

HYUNDAI MOTOR INDIA LIMITED

CIN: U29309TN1996PLC035377

**Regd. Office & Factory: Plot No H-1, SIPCOT Industrial Park
Irrungattukottai, Sriperumbudur Taluk, Kancheepuram District – 602 117****NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

SHORTER NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF HYUNDAI MOTOR INDIA LIMITED (EGM 01/2024-25) WILL BE HELD ON FRIDAY, THE 17th MAY 2024 AT 02.00 P.M. AT THE CORPORATE OFFICE OF THE COMPANY AT C -11, CITY CENTRE, URBAN ESTATE, GURUGRAM, HARYANA- 122001 TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

- 1. TO CONSIDER AND APPROVE THE SUB-DIVISION OF EQUITY SHARES OF THE COMPANY FROM FACE VALUE OF RS.1000/- EACH TO FACE VALUE OF RS.10/- EACH PER SHARE**

*To consider and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:*

"RESOLVED THAT, pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013, as amended, including the rules and regulations framed thereunder (collectively referred to as the "Companies Act"), other applicable laws and in accordance with the Articles of Association of Hyundai Motor India Limited (the "Company") and any other approvals, permissions and sanctions, if any, required from any competent authority, Bankers, if any, consent of the members of the Company be and is hereby accorded to sub-divide each fully paid up equity share of the face value of Rs. 1,000/- (Rupees One Thousand only) each in the Authorised capital of the Company, into 140,00,00,000 (One Hundred and Forty Crores only) equity shares of face value Rs.10 (Rupees Ten) each of the Company, accordingly with effect from the record date being 17th May, 2024.

RESOLVED FURTHER THAT pursuant to the sub-division of the equity shares of the Company, all the issued, subscribed and paid-up equity share capital of the Company, comprising 81,25,411 (Eighty-One Lakhs Twenty-Five Thousand Four Hundred and Eleven) equity shares of the face value of Rs. 1000/- (Rupees One Thousand only) aggregating to Rs. 812,54,11,000/- (Rupees Eight Hundred and Twelve Crores Fifty-Four Lakhs Eleven Thousand only) be sub-divided into 81,25,41,100 (Eighty-One Crores Twenty-Five Lakhs Forty-One Thousand One Hundred) equity shares of the face Value Rs. 10/- (Rupee Ten only) each aggregating to Rs. 812,54,11,000/- (Rupees Eight Hundred and Twelve Crores Fifty-Four Lakhs Eleven Thousand only), as on the record date.

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Corporate Office: Plot No. C11 & C11A, City Centre, Urban Estate
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RESOLVED FURTHER THAT new share certificates be issued to the shareholders of the Company under the common Seal, duly signed by any two Directors and the Company Secretary of the Company for the subdivided shares with new distinctive numbers in the aforesaid proportion subject to the rules as laid down in the Companies (Share Capital and Debentures) Rules, 2014, as amended, with an option either to exchange the new share certificates in lieu of cancellation of the old share certificates or without physically exchanging the share certificates, by treating the old share certificates as deemed to be cancelled and also to inform the Registrar and Share Transfer Agents of the Company and the depositories to take necessary action to give effect to the above.

RESOLVED FURTHER THAT pursuant to the sub-division of the equity shares of the Company, all the issued, subscribed and paid-up equity shares of face value of 1000/- (Rupees One Thousand each) of the Company, existing as on the record date shall stand subdivided into equity shares of face value Rs.10 /- (Rupee Ten Only) each fully paid up as given below, without altering the aggregate amount of such capital and shall rank pari passu in all respects with the existing fully paid equity share of Rs.1000/- (Rupees One Thousand only) each of the Company.

Particulars	Current Shareholding / Pre-Split/ Sub Division			Post- Split/ Sub Division		
	No of Shares	Face Value	Total Share Capital	No of Shares	Face Value	Total Share Capital
Authorised Share Capital	1,40,00,000	1,000	14,00,00,00,000	1,40,00,00,000	10	14,00,00,00,000
Paid Up Share Capital	81,25,411	1,000	8,12,54,11,000	81,25,41,100	10	8,12,54,11,000

RESOLVED FURTHER THAT Mr. Unsoo Kim, Managing Director (DIN: 09470874), Mr. Wangdo Hur, Whole Time Director and CFO (DIN: 10039866) and Ms. Divya Venkat, Company Secretary of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies, Tamil Nadu at Chennai or any other competent authority in this regard and to do all such acts, things and deeds on behalf of the Company to effectively implement this resolution."

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2. TO CONSIDER AND APPROVE THE ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY PURSUANT TO THE SUB-DIVISION OF SHARE CAPITAL

To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the applicable rules and regulations (including any statutory modification(s) or re-enactment(s), thereof for the time being in force) (collectively referred to as the **"Companies Act"**) and pursuant to the sub-division of each equity share of the face value of Rs. 1,000/- (Rupees One Thousand only) each in the capital of the Company, into 100 (One Hundred) fully paid up equity shares of face value of Rs.10/- (Rupees Ten only) each, the authorized share capital of the Company be and is hereby amended **from** Rs. 14,00,00,00,000/- (One Thousand Four Hundred Crores only) divided into 1,40,00,000 (One Crore Forty Lakhs only) equity shares of Rs. 1000 each **to** Rs.14,00,00,00,000 (Rupees One Thousand Four Hundred Crores only) divided into 1,40,00,00,000 (One Hundred and Forty Crores) equity shares of Rs.10 each."

