal, Non-Executive Director of the Company shall retire by rotation at the ensuing AGM and being eligible, offers

himself for re-appointment. Brief profile of Mr. Suman Kant Munjal is provided as part of the Notice of 35th AGM forming part of this Annual Report.

COMPLIANCE WITH SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Mandatory Requirements

The Company is fully compliant with the applicable mandatory requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Discretionary Requirements

The Board

The Company has an Executive Chairman.

Shareholders Rights

As a part of good corporate governance practice, the Company sends its quarterly financial results to shareholders whose email ids are registered with the depository participants through email after they are approved by the Board and disseminated to the stock exchanges. The results are also published on the website of the Company, viz. www.heromotocorp.com and in widely circulated newspapers.

Audit Qualifications

There are no audit qualifications in the financial statements of FY 2017-18. The Company continues to adopt best practices in order to ensure unqualified financial statements.

Separate post of Chairman and CEO

The office of Chairman and CEO is held by Mr. Pawan Munjal.

Reporting of Internal Auditor

The Internal Auditor of the Company attends the meetings of Audit Committee on a regular basis. Internal audit findings are reported directly to the Audit Committee.

MEANS OF COMMUNICATION

Company Website

Pursuant to Regulation 46 of the Listing Regulations, the Company's website, www.heromotocorp.com contains a dedicated functional segment, named 'INVESTORS' where all the information meant for the shareholders is available, including information on Directors, shareholding pattern, quarterly reports, financial results, annual reports, press releases, details of unpaid/unclaimed dividends and various policies of the Company.

NSE ELECTRONIC APPLICATION PROCESSING SYSTEM ('NEAPS')

NEAPS is a web-based application designed by the National Stock Exchange of India Ltd. ('NSE') for corporate filings. All periodical compliance related filings, like shareholding pattern, corporate governance report, media releases and corporate actions are filed electronically on NEAPS.

BSE CORPORATE COMPLIANCE & LISTING CENTRE ('LISTING CENTRE')

The Listing Centre of BSE Ltd. ('BSE') is a web-based application designed for corporate filings. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are filed electronically on the Listing Centre.

FINANCIAL RESULTS

Pursuant to Regulation 33 of Listing Regulations, the Company has regularly furnished within the prescribed timeline the quarterly unaudited as well as annual audited financial results to both the stock exchanges i.e. NSE & BSE.

Quarterly and annual financial results are also published in English language national daily newspaper (like Indian Express) circulating in the whole of India and in daily newspaper published in the vernacular language (like Jansatta) in state where registered office of the Company is situated.

NEWS RELEASES AND PRESENTATIONS

Official news and media releases are sent to stock exchanges on which the shares of the Company are listed and are also uploaded on the Company's website at www.heromotocorp.com.

ANNUAL REPORT

The Annual Report containing, inter-alia, the audited financial statements (standalone & consolidated), Board's Report, Auditors' Report, Management Discussion and Analysis (MDA) report and other important information is circulated to shareholders and other stakeholders and is also available on the Company's website at www.heromotocorp.com.

REMINDER TO INVESTORS

Periodical reminders for unclaimed shares and unpaid dividends are sent to shareholders as per records of the Company. These details are also uploaded on website of the Company at www.heromotocorp.com.

GREEN INITIATIVE

Information is uploaded on Company's website for registering email ids of shareholders so that annual reports and other information may be sent to them in electronic form to save paper.

GENERAL BODY MEETINGS

Details of Extra-ordinary General Meeting (EGM)/ Annual General Meeting (AGM)

Location, date and time of general meetings held during the previous 3 (three) years and ordinary and special resolutions passed thereat are given in Table 12 as under:



**Table 12: Details of AGMs held**

Year	Time, Day, Date and Location	Summary of Special Resolution(s) Passed
2016-17	10:30 a.m., Friday, July 14, 2017, Air Force Auditorium, Subroto Park, New Delhi-110 010	No Special Resolution was passed at the meeting.
2015-16	10:30 a.m., Friday, September 23, 2016, Air Force Auditorium, Subroto Park, New Delhi-110 010	No Special Resolution was passed at the meeting.
2014-15	11:00 a.m., Monday, August 31, 2015, Air Force Auditorium, Subroto Park, New Delhi-110 010	- Amendment of Memorandum of Association of the Company. - Adoption of new set of Articles of Association of the Company. - Remuneration to Non-Executive and Independent Directors by way of Commission.

