



Date: 26th November, 2024

To,

**National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra Kurla Complex
Bandra (E), Mumbai – 400 051**

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

SYMBOL: HYUNDAI

SCRIP CODE: 544274

Dear Sir/Ma'am

Sub: Postal Ballot Notice ('Notice') – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations')

With reference to the outcome of Board meeting of Hyundai Motor India Limited held on 12th November, 2024, we enclose herewith a copy of the Postal Ballot Notice of Hyundai Motor India Limited ('the Company'), along with the Statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 and related Rules read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Circulars issued by the Ministry of Corporate Affairs ('MCA') and Securities and Exchange Board of India ('SEBI') for seeking approval of the Member(s) of the Company on the following 7 Ordinary resolutions :

| Sl. No. | Particulars |
|----------------|--|
| 1 | Approval of the material related party transactions between Hyundai Motor India Limited ("Company") and Mobis India Limited ("Mobis") |
| 2 | Approval of the material related party transactions between Hyundai Motor India Limited ("Company") and Hyundai Motor Company ("HMC") |
| 3 | Approval of the material related party transactions between Hyundai Motor India Limited ("Company") and Hyundai Transys Lear Automotive India Private Limited ("HTLA IPL") |
| 4 | Approval of the material related party transactions between Hyundai Motor India Limited ("Company") and Kia India Private Limited ("Kia") |
| 5 | Approval of the material related party transactions between Hyundai Motor India Limited ("Company") and HEC India LLP ("HEC") |
| 6 | Approval of the material related party transactions between Hyundai Motor India Limited ("Company") and Hyundai Motor De Mexico S DE RL DE CV |
| 7 | Approval of the material related party transactions between Hyundai Motor India Limited ("Company") and PT Hyundai Motor Manufacturing Indonesia |



In compliance with the Ministry of Corporate Affairs General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, No. 09 / 2024 dated September 19, 2024 and the Securities and Exchange Board of India's Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, this Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, 22nd November, 2024 ("**Cut-off date**") seeking their approval as set out in the Postal Ballot Notice

The Company has engaged the services of National Securities Depository Limited ('NSDL') to provide remote e-voting facility to the Members. The remote e-voting period commences on **09:00 A.M. (IST) on Thursday, 28th November, 2024 to 05:00 P.M. (IST) on Friday, 27th December 2024**. The e-voting module shall be disabled by NSDL thereafter. Voting rights of the Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on the Cut-off date. Please note that communication of assent or dissent of the Members would only take place through the remote e-voting system. The instructions for remote e-voting are provided in the 'Notes' section to the Notice.

The above information will be made available on the website of the Company at www.hyundai.com/in/en

Kindly take the same on record.

Thanking you,

Sincerely,

For **Hyundai Motor India Limited**

Divya Venkat
Company Secretary and Compliance Officer
Membership No. – A33561

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice of Postal Ballot (**'Notice'**) is hereby given pursuant to the provisions of Section 108 and 110 and other applicable provisions if any, of the Companies Act, 2013 (**"the Act"**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI LODR Regulations"**), Secretarial Standards issued by Institute of Company Secretaries of India on General Meetings (**"SS-2"**), (including any statutory modifications, clarifications, substitutions or re-enactment thereof for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (**"MCA"**) for conducting postal ballot process through e-voting vide General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, No. 09 / 2024 dated September 19, 2024 and the Securities and Exchange Board of India's Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (**"Circulars"**) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below is proposed by the Board of Directors of the Company to be passed by the Members of Hyundai Motor India Limited (**"the Company"**) through postal ballot by way of remote electronic voting (**"Postal Ballot"**).

Further, the Company will send Postal Ballot Notice by e-mail to all its Members who have registered their e-mail addresses with the Company, Registrars and Transfer Agents or Depository/ Depository Participants and the communication of assent/ dissent of the Members will only take place through the E-voting system. This Postal Ballot is accordingly being initiated in compliance with the above Circulars. Accordingly, physical copy of the Notice along



with the Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members.

In compliance with Regulation 44 of the SEBI LODR Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the Circulars and SS-2, the Company is providing only remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company www.hyundai.com/in/en.

The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said resolutions, setting out material facts and the reasons for the Resolutions, is also annexed. You are requested to peruse the proposed resolutions, along with the Explanatory Statements, and thereafter record your assent or dissent by remote e-voting facility only provided by the Company.