RESOLVED FURTHER THAT, consequently, pursuant to Section 13 and other applicable provisions of the Companies Act, the consent and approval of the members of the Company be and is hereby accorded for substituting the existing clause V of the Memorandum of Association of the Company i.e, capital clause by the following:

V. "The Authorised Share Capital of the Company is Rs.14,00,00,00,000/- (Rupees One Thousand Four Hundred Crores Only) divided into 140,00,00,000 (One Hundred and Forty Crores Only) equity shares of Rs 10/- (Rupees Ten Only) each."

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Mr. Unsoo Kim, Managing Director (DIN: 09470874), Mr. Wangdo Hur, Whole Time Director and CFO (DIN: 10039866) and Ms. Divya Venkat, Company Secretary, severally, on behalf of the Board, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, including with the Registrar of Companies, Tamil Nadu at Chennai, or any other competent authority in this regard, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and

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things done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be."

3. TO CONSIDER AND APPROVE THE ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

"RESOLVED THAT, pursuant to the provisions of Sections 5 and 14 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, each as amended ("Companies Act") the applicable provisions of the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended and in order to align the Articles of Association with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and listing requirements of the stock exchanges where the equity shares of the Company are proposed to be listed and in accordance with the enabling provisions of the Memorandum and subject to any other applicable law, the set of existing Articles of Association of the Company be and are hereby altered and substituted with the set of revised Articles of Association of the Company, a draft of which is circulated along with the notice, be and are hereby approved and adopted as the Articles of Association of the Company in total exclusion and substitution of the existing Articles of Association of the Company.

"RESOLVED FURTHER THAT Mr. Unsoo Kim, Managing Director (DIN: 09470874), Mr. Wangdo Hur, Whole Time Director and CFO (DIN: 10039866) and Ms. Divya Venkat, Company Secretary of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies, Tamil Nadu at Chennai or any other competent authority in this regard and to do all such acts, things and deeds on behalf of the Company to effectively implement this resolution."

"RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary of the company wherever required."

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4. TO CONSIDER AND APPROVE THE REVISION IN REMUNERATION OF MR. TARUN GARG (DIN: 00045669), WHOLE TIME DIRECTOR

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 196, 197, Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, (including any statutory modification or re-enactment thereof) and as approved by the Board of Directors at their meeting held on 14th March, 2024, consent of the Members be and is hereby accorded by way of ratification for revision in remuneration payable to Mr. Tarun Garg (DIN: 00045669), Whole Time Director of the Company with effect from 01st January, 2024 as detailed below:

- A. **SALARY, ALLOWANCES & PERQUISITES** not exceeding Rs. 35,00,000/- (Rupees Thirty-Five Lakhs only) per month and performance incentives as may be paid by the Company from time to time not exceeding Rs.1,50,00,000/- (Rupees One Crore and Fifty Lakhs only) per annum.

Perquisites, Reimbursements, Allowances and other payments and provisions include the following:

- I. Contribution to Provident Fund (as per Law);
- II. Contribution to Superannuation Fund (15% of Basic Salary);
- III. Contribution to Gratuity (as per Law); and
- IV. Contribution to National Pension Scheme (10% of Basic);
- V. Leave & Encashment of Leave
- VI. Leave as per the rules of the Company including encashment of leave. However, encashment of leave at the end of the tenure shall not be considered as a perquisite.
- VII. Medical Reimbursement – Actuals subject to a ceiling of 25,000 per annum.

- B. **OTHER BENEFITS:** In addition to the above, he shall be entitled to the following: Travel, Boarding and Lodging for business travel, Mobile Phone(s), Chauffeur driven car, Club Membership, Medical facilities, Group Personal Accident Insurance Policy Cover as per the Rules of the Company.

RESOLVED FURTHER THAT the Board of Directors may alter and vary the terms and conditions of the said appointment and / or remuneration of Mr. Tarun Garg (DIN: 00045669) as it may deem fit, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof without any further reference to the Company in a General Meeting.

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RESOLVED FURTHER THAT any of the Board of Directors of the Company or the Company Secretary be and are hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution, including filing of necessary returns with the Statutory Authorities."

5. TO CONSIDER AND APPROVE THE REVISION IN REMUNERATION OF MR. C S GOPALAKRISHNAN (DIN: 09679256), WHOLE TIME DIRECTOR

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Sections 196, 197, Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, (including any statutory modification or re-enactment thereof) and as approved by the Board of Directors at their meeting held on 17th May, 2024, consent of the Members be and is hereby accorded by way of ratification for revision in remuneration payable to Mr. C S Gopalakrishnan (DIN:09679256), Whole Time Director of the Company with effect from 01st January, 2024 as detailed below:

- A. **SALARY, ALLOWANCES & PERQUISITES** not exceeding Rs. 35,00,000/- (Rupees Thirty-Five Lakhs only) per month and performance incentives as may be paid by the Company from time to time not exceeding Rs. 80,00,000/- (Rupees Eighty Lakhs only) per annum.

Perquisites, Reimbursements, Allowances and other payments and provisions include the following:

- (i) Contribution to Provident Fund (as per Law);
- (ii) Contribution to Superannuation Fund (15% of Basic Salary);
- (iii) Contribution to Gratuity (as per Law); and
- (iv) Contribution to National Pension Scheme (10% of Basic);
- (v) Leave & Encashment of Leave
Leave as per the rules of the Company including encashment of leave. However, encashment of leave at the end of the tenure shall not be considered as a perquisite.
- (vi) Medical Reimbursement – Actuals subject to a ceiling of Rs.19, 000 per annum.