Details of EGM held: No EGM was held during the previous 3 (three) years.

POSTAL BALLOT

During the FY ended March 31, 2018, no resolution was passed by postal ballot, hence disclosure under this section is not applicable.

Whether any Special Resolution is proposed to be passed through Postal Ballot:

None of the business proposed to be transacted at the ensuing Annual General Meeting requires passing of Special Resolution through postal ballot.

GENERAL SHAREHOLDERS' INFORMATION

Annual General Meeting

Date : July 24, 2018
Day : Tuesday
Time : 10:30 a.m.
Venue : Air Force Auditorium,
Subroto Park,
New Delhi – 110 010

Financial Calendar: Financial year: April 1, 2017 to March 31, 2018

For FY 2017–18	Results were announced on
First quarter ended June 30, 2017	Tuesday, July 25, 2017
Second quarter and half year ended September 30, 2017	Wednesday, November 1, 2017
Third quarter and nine months ended December 31, 2017	Tuesday, February 6, 2018
Fourth quarter and year ended March 31, 2018	Wednesday, May 2, 2018
For FY 2018–19	Results are likely to be announced by (tentative and subject to change)
First quarter ended June 30, 2018	Last week of July, 2018
Second quarter and half year ended September 30, 2018	Last week of October, 2018
Third quarter and nine months ended December 31, 2018	First week of February, 2019
Fourth quarter and year ended March 31, 2019	Second week of May, 2019

Book closure

The dates of book closure shall be from Friday, July 13, 2018 to Tuesday, July 24, 2018 (both days inclusive).

Dividend payment

The Board has declared an interim dividend @ 2750% i.e. ₹ 55 per share. The dividend was paid to those shareholders whose names appeared on the Register of Members as on February 17, 2018 and payment was made on February 23, 2018.

The Board has recommended a final dividend @ 2000% i.e. ₹ 40 per share for FY 2017-18.

The dividend recommended by the Directors for the year ended

March 31, 2018, if declared at the ensuing AGM, will be paid by August 23, 2018 to those members, whose names appear in the register of members/depository records as at the close of business hours on Thursday, July 12, 2018.

Listing on Stock Exchanges

The securities of the Company are listed on the following exchanges:

1. BSE Limited (BSE)
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001
2. National Stock Exchange of India Limited (NSE)
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East), Mumbai-400 051

Stock Codes

The Company's stock codes on the above stock exchanges are:

	Scrip Code
BSE	500182
NSE	HEROMOTOCO

The ISIN of the Company is INE158A01026

Annual Listing Fees

Annual listing fees for FY 2018-19 has been paid to BSE and NSE within the stipulated time.

Stock Market Data

Monthly high and low quotations as well as the volume of shares traded at the NSE and BSE are given in Table 13.

Table 13: Share Price Data for FY 2017-18

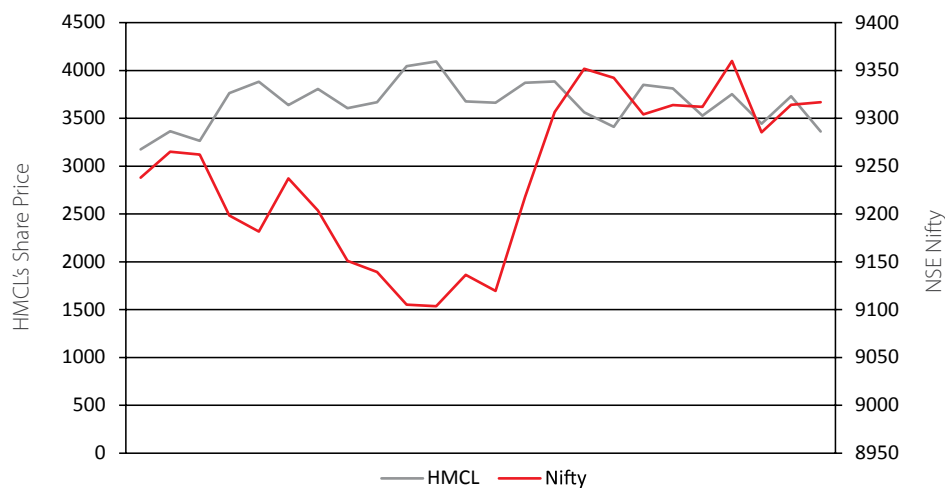
(Equity shares of ₹ 2 each fully paid-up)