The Board of Directors of the Company ("**the Board**") has appointed Mr. K J Chandra Mouli (Membership No. F11720), Partner of M/s. BP & Associates, Practising Company Secretaries, as the Scrutinizer for conducting the postal ballot (e-voting) process in a fair and transparent manner in accordance with the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014 and they have communicated their willingness to be appointed as Scrutinizer. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting from **09:00 AM (IST) on Thursday, 28th November 2024 to 05:00 PM (IST) on Friday, 27th December 2024**. Remote e-Voting will be blocked immediately thereafter and no e-voting will be allowed beyond the said date and time. The Company has engaged the services of National Securities Depository Limited ('**NSDL**') for the purpose of providing remote e-voting facility to its Members. After completion of scrutiny of the votes cast through remote e-voting, the Scrutinizer will submit his report to the Chairman and Managing Director of the Company or to any other person authorized by him.



The results of the voting conducted by Postal Ballot (through remote e-voting process) along with the Scrutinizer's Report will be made available on the website of the Company at www.hyundai.com/in/en. and intimated to the Stock Exchanges, where the shares of the Company are listed, on or before Tuesday, 31st December, 2024. Additionally, the results will also be uploaded on the website of NSDL at www.evoting.nsdl.com. The resolutions, if passed with the requisite majority through Postal Ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e., **Friday, 27th December, 2024.**

SPECIAL BUSINESS**Item No: 1****Approval of the material related party transactions between Hyundai Motor India Limited (“Company”) and Mobis India Limited (“Mobis”)**

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time, and the Policy on Related Party Transaction(s) of the Company, and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from time to time and basis the approval/recommendation of the Audit Committee and Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into and/or execute new contract(s)/ arrangement(s)/transaction(s), (whether by way of individual or multiple transaction(s) taken together), as per the details provided in the Explanatory Statement pursuant to Section 102 and other provisions of the Act read with related rules, with Mobis India Limited (‘Mobis’), on such terms and conditions as may be agreed between the Company and Mobis, for an aggregate value not exceeding INR 10,622 crores for availing/rendering of services, Purchase/sale of goods, purchase of fixed assets, Other Operating Revenue/Other Income/Recovery of Expenses, during FY 2024-25, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the any one of the director or Company Secretary of the Company be and are hereby severally authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities,



including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary of the Company or any other Officer(s) as Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT duly certified copies of the above resolutions under the hands of any Director or Company Secretary of the Company be furnished to any government, statutory or regulatory authority as may be required from time to time.”

Item No: 2

Approval of the material related party transactions between Hyundai Motor India Limited (“Company”) and Hyundai Motor Company (“HMC”)

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**

“RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time, and the Policy on Related Party Transaction(s) of the Company, and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from time to time and basis the approval/recommendation of the Audit Committee and Board of Directors of the Company, approval of the members of the Company be and is hereby



accorded to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into and/or execute new contract(s)/ arrangement(s)/transaction(s), (whether by way of individual or multiple transaction(s) taken together), as per the details provided in the Explanatory Statement pursuant to Section 102 and other provisions of the Act read with related rules, with Hyundai Motor Company ('HMC'), on such terms and conditions as may be agreed between the Company and HMC, for an aggregate value not exceeding INR 5,750 crores for availing/rendering of services, Purchase/sale of goods, purchase of fixed assets, Other Operating Revenue/Other Income/Recovery of Expenses, during FY 2024-25, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the any one of the director or Company Secretary of the Company be and are hereby severally authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary of the Company or any other Officer(s) as Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT duly certified copies of the above resolutions under the hands of any Director or Company Secretary of the Company be furnished to any government, statutory or regulatory authority as may be required from time to time.”

Item No: 3

Approval of the material related party transactions between Hyundai Motor India Limited (“Company”) and Hyundai Transys Lear Automotive India Private Limited (“HTLA IPL”)

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**

“**RESOLVED THAT** pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time, and the Policy on Related Party Transaction(s) of the Company, and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from time to time and basis the approval/recommendation of the Audit Committee and Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into and/or execute new contract(s)/ arrangement(s)/transaction(s), (whether by way of individual or multiple transaction(s) taken together), as per the details provided in the Explanatory Statement pursuant to Section 102 and other provisions of the Act read with related rules, with Hyundai Transys Lear Automotive India Private Limited (“HTLA IPL”), on such terms and conditions as may be agreed between the Company and HTLA IPL, for an aggregate value not exceeding INR 2,460 crores for availing/rendering of services, Purchase/sale of goods, purchase of fixed assets, Other Operating Revenue/Other Income/Recovery of Expenses, during FY 2024-25, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the any one of the director or Company Secretary of the Company be and are hereby severally authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions,

methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary of the Company or any other Officer(s) as Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT duly certified copies of the above resolutions under the hands of any Director or Company Secretary of the Company be furnished to any government, statutory or regulatory authority as may be required from time to time.”