- B. **OTHER BENEFITS:** In addition to the above, he shall be entitled to the following: Travel, Boarding and Lodging for business travel, Mobile Phone(s), Chauffeur driven car, Club Membership, Medical facilities, Group Personal Accident Insurance Policy Cover as per the Rules of the Company.

RESOLVED FURTHER THAT the Board of Directors may alter and vary the terms and conditions of the said appointment and / or remuneration of Mr. C S Gopalakrishnan (DIN:09679256) as it may deem fit, subject to the same not exceeding the limits specified

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under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof without any further reference to the Company in a General Meeting.

RESOLVED FURTHER THAT any of the Board of Directors of the Company or the Company Secretary be and are hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution, including filing of necessary returns with the Statutory Authorities."

6. TO CONSIDER AND APPROVE THE REVISION IN REMUNERATION OF MR. WANGDO HUR (DIN: 10039866), WHOLE TIME DIRECTOR AND CHIEF FINANCIAL OFFICER

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Sections 196, 197, Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, (including any statutory modification or re-enactment thereof) and as approved by the Board of Directors at their meeting held on 17th May, 2024, consent of the Members be and is hereby accorded by way of ratification for revision in remuneration payable to Mr. Wangdo Hur (DIN: 10039866), Whole Time Director and Chief Financial Officer of the Company with effect from 01st January, 2024 as detailed below:

- A. **SALARY, ALLOWANCES & PERQUISITES** not exceeding Rs. 65,00,000 (Rupees Sixty-Five Lakhs only) per month and payment of incentive/rewards as may be paid from time to time, on actual basis upto a sum of Rs. 60,00,000/- (Rupees Sixty Lakhs only) per annum excluding any tax component being borne by the company

Perquisites, Reimbursements and Allowances include Leased Accommodation/ House Rent Allowance, Medical expenses (subject to limits) incurred for Mr. Wangdo Hur (DIN:10039866) and his dependent family members, leave travel allowance as per the rules of the Company and any other perquisites or allowances as may be agreed to between Mr. Wangdo Hur and the Company.

- B. In addition to the above, he shall be entitled to telephone at residence, Mobile Phone, Chauffeur driven car and Club Membership for the Company's business which shall not be included in the overall ceiling of salary, allowances and perquisites mentioned above.

RESOLVED FURTHER THAT the Board of Directors may alter and vary the terms and conditions of the said appointment and / or remuneration of Mr. Wangdo Hur (DIN: 10039866) as it may deem fit, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof without any further reference to the Company in a General Meeting."

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RESOLVED FURTHER THAT any of the Board of Directors of the Company or the Company Secretary be and are hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution, including filing of necessary returns with the Statutory Authorities.”

7. TO CONSIDER AND APPROVE THE REVISION IN REMUNERATION OF MR. JAE WAN RYU (DIN: 10482651), WHOLE TIME DIRECTOR

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 196, 197, Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, (including any statutory modification or re-enactment thereof) and as approved by the Board of Directors at their meeting held on 17th May, 2024, consent of the Members be and is hereby accorded by way of ratification for revision in remuneration payable to Mr. Jae Wan Ryu (DIN: 10482651), Whole Time Director of the Company with effect from 02nd February, 2024 as detailed below:

- A. SALARY, ALLOWANCES & PERQUISITES** not exceeding Rs. 65,00,000/- (Rupees Sixty Five lakhs only) per month and payment of incentive/rewards as may be paid from time to time, on actual basis upto a sum of Rs. 70,00,000/- (Rupees Seventy Lakhs only) per annum excluding any tax component being borne by the Company.

Perquisites, Reimbursements and Allowances include Leased Accommodation/ House Rent Allowance, Medical expenses (subject to limits) incurred for Mr. Jae Wan Ryu (DIN:10482651) and his dependent family members, leave travel allowance as per the rules of the Company and any other perquisites or allowances as may be agreed to between Mr. Jae Wan Ryu and the Company.

- B.** In addition to the above, he shall be entitled to telephone at residence, Mobile Phone, Chauffeur driven car and Club Membership for the Company’s business which shall not be included in the overall ceiling of salary, allowances and perquisites mentioned above.

RESOLVED FURTHER THAT the Board of Directors may alter and vary the terms and conditions of the said appointment and / or remuneration of Jae Wan Ryu (DIN: 10482651) as it may deem fit, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof without any further reference to the Company in a General Meeting.

RESOLVED FURTHER THAT any of the Board of Directors of the Company or the Company Secretary be and are hereby severally authorized to take all such steps as may be necessary,

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proper and expedient to give effect to this Resolution, including filing of necessary returns with the Statutory Authorities."

