

HINDUSTAN AUTO FINANCE LIMITED

Regd. Add.: Cabin No. DA-8, 2nd Floor, Vikas Marg, Shakarpur, New Delhi - 110092

E-Mail: hindaf1980@gmail.com, CIN: L65910DL1980PLC010617

Website: www.hindaf.in

NOTICE

NOTICE is hereby given that the 39th Annual General Meeting of the members of M/s Hindustan Auto Finance Limited will be held on Friday, 14th Day of April, 2023 at 11:00 a.m. at the registered office of the Company situated at Cabin No. DA-8, 2nd Floor, Vikas Marg, Shakarpur, New Delhi, 110092 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2019 together with the reports of the Auditors' and Directors' thereon.
2. To appoint Mrs. Neera Sapra (DIN: 00241941), Director who retires by rotation and being eligible offers herself for reappointment.
3. To appoint M/s Luthra & Associates, (Firm Registration No. 031997N), Chartered Accountants, as the Statutory Auditors of the Company

“RESOLVED THAT pursuant to the provisions of Section 139(2) and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Luthra & Associates, Chartered Accountants (Firm Registration No. 031997N) be and is hereby appointed as Statutory Auditor of the Company to hold office for a period of five years from the conclusion of this Annual General meeting till the conclusion of the Annual General Meeting to be held in year 2024 at such remuneration plus taxes as applicable and reimbursement of out of pocket, travelling expenses etc. incurred in connection with the audit as may be decided by the Board of Directors/Audit Committee of the Company.

SPECIAL BUSINESS:

4. Continuation of Mr. Subhash Sapra (00241940) as a Managing Director of the Company upon attaining age of Seventy years.

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

“RESOLVED THAT pursuant to the provisions of section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, consent of the members of the Company be and is hereby accorded for the continuation of the appointment of Mr. Subhash Sapra as a Managing Director designated as Chairman of the Company on attaining the age of 70 years on 21st December, 2019, on the terms and conditions as set out in the

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explanatory statement annexed to the notice convening this Annual General Meeting with a liberty to the Board of Directors (including Committee) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit as may be acceptable to Mr. Subhash Sapra subject to the same not exceeding the limits specified under Section 197 and Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT save and except as aforesaid, the Special Resolution approved and passed by the members in the Annual General Meeting dated September 30, 2015 with respect to the appointment of Mr. Subhash Sapra as Managing Director shall continue to remain in full force and effect.

RESOLVED FURTHER THAT wherein in any financial year during the currency of his tenure, the Company has no profit or its profits are inadequate, the remuneration payable to Mr. Subhash Sapra, Managing Director by way of Salary, perquisite and allowances shall not exceed the maximum remuneration payable in accordance with Schedule V of the Companies Act, 2013 and subject to the approval of Central Government, if so required with liberty to the Board/Committee to decide the breakup of remuneration from time to time in consultation with Mr. Subhash Sapra, Managing Director.

RESOLVED FURTHER THAT Mrs Neera Sapra (DIN: 00241941), Director of the Company be and is hereby authorized to do all such acts, matters, deeds and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution, including but not limited to filing of necessary forms with relevant statutory bodies and to comply with all other requirements in this regard.”

**For and on Behalf of the Board of Directors
Hindustan Auto Finance Limited**

Sd/-
Subhash Sapra
(Managing Director)
DIN: 00241940

Date: 07.03.2023

Place: New Delhi

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NOTES:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business(es) to be transacted at the Meeting is annexed hereto.
2. **A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ONLY AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, PROXY FORMS DULY COMPLETED IN ALL RESPECTS SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON(S) OR SHAREHOLDER(S).**
3. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Relevant documents as referred to in the accompanying Notice along with the Statements are open for inspection by members at Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Annual General Meeting.
5. Brief details of Directors seeking appointment/re-appointment at the Annual General Meeting along with details of their other directorship, shareholding in the Company, expertise in specific functional area pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) issued by ICSI forms part of this notice and is annexed hereto as Annexure-I.
6. Members who have not registered their email address so far are requested to register their email for receiving all communication including Annual Report, Notices and Circulars etc from Company electronically. Members can do this by updating their email addresses with their depository participants.
7. Members may note that Notice of 39th Annual General Meeting and Annual Report will also be available on the website of the Company's website www.hindaf.in for their download.