Item No: 4

Approval of the material related party transactions between Hyundai Motor India Limited (“Company”) and Kia India Private Limited (“Kia”)

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**

“RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time, and the Policy on Related Party Transaction(s) of the Company, and subject to

such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from time to time and basis the approval/recommendation of the Audit Committee and Board of Directors of the Company, consent of the approval of the Company be and is hereby accorded to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into and/or execute new contract(s)/ arrangement(s)/transaction(s), (whether by way of individual or multiple transaction(s) taken together), as per the details provided in the Explanatory Statement pursuant to Section 102 and other provisions of the Act read with related rules, with Kia India Private Limited (Kia'), on such terms and conditions as may be agreed between the Company and Kia, for an aggregate value not exceeding INR 5,510 crores for availing/rendering of services, Purchase/sale of goods, Other Operating Revenue/Other Income/Recovery of Expenses, during FY 2024-25, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the any one of the director or Company Secretary of the Company be and are hereby severally authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary of the Company or any other Officer(s) as Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT duly certified copies of the above resolutions under the hands of any Director or Company Secretary of the Company be furnished to any government, statutory or regulatory authority as may be required from time to time.”

Item No: 5

Approval of the material related party transactions between Hyundai Motor India Limited (“Company”) and HEC India LLP (“HEC”)

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**

“**RESOLVED THAT** pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time, and the Policy on Related Party Transaction(s) of the Company, and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from time to time and basis the approval/recommendation of the Audit Committee and Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into and/or execute new contract(s)/ arrangement(s)/transaction(s), (whether by way of individual or multiple transaction(s) taken together), as per the details provided in the Explanatory Statement pursuant to Section 102 and other provisions of the Act read with related rules, with HEC India LLP (‘HEC’), on such terms and conditions as may be agreed between the Company and HEC, for an aggregate value not exceeding INR 3,170 crores for purchase of capital goods, during FY 2024-25, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the any one of the director or Company Secretary of the Company be and are hereby severally authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities,



including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary of the Company or any other Officer(s) as Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT duly certified copies of the above resolutions under the hands of any Director or Company Secretary of the Company be furnished to any government, statutory or regulatory authority as may be required from time to time.”

Item No: 6

Approval of the material related party transactions between Hyundai Motor India Limited (“Company”) and Hyundai Motor De Mexico S DE RL DE CV

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**

“RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time, and the Policy on Related Party Transaction(s) of the Company, and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from time to time and basis the approval/recommendation of the Audit Committee and Board of Directors of the Company, approval of the members of the Company be and is hereby



accorded to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into and/or execute new contract(s)/ arrangement(s)/transaction(s), (whether by way of individual or multiple transaction(s) taken together), as per the details provided in the Explanatory Statement pursuant to Section 102 and other provisions of the Act read with related rules, with Hyundai Motor De Mexico S DE RL DE CV on such terms and conditions as may be agreed between the Company and Hyundai Motor De Mexico S DE RL DE CV, for an aggregate value not exceeding INR 1,910 crores for availing/rendering of services, sale of goods, during FY 2024-25, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the any one of the director or Company Secretary of the Company be and are hereby severally authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary of the Company or any other Officer(s) as Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT duly certified copies of the above resolutions under the hands of any Director or Company Secretary of the Company be furnished to any government, statutory or regulatory authority as may be required from time to time."

Item No: 7**Approval of the material related party transactions between Hyundai Motor India Limited ("Company") and PT Hyundai Motor Manufacturing Indonesia**

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**

"RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), the applicable provisions of the Companies Act, 2013 ('Act'), if any, read with related rules, if any, each as amended from time to time, and the Policy on Related Party Transaction(s) of the Company, and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from time to time and basis the approval/recommendation of the Audit Committee and Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into and/or execute new contract(s)/ arrangement(s)/transaction(s), (whether by way of individual or multiple transaction(s) taken together), as per the details provided in the Explanatory Statement pursuant to Section 102 and other provisions of the Act read with related rules, with PT Hyundai Motor Manufacturing Indonesia on such terms and conditions as may be agreed between the Company and PT Hyundai Motor Manufacturing Indonesia, for an aggregate value not exceeding INR 1,180 crores for availing/rendering of services, Purchase/sale of goods, Other Operating Revenue/Other Income/Recovery of Expenses during FY 2024-25, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the any one of the director or Company Secretary of the Company be and are hereby severally authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary,



desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary of the Company or any other Officer(s) as Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT duly certified copies of the above resolutions under the hands of any Director or Company Secretary of the Company be furnished to any government, statutory or regulatory authority as may be required from time to time.”

