

Date: August 16, 2024

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G
Bandra Lurla Complex
Bandra (E), Mumbai 400 051
Maharashtra, India

Attention: Ms. Tejashri Rampariya, Deputy Manager

Dear Ma'am:

Re: In-principle approval for the proposed initial public offering of the equity shares of face value of ₹10 each ("Equity Shares") of Hyundai Motor India Limited (the "Company" and such offering, the "Offer")

This is with reference to the Company's application for in-principle approval in relation to the Offer and your requirement letters and our response letters dated July 26, 2024 and August 5, 2024 and subsequent discussions ("**Response Letters**"), in connection with the draft red herring prospectus of our Company dated June 14, 2024 (the "**DRHP**") filed with the Securities and Exchange Board of India (the "**SEBI**") and with NSE and BSE Limited ("**BSE**", together with NSE, the "**Stock Exchanges**").

In this regard, we have enclosed the changes and/ or disclosures as undertaken to be made by us pursuant to our Response Letters, as **Schedule I** hereto. Please note that all the changes undertaken to be made in the Red Herring Prospectus and the Prospectus basis **Schedule I**, will be factually updated, as on the appropriate date, and remain subject to observations that SEBI and/or BSE may have. Further, please note that the details which have been provided to as part of our Response Letters but are not proposed to be included in the Red Herring Prospectus or the Prospectus have not been included in **Schedule I**.

All capitalized terms used and not specifically defined herein shall have the same meaning as ascribed to such terms in the DRHP. For ease of reference, all additions to the disclosures in the DRHP have been reflected in green font and all deletions have been reflected in red font.

In light of this, we humbly request NSE to take our response on record and grant us the in principle approval in connection with the Offer.

All capitalized terms used and not specifically defined herein shall have the same meaning as ascribed to such terms in the DRHP.

Should you require any further information or clarifications from us, we would be pleased to furnish the same.

Please feel free to contact the following official from the Company.

Contact Person	Telephone	E-mail
Ms. Divya Venkat (Company Secretary and Compliance Officer)	+91 044 47105135	complianceofficer@hmil.net

Thanking you,

Sincerely,

For Hyundai Motor India Limited

Divya Venkat
Company Secretary and Compliance Officer
M No 33561

Schedule I

Sr. No.	Observations	Response / Undertaking
1	Change in Risk Factor no. 4	<p>We undertake to update the risk factor no. 4 titled <i>“Our Company, one of our Subsidiaries and our Promoter are involved in outstanding legal proceedings and any adverse outcome in any of these proceedings may adversely impact our business, reputation, financial condition and results of operations.”</i> on page 31 of the DRHP in the Red Herring Prospectus and Prospectus as follows:</p> <p><i>“Our Company, one of our Subsidiaries and our Promoter are involved in outstanding legal proceedings and any adverse outcome in any of these proceedings may adversely impact our business, reputation, financial condition and results of operations.</i></p> <p><i>.....Involvement in such proceedings could divert our management’s time and attention and consume financial resources. Furthermore, unfavourable orders could have an adverse impact on our business, results of operations and financial condition. We cannot assure you that these legal proceedings will be decided in our favour and that no further liability will arise out of these proceedings or would not have a material adverse effect on the business, operations and financial condition of our Company. Even if we are successful in defending such cases, we may be subject to legal and other costs incurred pursuant to defending such litigation, and such costs may be substantial and not recoverable. Our Company is in the process of litigating these matters and based on the assessment in accordance with applicable accounting standards, our Company has presently not made provisions of the specific pending legal proceedings. While our Company has made provision for disputed matters in general, in the event of any adverse rulings in these proceedings or consequent levy of penalties including for amounts beyond the provisions currently made by us, we may need to make payments or make further provisions for future payments, which may increase expenses and current or contingent liabilities. For details of our contingent liabilities, see “Summary of the Offer Document – Summary of contingent liabilities” on page 16, and “– We have certain contingent liabilities, which if materialise, may adversely affect our financial condition.” on page 50.</i></p> <p><i>Additionally, there may be proceedings/ matters involving our Company before various legal/ judicial bodies including those that may be criminal, civil or tax matters in nature in relation to which our Company has not received any notice or summons or any other form of communication, or such proceedings may not have been admitted before the respective courts or adjudicating authority and accordingly such matters have not been disclosed in this Red Herring Prospectus.</i></p> <p><i>Furthermore, there may be certain outstanding matters, as on date or in the future, for which the aforementioned parties may not have been served with summons or relevant case documents, which may result in adverse findings against us. An adverse outcome in any of these proceedings, either individually or in aggregate, may affect our reputation, business operations, cash flows, financial condition, results of operations and prospects.”</i></p>
2	Changes in Risk Factor no. 5	<p>We undertake to update the relevant disclosure in the section titled <i>“Risk Factors – We have entered into and may continue to enter into related party transactions with HMC and companies within the Hyundai Motor Group that may involve conflicts of interest, which could adversely impact our business.”</i> on page 32 of the DRHP in the Red Herring Prospectus and Prospectus as follows:</p> <p><i>“.....While our related party transactions, as set forth in the Restated Consolidated Financial Information, have been conducted on an arm’s length basis and are in compliance with the provisions of the Companies Act, 2013 and other applicable laws, we cannot assure you that we</i></p>