8. TO CONSIDER AND APPROVE THE REVISION IN REMUNERATION OF MR. UNSOO KIM (DIN: 09470874), MANAGING DIRECTOR

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Sections 196, 197, Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, (including any statutory modification or re-enactment thereof) and as approved by the Board of Directors at their meeting held on 17th May, 2024, consent of the Members be and is hereby accorded by way of ratification for revision in remuneration payable to Mr. Unsoo Kim (DIN: 09470874), Managing Director of the Company with effect from 01st January, 2024 as detailed below:

- A. **SALARY, ALLOWANCES & PERQUISITES** not exceeding Rs. 1,50,00,000 (Rupees One Crore Fifty Lakhs only) per month and payment of incentive/rewards as may be paid from time to time, on actual basis upto a sum of Rs.1,50,00,000 (Rupees One Crore Fifty Lakhs only) per annum excluding any tax component being borne by the company

Perquisites, Reimbursements and Allowances include Leased Accommodation/ House Rent Allowance, Medical expenses (subject to limits) incurred for Mr. Unsoo Kim (DIN:09470874) and his dependent family members, leave travel allowance as per the rules of the Company and any other perquisites or allowances as may be agreed to between Mr. Unsoo Kim and the Company.

- B. In addition to the above, he shall be entitled to telephone at residence, Mobile Phone, Chauffeur driven car and Club Membership for the Company's business which shall not be included in the overall ceiling of salary, allowances and perquisites mentioned above.

"RESOLVED FURTHER THAT the Board of Directors may alter and vary the terms and conditions of the said appointment and / or remuneration of Mr. Unsoo Kim (DIN: 09470874), Managing Director, as it may deem fit, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof without any further reference to the Company in a General Meeting.

RESOLVED FURTHER THAT any of the Board of Directors of the Company or the Company Secretary be and are hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution, including filing of necessary returns with the Statutory Authorities."

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9. TO CONSIDER AND APPROVE THE REVISION IN REMUNERATION OF MR. JONG HOON LEE (DIN: 08408414), WHOLE TIME DIRECTOR

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 196, 197, Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, (including any statutory modification or re-enactment thereof) and as approved by the Board of Directors at their meeting held on 17th May, 2024, consent of the Members be and is hereby accorded by way of ratification for revision in remuneration payable to Mr. Jong Hoon Lee (DIN: 08408414), Whole Time Director of the Company with effect from 01st January, 2024 as detailed below:

- A. **SALARY, ALLOWANCES & PERQUISITES** not exceeding Rs.60,00,000/- (Rupees Sixty Lakhs only) per month and payment of incentive/rewards as may be paid from time to time, on actual basis upto a sum of Rs.50,00,000 (Rupees Fifty Lakhs only) per annum excluding any tax component being borne by the company

Perquisites, Reimbursements and Allowances include Leased Accommodation/ House Rent Allowance, Medical expenses (subject to limits) incurred for Mr. Jong Hoon Lee (DIN:08408414) and his dependent family members, leave travel allowance as per the rules of the Company and any other perquisites or allowances as may be agreed to between Mr. Jong Hoon Lee and the Company.

- B. In addition to the above, he shall be entitled to telephone at residence, Mobile Phone, Chauffeur driven car and Club Membership for the Company's business which shall not be included in the overall ceiling of salary, allowances and perquisites mentioned above.

RESOLVED FURTHER THAT the Board of Directors may alter and vary the terms and conditions of the said appointment and / or remuneration of Mr. Jong Hoon Lee (DIN: 08408414), as it may deem fit, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof without any further reference to the Company in a General Meeting.”

RESOLVED FURTHER THAT any of the Board of Directors of the Company or the Company Secretary be and are hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution, including filing of necessary returns with the Statutory Authorities.

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10. TO CONSIDER AND APPROVE THE REMUNERATION PAYABLE TO THE STATUTORY AUDITORS FOR THE FY 2023-24

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, approval of the Members be and is hereby granted for payment of the following remuneration (subject to any revision/ modification in the remuneration payable for the individual services not exceeding the aggregate of the total remuneration as per the table below) excluding applicable GST and reimbursement of reasonable out of pocket expenses to BSR & CO LLP, Statutory Auditors of the Company.

Nature of engagement	FY 2023-24 (Amount in INR)
Statutory Audit	85,00,000
HMIL - Audit of ICFR	11,00,000
HMIL - Audit of Consolidated Financial Statements	5,00,000
HMIL - Tax Audit	14,00,000
Group Audit (IFRS)	50,50,000
K SOX (ICFR)	10,00,000
TOTAL	175,50,000
Certificate, if any	1,00,000 (per certificate)

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company or the Company Secretary or any other person as may be authorized from time to time be and is hereby authorized to do all acts, deeds, matters and things as may be necessary and/or expedient in that behalf.

Hyundai Motor India Limited

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11. To take note of the Interim Dividend paid by the Board of Directors on its meeting held on 14th March 2024.

The members may take note of the interim dividend paid by the company to its shareholders

**By order of the Board
For HYUNDAI MOTOR INDIA LIMITED**



**DIVYA VENKAT
COMPANY SECRETARY
M. NO. A33561**

*Flat 324, 3rd Floor, Millenium Town,
Adyalampattu Village, West Mogappair Extension,
Tiruvallur, Tamilnadu - 600095*

Date: May 17, 2024

Place: Gurugram

Registered Office:

Plot No.H-1, SIPCOT Industrial Park
Irrungattukottai
Sriperumpudur Taluk
Kancheepuram District, 602117

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NOTES:

1. The Extra Ordinary General Meeting is being convened at a shorter notice pursuant to Section 100 and 101(1) of the Companies Act, 2013 with the consent given in writing/by electronic mode by majority of the members entitled to vote and who represent not less than ninety-five percent of such part of the paid-up share capital of the company having right to vote at this meeting. Kindly make yourself available at the meeting.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend instead of himself/herself and the proxy need not be a member. A blank Proxy Form is enclosed which, if used, should be returned to the Company duly completed before the commencement of the meeting. The instrument appointing the proxy, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting

A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% (ten per cent) of the total share capital of the company. In case a proxy is proposed to be appointed by a member holding more than 10% (ten per cent) of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts of the Notice convening the Extra-ordinary General Meeting is annexed.
4. Corporate Members Intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. All documents referred to in this Notice and Explanatory Statement annexed hereto are available for inspection by the members of the Company at the Registered Office of the Company during the business hours on all working days upto the date of the EGM and also during the meeting.
6. Members/Proxies/ authorized representatives are requested to bring the duly filled in Attendance Slip to the Meeting
7. In accordance with the requirements of Secretarial Standard on General Meetings (SS-2), Route map and prominent land mark for easy location of the venue of the Meeting is provided as part of this notice.

