

Sunil Kant Munjal

1-A, Friends Colony (West)
New Delhi – 110 065

September 11, 2013

To,
The Secretary
BSE Limited
P.J. Towers, Dalal Street
Mumbai - 400 001

Asst. Vice President
Listing Department,
The National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051

Sub: Disclosure under Regulation 10(6) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations")

Dear Sir/ Madam,

Pursuant to a Scheme of Amalgamation under Sections 391 to 394 of the Companies Act, 1956 for the amalgamation of Hero Investments Private Limited ("HIPL") into Hero MotoCorp Limited ("Target Company"), which has been approved by the Hon'ble High Court of Delhi at New Delhi by its order dated March 01, 2013 and order dated March 15, 2013, 8,65,31,210 (Eight Crore Sixty Five Lacs Thirty One Thousand Two Hundred Ten) equity shares of the Target Company have been issued and allotted to the erstwhile shareholders of HIPL on 11th September, 2013.

I, being an erstwhile shareholder of HIPL, has been issued and allotted 1,23,96,840 (One Crore Twenty Three Lacs Ninety Six Thousand Eight Hundred Forty) equity shares of the Target Company, the beneficial interest of which shall vest with M/s Brijmohan Lal Om Parkash, a registered partnership firm having its office at Hero C.R. Division, Sua Road, Hero Nagar, Ludhiana. Upon such allotment, I hold 6.23% fully diluted paid-up share capital of the Target Company.

In view of the above, please find enclosed with this letter, the disclosure under Regulation 10(6) of the Takeover Regulations in the form prescribed by SEBI. As required under Regulation 10(6), we are informing you about the said acquisition within 4 working days of the acquisition of shares in the Target Company.

The above is for your information and records.



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Should you require any further information, documents or clarifications please contact Mr. Amit Aggarwal/Mr. Manoj Bharija at amit.aggarwal@herocorp.com or manoj.bharija@herocorp.com.

Thanking You,

Yours faithfully,



 Sunil Kant Munjal

Format for Disclosures under Regulation 10(6) -

Report to Stock Exchange 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)	Mr. Sunil Kant Munjal	
3. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited The National Stock Exchange of India Limited	
4. Details of the transaction including rationale, if any, for the transfer/ acquisition of shares	Mr. Sunil Kant Munjal was issued and allotted 1,23,96,840 (One Crore Twenty Three Lacs Ninety Six Thousand Eight Hundred Forty) equity shares by the TC pursuant to the orders passed by the High Court of Delhi on March 1, 2013 and on March 15, 2013 under Sections 391-394 of the Companies Act, 1956, approving the scheme of amalgamation of Hero Investments Private Limited into the TC. The beneficial interest of said shares vests with M/s Brijmohan Lal Om Parkash, a registered partnership firm having its office at Hero C.R. Division, Sua Road, Hero Nagar, Ludhiana.	
5. Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(d)(ii) of 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 time line specified under the regulation - Date of filing with the stock exchange	Not Applicable	
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	Not Applicable	Not Applicable
b. Date of acquisition	Not Applicable	Not Applicable



c. Number of shares/ voting right in respect of the acquisitions from each person mentioned in 7(a) above	Not Applicable		Not Applicable	
d. Total shares proposed to be acquired/ actually acquired as a % of diluted share capital of TC	Not Applicable		Not Applicable	
e. Price at which shares are proposed to be acquired/ actually acquired	Not Applicable		Not Applicable	
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 (*)	32,500	0.02%	1,24,29,340	6.23%
b. Each Seller/ Transferor	Not Applicable	Not Applicable	Not Applicable	Not Applicable



Name: Mr. Sunil Kant Munjal

Place: New Delhi

Date: September 11, 2013

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 by all the persons or by a person duly authorized to do so on behalf of all the acquirers.