

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 43rd Annual General Meeting of the members of M/s Hindustan Auto Finance Limited will be held on Wednesday, 27th Day of September, 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, 2023 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. To regularise the appointment of Mr. Sumit Bansal (DIN: 07449864) as the Independent Director of the company.
4. To Re-appoint Mr. Man Singh Tosaria (DIN: 00265138), as the Independent Director of the Company.
5. To Re-appoint Mr. Sudhir Jain (DIN: 06703181), as the Independent Director of the Company.

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

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

**Date: 17.08.2023
Place: New Delhi**

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.
7. Members may note that Notice of 43rd 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 Reports 2022-23 is being sent through e-mail. Members may note this Notice and the Annual Report 2022-23 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 Thursday, September 21, 2023 to Wednesday, September 27, 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. Wednesday, 20th September 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.
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 Wednesday, 20th September, 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 CDSL or to vote at the AGM.

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

- (i) The voting period begins on 24th September 2023 at 09.00 AM and ends on 26th September 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 Wednesday, 20th September, 2023 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 | <p>Enter your 10digit 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. |
| 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.
- (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; hindaf1980@gmail.com, 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).

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: 17.08.2023
Place: New Delhi**

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

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

ITEM NO.3

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on November 29, 2022 appointed Mr. Sumit Bansal (DIN: 07449864) as an Additional Director in the capacity of Independent Director to hold office for a period of five years effective from November 29, 2022, not liable to retire by rotation, subject to the approval of shareholders of the Company.

As per Regulation 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 a notice under Section 160(1) of the Companies Act, 2013 from a member signifying his intention to propose the appointment of Mr. Sumit Bansal as an Independent Director of the Company. Mr. Sumit Bansal has also given a declaration under Section 149(7) of the Act that he meets the criteria for independence as specified under Section 149(6) of the Companies Act, 2013 and fulfils the conditions as specified in the Act and the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations for his appointment as an Independent Director and he is Independent of the management. He holds valid registration certificate with the Databank of Independent Directors.

The Company has received consent in Form DIR-2 to act as Director and intimation in Form 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.

Mr. Sumit Bansal is having expertise in Corporate Governance matters and Corporate laws.

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 **Annexure-I**.

The Board considers that association of Mr. Sumit Bansal would benefit the Company and therefore recommends the approval of the members as a Special resolution for appointment of Mr. Sumit Bansal for a term of five years with effect from November 29, 2022 to November 28, 2027.

Mr. Sumit Bansal is not debarred from holding the office of Director by virtue of any SEBI order or any such other authority pursuant to circulars dated 20th June, 2018 issued by BSE Limited and National Stock Exchange of India Limited pursuant to enforcement of SEBI orders regarding appointment of Directors by listed companies.

Mr. Sumit 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.

ITEM NO.4

Mr. Man Singh Tosaria (DIN: 00265138) was appointed as Independent Director of the Company with the approval of shareholders at the Annual General Meeting ('AGM') of the Company held on September 29, 2018 for a period of five years w.e.f. 24th August, 2018.

In accordance with Section 149(10) and (11) of the Companies Act, 2013 (the Act') an Independent Director shall hold office for a term of up to five years on the Board of the Company, but shall be eligible for re-appointment on passing of special resolution by the Company and disclosure of such reappointment in the Board's Report.

As per Regulation 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.

Based on his experience, knowledge and performance evaluation and recommendations of Nomination and Remuneration Committee, the Board of Directors in its meeting held on 17th August, 2023 reappointed Mr. Man Singh Tosaria as an Independent Director to hold office for a period of five years effective from 24th August, 2023 not liable to retire by rotation, subject to approval of shareholders of the Company.

Pursuant to Regulation 17(IC) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the listed Company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next general meeting or within a period of three months from the date of appointment, whichever is earlier.

The Company has received a notice in writing pursuant to Section 160 of the Act, from a member signifying his intention to propose the candidature of Mr. Man Singh Tosaria for reappointment as an Independent Director.

The Company has received a 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 Act. The Company has also received declarations from Mr. Man Sing Tosaria confirming that he meets the criteria of Independence as prescribed under the Act and SEBI (Listing Obligations and Disclosure Requirements) Act, 2015.

Mr. Man Singh Tosaria 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 databank of Independent Directors.

Mr. Man Singh Tosaria is not debarred from holding the office of Director by virtue of any SEBI order or any such authority.

He has expertise of managing business operations.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Man Singh Toasria as an Independent Director.

Details of his profile and other information as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by ICSI is provided in **Annexure-I** to this Notice.