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

Sd/-
DIVYA VENKAT
COMPANY SECRETARY & COMPLIANCE OFFICER
M. No: A33561

Date: 12th November, 2024

Place: Chennai

Registered Office: PLOT NO. H-1, SPICOT INDUSTRIAL PARK
IRRUNGATTUKOTTAI, SRIPERUMPUDUR TALUK,
KANCHEEPURAM, TAMIL NADU – 602117, INDIA

Email: complianceofficer@hmil.net

Website: www.hyundai.com/in/en

Phone No: 044 – 4710 5135

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("**Act**") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), each as amended and any other related provisions of the Act (including any statutory modifications or re-enactment thereof, for the time being in force) setting out the material facts relating to the proposed resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ("**Notice**").
2. In terms of the Circulars, the Company is sending this Notice ONLY in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/ KFin Technologies Limited, the Company's Registrar and Transfer Agent ('**RTA**'), as on **Friday, 22nd November, 2024** ('**Cut-Off Date**') and whose e-mail addresses are registered with the Company/RTA/ Depositories/Depository Participants and who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up ordinary equity share capital of the Company as on the Cut-Off Date.
3. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-Voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only. Shareholders are requested to provide their assent or dissent through remote e- Voting only.
4. It is however, clarified that all members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail IDs with the Company Registrar and Share Transfer Agent or Depositories) shall be entitled to vote in relation to the resolutions in accordance with the process specified hereinafter in this Notice.
5. It is clarified that if a Member fails to provide or update the relevant email ID to the Company or to the DP, as the case may be, the Company will not be in default for not delivering the Notice via email. The availability of this Notice on the Company's website



at: www.hyundai.com/in/en and on the website of the Stock Exchanges shall be deemed to be the issuance of this Notice to all the Shareholders whose email IDs are not registered with the Company.

6. In accordance with the provision of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide e-voting facility to its members. The detailed procedure with respect to remote e-Voting is mentioned hereinafter in this Notice.
7. Shareholders may please note that this Notice will also be available on the Company’s website at: www.hyundai.com/in/en, websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and on the website of NSDL at www.evoting.nsd.com.
8. The e-voting period shall commence from **09:00 A.M. (IST) on Thursday, 28th November, 2024 to 05:00 P.M. (IST) on Friday, 27th December 2024**. Please note that the E-voting module will be disabled for voting by NSDL after the said date and time. Once the vote on a resolution is cast by Members, it cannot be changed subsequently.
9. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., **Friday, 27th December 2024**.
10. The Board of Directors of the Company has appointed Mr. K J Chandra Mouli (Membership No. F11720), Partner of M/s. BP & Associates, Practising Company Secretaries as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.

11. The Scrutinizer will submit his/her report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot within two working days from the conclusion of the postal ballot e-Voting. The Scrutinizer's decision on the validity of votes cast will be final.
12. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.hyundai.com/in/en and on the website of NSDL at www.evoting.nsdl.com immediately after the results are declared by the Chairman or any other person so authorized by him, and the same shall be communicated to the Stock Exchanges i.e., BSE Limited ('BSE') and the National Stock Exchange of India Limited ('NSE'), where the ordinary equity shares of the Company are listed.
13. Dispatch of the Notice and the Explanatory Statement shall be announced through an advertisement published in one Regional Newspaper, widely circulated in Chennai (in vernacular language i.e., Tamil) and one English Newspaper circulated throughout India (in English Language) and shall be hosted on the Company's website at www.hyundai.com/in/en. The said public notice shall also mention the process for registration of email IDs by those Shareholders who have not yet registered their email IDs with the Company.
14. The vote in this Postal Ballot cannot be exercised through proxy.
15. In terms of the General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, No. 09 / 2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India and the Securities and Exchange Board of India's Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ("**Circulars**") voting can be done only by E-voting.

16. All material documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e., Friday, December 27, 2024. Members may send their requests to complianceofficer@hmil.net from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.

VOTING THROUGH ELECTRONIC MEANS:

- A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, [LODR] and the Circulars issued by MCA and SEBI, the Company is providing facility of remote e-voting/e-voting to its Members in respect of the business to be transacted through Postal Ballot. For this purpose, the Company is utilising the e-voting services provided by National Securities Depository Limited (NSDL).
- B. The facility for remote e-voting shall remain open from **09:00 AM (IST) on Thursday, 28th November 2024 to 05:00 PM (IST) on Friday, 27th December, 2024**. During this period, the members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, viz. Friday, the 22nd November 2024, may opt for remote e-voting. Remote e-voting shall not be allowed beyond **5.00 PM on Friday, 27th December, 2024**.
- C. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single

login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Instructions for e-voting