		<p>could not have achieved more favourable terms had such transactions not been entered into with related parties. It is likely that we may enter into related party transactions in the future. We have entered into the Framework Agreement with HMC which sets forth a framework for the activities including services and supply of parts that we, our Promoter or other companies within the Hyundai Motor Group provide and avail from each other. For further details on the Framework Agreement, see “History and Certain Corporate Matters - Key terms of other subsisting material agreements” on page 192. Further, all related party transactions that we may enter post-listing will be subject to the approval of our Audit Committee, Board or Shareholder, as necessary under the Companies Act, 2013 and the SEBI Listing Regulations and there can be no assurance that such approvals will be issued to us in a timely manner, or at all. Any existing or future transactions with our related parties could potentially involve conflicts of interest which may be detrimental to our Company, and we cannot assure you that such conflicts of interest will be resolved in our favour. Furthermore, we cannot assure you that our existing agreements and any such future transactions, will be in the interest of our Company and minority shareholders or will perform as expected. For example, a portion of land located within the premises of the Chennai Manufacturing Plant has been leased by us to Mobis for assembling battery systems for EVs to be supplied to our Company and Kia India Private Limited. There can be no assurance that we will be prioritised by Mobis for supply of goods and that we will be able to address any conflicts of interest, that may arise in the future, in our favour.”</p>																																																																												
3	<p>In Business section - Rationale for exceeding 100% capacity utilization</p>	<p>We undertake to update the relevant disclosures in the section titled “Our Business – Our Manufacturing – Manufacturing Plants” on page 168 of the DRHP in the Red Herring Prospectus and Prospectus in the following manner, subject to inclusion of data for latest period:</p> <p>“The following table sets forth our installed capacity, production volume and capacity utilisation across the Chennai Manufacturing Plant for the periods indicated:</p> <table border="1" data-bbox="472 771 1890 1258"> <thead> <tr> <th rowspan="3">Plant ⁽¹⁾</th> <th colspan="6">Nine months ended December 31,</th> <th colspan="6">Fiscal</th> </tr> <tr> <th colspan="3">2023</th> <th colspan="3">2023</th> <th colspan="3">2022</th> <th colspan="3">2021</th> </tr> <tr> <th>Install ed capaci ty ⁽³⁾</th> <th>Produc tion volum e</th> <th>Capac ity utiliza tion (%) ⁽²⁾</th> <th>Instal led capa city</th> <th>Produ ction volum e</th> <th>Capac ity utiliza tion (%) ⁽²⁾</th> <th>Instal led capaci ty</th> <th>Produc tion volum e</th> <th>Capac ity utiliza tion (%) ⁽²⁾</th> <th>Instal led capaci ty</th> <th>Product ion volume</th> <th>Capacity utilisation (%) ⁽²⁾</th> </tr> </thead> <tbody> <tr> <td>Chennai Plant #1</td> <td>293,000</td> <td>301,700</td> <td>102.97</td> <td>354,000</td> <td>350,342</td> <td>98.97</td> <td>342,000</td> <td>289,308</td> <td>84.59</td> <td>336,000</td> <td>251,813</td> <td>74.94</td> </tr> <tr> <td>Chennai Plant #2</td> <td>310,000</td> <td>285,000</td> <td>91.94</td> <td>416,000</td> <td>376,958</td> <td>90.61</td> <td>416,000</td> <td>316,792</td> <td>76.15</td> <td>416,000</td> <td>315,915</td> <td>75.94</td> </tr> <tr> <td>Total installed capacity</td> <td>603,000</td> <td>586,700</td> <td>97.30</td> <td>770,000</td> <td>727,300</td> <td>94.45</td> <td>758,000</td> <td>606,100</td> <td>79.96</td> <td>752,000</td> <td>567,728</td> <td>75.50</td> </tr> </tbody> </table> <p>Source: Independent Chartered Engineer; Notes: (1) calculations assume 293 working days at 21.92 working hours per day for Fiscals 2021, 2022 and 2023, and calculations assume 219 working days at 21.92 working hours per day for the nine months ended December 31, 2023; (2) production volume divided by installed capacity; (3) the annual installed capacity is 824,000 units as on March 31, 2024; (4) in order to compute</p>	Plant ⁽¹⁾	Nine months ended December 31,						Fiscal						2023			2023			2022			2021			Install ed capaci ty ⁽³⁾	Produc tion volum e	Capac ity utiliza tion (%) ⁽²⁾	Instal led capa city	Produ ction volum e	Capac ity utiliza tion (%) ⁽²⁾	Instal led capaci ty	Produc tion volum e	Capac ity utiliza tion (%) ⁽²⁾	Instal led capaci ty	Product ion volume	Capacity utilisation (%) ⁽²⁾	Chennai Plant #1	293,000	301,700	102.97	354,000	350,342	98.97	342,000	289,308	84.59	336,000	251,813	74.94	Chennai Plant #2	310,000	285,000	91.94	416,000	376,958	90.61	416,000	316,792	76.15	416,000	315,915	75.94	Total installed capacity	603,000	586,700	97.30	770,000	727,300	94.45	758,000	606,100	79.96	752,000	567,728	75.50