The Board recommends the Special Resolution set out at Item No. 4 of the notice for approval by the members.

Except Mr. Man Singh Tosaria, no other Director, Key Managerial Personnel and their relatives are in anyway concerned or interested financially or otherwise in said special resolution set out at Item No. 4 of this notice.

ITEM NO.5

Mr. Sudhir Jain (DIN: 06703181), was appointed as Independent Director of the Company with the approval of shareholders at the Annual General Meeting ('AGM') of the Company held on 29th September, 2018 for a period of five years w.e.f. August 24, 2018.

In accordance with Section 149(10) and (11) of the Companies Act, 2013 (the Act') an Independent Director shall hold office for a term of up to five years on the Board of the Company, but shall be eligible for re-appointment on passing of special resolution by the Company and disclosure of such reappointment in the Board's Report.

Based on his experience, knowledge and performance evaluation and recommendations of Nomination and Remuneration Committee, the Board of Directors in its meeting held on 17th August, 2023 reappointed Mr. Sudhir Jain as an Independent Director to hold office for a period of five years effective from 24th August, 2023 not liable to retire by rotation, subject to approval of shareholders of the Company.

The Company has received a notice in writing pursuant to Section 160 of the Act, from a member signifying his intention to propose the candidature of Mr. Sudhir Jain for reappointment as an Independent Director.

The Company has received a 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 Act. The Company has also received declarations from Mr. Sudhir Jain confirming that he meets the criteria of Independence as prescribed under the Act and SEBI (Listing Obligations and Disclosure Requirements) Act, 2015.

Mr. Sudhir Jain 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 databank of Independent Directors.

Mr. Sudhir Jain is not debarred from holding the office of Director by virtue of any SEBI order or any such authority.

Pursuant to Regulation 17(IC) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the listed Company shall ensure that approval of

shareholders for appointment of a person on the Board of Directors is taken at next general meeting or within a period of three months from the date of appointment, whichever is earlier.

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.

He has experience of administering business operations.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Sudhir Jain as an Independent Director.

Details of his profile and other information as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by ICSI is provided in **Annexure-I** to this Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the notice for approval by the members.

Except Mr. Sudhir Jain, no other Director, Key Managerial Personnel and their relatives are in anyway concerned or interested financially or otherwise in said special resolution set out at Item No. 5 of this notice.

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. Sumit Bansal | Mr. Man Singh Tosaria | Mr. Sudhir Jain |
| Director Identification Number (DIN) | 00241940 | 07449864 | 00265138 | 06703181 |
| D.O.B. | 21/12/1948 | 30.09.1989 | 24.10.1945 | 06.02.1954 |
| Brief Resume including experience | He is a Graduate and have experience of five decades in Business Management | He is Post Graduate and have experience of more than seven years in Corporate Governance and Corporate laws | He is Graduate and have rich experience of management of Companies | He is Graduate and have experience of administration operations. |
| Expertise in specific area | He has expertise in Finance Business and Business Management, | He has expertise in Corporate governance matters, and Legal affairs. | He has rich experience of managing .Companies. | He has expertise in Business administration. |
| Date of First appointment on the Board of the Company | 08/07/1980 | 29.11.2022 | 24.08.2018 | 24.08.2018 |
| No. of Equity Shares held as on 31st March, 2019 | 450500 | 0 | 100 | 0 |
| Remuneration last drawn by such person, if any | Rs.10,000/- p.a. | N.A. | N.A. | N.A. |
| No. of Meetings of the Board attended during the year | 8 | 5 | 5 | 5 |

| | | | | |
|--|---|---|---|---|
| Terms and Conditions of Appointment | He was appointed as a Managing Director w.e.f. 30.03.2015 | He has been appointed as the Independent Director the company. | He has been appointed as the Independent Director the company. | He has been appointed as the Independent Director the company. |
| List of Directorship held in other listed companies | Nil | Nil | Nil | Nil |
| Chairman/Member of the Committees of the Board of Directors of other listed Company | Nil | Nil | Nil | Nil |
| Names of Listed Companies in which the person is Chairman/Member of Committees of the Board | Nil | Nil | Nil | Nil |
| Names of Listed Companies from which the person has resigned in past three years | Nil | Nil | 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 pf the company. | He is not related to any Director and KMP pf the company. | He is not related to any Director and KMP pf the company. |
| In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements | N.A. | Understanding of Corporate Governance is required and through Board procedures, he will meet such requirements. | Understanding of Corporate Governance is required and through Board procedures, he will meet such requirements. | Understanding of Corporate Governance is required and through Board procedures, he will meet such requirements. |