National Stock Exchange of India Limited, Mumbai (NSE)

Month	Total Volume (No. of Shares)	High Price (₹)	Date	Volume on that day	Low Price (₹)	Date	Volume on that day
Apr-17	5799175	3364.00	27-04-2017	823678	3175.00	06-04-2017	441769
May-17	7120072	3762.00	31-05-2017	424001	3265.00	10-05-2017	424465
Jun-17	6230715	3880.55	05-06-2017	181146	3636.60	27-06-2017	365879
Jul-17	6177500	3804.05	04-07-2017	474327	3605.00	31-07-2017	504658
Aug-17	8606628	4044.00	16-08-2017	475186	3668.05	01-08-2017	685598
Sep-17	7647278	4091.95	01-09-2017	388220	3674.50	28-09-2017	789127
Oct-17	6285161	3870.05	31-10-2017	307237	3661.20	10-10-2017	367529
Nov-17	6806408	3882.90	01-11-2017	338059	3560.75	10-11-2017	307029
Dec-17	7451095	3848.80	26-12-2017	320480	3410.00	13-12-2017	348709
Jan-18	7236236	3810.00	01-01-2018	201102	3526.30	17-01-2018	501484
Feb-18	6460853	3752.45	02-02-2018	469510	3442.00	19-02-2018	246616
Mar-18	6266573	3729.75	13-03-2018	233650	3361.05	23-03-2018	423299

(Source: This information is compiled from the data available on the website of NSE)

HMCL's Share Price Movement Vis-a-Vis Nifty



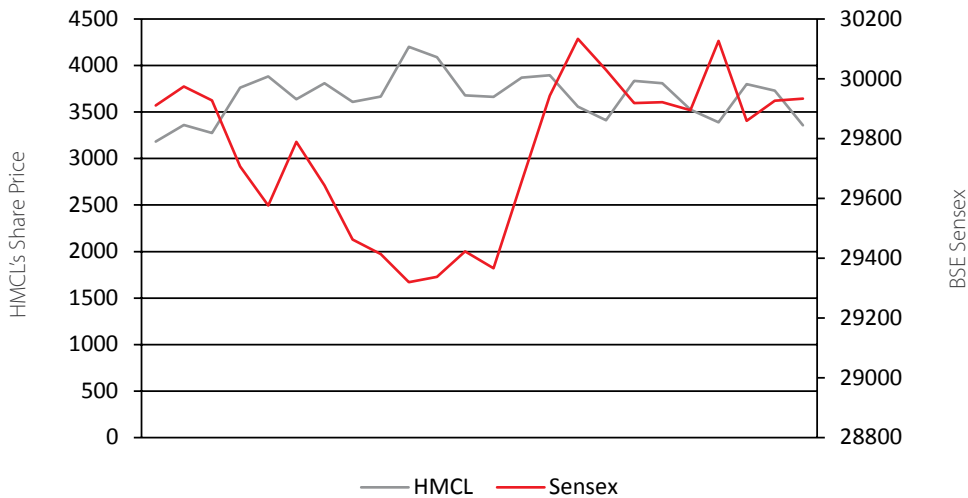


BSE Limited, Mumbai (BSE)

Month	Total Volume (No. of Shares)	High Price (₹)	Date	Volume on that day	Low Price (₹)	Date	Volume on that day
Apr-17	269033	3360.05	27-04-2017	14192	3180.00	06-04-2017	17469
May-17	667717	3760.00	31-05-2017	12807	3271.90	10-05-2017	34250
Jun-17	342907	3880.25	05-06-2017	25245	3636.55	27-06-2017	37906
Jul-17	3092917	3807.30	18-07-2017	10847	3607.00	31-07-2017	49097
Aug-17	941416	4200.00	23-08-2017	13927	3665.10	01-08-2017	156101
Sep-17	417447	4090.00	01-09-2017	24439	3677.95	28-09-2017	30639
Oct-17	466603	3868.95	31-10-2017	29398	3662.00	10-10-2017	11358
Nov-17	281587	3895.00	01-11-2017	24724	3555.00	10-11-2017	10278
Dec-17	528074	3833.95	22-12-2017	17526	3410.00	13-12-2017	12474
Jan-18	727825	3806.85	01-01-2018	11023	3523.95	29-01-2018	20736
Feb-18	331538	3799.90	07-02-2018	21246	3388.00	05-02-2018	29012
Mar-18	474656	3728.00	13-03-2018	9312	3353.75	23-03-2018	147091

(Source: This information is compiled from the data available on the website of BSE)

HMCL's Share Price Movement Vis-a-Vis Sensex



Distribution of Shareholding by Size

Table 14 lists the distribution of shareholding by number of shares held and shareholding pattern in percentage pursuant to Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as on March 31, 2018.