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see the e-Voting page. Click on the company name or e-Voting service provider i.e. NSDL and you will be re-directed to the e-Voting website of NSDL for casting your vote during the remote e-Voting period. |

| Type of shareholders | Login Method |
|---|---|
| | <p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play</div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> |
| Individual Shareholders holding securities in | <p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page</p> |

| Type of shareholders | Login Method |
|----------------------|---|
| demat mode with CDSL | <p>without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <ol style="list-style-type: none"> 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911 |

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|--|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12***** |

| |
|--|
| <p>5. Password details for shareholders other than Individual shareholders are given below:</p> |
| <p>a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.</p> |
| <p>b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password', and the system will force you to change your password.</p> |
| <p>c) How to retrieve your 'initial password'?</p> <p>(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.</p> <p>(ii) If your email ID is not registered, please follow steps mentioned hereinafter in this notice.</p> |
| <p>6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:</p> <p>a) Click on "<u>Forgot User Details/Password?</u>"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.</p> <p>b) <u>Physical User Reset Password?</u>" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.</p> <p>c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.</p> <p>d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</p> |
| <p>7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.</p> |
| <p>8. Now, you will have to click on "Login" button.</p> |
| <p>9. After you click on the "Login" button, Home page of e-Voting will open.</p> |

Step 2: Cast your vote electronically on NSDL e-Voting system

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to chandramouli@bpcorpadvisors.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical

User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. Shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
2. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT

(Pursuant to the Provisions of Section 102 of the Companies Act, 2013)

Item Nos.1 to 7

In terms of Regulation 23 of the SEBI Listing Regulations, inter alia, states that all Material Related Party Transactions ('RPTs') shall require prior approval of the Members by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower. Further, Regulation 2(1)(zb) of the SEBI Listing Regulations has provided the definition of related party and Regulation 2(1)(zc) of the SEBI Listing Regulations has enhanced the definition of Related Party Transaction which now includes a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not.

Since the Company has been listed on the stock exchanges in the middle of the financial year and for the purpose of complying with the regulatory requirements, the approval of the shareholders is sought immediately by way of a postal ballot.

In view of the above, Resolution Nos. 1 to 7 are placed for approval by the Members of the Company. The Management has provided the Audit Committee with relevant details of the proposed RPTs, including material terms and basis of pricing. The Audit Committee and the Board, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPTs, subject to approval by the Members. The Audit Committee and the Board has noted that the said transaction(s) will be at an arm's length pricing basis and will be in the ordinary course of business.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item Nos. 1 to 7.

Except as mentioned above, none of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, either financially or otherwise, in the Resolution mentioned at Item Nos. 1 to 7 of the Notice.

Based on the consideration and approval of the Audit Committee, the Board of Directors recommends the Ordinary Resolution forming part of Item Nos. 1 to 7 of the accompanying Notice for the approval of the Members.

Item No. 1

Details of the proposed RPTs of the Company with Mobis India Limited ("**Mobis**"), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

| S. No. | Description | Details of proposed RPTs |
|--------|--|--|
| 1 | Name of the Related Party | Mobis India Ltd. |
| 2 | Nature of Relationship | Subsidiary of Entity having Significant influence (Mobis Co. Korea) over the Parent Company |
| 3 | Name of Director(s) or Key Managerial personnel who is related, if any | NA |
| 4 | Nature, duration/tenure, material terms, monetary value and particulars of the contract or arrangement | The Company has a continuing contract with recurring transactions for the financial year 2024-25 with respect to availing/rendering of services, Purchase/sale of goods, purchase of fixed assets, Other Operating Revenue/Other Income/Recovery of Expenses. The aggregate value of the |

| S. No. | Description | Details of proposed RPTs |
|--------|---|--|
| | | Related party transaction shall not exceed INR 10,622 Crores. |
| 5 | Transactions related to providing loan(s)/ advance(s)/ guarantee(s) or security(ies), if any | NA |
| 6 | Percentage of the Company's annual consolidated turnover, for the financial year 2023-24, that is represented by the value of the transaction | 15.21% of the Company's annual consolidated turnover for the financial year 2023-24. |
| 7 | Details about valuation/ arm's length and ordinary course of business | The pricing mechanism for recurring transactions is established based on past practices, adhering to the Arm's Length Principle and supported by transfer pricing audits from previous years. Therefore, these transactions are conducted in the ordinary course of business and on an arm's length basis. |
| 8 | Justification as to why it is in the interests of the company | <ul style="list-style-type: none"> • Mobis India Limited, with its expertise in modular assembly, plays a crucial role in enhancing Company's operational efficiency. By specializing in modular assembly, Mobis ensures that components are precisely and efficiently put together, leading to higher quality and consistency in the final product. • Mobis supports effective capacity utilization within our manufacturing operations also aligned with Project and Product Development Timeline by |

| S. No. | Description | Details of proposed RPTs |
|--------|--|---|
| | | <p>keeping confidentiality of Technical Know-how.</p> <ul style="list-style-type: none"> • The aforesaid transactions provide our company with the dual benefits of superior assembly expertise and optimized production capabilities, contributing to Company's competitiveness and sustained growth in the industry. • Mobis is technologically strong in Battery pack assembly and will be utilised for Battery pack assembly activity for our EV cars. • After sales part business is being carried out by Mobis |
| 9 | Any other information that is relevant or important for the members to take a decision on the proposed resolution / Any other information that may be relevant | - |

