

BRIJMOHAN LAL OM PARKASH

Hero C.R. Division, Sua Road, Hero Nagar, Ludhiana - 141003
Phone 0161-4080000; Fax 0161-4080001

February 19, 2015

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) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations").

Dear Sir,

1. As on February 17, 2015, I, Sunil Kant Munjal, held 1,23,96,840 (one crore twenty three lakh ninety six thousand eight hundred and forty) equity shares of Hero MotoCorp Limited ("Company"), being 6.21% of the fully diluted paid-up share capital of the Company ("Total Shares"), on behalf of M/s Brijmohan Lal Om Parkash ("BMOP"), a partnership firm duly formed and validly existing under the laws of India, in which I am a partner.
2. I have, by two separate sales on the stock exchange on February 18, 2015 and February 19, 2015, transferred 70,00,000 equity shares and 35,46,400 equity shares, respectively, out of the Total Shares. Upon the said two transfers out of the Total Shares, my shareholding in the Company, on behalf of BMOP, has changed by 5.28% in aggregate.
3. In view of the above, please find enclosed with this letter, the completed disclosure under Regulation 29(2) of the Takeover Regulations. As required under Regulation 29(3) of the Takeover Regulations, this disclosures about the said transfers of Total Shares is being made within two (2) working days of such transfers.

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4. Kindly note that, as on the date hereof, I also hold 32,500 (thirty two thousand five hundred) equity shares, being 0.02% of the fully diluted paid-up share capital of the Company in my personal capacity, which shareholding remains unchanged after the transfers out of the Total Shares as mentioned above.

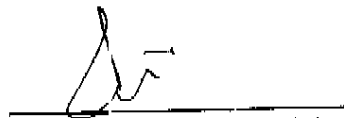
5. Should you require any further information, documents or clarifications please contact:

Name: Manoj Bharija / Amit Aggarwal
Telephone: +91-11-46196666
Email: manoj.bharija@herocorp.com, amit.aggarwal@herocorp.com

Thank you.

Yours faithfully,

Sunil Kant Munjal on behalf of Brijmohan Lal Om Parkash



Name: Sunil Kant Munjal
Designation: Partner

**Format for Disclosures under Regulation 29(2) of Securities and Exchange Board of India
(Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

1.	Name of the Target Company (TC)	Hero MotoCorp Limited		
2.	Name(s) of the acquirer / seller and Persons Acting in Concert (PAC) with the acquirer	Sunil Kant Munjal		
3.	Whether the acquirer / seller belongs to Promoter/Promoter group	Yes		
4.	Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Limited and BSE Limited		
5.	Details of the acquisition / disposal as follows:	Number	% w.r.t. to all share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC (*)
	<u>Before the acquisition/disposal under consideration, holding of:</u>			
	(a) Shares carrying voting rights	1,23,96,840*	6.21%	6.21%
	(b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	Nil	Nil	Nil
	(c) Voting rights (VR) otherwise than by shares	Nil	Nil	Nil
	(c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	Nil	Nil	Nil
	Total (a + b + c)	1,23,96,840	6.21%	6.21%
	<u>Details of acquisition/sale</u>			
	(a) Shares carrying voting rights acquired / sold	1,05,46,400*	5.28%	5.28%

	(b) VRs ~~acquired~~ / sold otherwise than by shares	Nil	Nil	Nil
	(c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) ~~acquired~~ / sold	Nil	Nil	Nil
	(d) Shares encumbered / invoked/released by the ~~acquirer~~ / seller	Nil	Nil	Nil
	Total (a + b + c)	1,05,46,400	5.28%	5.28%
	<u>After the acquisition / sale, holding of:</u>			
	(a) Shares carrying voting rights	18,50,440*	0.93%	0.93%
	(b) Shares encumbered with the ~~acquirer~~ / seller	Nil	Nil	Nil
	(c) VRs otherwise than by shares	Nil	Nil	Nil
	(d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after ~~acquisition~~ / sale	Nil	Nil	Nil
	Total (a + b + c)	18,50,440	0.93%	0.93%
6.	Mode of ~~acquisition~~ /sale (e.g. open market/off-market/public issue/rights issue/preferential allotment/inter-se transfer, etc.)	Open market		
7.	Date of ~~acquisition~~ / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	February 18, 2015 & February 19, 2015		
8.	Equity share capital/total voting capital of the TC before the ~~acquisition~~ / sale.	19,96,87,500 equity shares of Rs. 2 each		
9.	Equity share capital/total voting capital of the TC after the said ~~acquisition~~ / sale.	19,96,87,500 equity shares of Rs. 2 each		
10.	Total diluted share/voting capital of the TC after the said the ~~acquisition~~ / sale.	19,96,87,500 equity shares of Rs. 2 each		

* Holding on behalf of M/s Brijmohan Lal Om Parkash, a partnership firm. The shares were sold by two separate sales on the stock exchange on February 18, 2015 and February 19, 2015, being 70,00,000 equity shares and 35,46,400 equity shares, respectively.

Note:

(**) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the Listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.



Name: Sunil Kant Munjal on behalf of Brijmohan Lal Om Parkash
Designation: Partner

Place: New Delhi

Date: February 19, 2015