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		<p>capacity utilisation, the Company assumes an efficiency rate of 98% which is in line with industry standards – which equates to approximately 293,000 passenger vehicles for the nine months ended December 31, 2023. Due to shortages in certain electronic components in Fiscal 2022 which was resolved during the course of Fiscal 2023, a few passenger vehicles could not be cleared for sale during that period. Those passenger vehicles were cleared for sale in the nine months ended December 31, 2023. As a result of this and other efficiency initiatives undertaken by the Company, 301,700 passenger vehicles were manufactured in Chennai Plant 1 in the nine months ended December 31, 2023 leading to a capacity utilisation of 102%. For risks related to shortages of electronic components, see “Risk Factors – Internal Risks - We depend on a limited number of suppliers for parts and materials. Any interruption in the availability of parts and materials could adversely impact our operations” on page 29.</p> <p>...”</p>
4	Update on Contractual Employees	We undertake to update the relevant disclosure on count of contractual employees in the section ‘ Our Business ’ in the RHP and the Prospectus.
5	Update to the profiles of Sree Kirat Patel and Shalini Puchalapalli	<p>We submit that the details pertaining to the association of the relevant Director with our Company have been disclosed in the section titled “Our Management – Brief Biographies of our Directors” on page 198 of the DRHP. We undertake to update the relevant disclosures in the section titled “Our Management – Brief Biographies of our Directors” on page 198 of the DRHP in the Red Herring Prospectus and Prospectus as follows:</p> <p>“Sree Kirat Patel is an Independent Director of our Company. She has been associated with our Company since June 7, 2024. She holds a bachelor’s degree in commerce (business management) from the H.R. College of Commerce and Economics, University of Bombay. She has worked in companies with operations in the food, pharmaceuticals and FMCG industry and has experience in the field of legal, regulatory and corporate affairs. She was previously employed with The Tata Oil Mills Company Limited in various capacities such as their officer-secretarial duties, and legal officer and Glaxo India Limited (currently known as GlaxoSmithKline Pharmaceuticals Limited) as their legal manager and thereafter their vice president, legal & corporate affairs. She has been with Cadbury India Limited (currently known as Mondelez India Foods Private Limited, part of Mondelez group of companies in India) since 2011 and is currently employed with Mondelez International as their chief counsel, India and AMEA. She is currently a director on the board of directors of Greaves Cotton Limited and Mondelez India Foods Private Limited.</p> <p>“Shalini Puchalapalli is an Independent Director of our Company. She has been associated with our Company since June 7, 2024. She holds a bachelor’s degree in technology (civil engineering) from the Indian Institute of Technology, Madras and a post graduate diploma in personnel management & industrial relations from XLRI, Jamshedpur. She has experience in sales and is associated with companies with operations in the technology and FMCG industry. She is currently associated with Google India Private Limited (since 2021) as director (sales) and is currently a director on the board of directors of Miracle Foundation India, Godrej Consumer Products Limited and Aarti For Girls, USA.”</p>
6	Updates in ‘Outstanding Litigation and Material Developments’ chapter	It is submitted that the criminal proceedings filed by Sumit Saurabh against our Company are currently pending before the Chief Judicial Magistrate, Patna Court. We undertake to update the relevant disclosure in the section titled “ Outstanding Litigation and Material Developments – Litigation involving our Company – (a) Criminal proceedings against our Company. ” on page 330 of the DRHP in the Red Herring Prospectus and Prospectus as follows:

		<p>“Sumit Saurabh (the “Complainant”) has filed a complaint dated January 9, 2018 before the Chief Judicial Magistrate, Patna Court against one of our employees (acting on behalf of our Company) and the director of one of our dealers for offences of cheating under the Indian Penal Code, 1860 (“IPC”), alleging that our Company sold a vehicle with manufacturing defects to the Complainant, resulting in injuries suffered due to non-deployment of airbags in an accident involving the Complainant. <i>The matter is currently pending.</i>”</p> <p>Further, it is submitted that criminal proceedings have been filed by Rajesh Kumar against our Company for the offence of cheating due to alleged manufacturing defects and deficiency of service by our Company. The disclosure in the section titled “Outstanding Litigation and Material Developments – Litigation involving our Company – (a) Criminal proceedings against our Company.” on page 330 of the DRHP shall be updated in the Red Herring Prospectus and Prospectus as follows:</p> <p>“Pursuant to a <i>A complaint had been filed by Rajesh Kumar (“Complainant”) against, among others, the erstwhile managing director of our Company (acting on behalf of our Company) (“Respondents”), before the District and Sessions Court, Ghaziabad for the offence of cheating under the IPC, alleging that our Company had sold a vehicle with manufacturing defects and subsequent deficiency of service by certain of our employees. An order dated March 3, 2022 (“Order”) had been passed by the Court of Additional Civil Judge, Ghaziabad dismissing the matter, stating that the matter is of a civil nature. Accordingly, a revision petition has been filed by the Complainant before the Court of District and Sessions Judge Ghaziabad to (a) set aside the Order; and (b) issue summons to the Respondents. The matter is currently pending.</i>”</p>
7	Changes in ‘Government and Other Approvals’ chapter	<p>We undertake to update the relevant disclosure in the section titled “Government and Other Approvals – Material Approvals in relation to the business and operations of our Company” on page 338 of the DRHP in the Red Herring Prospectus and Prospectus as follows:</p> <p>“<i>In order to operate our business and operations, our Company requires approvals and/or licenses under various state and central laws, rules, and regulations. These approvals and/or licenses, among other things, include (a) registration and license under the Factories Act, and rules made thereunder (pursuant to a license dated December 31, 2023 in respect of the Chennai Manufacturing Facility), (b) approvals from the central and state pollution control board under the Air (Prevention and Control of Pollution) Act, 1981, as amended, Water (Prevention and Control of Pollution) Act, 1974, as amended, Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016, Battery Waste Management Rules, 2022 and Bio-Medical Waste Management Rules, 2016, (c) license to store petroleum under the Petroleum Act, 1934, and rules made thereunder; (d) licence to store petroleum and compressed gas under the Explosives Act, 1884, (e) fire no objection certificates and approvals for installations from regional authorities, (f) registrations of establishments for registered and corporate offices, and other offices under the Shops and Commercial Establishments Act, 1961, (g) certificate for use of boiler under the Indian Boilers Act, 1923, (h) certificate of acknowledgment for industrial entrepreneur memoranda submitted by our Company for manufacturing of passenger cars, engines and parts and accessories of motor vehicles, etc. and (i) various trade licences issued by state municipal corporations.</i>”</p> <p>We submit that our Company has obtained a corporation license issued by the Cochin Corporation under the Kerala Municipality Act, 1994 which was valid up to March 31, 2024, for which a renewal application dated March 13, 2024 had been made by our Company, as disclosed in the section titled “Government and Other Approvals – Pending Material Approvals – Material Approvals or renewals for which applications are currently pending” on page 339 of the DRHP. Thereafter, our Company received the renewed corporation license, which is valid with effect from April 1, 2024 up to March 31, 2025. We undertake to make the relevant updates in the section titled “Government and Other Approvals” on page 338 of the DRHP in the Red Herring Prospectus and Prospectus.</p>