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8. Members holding shares in physical form are requested to consider converting their holding to dematerialized form as required under the amended SEBI guidelines and regulations to eliminate all risks associated with physical shares and for ease in portfolio management. Members may contact the Company or its Registrar & Share Transfer Agent (RTA), for assistance in this regard.
9. The members who are holding shares in physical form are requested to intimate any change in their address with pin code immediately either to the Company or to its Registrar & Share Transfer Agent (RTA) promptly.

The members who are holding shares in de-mat form are requested to intimate any change in their address with pin code immediately to their Depository Participants.

10. The Notice of AGM and along with Annual Reports 2018-19 is being sent through Speed/Registered post/e-mail. Members may note this Notice and the Annual Report 2018-19 will also be available on the Company's website viz. www.hindaf.in.
11. The shares of the Company are listed on Metropolitan Stock Exchange of India.
12. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the member at the Annual General Meeting.
13. The Register of Directors or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
14. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books will remain closed from Tuesday, April 08, 2023 to Thursday, April 14, 2023. (both days inclusive).
15. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owner as on cut-off date i.e. Friday, 07st April, 2023.
16. The Board of Directors of the company has appointed Mrs. Anju Bansal, Company Secretaries (C. P. No. 17594), as Scrutinizer for conducting the voting process for the Annual General Meeting in a fair and transparent manner.

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17. The Scrutinizer shall immediately after the conclusion of voting at AGM, first count the votes cast during the AGM, thereafter unblock the votes cast during AGM and make not later than 48 hours of conclusion of AGM a “Scrutinizer’s Report” of the total votes cast in favour or against, if any, to the chairman or a person authorized by him in writing, who shall countersign the same. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the General Meeting.
18. The results declared along with the scrutinizer’s report shall be forwarded to Metropolitan Stock Exchange of India Limited within 48 hours of the conclusion of Annual General Meeting and shall be uploaded on the website of the Company.
19. No gifts, gift coupons, or cash in lieu of gifts shall be distributed to members at or in connection with the general meeting.
20. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their depository participants with whom they are maintaining their demat account. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, shall only be entitled to avail the facility of Poll.
21. Instructions for remote e-voting are as below:

In terms of the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called ‘the Rules’ for the purpose of this section of the Notice) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice of Annual General Meeting (AGM) through electronic voting system, to members holding shares as on Friday, 07th April, 2023 (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL or to vote at the AGM.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 11th April 2023 at 09.00 AM and ends on 13th April 2023 at 05.00 PM. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 07th April, 2013 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on “Shareholders” module.
- (v) Now enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- OR

Alternatively, if you are registered for CDSL’s **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from [Login - MyEasi](#) using your login credentials. Once you successfully log-in to CDSL’s **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

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Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
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- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

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- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; hindaf1980@gmail.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

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All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

**For & on behalf of the Board of Directors
Hindustan Auto Finance Limited**

**Sd/-
Subhash Sapra
(Managing Director)
DIN:00241940**

**Date: 07.03.2023
Place: New Delhi**

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

ITEM NO. 3:

M/s Ravi Chopra and Associates, Chartered Accountants have tendered their resignation from the position of Statutory Auditors due to preoccupations resulting into a casual vacancy in the office of Statutory Auditors.

Based on the recommendations of Audit Committee, the Board of Directors in their meeting held on 13.08.2019 appointed M/s Luthra & Associates, Chartered Accountants as Statutory Auditors of the Company to fulfil the casual vacancy caused by the resignation of M/s Ravi Chopra and Associates. The tenure of M/s Luthra & Associates is up to the ensuing Annual General Meeting ('AGM'). The Board has recommended their appointment for a period of five years from the conclusion of this AGM till the conclusion of AGM to be held in 2024. M/s Luthra & Associates, had given their consent for appointment as Statutory Auditor of the Company and has issued certificate their appointment, if made will be within limits prescribed under the provisions of Section 139 of the Companies Act, 2013 ('the Act') and the rules made thereunder. M/s Luthra & Associates have confirmed that they are eligible for proposed appointment under the Act, the Chartered Accountants Act, 1949 and rules or regulations made thereunder. The Board of Directors have approved remuneration of Rs. 12,500 for conducting the audit for the financial year 2019-20. There is no change in remuneration of Auditor proposed to be appointed. The Board of Directors in consultation with Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

The Board recommends the resolution set out at Item No. 3 for approval by the members by way of Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise in the resolution.