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Annexure to the Notice

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts relating to the Special business mentioned in the accompanying Notice.

ITEM NO 1 & 2: TO CONSIDER AND APPROVE THE SUB-DIVISION OF EQUITY SHARES OF THE COMPANY AND ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY PURSUANT TO THE SUB-DIVISION OF SHARE CAPITAL

The Board of Directors in their meeting held on May 17, 2024 considered and approved the subdivision of equity shares and recommended the same for the approval of the Members.

Section 61 of the Companies Act, 2013 provides that a limited company having a share capital may, if so authorized by its Articles of Association, sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum, so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived with the consent of its Members in its general meeting.

Article 3 to 12 of the Articles of Association empowers the Company to consolidate and increase its capital and to sub-divide the shares in the capital into several classes with preferential, qualified or special rights, privilege or condition, as may be determined.

For the purposes as stated hereinabove, it is recommended by the Board that each fully paid up equity share of the nominal value of Rs. 1000/- (Rupees One Thousand only) each in the capital of the Company be subdivided into 100 (One Hundred) equity shares of Rs.10/- (Rupees Ten only) each fully paid up with effect from the record date being May 17, 2024.

The Board recommends the Resolutions set out in Item No 1 & 2 of the Notice for approval by the Members by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the above resolution, except to the extent of equity shares held by them, if any in the Company.

ITEM NO 3: TO CONSIDER AND APPROVE THE ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY:

In order to undertake the proposed public issue, the Company will be required to ensure that the Articles of Association of the Company (the "**Articles of Association**") conform to the requirements prescribed by relevant stock exchanges prior to filing of the draft red herring prospectus with the Securities and Exchange Board of India and the relevant stock exchanges. The Company therefore proposes to adopt a new set of Articles of Association that shall conform to the requirements and directions provided by the stock exchanges and contain such other Articles as required by a public limited company under

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applicable laws (including the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended).

In this regard, The Board of Directors at their meeting held on May 17, 2024 has approved the restatement of Articles of Association subject to the approval of the shareholders.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, as applicable, any amendment in Articles of Association requires approval of the Members of the Company by way of a special resolution. The Board recommends the resolutions set out in item no.3 of the notice for approval of the shareholders of the Company by way of a special resolution.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

Copy of the existing Articles of Association and the proposed revised Articles of Association will be made available for inspection at the registered office during the working hours of the Company on any working day up to the date of the EGM.

Item No 4 to 9: TO CONSIDER AND APPROVE THE REVISION IN REMUNERATION OF MR. TARUN GARG (DIN: 00045669), WHOLE TIME DIRECTOR, MR. C S GOPALAKRISHNAN (DIN: 09679256), WHOLE TIME DIRECTOR, MR. WANGDO HUR (DIN: 10039866), WHOLE TIME DIRECTOR AND CHIEF FINANCIAL OFFICER, MR. JAE WAN RYU (DIN: 10482651), WHOLE TIME DIRECTOR, MR. UNSOO KIM (DIN: 09470874), MANAGING DIRECTOR AND MR. JONG HOON LEE (DIN: 08408414), WHOLE TIME DIRECTOR.

The remuneration payable to Mr. Tarun Garg is revised by the Board of Directors of the Company at the Meeting held on 14th March, 2024 and the remuneration payable to Mr. C S Gopalakrishnan, Mr. Wangdo Hur, Mr. Jae Wan Ryu, Mr. Unsoo Kim and Jong Hoon Lee were revised by the Board of Directors of the Company at the Meeting held on 17th May, 2024. The details of the remuneration are set out in Item No. 4 to 9 of the Notice. The information pertaining to the Directors is given below for the perusal of the Members.

Particulars	Details	Details
Name and DIN of the Director	Mr. Tarun Garg (DIN: 00045669)	Mr. C S Gopalakrishnan (DIN: 09679256)
Age	54 years (09.08.1970)	57 years (31.08.1967)
Qualification	Mechanical Engineer from Delhi College of Engineering and a Management Graduate from IIM, Lucknow	Mechanical Engineer with a post-graduate degree in Management from the ICAI University
Experience	Mr. Tarun Garg has around 32+ years' experience in the Automobile Industry	• Mr. C S Gopalakrishnan has 36+ years of experience in automotive