Item No. 2

Details of the proposed RPTs of the Company with Hyundai Motor Company ("**HMC**"), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

| S. No. | Description | Details of proposed RPTs |
|--------|---|---|
| 1 | Name of the Related Party | Hyundai Motor Company (HMC) |
| 2 | Nature of Relationship | Holding Company |
| 3 | Name of Director(s) or Key Managerial personnel who is related, if any | NA |
| 4 | Nature, duration/tenure, material terms, monetary value and particulars of the contract or arrangement | The Company has a continuing contract with recurring transactions for the financial year 2024-25 with respect to availing/rendering of services, Purchase/sale of goods, purchase of fixed assets, Other Operating Revenue/Other Income/Recovery of Expenses. The aggregate value of the Related party transaction shall not exceed INR 5,750 Crores. |
| 5 | Transactions related to providing loan(s)/ advance(s)/ guarantee(s) or security(ies), if any | NA |
| 6 | Percentage of the Company's annual consolidated turnover, for the financial year 2023-24, that is represented by the value of the transaction | 8.23% of the Company's annual consolidated turnover for the financial year 2023-24. |
| 7 | Details about valuation/ arm's length and ordinary course of business | The pricing mechanism for recurring transactions is established based on past practices, adhering to the Arm's Length Principle and supported by transfer pricing audits from previous years. Therefore, these transactions are conducted in the ordinary course of business and on an arm's length basis. |

| S. No. | Description | Details of proposed RPTs |
|--------|---|--|
| 8 | Justification as to why it is in the interests of the company | <ul style="list-style-type: none"> • Hyundai Motor Company (HMC) is a globally recognized automobile manufacturer and has developed capabilities over the years for delivering high technology products, services for Automobile Manufacturing. They have strengthened their position by establishing plant at various locations and having Know-how of best practices from across the globe. • HMC has provided the technology of the product. • Essential / critical components are purchased to meet the business requirements of the Company. Capital goods are purchased for unique line operations. • Hence sourcing from them helps HMI to remain competitive by capitalizing their scale of experience and economy, to streamline business operations for the company, ensuring a steady supply of high-quality and sufficient facilities for continuous operations and increased productivity. • By associating with HMC, HMI has access to latest technologies, offer high value to customers |

| S. No. | Description | Details of proposed RPTs |
|--------|--|---|
| | | (Advanced features) which makes Hyundai a most beloved and trusted brand. |
| 9 | Any other information that is relevant or important for the members to take a decision on the proposed resolution / Any other information that may be relevant | - |

Item No. 3

Details of the proposed RPTs of the Company with Hyundai Transys Lear Automotive India Private Limited ("**HTLA IPL**"), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

| S. No. | Description | Details of proposed RPTs |
|--------|--|--|
| 1 | Name of the Related Party | Hyundai Transys Lear Automotive India Private Limited |
| 2 | Nature of Relationship | Entity which is a Subsidiary of Associate of Holding Company (Transys Inc) |
| 3 | Name of Director(s) or Key Managerial personnel who is related, if any | NA |
| 4 | Nature, duration/tenure, material terms, monetary value and particulars of the contract or arrangement | The Company has a continuing contract with recurring transactions for the financial year 2024-25 with respect to availing/rendering of services, Purchase/sale of goods, purchase of fixed assets, Other Operating Revenue/Other Income/Recovery of Expenses. The aggregate value of the |

| S. No. | Description | Details of proposed RPTs |
|--------|---|---|
| | | Related party transaction shall not exceed INR 2,460 Crores. |
| 5 | Transactions related to providing loan(s)/ advance(s)/ guarantee(s) or security(ies), if any | NA |
| 6 | Percentage of the Company's annual consolidated turnover, for the financial year 2023-24, that is represented by the value of the transaction | 3.52% of the Company's consolidated turnover for the financial year 2023-24. |
| 7 | Details about valuation/ arm's length and ordinary course of business | The pricing mechanism for recurring transactions is established based on past practices, adhering to the Arm's Length Principle and supported by transfer pricing audits from previous years. Therefore, these transactions are conducted in the ordinary course of business and on an arm's length basis. |
| 8 | Justification as to why it is in the interests of the company | <p>Hyundai Transys Lear Automotive India Private Limited is specialised in manufacturing of car components.</p> <ul style="list-style-type: none"> - Has capabilities to manufacture all types of latest technology seats. like Tilting walk-in technology, Ventilated Seats etc. - Sequence Feeding & JIT deliveries helps us to optimize cost. - Efficient Manufacturing and Process Stabilization, leading to Superior Quality. |