ITEM NO. 4

The shareholders of the Company at 35th Annual General Meeting held on Wednesday, 30th September, 2015 approved re-appointment of Mr. Subhash Sapra (DIN: 00241940) as a Managing Director of the Company for a period of five years effective from March 30, 2015 to March 29, 2020 through a Special Resolution under the provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and rules made there under (including statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company. Mr. Subhash Sapra, Managing Director has reached the age of 70 years as on 21st December, 2019. The Company seeks the consent of the members by

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way of special resolution for continuation of their holding of existing office after the age of 70 years during the currency of his term of appointment under the provisions of Section 196 of the Companies Act, 2013. He will be entitled to remuneration of Rs. 10,000 p.a. on continuation of his appointment. The Board recommend the Special Resolution for your approval.

Mr. Subhas Sapra is a graduate. He is a promoter Director of the Company and has experience of about fifty years in the management of business and finance. The Board is of the view that his continued association would benefit the Company, given the knowledge experience and performance of Mr. Subhash Sapra and contribution to Board process by him. In the opinion of the Board, Mr. Subhash Sapra fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations, 2015 for the appointment as a Managing Director.

The details required under Regulation 36(3) of the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 are given as **Annexure-I** to the Notice.

None of the Directors, Key Managerial Personnel or their relatives except Mrs. Neera Sapra and Mr. Subhash Sapra, to whom the resolution relates and other promoter shareholders being relatives of these persons are concerned or interested, financially or otherwise in the resolution set out at Item No. 4

Statement containing Additional Information as required in Schedule V of the Companies Act, 2013- Mr. Subhash Sapra

I. General Information

1.	Nature of Industry	The Company is engaged in business of finance, lending, hire purchase etc.
2.	Date or expected date of commencement of commercial production	The Company is not carrying out commercial production. It is carrying business of finance, lending since 1980.
3.	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Financial Performance based on given indicators	In Financial year 2018-19, Company had a turnover of Rs. 3,39,442/- and profit before tax of Rs.6,295/-
5.	Foreign Investments or Collaborations, if any	Not Applicable

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II. Information about the Appointee:

1.	Background Details	He joined the Company as a Managing Director w.e.f. 15.06.2005. He is a graduate. He has experience of fifty years in finance and business management.
2.	Past Remuneration	Rs. 10,000 p.a.
3.	Recognition or Awards	-
4.	Job Profile and his sustainability	Described in Explanatory Statement.
5.	Remuneration proposed	Rs. 10,000 p.a.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The proposed remuneration is not commensurate with Industry Standards and Board level positions held in similar sized and similarly positioned businesses.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any.	He holds 4,50,500 equity shares of the Company. He gets remuneration of Rs. 10,000 p.a. He is the Husband of Mrs. Neera Sapra, Director and Chief Financial Officer of the Company.

III. Other Information

1.	Reasons of loss or inadequate profits	The Company is not earning revenue from its core business activities as it is not having customers and its assets have turned Non-performing Assets.
2.	Steps taken or proposed to be taken for improvement	The Company is searching for better prospects.
3.	Expected increase in productivity and profits in measurable terms.	Not Applicable

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ANNEXURE-I

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2

Name	Mrs. Neera Sapra	Subhash Sapra
Director Identification Number (DIN)	00241941	00241940
D.O.B.	27/07/1955	21/12/1948
Qualification	Graduate	Graduate
Expertise in specific area	She has expertise in administering the business operations of Company	He has expertise in Finance Business and Business Management
Date of First appointment on the Board of the Company	01/01/1999	08/07/1980
No. of Equity Shares held as on 31st March, 2019	336700	450500
Remuneration last drawn by such person, if any	Rs. 42,000 p.a.	Rs.10,000/- p.a.
Terms and Conditions of Appointment	She was appointed as Director w.e.f. 01.01.1999	He was appointed as a Managing Director w.e.f. 30.03.2015
List of Directorship held in other listed	Nil	Nil

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companies		
Names of Listed Entities in which the person is Chairman/Member of Committees of the Board	Nil	Nil
Relationship with Directors and KMP's	She is wife of Mr. Subhash Sapra, Managing Director.	He is Husband of Mrs. Neera Sapra, Chief Financial Officer & Director of the Company.