Table 14 : Distribution of Shareholding

No. of shares held (₹ 2 paid-up)	Shareholders		Shares of ₹ 2 paid-up	
	Numbers	%	Numbers	%
Upto 5000	99,471	99.21	11,279,916	5.65
5001 - 10000	222	0.22	1,598,867	0.80
10001 - 20000	134	0.13	1,874,992	0.94
20001 - 30000	63	0.06	1,558,344	0.78
30001 - 40000	44	0.04	1,504,403	0.75
40001 - 50000	30	0.03	1,345,525	0.67
50001 - 100000	101	0.10	7,381,791	3.70
100001 & Above	196	0.20	173,167,617	86.71
Total	100,261*	100.00	199,711,455	100.00

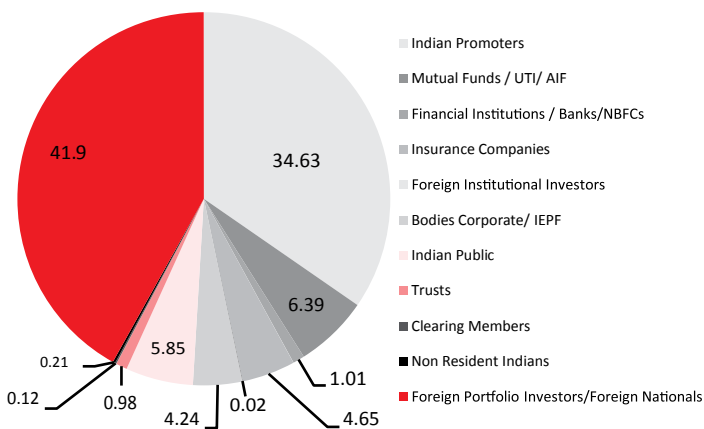
Shareholders grouped on the basis of PAN

Shareholding Pattern as on March 31, 2018

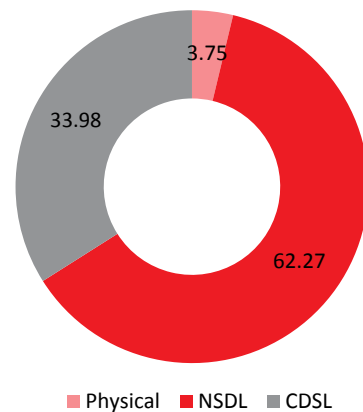
Category	No. of Holders	No. of Shares Held	% Total to No. of Shares	No. of Shares Dematerialised
Indian Promoters	16	69,166,082	34.63	69,166,082
Mutual Funds / UTI/ AIF	37	12,768,200	6.39	12,715,890
Financial Institutions / Banks/NBFCs	39	2,014,936	1.01	2,000,971
Insurance Companies	15	9,280,812	4.65	9,280,812
Foreign Institutional Investors	14	46,632	0.02	46,422
Bodies Corporate/ IEPF	1,103	8,458,869	4.24	8,442,248
Indian Public	95,007	11,676,820	5.85	9,737,661
Trusts	39	1,960,083	0.98	1,960,083
Clearing Members	135	246,321	0.12	246,321
Non Resident Indians	3,079	411,790	0.21	411,110
Foreign Portfolio Investors/Foreign Nationals	777	83,680,910	41.90	83,680,910
Grand Total	100,261[#]	199,711,455	100.00	197,688,510

[#] Shareholders grouped on the basis of PAN

Shareholding Pattern as on March 31, 2018



Category of Shareholding as on March 31, 2018



Category of Shareholding as on March 31, 2018

Category	No. of Holders	% to Total Holders	Total Shares	% to Equity
Physical	3,908	3.75	2,022,945	1.01
NSDL	64,858	62.27	1,95,088,879	97.69
CDSL	35,385	33.98	2,599,631	1.30
Total	104,151	100.00	199,711,455	100.00



