

BAHADUR CHAND INVESTMENTS PRIVATE LIMITED

Regd. Office: Hero C.R. Division, Sua Road, Hero Nagar, Ludhiana-141003

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Correspondence Address: 34, Community Centre, Basant Lok, Vasant Vihar, New Delhi-110057

CIN: U65921PB1979PTC004037, PAN: AAACB6706F

Date: March 27, 2017

To,

- (1) National Stock Exchange of India Limited
"Exchange Plaza",
Bandra-Kurla Complex, Bandra (East)
Mumbai-400051; and
- (2) BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

Sub: Report under Regulation 10(6) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir(s),

Please find enclosed a report under regulation 10(6) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, in the prescribed form as per the prescribed format relating to the acquisition of equity shares of Hero MotoCorp Ltd. from M/s Brijmohan Lal Om Parkash, (Partnership Firm), part of the Promoter Group of Hero MotoCorp Ltd.

Yours faithfully,

For and on behalf of:

Bahadur Chand Investments Private Limited
For Bahadur Chand Investments Pvt. Ltd.



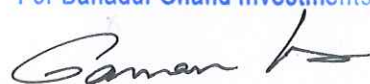
Pawan Munjal
Director

Director/Authorised Signatory

Format for Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Hero MotoCorp Limited
2.	Name of the acquirer(s)	Bahadur Chand Investments Private Limited ("BCIPL")
3.	Name of the stock exchange where shares of the TC are listed	National Stock Exchange of India Limited and BSE Limited
4.	Details of the transaction including rationale, if any, for the transfer/acquisition of shares.	BCIPL acquired 8,878,000 equity shares from M/s Brijmohan Lal Om Parkash, Partnership Firm, of TC at INR 3,375 (prevailing market price) on 24 th March 2017. This is an inter-se transfer between the promoters with the objective to rationalize the promoter-shareholding. There will be no change in the aggregate promoter shareholding in the TC, post the transaction.
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(a)(ii) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	Yes, disclosure under regulation 10(5) was made to Stock Exchanges on March 17, 2017 within the timeline specified under the regulations.

For Bahadur Chand Investments Pvt. Ltd.



Director/Authorised Signatory

7.	Details of acquisition		Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made		
	a.	Name of the transferor / seller	M/s Brijmohan Lal Om Parkash, Partnership Firm	Yes		
	b.	Date of acquisition	March 24, 2017	Yes		
	c.	Number of shares / voting rights in respect of the acquisitions from each person mentioned in 7(a) above	8,878,000	Yes		
	d.	Total shares ~~proposed to be acquired~~ / actually acquired as a % of diluted share capital of TC	8,878,000	Yes		
	e.	Price at which shares are ~~proposed to be acquired~~ / actually acquired	INR 3,375	Yes		
8.	Shareholding details		Pre-Transaction		Post-Transaction	
			No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
	A	Each Acquirer / Transferee(*)				
		Bahadur Chand Investments Private Limited	2,21,87,238	11.11%	31,065,238	15.56%
	B	Each Seller / Transferor				
		M/s Brijmohan Lal Om Parkash, Partnership Firm	4,56,83,058 (Annexure 1)	22.88%	36,805,058 (Annexure 2)	18.43%

For Bahadur Chand Investments Pvt. Ltd.



Director/Authorised Signatory

Note:

(*) Shareholding of each entity shall be shown separately and then collectively in a group.
The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

For Bahadur Chand Investments Private Limited

For Bahadur Chand Investments Pvt. Ltd.

Director

Date: 27/03/2017

Place: New Delhi



Director/Authorised Signatory

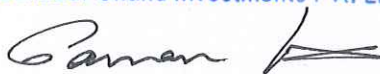
Annexure 1
Shareholding before the Disposal of Shares

S. No.	Name of the Shareholder	Number of Shares held before disposal	% of shareholding [Calculated on actual No. of Shares]
1.	Mr. Pawan Munjal, Mrs. Renu Munjal and Mr. Suman Kant Munjal (Jointly holding the shares)*	1,23,96,842	6.21%
2.	Mrs. Renu Munjal*	9,198,059	4.61%
3.	Mr. Suman Kant Munjal*	9,198,060	4.61%
4.	Mr. Pawan Munjal*	9,198,061	4.61%
5.	BML Munjal Family Shares Account **	5,692,036	2.85%
Total		4,56,83,058	22.88%

*: holding shares in representative capacity on behalf of Brijmohan Lal Om Parkash, a partnership firm.

**: holding shares in representative capacity on behalf of Brijmohan Lal Om Parkash, a partnership firm and the shares are under encumbrance.

For Bahadur Chand Investments Pvt. Ltd.



Director/Authorised Signatory

Annexure 2
Shareholding after disposal of shares

S. No.	Name of the Shareholder	Number of Shares held post acquisition	% of shareholding [Calculated on actual No. of Shares]
1.	Mr. Pawan Munjal, Mrs. Renu Munjal and Mr. Suman Kant Munjal (Jointly holding the shares)*	1,23,96,842	6.21
2.	Mrs. Renu Munjal*	3,279,392	1.64
3.	Mr. Suman Kant Munjal*	7,718,393	3.87
4.	Mr. Pawan Munjal*	7,718,395	3.87
5.	BML Munjal Family Shares Account **	5,692,036	2.85
Total		36,805,058	18.43

*: holding shares in representative capacity on behalf of Brijmohan Lal Om Parkash, a partnership firm.

**: holding shares in representative capacity on behalf of Brijmohan Lal Om Parkash, a partnership firm and the shares are under encumbrance.

For Bahadur Chand Investments Pvt. Ltd.



Director/Authorised Signatory