



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF HYUNDAI MOTOR INDIA LIMITED ("COMPANY") (EGM 03/2024-25) HELD ON TUESDAY, 10<sup>TH</sup> SEPTEMBER 2024 AT 02.00 P.M. AT THE CORPORATE OFFICE OF THE COMPANY AT C -11, CITY CENTRE, URBAN ESTATE, GURUGRAM, HARYANA- 122001.

**SPECIAL BUSINESS|SPECIAL RESOLUTION:**

**ITEM NO:2 - CONSIDERATION AND APPROVAL OF THE RE-APPOINTMENT OF MR. WANGDO HUR (DIN: 10039866) AS WHOLE TIME DIRECTOR**

"**RESOLVED THAT** pursuant to Sections 149, 152, 196, 197, 198, 203 read with Schedule V, the Companies (Appointment and Qualification of Directors) Rules, 2014, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) ("**Companies Act**"), Regulation 17 of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 as amended ("**SEBI Listing Regulations**"), and other applicable provisions thereof, if any and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, if any and based on the recommendation of the Nomination and Remuneration Committee and Board of directors, Mr. Wangdo Hur (DIN: 10039866) who was appointed as an Additional Director in the capacity of Whole Time Director at the Board Meeting held on 10<sup>th</sup> September, 2024 be and is hereby appointed as a Whole Time Director, for a term of three (3) consecutive years with effect from 10<sup>th</sup> September, 2024 and shall not be liable to retire by rotation and the remuneration shall not exceed the limits as mentioned below:

- A. **SALARY, ALLOWANCES & PERQUISITES** not exceeding Rs. 65.00 lakhs (Rupees Sixty-Five Lakhs only) per month and payment of incentive/rewards as may be paid from time to time, on actual basis upto a sum of Rs.60.00 Lakhs (Rupees Sixty Lakhs only) per annum excluding any tax component being borne by the company
- Perquisites, Reimbursements and Allowances include Leased Accommodation/ House Rent Allowance, Medical expenses (subject to limits) incurred for Mr. Wangdo Hur (DIN:10039866) and his dependent family members, leave travel allowance as per the rules of the Company and any other perquisites or allowances as may be agreed to between Mr. Wangdo Hur and the Company.
- B. In addition to the above, he shall be entitled to telephone at residence, Mobile Phone, Chauffeur driven car and Club Membership for the Company's business which shall not be included in the overall ceiling of salary, allowances and perquisites mentioned above.

**Hyundai Motor India Limited**

Registered Office: Plot No. H-1, Sipcot Industrial Park, Irungattukottai,  
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CIN (Corporate Identity Number): U29309TN1996PLC035377, T +91 (44) 47100000

Corporate Office: Plot No. C11 & C11A, City Centre, Urban Estate  
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T +91 (124) 696 2000  
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**RESOLVED FURTHER THAT** the members of the Company be and hereby authorize the Board of Directors / Nomination and Remuneration Committee, to fix and vary remuneration and perquisites including monetary value thereof to the extent the Board of Directors/Nomination and Remuneration Committee may consider appropriate and permitted or authorized as per the provisions the Act for the time being in force including any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, each of the Directors of the Board and Company Secretary of the Company, severally, on behalf of the Board, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, including with the Registrar of Companies, Tamil Nadu at Chennai, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.

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

//CERTIFIED TRUE COPY//

For **HYUNDAI MOTOR INDIA LIMITED**

**DIVYA VENKAT**  
**COMPANY SECRETARY**

**M. NO. A33561**

*Flat 324, 3<sup>rd</sup> Floor, Millenium Town,  
Adyalampattu Village, West Mogappair Extension,  
Tiruvallur, Tamilnadu – 600095*

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**CERTIFIED TRUE COPY OF THE EXPLANATORY STATEMENT TO THE NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF HYUNDAI MOTOR INDIA LIMITED ("COMPANY") (EGM 03/2024-25) HELD ON TUESDAY, 10<sup>TH</sup> SEPTEMBER, 2024 AT 02.00 P.M. AT THE CORPORATE OFFICE OF THE COMPANY AT C -11, CITY CENTRE, URBAN ESTATE, GURUGRAM, HARYANA- 122001.**

**ITEM NO: 2 - CONSIDERATION AND APPROVAL OF THE RE-APPOINTMENT OF MR. WANGDO HUR (DIN: 10039866) AS WHOLE TIME DIRECTOR:**

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 149, 152, 196, 197, 198, 161(1), 203 read with Schedule V the Companies (Appointment and Qualification of Directors) Rules, 2014, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) ("**Companies Act**") and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Mr. Wangdo Hur (DIN: 10039866) Chief Financial officer had been re-appointed as Additional Director in the capacity of Whole Time Director of the Company with effect from 10<sup>th</sup> September, 2024 for a period of three (3) years.

Mr. Wangdo Hur, Chief Financial Officer (CFO), previously served as Whole Time Director and CFO of the Company for more than a year, where he made significant contributions to the Company's financial and strategic directions, governance and overall growth. Given the current phase of the Company, particularly with the ongoing IPO process, the re-appointment of Mr. Wangdo Hur is deemed beneficial considering his strong understanding of the Company's operations and industry.