Corporate Benefits

Dividend declared for the last 7 (seven) years on ₹ 2 paid-up shares

Financial Year	Type	Dividend per share	Dividend Declared	Due Dates for Transfer to IEPF
2010-11	Interim	₹ 70	3500%	June 18, 2018
	Final	₹ 35	1750%	December 03, 2018
2011-12	Final	₹ 45	2250%	November 15, 2019
2012-13	Final	₹ 60	3000%	November 16, 2020
2013-14	Final	₹ 65	3250%	October 10, 2021
2014-15	Interim	₹ 30	1500%	October 10, 2021
	Final	₹ 30	1500%	November 05, 2022
2015-16	Interim	₹ 40	2000%	May 14, 2023
	Final	₹ 32	1600%	November 28, 2023
2016-17	Interim	₹ 55	2750%	May 12, 2024
	Final	₹ 30	1500%	September 18, 2024
2017-18	Interim	₹ 55	2750%	April 13, 2025
	Final (recommended)	₹ 40	2000%	September 28, 2025

Transfer of Unclaimed Shares to Investor Education and Protection Fund

Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (the 'Rules') notified by the Ministry of Corporate Affairs effective September 7, 2016, as amended, all shares (eligible till FY 2009-10) in respect of which dividend has remained unclaimed by the shareholders for seven consecutive years or more were transferred in the demat account of the Investor Education and Protection Fund (IEPF).

During the year, notices were sent to the concerned shareholders whose dividend and shares were liable to be transferred to IEPF under the said Rules for taking appropriate action and full details of such shareholders and shares due for transfer to IEPF Authority have also been uploaded on Company's website at <https://www.heromotocorp.com/en-in/investors/unclaimed-dividends.html>.

An option to claim from IEPF Authority, all unpaid/unclaimed dividends or other amounts and the unclaimed shares transferred to IEPF, is available to members. Members may make their claim by following the due procedure for refund as prescribed under the said Rules. Details of refund process are also available on website of the Company at <https://www.heromotocorp.com/en-in/investors/unclaimed-dividends.html>.

Details of dividends remaining unpaid/unclaimed have been duly uploaded on the website of the Company at www.heromotocorp.com and at the website of IEPF authority at www.iepf.gov.in.

Dematerialisation of Shares and Liquidity

The shares of the Company are traded in compulsory demat segment. As on March 31, 2018, 98.99% of the total share capital was held in dematerialised form with National Securities Depository

Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

As to liquidity, equity shares of the Company are part of the BSE Sensex, BSE-100, BSE-200, BSE-500, BSE Sectoral Indices, S&P CNX Nifty, S&P CNX 500 and CNX 100. Further, the equity shares of the Company are frequently traded at NSE and BSE.

Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion Date and likely impact on equity

Not applicable

Details of Public Funding obtained in the previous three years

The Company has not obtained any public funding in the previous three years.

Registrar & Share Transfer Agent ('RTA')

All work related to share registry, both in physical form and electronic form, is handled by the Company's RTA, Karvy Computershare Private Limited. The communication address of the RTA is given hereunder:

Karvy Computershare Private Limited (Unit: Hero MotoCorp Ltd.)

Karvy Selenium Tower B, Plot No. 31 & 32, Gachibowli,

Financial District, Nanakramguda, Serilingampally,

Hyderabad-500 032

Tel: 040-23420818, 67162222

Fax: 040-2342 0814, 23001153; Toll Free No: 1-800-3454-001

E-mail: einward.ris@karvy.com

Website: www.karvycomputershare.com

Share Transfer System

All share transfer and other communications regarding share certificates, change of address, dividends, etc. should be addressed to the Company's RTA.

Share Transfer Committee is authorised to approve transfer of shares in the physical segment. Such transfers generally take place on fortnightly basis. All share transfers are completed within statutory time limit from the date of receipt, provided the documents meet the stipulated requirement of statutory provisions in all respects. The Company obtains from a Practicing Company Secretary, half yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the Listing Regulations and files a copy of the same with the Stock Exchanges.

Reconciliation of Share Capital Audit

Audits were also carried out by the Practicing Company Secretary to reconcile the total admitted capital with NSDL and CDSL. The reports for the same were submitted to BSE and NSE. The audit confirms that the total issued / paid-up and listed capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialised form (held with NSDL and CDSL).

