



HMCL:ICK:11/14A:SECT:14

November 10, 2014

Fax/Email/Courier

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

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

Dear Sir,

**Sub: Disclosure of change of shareholding under Regulation 13(6) of the
Securities and Exchange Board of India (Prohibition of Insider Trading)
Regulations, 1992 ("Insider Trading Regulation")**

Pursuant to provisions of Regulation 13(6) of the SEBI (Prohibition of Insider Trading) Regulations, 1992 ("the Regulations") and its amendments thereto, please find enclosed herewith the disclosure in regard to change in shareholding of more than 2% by person holding more than 5% of the shares / voting rights of the Company, with reference to the information received by the Company under Regulation 13(1) of the Regulations.

Please take the same on record.

Thanking you,

Yours faithfully,
for Hero MotoCorp Ltd.

ILAM C. KAMBOJ
Asso. V.P. - Legal & Company Secretary

Encl: as above

Hero MotoCorp Ltd.

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Tel. +91 11 26142451, 46044100, Fax +91 11 26143321, 26143198
HeroMotoCorp.com

CIN:L35911DL1984PLC017354

Email ID: secretarialho@heromotocorp.com

FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

(Regulation 13 (3) and (6))

Regulation 13(3) - Details of change in shareholding in respect of persons holding more than 5% shares in a listed company

Name & address of shareholders	Shareholding prior to acquisition / sale	No. & % of shares/ voting rights acquired/ sold	Receipt of allotment/ advice/ acquisition of shares/ sale of shares - specify	Date of intimation to company	Mode of acquisition on (market purchase/ public/ rights/ preferential offer etc.)	No. & % of shares/ voting rights post-acquisition/ sale	Trading member through whom the trade was executed with SEBI Registration no. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value	Sell quantity	Sell value
Name: BC India Private Investors II PAN: AADCB9648P Address: Suite 110, 10 th Floor Ebene Heights Building 34 Ebene Cybercity, Ebene Mauritius Tel. No.: +230 4681320	Hero MotoCorp Limited ("Company") No. of Shares: 11,523,009 Percentage: 5.77%	8,542,583 equity shares of the Company representing 4.28% of the total paid up equity share capital of the Company as well as 4.28% of the voting share capital of the Company	Date of sale: 7/11/2014	7/11/2014	BC India Private Investors II sold 8,542,583 equity shares of the Company by way of market sale on National Stock Exchange of India and BSE Limited on November 7, 2014	2,980,426 equity shares of the Company representing 1.49% of the total paid up equity share capital of the Company as of November 7, 2014 as well as 1.49% of the voting share capital of the Company	Name: Deutsche Equities India (Private) Limited SEBI Registration Number: NSE CM: INB231196834 BSE CM: INB011196830	National Stock Exchange of India Limited And BSE Limited	-	-	8,542,583 Equity Shares	24,567,017,323.15

For Hero MotoCorp Limited


Man C. Kanboj

Asso. V.P. Legal & Company Secretary

Date: November 10, 2014