




SUPERIOR FINLEASE LIMITED

ANNUAL REPORT 2014-2015

CIN: L74899DL1994PLC061995



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the members of **SUPERIOR FINLEASE LIMITED** will be held at Flat no.116, Surya Kiran Building , 19 KG Marg, New Delhi-110001 on **Wednesday, the 30th day of September, 2015** at 12.30 P.M. to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2015, Statement of Profit and Loss, Cash Flow Statement for the period ended on that date and the Auditor's Report thereon and the Directors' Report thereto.
2. To appoint a Director in place of Mr. Anil Kumar Laroiya, (DIN-00446902) who retires by rotation and being eligible, offers himself for re- appointment.
3. To Re-appoint **M/s V.N. Purohit & Company, Chartered Accountants** as the Statutory Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, as amended from time to time, **M/s V.N. Purohit & Company, Chartered Accountants, (Firm Registration No. 304040N)**, be and is hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting (subject to annual ratification by the Members at the Annual General Meeting), at such remuneration recommended as may be finalized by the Board of Directors in consultation with the Statutory Auditors."

SPECIAL BUSINESS :

1. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV of the Act (including any Statutory modification(s), clarification, exemptions, re-enactments thereof for the time being in force), **Mrs. Shikha Garg (DIN-06792255)**, who was appointed as an Additional Director of the Company and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mrs. Shikha Garg for the office of the Director of the Company, be and is hereby appointed as an Non-Executive Independent Director,

to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting, not liable to retire by rotation.”

**By order of the Board of Directors
Superior Finlease Limited**

**Sd/-
Manoj Kumar Sharma**

**(Company Secretary)
Date: 2nd September, 2015
Place: New Delhi**

NOTES:

- A. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
- B. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND ON HIS/HER BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The appointment of proxy shall be in the Form annexed to this notice and in order to be effective should be duly stamped, complete and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time scheduled for holding the aforesaid meeting.
- C. Corporate members intending to send their authorised representatives to attend the AGM are required to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote at the AGM on their behalf.
- D. Members /Proxies attending the meeting are requested to bring their Copy of Annual Report to the Meeting.
- E. **Queries at the AGM:** Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its Registered office at least Seven days Prior to date of AGM to enable the Management to compile the relevant information to reply the same in the Meeting.
- F. Members are requested to notify any change in their address/mandate/bank details immediately to the share transfer agent of the Company-M/s Skyline Financial services Pvt. Ltd.D-153/A, Okhla Industrial Area, Phase-1, New Delhi-110020

- G. The Securities and Exchange Board of India (SEBI) has mandated the submission of copy of PAN card to the Company/ Depository Participants as the case may be. Members holding shares in physical form should submit their PAN details to the Company/RTA.
- H. **Book closure:** The register of Members and Share transfer books of the Company will remain closed from 19th September, 2015(Saturday) to 30th September,2015 (Wednesday)(both days inclusive).
- I. Inspection of Documents: Documents referred to in the Annual General Meeting Notice are open for Inspection at the registered office of the Company at all working days except Saturdays between 11 A.M and 2 P.M up to the date of the Annual General Meeting.
- J. 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, the Company is pleased to provide Members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

Instructions for E-voting are as under:

1. The Notice of the Annual General Meeting (AGM) of the Company inter-alia indicating the process and manner of e-Voting is being sent to all the Members.
2. NSDL shall be sending the User ID and Password to those Members whose shareholding is in the dematerialized format and whose e-Mail addresses are registered with the Company/Depository Participants. For Members who have not registered their e-Mail address, can use the details as provided in this document.
3. Open email and open PDF file viz; "**Superior Finlease Limited** e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password /PIN for e-voting. Please note that the password is an initial password
4. Launch internet browser by typing the following
URL:<https://www.evoting.nsdl.com>
5. Click on "Shareholder - Login".
6. Put User ID and password as initial password noted in step (1) above and Click Login.

7. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
8. Home page of “e-Voting” opens. Click on e-Voting: Active Voting Cycles.
9. Select “EVEN” of (**Superior Finlease Limited**). Members can cast their vote online from September 27, 2015 (10:00 am) till September 29, 2015 (5:00 pm).
Note: e-Voting shall not be allowed beyond said time.
10. Now you are ready for “e-Voting” as “Cast Vote” page opens.
11. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
12. Upon confirmation the message “Vote cast successfully” will be displayed.
13. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
14. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail (superiorfinlease@gmail.com) with a copy marked to evoting@nsdl.co.in.

General Instructions

1. In case of any queries, you may refer the Frequently Asked Question (FAQs) for Shareholders and e-voting user manual for Shareholders available to the Downloads section of <https://www.evoting.nsdl.com>
2. You can also update your mobile number and e-mail id in the profile ~~details of the folio which may be used for sending future~~ communication(s).
3. The e-voting period commences on September 27, 2015 (10:00 A.M) and ends on September 29, 2015 (05:00 P.M). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date (record date) of September 23, 2015 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

4. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of September 23, 2015.
5. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding either in physical form or in dematerialized form, as on the cut-off date of September 23, 2015 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
6. Mr. Arun Kumar Gupta, Practising Company Secretary (Membership No.5551 FCS ;C.P No. 5086) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
7. The Scrutinizer shall immediately after the conclusion voting at the AGM, first count the voting cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and to submit the same to the Chairman of the AGM not later than three working days from the conclusion of the AGM.
8. The Results shall be declared forthwith after the submission of Consolidated Scrutinizer's Report either by Chairman of the Company or by any person authorized by him in writing and the resolutions shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions
9. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company www.superiorfinlease.com and on the website of NSDL immediately after the declaration of the results by the Chairman.

**By order of the Board of Directors
SUPERIOR FINLEASE LIMITED**

**Sd/-
Manoj Kumar Sharma
(Company Secretary)
Date: 2nd September, 2015
Place: New Delhi**

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

ITEM No.1

Mrs. Shikha Garg was appointed as an Additional Director by the Board of Director w.e.f. March 31, 2015 in accordance with the applicable provisions of the Companies Act, 2013 and Article of Association of the Company.

Pursuant to Section 161 of the Companies Act, 2013 the above Director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing his candidature for appointment as Director of the Company in accordance with the applicable provisions of Companies Act,2013.

Accordingly the Board recommends the passing of the Ordinary Resolution as set out in the Item no. 1 of the Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mrs. Shikha Garg, being an appointee, is concerned or interested, financial or otherwise, in the resolution.

**By order of the Board of Directors
Superior Finlease Limited**

**Sd/-
Manoj Kumar Sharma
(Company Secretary)**

**Date: 2nd September, 2015
Place: New Delhi**

To,

The Members,

Your Directors have pleasure in presenting their Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2015.

1. Financial summary or highlights/Performance of the Company (Standalone)

Particulars	Financial Year ended	
	(in Rupees)	
	31 st March, 2015	31 st March, 2014
Total Income	15,21,264	3,51,000
Total Expenditure	14,72,025	2,12,221
Profit/ (Loss) before tax	49,239	1,38,779
Profit/ (Loss) after tax	37,532	1,21,344
Paid-up Share Capital	300,10,000	300,10,000
Reserves and Surplus	68,806	93,340

2. Operations

The total Income of the Company during the year under review was Rs 15.21 against Rs. 3.51 Lacs in the previous year. There was increase in the Income from the last financial year. The Company made a profit after tax of Rs 0.37 Lacs as against profit of 1.21 Lacs in the previous year. Your Directors are putting in their Best efforts to improve the performance of the Company.

The Basic and Diluted earning per share (EPS) computed in accordance with the Accounting Standard-20 issued by the Institute of Chartered Accountant of India was 0.01 Per share respectively as against 0.04 per share (basic and diluted) for the previous Year.

