

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

March 14, 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 under Regulation 13(6) of the SEBI (Prohibition of Insider Trading) Regulations, 1992

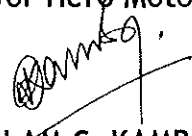
Pursuant to provisions of Regulation 13(6) of the SEBI (Prohibition of Insider Trading) Regulations, 1992 ("the Regulations") and its amendments thereto, please find enclosed herewith the disclosure in regard to change in shareholding of more than 2% by person holding more than 5% of the shares / voting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

FORM C Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 Regulation 13(6) – Details of change in shareholding in respect of persons holding more than 5% shares in a listed company as informed vide their letter dated March 14, 2014												
In view of non availability of details of folio, shareholding is not verified by the Company												
Name & address of the shareholder	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 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 : Life Insurance Corporation of India, Investment Department, Add. : Central Office, Yogakshema, 8th Floor, Mumbai - 400 021 Tel: 022 66598626 / 8851	Hero MotoCorp Ltd. 10,051,796 shares (5.034%)	4,074,307 shares (2.041%)	12-Mar-14	14-Mar-14	Market Sale	5,977,489 shares (2.993%)	Various Brokers	NSE & BSE	-	-	40,74,307	Rs. 8,718,189.67 1.14

for Hero MotoCorp Ltd.

(Signature)

Ilam C. Kamboj
Asso. V. P. - Legal & Company Secretary
Date : March 14, 2014



Central Office, Investment Dept., 'Yogakshema' 6th Floor, Jeevan Bima Marg, Mumbai: 400021
Ph: 022 -66598851/ 26/38/ 47/ Fax: 22825411

Ref. Inv/Back Office

Date: 14.03.2014

The Company Secretary
Hero MotoCorp Ltd
34 Community Centre,
Basant Lok, Vasant Vihar
New Delhi - 110 057

Dear Sir,

Re: Disclosures under Regulation 29(2) of the SEBI (Substantial Acquisition of shares and takeovers) Regulations, 2011 and Regulations 13(3) & (6) of SEBI (Prohibition of Insider Trading) Regulations, 1992

We are sending herewith the disclosures as required under above mentioned SEBI regulations for a person holding more than 5% shares in a listed company. For your information, we are also providing our DP IDs, Client IDs & PAN number.

DP ID	Client ID						
IN300812	10497877	10497801	10497705	10497973	10497756	10497924	10497852
	10497885	10497810	10497713	10497981	10497764	10497932	10497869
	10497893	10497828	10497721	10497990	10497772	10497949	10000012
	10497908	10497836	10497730	10498007	10497789	10497957	
	10497916	10497844	10497748	10498015	10497797	10497965	
IN300126	11242030	11241800	11241818	11242056	11241826	11241955	11241947
	11242101	11241867	11241779	11242021	11241834	11242013	11241883
	11241914	11241787	11241842	11242064	11241795	11241980	11241891
	11242072	11241939	11241971	11242110	11241875	11241922	11242128
	11241906	11242048	11242005	11241963	11241998	11242089	11241859
IN300484	14307629	14307645	14307637				
IN301348	20020373	20020349	20020357	20020365	20020381	20028020	20028038
	20028046						

PAN number is AAACL0582H

Yours faithfully,

Secretary (Investment- M&A)

Encls: As above

Cc

1. Department of Corporate Services, Ground Floor, BSE Ltd, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001

2. NSE Ltd, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051

Annexure 2

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Share and Takeover) Regulations, 2011

Name of the Target Company (TC)	Hero MotoCorp Ltd		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the Acquirer	Life Insurance Corporation of India		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	NSE/BSE		
Details of the Acquisition / Disposal as follows	Number	% w r t total share/voting capital wherever applicable(*)	% w r t total diluted share/voting capital of the TC (**)
Before the Acquisition/ sale under consideration, holding of :			
a) Shares carrying voting rights	10,051,796	5.034%	
b) Shares in nature of encumbrance (pledge/ Lien/non-disposal undertaking/ others)			
c) Voting rights (VR) otherwise than shares			
d) Warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)			
e) Total (a+b+c+d)	10,051,796	5.034%	
Details of Acquisition/sale			
f) Shares carrying voting rights acquired/sold	4,074,307	2.041%	
g) VRs acquired /sold otherwise than by shares			
h) 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/sold			
i) Shares encumbered / invoked/ released by the acquirer			
j) Total (f+g+h+i)	4,074,307	2.041%	

After the Acquisition/sale, holding of:		
k) Shares carrying voting rights	5,977,489	2.993%
l) Shares encumbered with acquirer		
m) VRs otherwise than shares		
n) Warrants/ convertible securities/ any instruments that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) after Acquisition		
o) Total (k+l+m+n)	5,977,489	2.993%
Mode of Acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment /Inter-se transfer etc).	Open Market	
Date of Acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	31.01.2013 – 12.03.2014	
Equity share capital / total voting capital of the TC before the said Acquisition / sale	39.94 Crore.	
Equity share capital/ total voting capital of the TC after the said Acquisition / sale	39.94 Crore.	
Total diluted share/voting capital of The TC after the said Acquisition	NA	

(*) Total share capital/ Voting 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.

 Signature of the acquirer / seller / Authorized Signatory

Place: MUMBAI

Date: 13.03.2014

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 - Hero MotoCorp Ltd

Name & Address of the Shareholder	Life Insurance Corporation of India Central Office, Investment Department, 'Yogakshema', 6 th Floor, Mumbai - 400021
Shareholding prior to acquisition/ sale	10,051,796 & 5.034%
No. & % of Shares/voting rights acquired/ sold	4,074,307 & 2.041 %
Receipt of allotment advice/acquisition of shares/sale of shares specify	31.01.2013 - 12.03.2014
Date of intimation to company	14.03.2014
Mode of acquisition on market purchase/sale/ public/rights/preferential offer etc.	Market Sale
No.& % of shares/voting rights post- acquisition/sale	5,977,489 & 2.993 %
Trading member through whom the trade was executed with SEBI Registration No. of the TM	Various Brokers
Exchange on which the trade was Executed	NSE / BSE
Buy Quantity	
Buy Value	
Sell Quantity	4,074,307
Sell Value	Rs 8,718,189,671.14


(Authorized Signatory)