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	<p>spread across diverse areas of Marketing and Sales. His skill sets include Strategic as well as operational management of Sales volume and market share, Revenues/Contribution across all areas of Sales and marketing, Sales Planning, Cost management through Inventory control and forecasting, Brand Management and New Car launches, Digital marketing, managing Dealer Relationships, spare parts, logistics and accessory business etc. He has served as National Sales Head, Commercial Business Head etc., during his career.</p> <p>Mr. Garg is currently the Chief Operating Officer at Hyundai Motor India Limited, where he oversees the entire sales and marketing activities of the Company. Prior to this, he worked for more than 25 years at Maruti Suzuki India Ltd.</p>	<p>manufacturing across a wide spectrum of functions.</p> <ul style="list-style-type: none"> • After a stint spanning over 11 years in Maruti Udyog Limited, Mr. Gopalakrishnan joined Hyundai Motor India Limited in 1997, where he was inducted as part of the core team to set-up the production facility in Chennai. Since then, he led various departments including Stamping, Welding, Assembly Shop and the Power Train Unit etc. • In his current role as the Chief Manufacturing Officer (CMO) at Hyundai Motor India Ltd (HMIL), a world-class facility with many industry firsts to its credit, he oversees the entire Production, production support and procurement functions
Terms and conditions of appointment	There are no changes in the terms and conditions of his appointment as approved by the shareholders at the General Meeting held on 07 th August 2023, except for the change in the remuneration payable w.e.f. 1 st January 2024	There are no changes in the terms and conditions of his appointment as approved by the shareholders at the General Meeting held on 22 nd August 2022 except for the change in the remuneration payable w.e.f. 1 st January 2024
Remuneration sought to be paid	As per the resolution proposed to be passed at the Extra-Ordinary General Meeting	As per the resolution proposed to be passed at the Extra-Ordinary General Meeting
Remuneration last drawn	Salaries, allowances and perquisites not exceeding Rs. 30,00,000 per month and performance incentives as may be paid by company from time to time not exceeding of Rs.1,20,00,000 per annum.	Salaries, allowances and perquisites not exceeding Rs. 15,00,000 per month and performance incentives as may be paid by company from time to time not exceeding of Rs.60,00,000 per annum.

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Date of first appointment on the Board	24 th August 2020	28 th July 2022
Details of Shareholding in the Company	Nil	Nil
Details of Relationship with other Directors and Key Managerial Personnel of the Company	He is not related to any other Director or Key Managerial personnel of the Company	He is not related to any other Director or Key Managerial personnel of the Company
Number of meetings of the Board attended during the FY 2023-24	4	6
Details of Directorship in other Companies	Hyundai India Insurance Broking Private Limited	Nil
Membership/ Chairmanship of Committees of other Boards	Member of CSR Committee of Hyundai Motor India Limited	Member of CSR Committee of Hyundai Motor India Limited

Particulars	Details	Details
Name and DIN of the Director	Mr. Wangdo Hur (DIN: 10039866)	Mr. Jae Wan Ryu (DIN: 10482651)
Age	26.11.1966 (57 years)	01.08.1969 (54 YEARS)
Qualification	Bachelor Degree in Economics from Yeungnam University, South Korea	Bachelor of Economics
Experience	Mr. Hur joined Hyundai in the year 1991 and has over 30+ years of experience with Hyundai Motor Group, with rich experience of heading Finance functions in manufacturing locations of Hyundai Motor Group including in India.	30+ years

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Number of meetings of the Board attended during the FY 2023-24	6	1
Details of Directorship in other Companies	1. Hyundai India Insurance Broking Private Limited 2. Hyundai Motor India Engineering Private Limited	Nil
Membership/ Chairmanship of Committees of other Boards	Member of CSR Committee of Hyundai Motor India Limited	Member of CSR Committee of Hyundai Motor India Limited

Particulars	Details	
Name and DIN of the Director	Mr. Unsoo Kim (DIN: 09470874)	Mr. Jong Hoon Lee (DIN: 08408414)
Age	27.10.1966 (58 years)	17.07.1964 (59 YEARS)
Qualification	Bachelor of Science in Engineering, Department of Naval Architecture and Ocean Engineering, Seoul National University.	B.S in Precision Mechanical Engineering from Hanyang University, South Korea.
Experience	<ul style="list-style-type: none"> ▪ His experience with Hyundai spans over a period of 30+ years, during which he has worked on different assignments at Global Locations. ▪ He has diverse experience across multiple markets in Business Planning, Strategy and Operations. Prior to his leadership role at Hyundai Motor India, Mr. Kim was the Executive Vice President of Global Operations at Hyundai Motor Company. ▪ In his previous stints with Hyundai Motor India, Mr. Unsoo Kim has 	34+ years of experience briefly summed up below <ul style="list-style-type: none"> ▪ Joined Hyundai Motor Corporation in Ulsan Plant in year 1989 ▪ 2002-2008 – Head of Department involved in the construction of the Assembly shop at Hyundai Motor Manufacturing Alabama ▪ 2008-10 - Head of Department of the Vehicle Manufacturing Engineering team at Ulsan Plant ▪ 2010-12 - Head of Department of the Vehicle Manufacturing Engineering team at Asan Plant ▪ 2012-18 - Director of Production Division at HMMC Czech Plant