Significant and Material Orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

No significant and material order passed by any regulators or courts or tribunals impacting the going concern status and company's operations in future. The company is doing reasonable growth and development.

3. Dividend

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

4. Share Capital

A. BUY BACK OF SECURITIES

The Company has not bought back any of its securities during the year under review.

B. SWEAT EQUITY

The Company has not issued any Sweat Equity Shares during the year under review.

C. BONUS SHARES

No Bonus Shares were issued during the year under review.

D. EMPLOYEES STOCK OPTION PLAN

The Company has not provided any Stock Option Scheme to the employees.

5. Directors and Key Managerial Personnel

In accordance with the provision of Section 152 of the Companies Act 2013 and the company Articles of Association, Mr. Anil Agarwal, Director, retires by rotation and being eligible, offer himself for reappointment at the ensuing Annual General Meeting.

Necessary resolution seeking the approval of the shareholder for the reappointment of Mr. Anil Agarwal forms parts of the notice convening the Annual general Meeting

6. Particulars of Employees

The industrial relations with the workers and staff of the Company remained cordial throughout the year. There was unity of objective among all levels of employees, continuously striving for improvement in work practices and productivity. Training and development of employees continue to be an area of prime importance.

7. Meetings

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year 7 Board Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

8. Remuneration Policy

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

9. AUDITORS:

The Auditors, M/s V.N. Purohit & Co., Chartered Accountants, retire at the ensuing Annual General Meeting and, being eligible, offer themselves for reappointment for next AGM for a period of 2015-2016 from the conclusion of this Annual General Meeting [AGM] till the conclusion of next AGM.

10. AUDITORS' REPORT

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

11. Disclosure about Cost Audit

As per the Cost Audit Orders, Cost Audit is not applicable to the Company.

12. Secretarial Audit Report

In terms of Section 204 of the Act and Rules made there under, Secretarial audit is applicable to company.

13. Internal Audit & Controls

Internal auditor provisions are applicable to company.

14. Risk management policy

The risk management includes identifying types of risks and its assessment, risk handling and monitoring and reporting. Risk Management Policy is a part of this Annual Report as ANNEXURE I.

15. EXTRACT OF ANNUAL RETURN:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT 9 as a part of this Annual Report as ANNEXURE II.

16. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

17. Deposits

The Company has neither accepted nor renewed any deposits during the year under review.

18. Particulars of loans, guarantees or investments under section 186**Details of Loans:**

SL No	Date of making loan	Details of Borrower	Amount	Purpose for which the loan is to be utilized by the recipient	Time period for which it is given	Date of BR	Date of SR (if reqd)	Rate of Interest	Secu

Details of Investments:-

SL No	Date of investment	Details of Investee	Amount	Purpose for which the proceeds from investment is proposed to be utilized by the recipient	Date of BR	Date of SR (if reqd)	Expected rate of return

Details of Guarantee / Security Provided:

SL No	Date of providing security/guarantee	Details of recipient	Amount	Purpose for which the security/guarantee is proposed to be utilized by the recipient	Date of BR	Date of SR (if any)	Commission

19. Particulars of contracts or arrangements with related parties: Not Applicable**20. MANAGEMENT DISCUSSION AND ANALYSIS**

The Management Discussion and Analysis forms part of this Annual Report for the year ended 31st March, 2015. The financial statement have been prepared in Compliance with the requirements of the Companies Act, 2013 guidelines issued by securities and exchange Board of

India (SEBI) and Generally accepted Accounting Principles(GAAP) in India. Our Management accepts the responsibility for the integrity and objectivity of these financial statements, as well as for the various estimates and Judgment's used therein. The estimates and Judgment's relating to the financial statements have been made on prudent and reasonable basis, so that the financial statement reflect in a true and fair manner the form and substance of transactions, and reasonably present our state of affairs , Profits and cash flows for the year.

21. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

In order to prevent sexual harassment of women at work place a new act The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December, 2013. Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of harassment.

