

Sunil Kant Munjal

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

September 11, 2013

The Secretary,
BSE Limited
25th Floor,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001

Asst. Vice President,
Listing Department,
National Stock Exchange of India Ltd.,
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E),
MUMBAI - 400 051

Hero MotoCorp Limited
34, Community Center, Basant Lok
Vasant Vihar, New Delhi-110057

Sub: Disclosure under Regulation 29(1) 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 September 11, 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.



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In view of the above, please find enclosed with this letter, the disclosure under regulation 29 (1) of the Takeover Regulations in the form prescribed by SEBI. As required under Regulation 29(1), we are informing you about the said acquisition within 2 working days of the acquisition of shares in the Target Company.

The above is for your information and records.

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

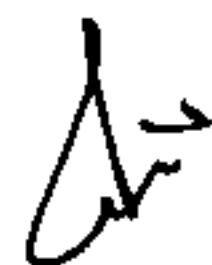
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Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1. Name of the Target Company (TC)	Hero MotoCorp Limited		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Mr. Sunil Kant Munjal		
3. Whether the acquirer belongs to Promoter/ Promoter group	Yes		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited The National Stock Exchange of India Limited		
5. Details of the acquisition of shares/voting rights/holding of the Acquirer and PAC	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC(*)
<u>Before the acquisition under consideration, holding of:</u>			
a) Shares carrying voting rights	Acquirer- 32,500	Acquirer- 0.02%	Acquirer- 0.02%
b) Voting rights (VR) otherwise than by equity shares	Acquirer- Nil	Acquirer- Nil	Acquirer- 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)	Acquirer- Nil	Acquirer- Nil	Acquirer- Nil
Total (a+b+c)	Acquirer- 32,500	Acquirer- 0.02%	Acquirer- 0.02%



<u>Details of acquisition</u>			
a) Shares carrying voting rights acquired	Acquirer- 1,23,96,840	Acquirer- 6.21%	Acquirer- 6.21%
b) Voting rights (VR) otherwise than by equity shares	Acquirer- Nil	Acquirer- Nil	Acquirer- 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	Acquirer- Nil	Acquirer- Nil	Acquirer- Nil
Total (a+b+c)	Acquirer- 1,23,96,840	Acquirer- 6.21%	Acquirer- 6.21%
<u>After the acquisition holding of:</u>			
a) Shares carrying voting rights	Acquirer- 1,24,29,340	Acquirer- 6.23%	Acquirer- 6.23%
b) Voting rights (VR) otherwise than by equity shares	Acquirer- Nil	Acquirer- Nil	Acquirer- 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) after acquisition	Acquirer- Nil	Acquirer- Nil	Acquirer- Nil
Total (a+b+c)	Acquirer- 1,24,29,340	Acquirer- 6.23%	Acquirer- 6.23%



6. Mode of acquisition (e.g. open market / public issue / rights issue/ preferential allotment / inter-se transfer, etc.)	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
7. Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares etc.	Not Applicable
8. Date of acquisition of / date of receipt of intimation of allotment of shares/VR/ warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares in the TC.	September 11, 2013
9. Equity share capital / total voting capital of the TC before the said acquisition	The issued and subscribed share capital of the TC is Rs. 39,93,75,000 (Rupees Thirty Nine Crores Ninety Three Lacs Seventy Five Thousand Only) consisting of 19,96,87,500 (Nineteen Crores Ninety Six Lacs Eighty Seven Thousand Five Hundred) equity shares of Rs. 2 (Two) each.
10. Equity share capital/ total voting capital of the TC after the said acquisition	The issued and subscribed share capital of the TC is Rs. 39,93,75,000 (Rupees Thirty Nine Crores Ninety Three Lacs Seventy Five Thousand Only) consisting of 19,96,87,500 (Nineteen Crores Ninety Six Lacs Eighty Seven Thousand Five Hundred) equity shares of Rs. 2 (Two) each.



11. Total diluted share/voting capital of the TC after the said acquisition	The issued and subscribed share capital of the TC is Rs. 39,93,75,000 (Rupees Thirty Nine Crores Ninety Three Lacs Seventy Five Thousand Only) consisting of 19,96,87,500 (Nineteen Crores Ninety Six Lacs Eighty Seven Thousand Five Hundred) equity shares of Rs. 2 (Two) each.
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Note:

(*) 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: Mr. Sunil Kant Munjal
 Address: 1-A, Friends Colony (West)
 New Delhi - 110 065

Place: New Delhi

Date: September 11, 2013