| S. No. | Description | Details of proposed RPTs |
|--------|--|---|
| | | <ul style="list-style-type: none"> - Exhaustive Research & Development Facility at Mother Plant leading to superior products including use of Eco-Friendly Materials. Less Carbon Foot Print - The reliable supply of critical components supports company's production schedules and mitigates the risk of delays. |
| 9 | Any other information that is relevant or important for the members to take a decision on the proposed resolution / Any other information that may be relevant | - |

Item No. 4

Details of the proposed RPTs of the Company with Kia India Private Limited ("**Kia**"), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

| S. No. | Description | Details of proposed RPTs |
|--------|--|--|
| 1 | Name of the Related Party | KIA India Private Limited |
| 2 | Nature of Relationship | Entity which is a Subsidiary of Associate of Holding Company (Kia Corporation) |
| 3 | Name of Director(s) or Key Managerial personnel who is related, if any | NA |

| S. No. | Description | Details of proposed RPTs |
|--------|---|---|
| 4 | Nature, duration/tenure, material terms, monetary value and particulars of the contract or arrangement | The Company has a continuing contract with recurring transactions for the financial year 2024-25 with respect to availing/rendering of services, Purchase/sale of goods, Other Operating Revenue/Other Income/Recovery of Expenses. The aggregate value of the Related party transaction shall not exceed INR 5,510 Crores. |
| 5 | Transactions related to providing loan(s)/ advance(s)/ guarantee(s) or security(ies), if any | NA |
| 6 | Percentage of the Company's annual consolidated turnover, for the financial year 2023-24, that is represented by the value of the transaction | 7.89% of the Company's annual consolidated turnover for the financial year 2023-24. |
| 7 | Details about valuation/ arm's length and ordinary course of business | The pricing mechanism for recurring transactions is established based on past practices, adhering to the Arm's Length Principle and supported by transfer pricing audits from previous years. Therefore, these transactions are conducted in the ordinary course of business and on an arm's length basis. |
| 8 | Justification as to why it is in the interests of the company | <ul style="list-style-type: none"> Engaging in these transaction presents a significant mutual business opportunity, particularly concerning the supply of engines. By entering into the above mentioned transactions, both parties can benefit from a |

| S. No. | Description | Details of proposed RPTs |
|--------|--|---|
| | | <p>reliable and consistent supply of high-quality engines, which is essential for company's production processes and market demands.</p> <ul style="list-style-type: none"> • This transaction ensures a steady and dependable source of engines, which is crucial for maintaining production schedules and meeting customer orders without delay. This reliability supports Company's operational efficiency and helps us uphold our reputation for delivering high-quality products on time. |
| 9 | Any other information that is relevant or important for the members to take a decision on the proposed resolution / Any other information that may be relevant | - |

Item No. 5

Details of the proposed RPTs of the Company with HEC India LLP ("**HEC**"), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

| S. No. | Description | Details of proposed RPTs |
|--------|---|---|
| 1 | Name of the Related Party | HEC India LLP |
| 2 | Nature of Relationship | Entity which is a Subsidiary of Associate of Holding Company (Hyundai Engineering & Construction Company) |
| 3 | Name of Director(s) or Key Managerial personnel who is related, if any | NA |
| 4 | Nature, duration/tenure, material terms, monetary value and particulars of the contract or arrangement | The Company has a continuing contract with recurring transactions for the financial year 2024-25 with respect to the purchase of capital goods. The aggregate value of the Related party transaction shall not exceed INR 3,170 Crores. |
| 5 | Transactions related to providing loan(s)/ advance(s)/ guarantee(s) or security(ies), if any | NA |
| 6 | Percentage of the Company's annual consolidated turnover, for the financial year 2023-24, that is represented by the value of the transaction | 4.54% of the Company's annual consolidated turnover for the financial year 2023-24. |

| S. No. | Description | Details of proposed RPTs |
|--------|--|--|
| 7 | Details about valuation/ arm's length and ordinary course of business | The pricing mechanism for recurring transactions is established based on past practices, adhering to the Arm's Length Principle and supported by transfer pricing audits from previous years. Therefore, these transactions are conducted in the ordinary course of business and on an arm's length basis. |
| 8 | Justification as to why it is in the interests of the company | <ul style="list-style-type: none"> • HEC India LLP is specialised in automobile construction, Expertise in Global Standards with sound design concepts and Engineering construction capabilities. This brings uniformity among the plants and also covers safety aspects which avoids incidents. They will adhere to project completion schedule. |
| 9 | Any other information that is relevant or important for the members to take a decision on the proposed resolution / Any other information that may be relevant | - |

