

To,

Date: August 24, 2016

- (1) National Stock Exchange of India,
"Exchange Plaza",
Bandra-Kurla Complex, Bandra (East)
Mumbai-400051; and
- (2) Bombay Stock Exchange Limited,
25th Floor
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

Sub: Disclosure under regulation 31(1) read with regulation 31(3) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir(s),

Please find enclosed herewith the disclosure pursuant to regulation 31(1) read with regulation 31(3) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 received from Brijmohan Lall Om Prakash, a partnership firm, a promoter of the company.

Kindly take the above on record.

Yours faithfully,

For and on behalf of Hero MotoCorp Limited


Neerja Sharma
Company Secretary



BRIJMOHAN LAL OM PARKASH

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

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Mumbai-400051;
- (2) Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001
- (3) HeroMotoCorp Limited,
34, Community Centre Basant
Lok, Vasant Vihar
New Delhi-110057

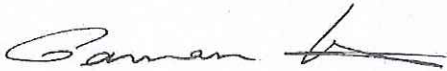
Sub: Disclosure under regulation 31(1) read with regulation 31(3) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir(s),

Please find enclosed herewith the disclosure pursuant to regulation 31(1) read with regulation 31(3) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as per the prescribed format.

Yours faithfully,

For and on behalf of:
M/s Brijmohan Lall Om Prakash, Partnership Firm



Pawan Munjal
(Partner)

Format for disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company(TC)	Hero MotoCorp Ltd
Names of the Stock Exchanges where the shares of the target company are listed	National Stock Exchange Limited and Bombay Stock Exchange Limited
Date of reporting	August 23, 2016
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked	1. Pavan Munjal 2. Renu Munjal 3. Suman Kant Munjal (holding shares on behalf of Brijmohan Lall Om Prakash, a partnership firm) List of PAC is given in Annexure 'A' (forms part of this form)
Details of the creation/invocation/release of encumbrance:	

Name of the promoter (s) or PACs with him(**)	Promoter holding in the target company (1)				Promoter holding already encumbered (2)	Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares {creation [(2)+(3)] / release [(2)-(3)] / invocation [(2)-(3)]}	
	No. of Shares	% of total share capital	% w.r.t diluted share capital(*)	% of total share capital		Type of event (creation / release / invocation)	Date of creation/ invocation release of encumbrance	Type of encumbrance (pledge/ lien/ non disposal undertaking/others)	Reasons for encumbrance **	No. of Shares	% of total share capital	Name of the entity in whose favor shares encumbered	No. of shares	% of total share Capital
Pavan Munjal#	10478592	5.25%	5.25%	-	-	Creation	16.08.16	Others (Escrow of Shares)	Escrow created by the promoters in terms of the family re-alignment	1739867	0.87%	Korak Mahindra Bank Limited	1739867	0.87%

Pavan

Renu Munjal [#]	10478592	5.25%	5.25%	-	-	Creation	16.08.16	Others (Escrow of Shares)	Escrow created by the promoters in terms of the family re-alignment	1739867	0.87%	Kotak Mahindra Bank Limited	1739867	0.87%
Suman Kant Munjal [#]	10478592	5.25%	5.25%	-	-	Creation	16.08.16	Others (Escrow of Shares)	Escrow created by the promoters in terms of the family re-alignment	1739867	0.87%	Kotak Mahindra Bank Limited	1739867	0.87%

[#]: Holding shares on behalf of Brijmohan Lall Om Prakash, partnership firm.

For and on behalf of Brijmohan Lall Om Prakash

Pawan

Pawan Munjal
Partner

Place: New Delhi

Date: 23rd August 2016

(**) The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

(*) Total share 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.

Annexure A
Persons Acting in Concert

S.No.	Particulars
1.	Late Dr. Brijmohan Lal Munjal, Mr. Pawan Munjal, Mr. Suman Kant Munjal, Mr. Sunil Kant Munjal and Mrs. Renu Munjal (holding in representative capacity of Brijmohan Lal Om Prakash, a registered partnership firm)
2.	Mrs. Renu Munjal
3.	Mr. Suman Kant Munjal
4.	Mr. Suman Kant Munjal (holding on behalf of Brijmohan Lal & Sons HUF and Suman Kant & Sons HUF)
5.	Mr. Pawan Kant Munjal (holding on behalf of Pawan Kant and Sons HUF)
6.	Mr. Sunil Kant Munjal
7.	Ms. Vasudha Munjal
8.	Ms. Anitesha Munjal
9.	Mr. Pawan Munjal
10.	Ms. Renuka Munjal
11.	Mr. Rahul Munjal
12.	Mr. Abhimanyu Munjal
13.	Hero FinCorp Limited
14.	Hero InvestCorp Private Limited
15.	Ms. Santosh Munjal
16.	Bahadur Chand Investments Private Limited

Suman Kant