Compliance with Secretarial Standards

The Institute of Company Secretaries of India, a Statutory Body, has issued Secretarial Standards on Meetings of the Board of Directors and General Meetings. The Company has complied with all the applicable provisions of the Secretarial Standards.

COMPANY'S REGISTERED ADDRESS

34, Community Centre,
Basant Lok, Vasant Vihar,
New Delhi - 110 057
CIN: L35911DL1984PLC017354
Tel: 011-4604 4100, 2614 2451
Fax: 011-2614 3321, 2614 3198
Website: www.heromotocorp.com

PLANT LOCATIONS AND R&D CENTRE

Gurgaon Plant

37 km Stone, Delhi-Jaipur Highway,
Sector 33, Gurgaon-122 001
Haryana, India
Tel: 0124-289 4200, 237 2123
Fax: 0124-237 3141/42

Dharuhera Plant

69 km Stone, Delhi-Jaipur Highway,
Dharuhera, Distt. Rewari-123 110
Haryana, India
Tel: 01274-264 000
Fax: 01274-267 018

Haridwar Plant

Plot No. 3, Sector 10,
I.I.E., SIDCUL, Roshanabad,
Haridwar-249 403, Uttarakhand, India
Tel: 01334-238 500, 239 514-16
Fax: 01334-239 512/13

Neemrana Plant

SP 101-103, 108 & 109,
RIICO Industrial Area, Phase – II,
Delhi-Jaipur Highway, Neemrana,
District Alwar-301 705, Rajasthan, India
Tel: 01494-2673000

Halol Plant

Plot No. 102, Halol (Exp.) Industrial Estate,
Vadodara Godhra Highway
Taluka – Kalol, Tehsil-Halol,
Distt. Panchmahal-389350, Gujarat, India
Tel: 02675-229114

R&D Centre

Centre of Innovation & Technology
SPL-1, RIICO Industrial Area,
Kukas, Phase-II, NH-11C,
Jaipur-302 028, Rajasthan, India
Tel: 0142-643000

Colombia Plant

HMCL Colombia SAS
KM 24, via Cali - Santender De Quilichao
Zona Franca Permanente Conjunto
Industrial Parque Sur, Villa Rica, Cauca
Lote 6A, Colombia
Tel: +572 3120662

Bangladesh Plant

HMCL Niloy Bangladesh Ltd.
Padmabilla, Shakhorigati,
Kotwali, Jessore, Bangladesh
Tel: +8809601505541





COMPLIANCE CERTIFICATE OF THE AUDITORS

Certificate from Sanjay Grover & Associates, Company Secretaries (Firm Registration No. P2001DE052900) confirming compliance with conditions of Corporate Governance as stipulated under Listing Regulations is attached to this Report as **Annexure - VI**.

Retail Shareholder Correspondence may be addressed to:

Mr. Dhiraj Kapoor
Deputy General Manager – Secretarial
& Nodal Officer
34, Community Centre,
Basant Lok, Vasant Vihar, New Delhi - 110 057
E-mail: secretarialho@heromotocorp.com

or

Karvy Computershare Private Limited
(Unit: Hero MotoCorp Ltd.)
Karvy Selenium Tower B, Plot No. 31 & 32, Gachibowli,
Financial District, Nanakramguda,
Serilingampally, Hyderabad – 500 032
Tel. : 040-2342 0818, 6716 2222
Fax: 040-2342 0814, 2300 1153; Toll Free No: 1-800-3454-001
E-mail: einward.ris@karvy.com
Website: www.karvycomputershare.com

For Institutional Investors' matters:

Mr. Umang Deep Singh Khurana
Head - Investor Relations
34, Community Centre, Basant Lok,
Vasant Vihar, New Delhi - 110 057
E-mail: umang.khurana@heromotocorp.com

Queries relating to the Financial Statements of the Company may be addressed to:

Mr. Niranjana Gupta
Chief Financial Officer
34, Community Centre,
Basant Lok, Vasant Vihar,
New Delhi - 110 057
E-mail: niranjana.gupta@heromotocorp.com

Queries/complaints relating to products, services or dealers etc. may be addressed to:

Customer Care
Hero MotoCorp Ltd.
34, Community Centre, Basant Lok, Vasant Vihar,
New Delhi – 110 057
E-mail: customercare@heromotocorp.com