

To,

Date: August 26, 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: Report under Regulation 10(6) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir(s),

Please find enclosed herewith a report pursuant to regulation 10(6) 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

A blue ink signature of Neerja Sharma, consisting of a stylized 'N' and 'S'.

Neerja Sharma
Company Secretary

BRIJMOHAN LAL OM PARKASH

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

Date: August 26, 2016

To,

- (1) National Stock Exchange Limited,
“Exchange Plaza”,
Bandra-Kurla, Complex,
Bandra (East)
Mumbai - 400051
- (2) Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

Sub: Report under regulation 10(6) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir(s),

With reference to the captioned subject, please find enclosed a report under regulation 10(6) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, in the prescribed form.

While there is no change in the aggregate shareholding of M/s Brijmohan Lall Om Prakash, Partnership Firm, (BMOP), there is a change in the shareholding of constituents of BMOP on account of transmission of shares held by Late Brijmohan Lall Munjal and Mr. Sunil Kant Munjal in a representative capacity on behalf of BMOP. The same is being reported here.

Thanking you,

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



Pawan Munjal
(Partner)

Format for Disclosures under Regulation 10(6) –Report to Stock Exchanges 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 Motorcorp Limited																				
2.	Name of the acquirer(s)	M/s Brijmohan Lall Om Prakash, Partnership Firm (BMOP) (Transmission# of shares of BMOP to the following persons: 1. Mr. Pawan Munjal* 2. Mrs. Renu Munjal* 3. Mr. Suman Kant Munjal* * For and on behalf of Brijmohan Lall Om Prakash, a partnership firm.) # No change in the shareholding of BMOP																				
3.	Name of the stock exchange where shares of the TC are listed	National Stock Exchange Limited and BSE Limited																				
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	1. Transmission of 12,396,842 shares (constituting 6.21% of the share capital of the Company), held by Late Mr. Brijmohan Lall Munjal, for and on behalf of Brijmohan Lall Om Prakash, a partnership firm, on 25.08.16 , in the following manner: <table><tr><th>Sr. No.</th><th>Name of the Partner</th><th>Number of Shares</th><th>% Shareholding</th></tr><tr><td>1.</td><td>Mr. Pawan Munjal*</td><td>4,132,282</td><td>2.07%</td></tr><tr><td>2.</td><td>Mrs. Renu Munjal*</td><td>4,132,280</td><td>2.07%</td></tr><tr><td>3.</td><td>Mr. Suman Kant Munjal*</td><td>4,132,280</td><td>2.07%</td></tr><tr><td>Total</td><td></td><td>12,396,842</td><td>6.21%</td></tr></table> * For and on behalf of Brijmohan Lall Om Prakash, a partnership firm.	Sr. No.	Name of the Partner	Number of Shares	% Shareholding	1.	Mr. Pawan Munjal*	4,132,282	2.07%	2.	Mrs. Renu Munjal*	4,132,280	2.07%	3.	Mr. Suman Kant Munjal*	4,132,280	2.07%	Total		12,396,842	6.21%
Sr. No.	Name of the Partner	Number of Shares	% Shareholding																			
1.	Mr. Pawan Munjal*	4,132,282	2.07%																			
2.	Mrs. Renu Munjal*	4,132,280	2.07%																			
3.	Mr. Suman Kant Munjal*	4,132,280	2.07%																			
Total		12,396,842	6.21%																			



		2. Transmission of 1,850,440 shares (constituting 0.93% of the share capital of the Company), held by Mr. Sunil Kant Munjal, for and on behalf of Brijmohan Lall Om Prakash, a partnership firm, on 22.08.16, in the following manner:																					
		<table><tr><th>Sr. No.</th><th>Name of the Partner</th><th>Number of Shares</th><th>% Shareholding</th></tr><tr><td>1.</td><td>Mr. Pawan Munjal*</td><td>616,814</td><td>0.31</td></tr><tr><td>2.</td><td>Mrs. Renu Munjal*</td><td>616,813</td><td>0.31</td></tr><tr><td>3.</td><td>Mr. Suman Kant Munjal*</td><td>616,813</td><td>0.31</td></tr><tr><td colspan="2">Total</td><td>1,850,440</td><td>0.93%</td></tr></table>	Sr. No.	Name of the Partner	Number of Shares	% Shareholding	1.	Mr. Pawan Munjal*	616,814	0.31	2.	Mrs. Renu Munjal*	616,813	0.31	3.	Mr. Suman Kant Munjal*	616,813	0.31	Total		1,850,440	0.93%	* For and on behalf of Brijmohan Lall Om Prakash, a partnership firm.
Sr. No.	Name of the Partner	Number of Shares	% Shareholding																				
1.	Mr. Pawan Munjal*	616,814	0.31																				
2.	Mrs. Renu Munjal*	616,813	0.31																				
3.	Mr. Suman Kant Munjal*	616,813	0.31																				
Total		1,850,440	0.93%																				
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(g) of the 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 timeline specified under the regulations. – date of filing with the stock exchange.	No, Regulation 10(5) was not applicable. NA NA																					
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	NA	NA																				
	b. Date of acquisition	NA	NA																				
	c. Number of shares/ voting rights in respect of the acquisitions from	NA	NA																				



	each person mentioned in 7(a) above		
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	NA	NA
	e. Price at which shares are proposed to be acquired / actually acquired	NA	NA
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(*)		
1.	Mrs. Renu Munjal*	1,04,78,592	5.25%
2.	Mr. Suman Kant Munjal*	1,04,78,592	5.25%
3.	Mr. Pawan Munjal*	1,04,78,592	5.25%
b.	Each Seller / Transferor		
1.	Transmission of 12,396,842 shares (constituting 6.21% of the share capital of the Company), held by Late Mr. Brijmohan Lall Munjal, for and on behalf of Brijmohan Lall Om Prakash, a partnership firm.	12,396,842	6.21%
2.	Transmission of 1,850,440 shares (constituting 0.93% of the share capital of the Company), held by Mr. Sunil Kant Munjal, for and on behalf of Brijmohan Lall Om Prakash, a partnership firm.	1,850,440	0.93%

* For and on behalf of Brijmohan Lall Om Prakash, a partnership firm.



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

**Yours truly,
For and on behalf of
Brijmohan Lall Om Prakash, Partnership Firm**



**Pawan Munjal
(Partner)**

Place: New Delhi
Date: 26th August, 2016