

HERO HONDA MOTORS LIMITED



34, BASANT LOK, VASANT VIHAR, NEW DELHI - 110 057
PHONES : 46044100, 26142451
FAX : 011-26143321, 26143198
Website : www.herohonda.com

HHML:ICK:15:SECT:11

March 8, 2011

Vice President
Capital Markets (Operations)
National Stock Exchange of India
"Exchange Plaza"
Bandra Kurla Complex,
Bandra (East),
Mumbai - 400 051

Dear Sir,

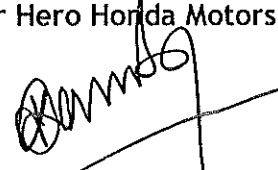
Sub : Disclosure under Regulation 8A(4) of the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 1997

Pursuant to provisions of Regulation 8A(4) of the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 1997 ("the Regulations"), please find enclosed the details of shareholding of the Promoter with reference to the information received by the Company under Regulation 8A(2) of the Regulations.

Kindly take the same on record.

Thanking you,

Yours truly,
for Hero Honda Motors Limited


Ilam G. Kamboj
Sr. G. M. - Legal & Company Secretary

Encl. : As above

**REPORT OF DETAILS OF SHARES PLEDGED UNDER REGULATIONS 8A(4) OF
SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 1997)**

Date of Reporting	March 8, 2011
Name of the company	Hero Honda Motors Limited
Total no. of outstanding shares of the Company	19,96,87,500

Name of the entity (I)	A Details of transaction(s)		B Aggregate details after the transaction(s)			
	Date of transaction (II)	Number of shares pledged* (III)	Total no. of shares held by the entity in the company (IV)	Information on pledge		
				Total No. of shares pledged (V)	% of total shares pledged to total no. of shares held by the entity in the company (VI) = (V) / (IV)	% of shares pledged to total no. of outstanding shares of the company (VII)
Hero Investments Private Limited	March 3, 2011	95,55,010	3,46,12,460	3,46,12,460	100%	17.33%
	March 1, 2011	1,06,16,678				
	March 3, 2011	1,06,16,678				
	March 7, 2011	11,86,788				
	March 7, 2011	13,18,653				
	March 7, 2011	13,18,653				

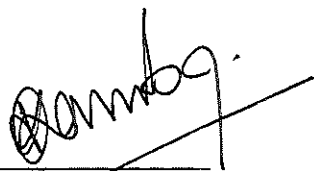
*The shares pledged by Hero Investments Private Limited have been pledged under three separate transactions in favour of 3 (three) separate and distinct entities as per the following details:

Sr. No.	Name of Pledgee	total no. of shares pledged by the entity in the company in favour of the Pledgee	% of shares pledged to total no. of outstanding shares of the company
1	Axis Trustee Services Ltd	10,741,798	5.379%
2	IDBI Trusteeship Services Ltd.	11,935,331	5.977%
3	IL&FS Trust Company Ltd.	11,935,331	5.977%
	Total	3,46,12,460	17.33%

Notes:

- 1) "Entity" means "Promoter or every person forming part of the Promoter Group".
- 2) Details under (A) shall include chronological details of all individual transactions(s) in a quarter which when taken together exceeds the limit specified under Regulation 8A(4) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997.
- 3) Names of the promoter and promoter group shall be the same as appearing in other filings made with stock exchanges.

for Hero Honda Motors Limited



Name : Ilam C. Kamboj
 Designation : Sr. G.M. Legal & Company Secretary
 Date : March 8, 2011
 Place : New Delhi

HERO INVESTMENTS PRIVATE LIMITED

Regd. Office: Hero C.R. Division, Sua Road
Hero Nagar, G.T. Road, Ludhiana
Phone 0161-4080000; Fax 0161-4080001

March 7, 2011

To
Hero Honda Motors Limited
34, Community Center
Basant Lok, Vasant Vihar
New Delhi - 110 057

Sub: Disclosure under Regulation 8 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997

Dear Sir,

Please find enclosed the disclosure by Hero Investments Private Limited under Regulation 8A(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 for your records. The enclosed disclosure is self explanatory.

Thanking You.

Yours Sincerely
For and on behalf of Hero Investments Private Limited


(Sunil Kant Munjal)
Director

Enclosed: As above

REPORT OF DETAILS OF SHARES PLEDGED UNDER REGULATIONS 8A(2) OF SEBI(SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 1997

Name of the Reporting entity	Hero Investments Private Limited
Whether belonging to Promoter / promoter group	Promoter Yes / ~~No~~ (strike out which is not applicable)
	Promoter group Yes/ ~~No~~ (strike out which is not applicable)
Date of Reporting	March 7, 2011
Name of the company	Hero Honda Motors Limited
Total no. of outstanding shares of the company	19,96,87,500

Pre-transaction Details		Transaction Details			Post-transaction Details		% of the shares pledged, to the total no. of shares held in the company by the reporting entity	% of shares pledged to the total no. of outstanding shares of the company (IX)
Total no. of shares held in the company by the reporting entity (I)	Total no. of shares pledged by the reporting entity	Date of the transaction (III)	Nature of the transaction: Pledge (P); Revoke (R); Invoke (I)	No. of shares pledged/ revoked/ invoked (V)	Total no. of shares held in the company by the reporting entity (VI)	Total no. of shares pledged by the reporting entity (VII)		
3,46,12,460	NIL	March 3 2011	*P	95,55,010	3,46,12,460	3,46,12,460	100%	17.33%
		March 1 2011	*P	1,06,16,678				
		March 3 2011	*P	1,06,16,678				
		March 7, 2011	*P	11,86,788				
		March 7, 2011	*P	13,18,653				
		March 7, 2011	*P	13,18,653				

*The shares pledged by the reporting entity have been pledged under three separate transactions in favour of 3 (three) separate and distinct entities as per the following details:

Sr. No.	Name of Pledgee	Total no. of shares pledged by the reporting entity in favour of the Pledgee	% of shares pledged to the total no. of outstanding shares of the company
1	Axis Trustee Services Ltd	10,741,798	5.379%
2	IDBI Trusteeship Services Ltd.	11,935,331	5.977%
3	IL&FS Trust Company Ltd.	11,935,331	5.977%
	Total	3,46,12,460	17.33%

For and on behalf of Hero Investments Private Limited.

Signature of the Seller/Authorized Signatory


Name : Sunil Kant Munjal
Place : New Delhi
Date : March 7, 2011