Item No. 6

Details of the proposed RPTs of the Company with Hyundai Motor De Mexico S DE RL DE CV, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

| S. No. | Description | Details of proposed RPTs |
|--------|---|--|
| 1 | Name of the Related Party | Hyundai Motor De Mexico S DE RL DE CV |
| 2 | Nature of Relationship | Fellow Subsidiary (HMC) |
| 3 | Name of Director(s) or Key Managerial personnel who is related, if any | NA |
| 4 | Nature, duration/tenure, material terms, monetary value and particulars of the contract or arrangement | The Company has a continuing contract with recurring transactions for the financial year 2024-25 with respect to availing/rendering of services, sale of goods. The aggregate value of the Related party transaction shall not exceed INR 1,910 Crores. |
| 5 | Transactions related to providing loan(s)/ advance(s)/ guarantee(s) or security(ies), if any | NA |
| 6 | Percentage of the Company's annual consolidated turnover, for the financial year 2023-24, that is represented by the value of the transaction | 2.74% of the Company's annual consolidated turnover for the financial year 2023-24. |
| 7 | Details about valuation/ arm's length and ordinary course of business | The pricing mechanism for recurring transactions is established based on past practices, adhering to the Arm's Length Principle and supported by transfer pricing audits from previous years. Therefore, these transactions are conducted in the ordinary course of business and on an arm's length basis. |
| 8 | Justification as to why it is in the interests of the company | <ul style="list-style-type: none"> To utilise the opportunity available in the export market Hyundai cars such as Grand i10, |

| S. No. | Description | Details of proposed RPTs |
|--------|--|---|
| | | <p>Grand i10 4 Door, Alcazar are sold to Hyundai Motor De Mexico S DE RL DE CV, a prominent motor vehicle Distributor.</p> <ul style="list-style-type: none"> These transactions will support the company's long-term strategic goals, Capacity utilisation and ultimately strengthening export market position. |
| 9 | Any other information that is relevant or important for the members to take a decision on the proposed resolution / Any other information that may be relevant | - |

Item No. 7

Details of the proposed RPTs of the Company with PT Hyundai Motor Manufacturing Indonesia, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

| S. No. | Description | Details of proposed RPTs |
|--------|--|--|
| 1 | Name of the Related Party | PT Hyundai Motor Manufacturing Indonesia |
| 2 | Nature of Relationship | Fellow Subsidiary (HMC) |
| 3 | Name of Director(s) or Key Managerial personnel who is related, if any | NA |

| S. No. | Description | Details of proposed RPTs |
|---------------|---|---|
| 4 | Nature, duration/tenure, material terms, monetary value and particulars of the contract or arrangement | The Company has a continuing contract with recurring transactions for the financial year 2024-25 with respect to availing/rendering of services, Purchase/sale of goods, Other Operating Revenue/Other Income/Recovery of Expenses. The aggregate value of the Related party transaction shall not exceed INR 1,180 Crores. |
| 5 | Transactions related to providing loan(s)/ advance(s)/ guarantee(s) or security(ies), if any | NA |
| 6 | Percentage of the Company's annual consolidated turnover, for the financial year 2023-24, that is represented by the value of the transaction | 1.69% of the Company's annual consolidated turnover for the financial year 2023-24. |
| 7 | Details about valuation/ arm's length and ordinary course of business | The pricing mechanism for recurring transactions is established based on past practices, adhering to the Arm's Length Principle and supported by transfer pricing audits from previous years. Therefore, these transactions are conducted in the ordinary course of business and on an arm's length basis. |
| 8 | Justification as to why it is in the interests of the company | <ul style="list-style-type: none"> PT Hyundai Motor Manufacturing Indonesia(HMMI) is an automobile manufacturing Company and a sole supplier for body parts of IONIQ. Engine parts will also be purchased from HMMI. |

| S. No. | Description | Details of proposed RPTs |
|-------------------|--|---|
| | | <ul style="list-style-type: none">To guarantee ongoing operations, these transactions ensure a stable supply of body parts. |
| 9 | Any other information that is relevant or important for the members to take a decision on the proposed resolution / Any other information that may be relevant | - |

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

Sd/-
DIVYA VENKAT
COMPANY SECRETARY & COMPLIANCE OFFICER
M. No: A33561

Date: 12th November, 2024

Place: Chennai

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