

July 28, 2015

To,

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

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

Sub: **Execution of a Settlement Agreement by HMCL (NA), Inc. and HMCL Americas, Inc.**

Pursuant to Clause 36 and other applicable provisions of the Listing Agreement, we wish to inform you that HMCL NA, Inc. and HMCL Americas, Inc. (both wholly owned subsidiaries of Hero MotoCorp Ltd. incorporated under the laws of Delaware, U.S.A., together referred to as “**HMCL Entities**”) have entered into a settlement agreement (“**Settlement Agreement**”) with the receiver (“**Receiver**”) appointed by the Court for the County of Walworth, State of Wisconsin, U.S.A. (“**Circuit Court**”) in the matter of Assignment for the benefit of Creditors under Chapter 128 of the Wisconsin Statutes (“**Chapter 128 Receivership**”) filed by the Erik Buell Racing, Inc. and Erik Buell LLC (together referred to as “**EBR Entities**”).

Under the Settlement Agreement, (i) HMCL Americas, Inc. has agreed to acquire the ownership of certain tangible and intangible assets of the EBR Entities (as identified in the Settlement Agreement), free and clear of all encumbrances and the like as specified in the Settlement Agreement, for a consideration of USD 2,800,000; and (ii) HMCL Entities and the Receiver have agreed to resolve all disputes and fully give mutual releases in terms of the Settlement Agreement for all subject matter which is in any way related to EBR Entities. As per the Settlement Agreement, the assets of EBR Entities being purchased by HMCL Americas, Inc. will be excluded by the Receiver from any other sale relating to the Chapter 128 Receivership. The Settlement Agreement is, *inter alia* contingent upon (i) the approval of Settlement Agreement by the Circuit Court; and (ii) the approval of the board of directors of Hero MotoCorp Ltd. authorizing its joinder as a direct party to the Settlement Agreement on or before August 10, 2015.

Also, enclosed is a press release issued by HMC on the above-said matter.

Thank You.

Yours faithfully,
for Hero MotoCorp Ltd.



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

Encl: as above



HMCL AMERICAS INC ENTERS INTO “SETTLEMENT AGREEMENT” TO ACQUIRE EBR’S CONSULTING BUSINESS

New Delhi, July 28, 2015: HMCL NA, Inc. and HMCL Americas, Inc. (both wholly owned subsidiaries of Hero MotoCorp Ltd. and incorporated under the laws of Delaware, U.S.A., have entered into a “Settlement Agreement” with the Receiver appointed by the Circuit Court, Wisconsin, US, in the matter of Chapter 128 filed by the Erik Buell Racing, Inc. and Erik Buell LLC.

As per the Settlement Agreement, HMCL Americas Inc. has agreed to acquire the ownership of certain tangible and intangible assets of the EBR Entities (as identified in the Settlement Agreement) free and clear of all encumbrances, for a consideration of US\$ 2.8 million. HMCL Entities and the Receiver have also agreed to resolve all disputes and fully give mutual releases in terms of the Settlement Agreement for all subject matters which is in any way related to EBR Entities.

The Settlement Agreement is, *inter alia*, contingent upon the approval by the Circuit Court; and the approval of the board of directors of Hero MotoCorp, authorizing its joinder as a direct party to the Settlement Agreement on or before August 10, 2015.

The performance of the Settlement Agreement will help the Company’s in-house research and development teams to accelerate development of certain consulting projects, including the projects EBR was executing for Hero MotoCorp at the time of filing of the Chapter 128 Receivership.

Erik Buell Racing, Inc. a Delaware corporation (“**EBR Inc.**”), in which Hero MotoCorp Ltd. has an equity investment, and EBR Inc.’s subsidiary Erik Buell Racing LLC, a limited liability company organized in Wisconsin, had ceased their operations with effect from April 15, 2015 and had filed for the Assignment for Benefit of Creditors under Chapter 128 of the Wisconsin Statutes (“Chapter 128 Receivership”) before the Court for the County of Walworth, State of Wisconsin (“Circuit Court”).

We understand that on July 27, 2015, the Receiver has already initiated the process by filing a motion with the Circuit Court seeking approval of the Settlement Agreement and excluding the tangible and intangible assets of EBR Entities which are being acquired by HMCL Americas from any other sale of assets which may be conducted under the Chapter 128 Receivership.

For more information, please visit:

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