

## HERO HONDA MOTORS LIMITED



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HHML:ICK:14A:SECT:11

March 25, 2011

Fax/Speed Post/Courier

Vice President  
Capital Market (Operations)  
National Stock Exchange of India  
"Exchange Plaza"  
Bandra Kurla Complex, Bandra (East),  
Mumbai - 400 051

Dear Sir,

**Sub: Disclosure under Regulation 8A(4) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 1997**

Pursuant to provisions of Regulation 8A(4) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 1997 ("the Regulations"), please find enclosed herewith the Report on shares pledged by one of the promoter "Bahadur Chand Investments Private Limited" in pursuance to the information received under Regulation 8A(2).

Kindly take the same on record.

Thanking you,

Yours faithfully,  
for Hero Honda Motors Limited

A handwritten signature in black ink, appearing to read "Ilam C. Kamboj", written over a horizontal line.

ILAM C. KAMBOJ

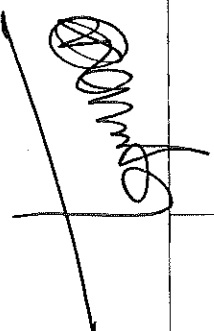
Sr. G. M. - Legal & Company Secretary

Encl. : As above

**REPORT OF DETAILS OF SHARES PLEDGED UNDER REGULATIONS 8A(4) OF  
SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 1997)**

|                                                |                           |
|------------------------------------------------|---------------------------|
| Date of Reporting                              | March 25, 2011            |
| Name of the company                            | Hero Honda Motors Limited |
| Total no. of outstanding shares of the Company | 19,96,87,500              |

| Name of the entity                        | A<br>Details of transaction(s) |                           | B<br>Aggregate details after the transaction(s)       |                                       |                       |        |
|-------------------------------------------|--------------------------------|---------------------------|-------------------------------------------------------|---------------------------------------|-----------------------|--------|
|                                           | Date of transaction            | Number of shares pledged* | Total no. of shares held by the entity in the company | Total No. of shares of shares pledged | Information on pledge |        |
| (I)                                       | (II)                           | (III)                     | (IV)                                                  | (V)                                   | (VI) = (V)/(IV)       | (VII)  |
| Bahadur Chand Investments Private Limited | March 23, 2011                 | 67,45,000                 | 1,73,06,250                                           | 96,35,750                             | 55.678%               | 4.825% |
|                                           | March 24, 2011                 | 28,90,750                 |                                                       |                                       |                       |        |



\*The shares pledged by **Bahadur Chand Investments Private Limited** have been pledged under two separate transactions in favour of 2(two) separate and distinct entities as per the following details:

| Sr. No. | Name of Pledgee                | Total no. of shares pledged by the entity in the company in favour of the Pledgee | % of shares pledged to total no. of outstanding shares of the company |
|---------|--------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------|
| 1       | Axis Trustee Services Ltd      | 67,45,000                                                                         | 3.378%                                                                |
| 2       | IDBI Trusteeship Services Ltd. | 28,90,750                                                                         | 1.448%                                                                |
|         | <b>Total</b>                   | <b>96,35,750</b>                                                                  | <b>4.825%</b>                                                         |

Notes:

- 1) "Entity" means "Promoter or every person forming part of the Promoter Group".
- 2) Details under (A) shall include chronological details of all individual transactions(s) in a quarter which when taken together exceeds the limit specified under Regulation 8A(4) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997.
- 3) Names of the promoter and promoter group shall be the same as appearing in other filings made with stock exchanges.

for Hero Honda Motors Limited

  
 Name : Ila C. Kamboj  
 Designation : Sr. G.M. Legal & Company Secretary  
 Date : March 25, 2011  
 Place : New Delhi