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	<p>served for a period of four years, including his tenure as the Executive Director of Corporate Planning Division from 2014 - 2015.</p> <ul style="list-style-type: none"> ▪ His core area of expertise includes: <ul style="list-style-type: none"> ○ Global Business & Operations Planning ○ Sales & Marketing Planning ○ Brand & Communications Strategy ○ Product Strategy & Planning ○ Service & After Sales Strategy and Planning ○ Network and Channel Strategy ○ People Strategy - Global Perspective 	<p>Presently the Executive Director - Production at Hyundai Motor India Ltd, Chennai</p>
Terms and conditions of appointment	<p>There are no changes in the terms and conditions of his appointment as approved by the shareholders at the General Meeting held on 30th March 2022, except for the change in the remuneration payable w.e.f. 1st January, 2024</p>	<p>There are no changes in the terms and conditions of his appointment as approved by the shareholders at the General Meeting held on 8th August, 2022 except for the change in the remuneration payable w.e.f. 1st January, 2024</p>
Remuneration sought to be paid	<p>As per the resolution proposed to be passed at the Extra-Ordinary General Meeting</p>	<p>As per the resolution proposed to be passed at the Extra-Ordinary General Meeting</p>
Remuneration last drawn	<p>Salaries, allowances and perquisites not exceeding Rs. 60,00,000 per month and performance incentives as may be paid by Hyundai Motor Company, South Korea from time to time through the Company, on actual basis.</p>	<p>Salaries, allowances and perquisites not exceeding Rs.40,00,000 per month and performance incentives as may be paid by Hyundai Motor Company, South Korea from time to time through the Company, on actual basis</p>
Date of first appointment on the Board	<p>25th January, 2022</p>	<p>9th April, 2019</p>
Details of Shareholding in the Company	<p>1 Equity share held as a nominee of the holding Company - Hyundai Motor Company South Korea</p>	<p>1 Equity share held as a nominee of the holding Company - Hyundai Motor Company South Korea</p>

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Details of Relationship with other Directors and Key Managerial Personnel of the Company	He is not related to any other Director or Key Managerial personnel of the Company	He is not related to any other Director or Key Managerial personnel of the Company
Number of meetings of the Board attended during the FY 2023-24	6	5
Details of Directorship in other Companies	Hyundai Motor India Engineering Private Limited	Nil
Membership/ Chairmanship of Committees of other Boards	Member of CSR Committee of Hyundai Motor India Limited	Nil

The Board recommends the Resolutions set out in Item No. 4 to 9 of the Notice for approval by the Members by way of an Ordinary Resolution.

Except Mr. Tarun Garg, Mr. C S Gopalakrishnan, Mr. Wangdo Hur, Mr. Jae Wan Ryu, Mr. Unsoo Kim, Mr. Jong Hoon Lee and their relatives none of the other Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the above resolution, except to the extent of equity shares held by them, if any in the Company.

Item No.10: TO CONSIDER AND APPROVE THE REMUNERATION PAYABLE TO THE STATUTORY AUDITORS FOR THE FY 2023-24

The members are informed that M/s. BSR & Co., LLP were re-appointed as Statutory Auditors of the Company for a period of 5 years from 2022-2027. Pursuant to the provisions of Section 142 of the Companies Act, 2013, the shareholders at a General Meeting shall fix the remuneration payable to the Statutory Auditors.

Hence, the consent of the shareholders by way of Ordinary Resolution is sought for payment of remuneration to M/s. BSR & Co., LLP, Statutory Auditors for the FY 2023-2024 as set out in the resolution.

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The Board of Directors recommend the resolution as set out in Item no.10 of the notice for approval for the shareholders by way of an Ordinary resolution.

Item No. 11 To take note of the Interim Dividend paid by the Board of Directors on its meeting held on 14th March 2024.

The Board had declared an Interim Dividend of Rs. 1,07,82,42,03,970/- (Rupees Ten Thousand Seven Hundred and Eighty-Two Crores Forty-Two Lakhs Three Thousand Nine Hundred and Seventy Only) including withholding tax, paid out of the retained earnings of the Company in its meeting held on 14th March 2024. The members are requested to take note of the same.

**By order of the Board
For HYUNDAI MOTOR INDIA LIMITED**



**DIVYA VENKAT
COMPANY SECRETARY
M. NO. A33561**

*Flat 324, 3rd Floor, Millenium Town,
Adyalampattu Village, West Mogappair Extension,
Tiruvallur, Tamilnadu - 600095*

Registered Office:

Plot No.H-1, SIPCOT Industrial Park
Irrungattukottai
Sriperumpudur Taluk
Kancheepuram District, 602117

Date: May 17, 2024

Place: Gurugram

Hyundai Motor India Limited

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ATTENDANCE SLIP

Hyundai Motor India Limited
CIN: U29309TN1996PLC035377

Registered office: Plot No.H-1, SIPCOT Industrial Park, Irrungattukottai, Sriperumpudur Taluk,
Kancheepuram District, Tamil Nadu - 602117

(EXTRA- ORDINARY GENERAL MEETING HELD ON MAY 17, 2024)

(Please fill in the Attendance Slip and hand it over at the entrance of the meeting hall)

ATTENDANCE SLIP

DP ID.	
CLIENT ID	

Folio No	
No of Shares	

Name & Address of Shareholder / Proxy holder

I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company. I hereby record my presence at the Extra Ordinary General Meeting of the Company, held on Friday, the May 17, 2024 at 2.00 P.M at C-11, City Centre, Urban Estate, Gurugram, Haryana - 122001.

