

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 41st Annual General Meeting of the members of M/s Hindustan Auto Finance Limited will be held on Saturday, 21st Day of April, 2023 at 11:00 a.m. at the registered office of the Company 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, 2021 together with the reports of the Auditors' and Directors' thereon.
2. To appoint Mr. Subhash Sapra (DIN: 00241940), Managing Director who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS:

3. **Appointment of Mr. Paritosh Kumar Bansal (DIN: 07587549) as an Independent Director of the Company.**

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

“RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions, if any of the Companies Act, 2013, (“the Act”) read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any modification or re-enactment thereof for the time being in force), and pursuant to applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, including any modification or re-enactment thereof and in accordance with the Articles of Association of the Company, Mr. Paritosh Kumar Bansal (DIN: 07587549) who was appointed as an Additional Director in the capacity of Independent Director with effect from January 07, 2021 under Section 161 of the Companies Act, 2013 and who holds office as such up to the date of this Annual General Meeting and in respect of whom, the company has received in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company be and is hereby appointed as a Independent Director of the Company, not liable to be retire by rotation, to hold office for a period of five consecutive years for a term up to January 06, 2026.

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“**RESOLVED FURTHER THAT** Board of Directors 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 or returns with the relevant statutory bodies, and to comply with all other requirements in this regard.”

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

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

Date : 15.03.2023

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), if any, 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.

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7. Members may note that Notice of 41st Annual General Meeting and Annual Report will also be available on the website of the Company's website www.hindaf.in for their download.
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 demat 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 Report 2020-21 is being sent through ordinary post. Members may note this Notice and the Annual Report 2020-21 will also be available on the Company's website viz. www.hindaf.in.
11. 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.
12. 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.
13. 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 Saturday, April 15, 2023 to Friday, April 21, 2023. (both days inclusive).
14. 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, 14th April, 2023.
15. 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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16. 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 Annual General Meeting.
17. 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.
18. No gifts, gift coupons, or cash in lieu of gifts shall be distributed to members at or in connection with the general meeting.
19. 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 de-mat 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.
20. 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, 14th 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.

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

- (i) The voting period begins on 18th April 2023 at 09.00 AM and ends on 20th 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.
- (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
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

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	<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.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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).

- (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.

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- (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.
- (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; _____ (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.

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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).

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**

**Date: 15.03.2023
Place: New Delhi**

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

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.3

On the recommendation of Nomination and Remuneration Committee, the Board of Directors in its meeting held on January 07, 2021 appointed Mr. Paritosh Kumar Bansal (DIN: 07587549) as an Additional Director in the capacity of Independent Director to hold office for a period of five years effective from January 07, 2021, not liable to retire by rotation, subject to the approval of shareholders of the Company.

As per Reg. 25(2A) of Listing Regulations, the appointment, re-appointment or removal of an independent director of a listed company shall be subject to the approval of shareholders by way of a special resolution.

The Company has received notice in writing pursuant to Section 160 of the Act from a member signifying his intention to propose the candidature of Mr. Paritosh Kumar Bansal for appointment as an Independent Director.

The Company has received consent in Form DIR-2 to act as Director and intimation in DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013. The Company has received declaration from Mr. Paritosh Bansal confirming that he meets the criteria of Independence as prescribed under the Act and SEBI (Listing Obligations and Disclosure Requirements) Act, 2015.

Mr. Paritosh Kumar Bansal fulfils the conditions for his reappointment as an Independent Director as specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He holds valid registration certificate with the databank of Independent Directors.

Mr. Paritosh Kumar Bansal is not debarred from holding the office of Director by virtue of any SEBI order or any such authority pursuant to circulars dated 20th June, 2018 issued by BSE and NSE Circular no. NSE/CML/2018/24 dated 20th June, 2018.

Details of his profile, qualification, experience and the information pursuant to regulation 36(3) of Listing Regulations and Secretarial Standards on General Meeting are disclosed herein as part of

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Annexure-I.

Mr. Paritosh Kumar Bansal is having experience in management of business operations. The Board considers that induction of Mr. Paritosh Kumar Bansal would benefit the Company and therefore, recommends obtaining approval of the members as a Special Resolution for appointment of Mr. Paritosh Kumar Bansal for a term of five years with effect from January 07, 2021 to January 06, 2026.

Mr. Paritosh Kumar Bansal is said to be concerned or interested in the proposed resolution as it relates to his own appointment. None of the Directors or Key Managerial Personnel or their relatives are, in anyway, concerned or interested, financially or otherwise in the said special resolution set out at Item No. 3 of this Notice.

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ANNEXURE I TO THE NOTICE

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

Name	Mr. Subhash Sapra	Mr. Paritosh Kumar Bansal
Director Identification Number (DIN)	00241940	07587549
D.O.B.	21/12/1948	26/08/1978
Qualification	Graduate	Post Graduate
Expertise in specific area	He has expertise in Finance Business and Business Management	He has expertise in business research and business management.
Date of First appointment on the Board of the Company	08/07/1980	N.A.
No. of Equity Shares held as on 31st March, 2019	450500	Nil
Remuneration last drawn by such person, if any	Rs.10,000/- p.a.	N.A.
Terms and Conditions of Appointment	He was appointed as a Managing Director w.e.f. 30.03.2015	Nil
List of Directorship held in other listed companies	Nil	Nil

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Names of Listed Entities in which the person is Chairman/Member of Committees of the Board	Nil	Nil
Relationship with Directors and KMP's	He is Husband of Mrs. Neera Sapra, Chief Financial Officer & Director of the Company.	He is not related to any Director and KMP's of the Company.