The Company has received from Mr. Wangdo Hur (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act, (iii) the declaration under Section 184(1) of the Companies Act, 2013 in Form MBP-1.

Mr. Wangdo Hur (DIN: 10039866) also confirmed that he is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India or any other such authority.

Mr. Wangdo Hur satisfies all the conditions set out in Part-I of Schedule V to the Act as also the conditions set out under Section 196(3) of the Act for being eligible for this appointment.

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Brief particulars of the terms of appointment and remuneration payable to Mr. Wangdo Hur are given below:

Name and DIN of the Director	Mr. Wangdo Hur (DIN: 100398866)
Date of Birth and Age	26.11.1966 (57 YEARS)
Nationality	South Korea
Qualification	Bachelor of Economics from Yeungnam University, South Korea
Experience	<p>Mr. Wangdo Hur is the Chief Financial Officer and a function head – finance of our Company and has been associated with the Company from February, 2023 onwards.</p> <p>He oversees the finance activities and performance of our Company. Mr. Hur joined Hyundai in the year 1991 and has over 30+ years of experience with Hyundai Motor Group, with rich experience of heading Finance functions in manufacturing locations of Hyundai Motor Group including in India.</p> <p>Prior to this assignment, he was heading various finance and accounting functions of one of the largest manufacturing plants of Hyundai Motor Company in South Korea. The earlier assignment was that of heading Costing Group at HMIL, India.</p> <p>It is proposed to appoint Mr. Wangdo Hur (DIN: 100398866) for a term of 3 consecutive years with effect from 10<sup>th</sup> September, 2024 and his office is not liable for retirement by rotation.</p> <p>Other terms and conditions are as per the details provided in the resolution placed in the Notice.</p>
Remuneration sought to be paid	As per the resolution proposed to be passed at the Extra-Ordinary General Meeting
Remuneration last drawn*	A. <b>SALARY, ALLOWANCES &amp; PERQUISITES</b> not exceeding Rs. 65,00,000 (Rupees Sixty-Five Lakhs only) per month and payment of incentive/rewards as may be paid from time to time, on actual basis upto a sum of Rs. 60,00,000/- (Rupees Sixty Lakhs only) per annum excluding any tax component being borne by the company

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	<p>Perquisites, Reimbursements and Allowances include Leased Accommodation/ House Rent Allowance, Medical expenses (subject to limits) incurred for Mr. Wangdo Hur (DIN:10039866) and his dependent family members, leave travel allowance as per the rules of the Company and any other perquisites or allowances as may be agreed to between Mr. Wangdo Hur and the Company.</p> <p>B. In addition to the above, he shall be entitled to telephone at residence, Mobile Phone, Chauffeur driven car and Club Membership for the Company's business which shall not be included in the overall ceiling of salary, allowances and perquisites mentioned above.</p>
Date of first appointment on the Board*	03 <sup>rd</sup> February, 2023
Details of Shareholding in the Company	1 Equity share held as a nominee of the holding Company - Hyundai Motor Company South Korea
Details of Relationship with other Directors and Key Managerial Personnel of the Company	He is not related to any of the other Directors or Key Managerial Personnel of the Company
Number of meetings of the Board attended during the year FY 2023-24 and FY 2024-25*	During the FY 2023 - 24: He attended 6 meetings in the capacity of Whole Time Director and CFO of the Company. During the FY 2024-25: He attended 1 Meeting in the capacity of Whole Time Director and CFO and he attended 2 meetings in the capacity of CFO of the Company.
Chairmanship / Membership of Committees in other Companies	NIL
Details of Directorship in other Companies	<ol style="list-style-type: none"> <li>Hyundai India Insurance Broking Private Limited</li> <li>Hyundai Motor India Engineering Private Limited</li> </ol>

\*Mr. Wangdo Hur served as the Whole Time Director of the Company from 3<sup>rd</sup> February, 2023 until his resignation, which took effect on 7<sup>th</sup> June, 2024. The details regarding his initial appointment to the Board, the number of Board meetings attended during the FY 2023-24 and FY 2024-25, and the remuneration he last received are outlined based on his tenure in the role.

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The Board of Directors recommend the resolution in relation to the appointment of Mr. Wangdo Hur (DIN: 100398666) as Whole Time Director (Executive, Non- Independent Director) of the Company, not liable to retire by rotation, as set out in Item No. 2 of the notice, for approval of the Members by way of a Special resolution.

The Members may note that this Notice along with the Explanatory Statement and other requisite documents are available for inspection by the Members of the Company during normal business hours at the Registered Office of the Company.

Mr. Wangdo Hur (DIN: 100398666) deemed to be interested in the resolution relating to his appointment. None of the other Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the above resolution, except to the extent of equity shares held by them, if any, in the Company.

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For **HYUNDAI MOTOR INDIA LIMITED**

**DIVYA VENKAT**

**COMPANY SECRETARY**

**M. NO. A33561**

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