Member's / Proxy's Signature

Hyundai Motor India Limited

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**FORM NO. MGT-11
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]
CIN: U29309TN1996PLC035377

Name of the company: **Hyundai Motor India Limited**

Registered office: Plot No.H-1, SIPCOT Industrial Park, Irrungattukottai, Sriperumpudur Taluk,
Kancheepuram District, Tamil Nadu - 602117

Name of the Member(s) :	
Registered Address :	
E Mail Id :	
Folio No :	

I/We, being the member(s) of shares of the above named company, hereby appoint

1. Name: Address:
E-mail Id:.....Signature:, or failing him
2. Name: Address:
E-mail Id:.....Signature:, or failing him
3. Name:..... Address:
E-mail Id:.....Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra- Ordinary General Meeting of the company, to be held on Friday, May 17, 2024. at 02.00 P.M at C-11, City Centre, Urban Estate, Gurugram, Haryana - 122001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
SPECIAL BUSINESSES	
1.	TO CONSIDER AND APPROVE THE SUB-DIVISION OF EQUITY SHARES OF THE COMPANY
2.	TO CONSIDER AND APPROVE THE ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY PURSUANT TO THE SUB-DIVISION OF SHARE CAPITAL
3.	TO CONSIDER AND APPROVE THE ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY:
4.	TO CONSIDER AND APPROVE THE REVISION IN REMUNERATION OF MR. TARUN GARG (DIN: 00045669), WHOLE TIME DIRECTOR
5.	TO CONSIDER AND APPROVE THE REVISION IN REMUNERATION OF MR. C S GOPALAKRISHNAN (DIN: 09679256), WHOLE TIME DIRECTOR
6.	TO CONSIDER AND APPROVE THE REVISION IN REMUNERATION OF MR. WANGDO HUR (DIN: 10039866), WHOLE TIME DIRECTOR AND CHIEF FINANCIAL OFFICER
7.	TO CONSIDER AND APPROVE THE REVISION IN REMUNERATION OF MR. JAE WAN RYU (DIN: 10482651), WHOLE TIME DIRECTOR

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8.	TO CONSIDER AND APPROVE THE REVISION IN REMUNERATION OF MR. UNSOO KIM (DIN: 09470874), MANAGING DIRECTOR
9.	TO CONSIDER AND APPROVE THE REVISION IN REMUNERATION OF MR. JONG HOON LEE (DIN: 08408414), WHOLE TIME DIRECTOR
10.	TO CONSIDER AND APPROVE THE REMUNERATION PAYABLE TO THE STATUTORY AUDITORS FOR THE FY 2023-24
11.	TO TAKE NOTE OF THE INTERIM DIVIDEND PAID BY THE BOARD OF DIRECTORS ON ITS MEETING HELD ON 14 TH MARCH 2024

Signed this day of....., 2024

Signature of shareholder.....

Signature of Proxy holder(s).....

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting

Hyundai Motor India Limited

Registered Office: Plot No. H-1, Sipcot Industrial Park, Irungattukottai,
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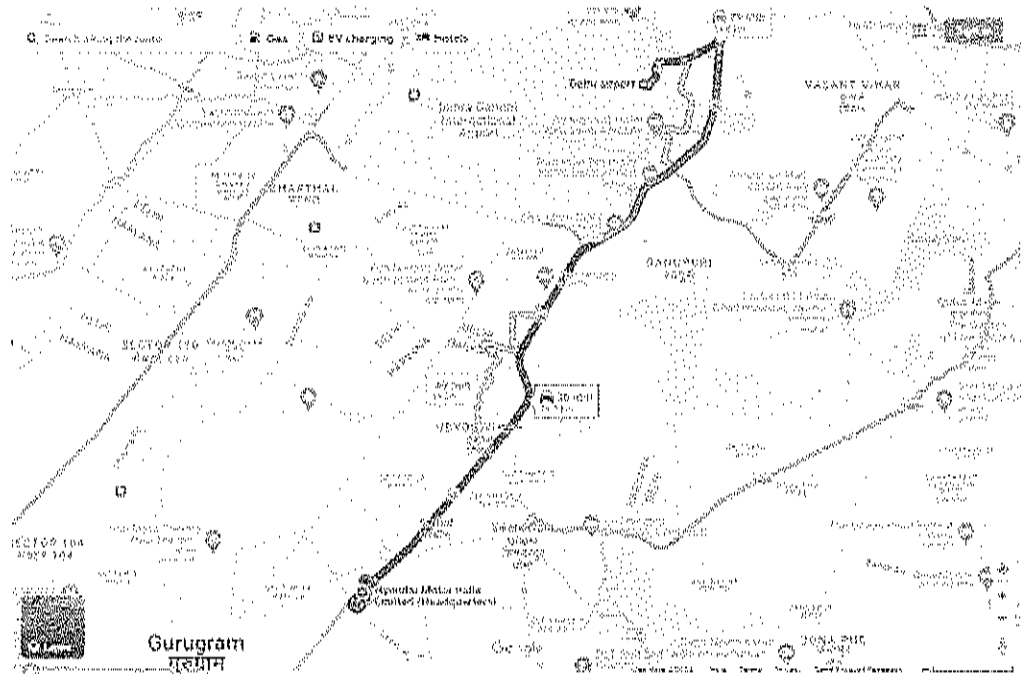
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Corporate Office: Plot No. C11 & C11A, City Centre, Urban Estate
Gurgaon II, Sector 29 Gurugram, Haryana - 122001, India

T +91 (124) 696 2000

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Route map and prominent land mark for easy location of the venue of the Meeting



EGM VENUE: C-11, CITY CENTRE, URBAN ESTAE, GURUGRAM, HARYANA - 122001

Hyundai Motor India Limited

Registered Office: Plot No. H-1, SIPCOT Industrial Park, Irungattukottai,
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