22. Vigil Mechanism :

The Board of Directors have established Vigil Mechanism which provides for a formal mechanism to all Directors and employees of the Company to approach the Management of the Company and make protective disclosures to the Management about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct.

23. Conservation of energy, technology absorption and foreign exchange earnings and outgo

Company has limited scope for undertaking energy conservation exercises, but nevertheless continues to emphasize work practices that result in conservation of energy. At the offices of your Company, special emphasis is placed on installation of energy-efficient lighting devices, use of natural light as best as possible, and adoption of effective procedures for conservation of electricity, water, paper and other materials that consume natural resources.

Foreign exchange earnings and Outgo

There was no foreign exchange inflow or Outflow during the year under review.

24. Human Resources

Company treats its "human resources" as one of its most important assets.

Company continuously invest in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Company thrust is on the promotion of talent internally through job rotation and job enlargement.

25. Directors' Responsibility Statement

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors had prepared the annual accounts on a going concern basis; and

(e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

26. Transfer of Amounts to Investor Education and Protection Fund

Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

27. Corporate Governance

Clause 49 of the listing agreement in relation to Corporate Governance is applicable to the Company and the Company is complying with the provisions of Clause 49 of the Listing Agreement.

28. Acknowledgements

An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

For and on behalf of the Board of Directors

	Sd/-	Sd/-
PLACE: DELHI	Director	Director
DATE: 02/09/2015	Manoj Goel	Anil Agarwal
	Din No. 00629766	Din No. 01373788

ANNEXURE I

Risk Management Policy

The Company has a Risk Management Policy in place which has been approved by the Board of Directors of the Company. The said Policy covers all elements of risks including those which may threaten existence of the Company. All risks mentioned in the Policy are reviewed periodically and a report of the same is submitted to the Board at regular intervals for its consideration and guidance.

Purpose

The purpose of this policy is to ensure that risks related to Company are identified, analyzed, and managed so that they are maintained at acceptable levels.

Overview

Risk management is the ongoing process of identifying risks and implementing plans to address them. Often, the number of assets potentially at risk outweighs the resources available to manage them. It is therefore important to know where to apply available resources to mitigate risk in a cost-effective and efficient manner.

This policy lays the framework for a formal risk management program by establishing responsibility for risk identification and analysis, security planning for risk mitigation, and program management and oversight. It is important to note that program management and oversight is a company-wide responsibility that calls for the active involvement of executive leadership, departmental management and others.

The Company implemented a Risk Management Policy which was to be reviewed on an annual basis.

Definitions

Risk: The potential of harm to the Company or its stakeholders.

Risk Assessment: A qualitative or quantitative evaluation of the nature and magnitude of risk to Company. The evaluation is based upon known or theoretical vulnerabilities and threats, as well as the likelihood of the threats being realized and the potential impact to the Company and its stakeholders.

Risk Management: The process of evaluating and responding to risks to Company for the purpose of reducing those risks to acceptable levels. Risk management is inclusive of the risk assessment process, and uses the results of risk assessments to make decisions on the acceptance of risks or on taking action to reduce those risks

Scope

This policy applies to all company departments and functions.

Policy Implementation

The board are responsible for coordinating the implementation of this policy and for providing guidance on the interpretation of specific policy requirements.

This Policy has been approved by the Board.

ANNEXURE II

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN as on financial year ended on 31st March 2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014

I REGISTRATION & OTHER DETAILS:

i	CIN	L74899DL1994PLC061995
ii	Registration Date	6th October, 1994
iii	Name of the Company	Superior Finlease Limited
iv	Category/Sub-category of the Company	LISTED COMPANY
v	Address of the Registered office & contact details	Flat no.116, Surya Kiran Building, 19 KG Marg, New Delhi-110001 Ph No. 011-65000614
vi	Whether listed company	YES
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Sky Line Financial Services Private D-153 A, 1st Floor , Okhla Tel.: 011 26812682,83

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

Sl No	Name & Description of main products/services	NIC Code of the Product /service*	% to total turnover of the company
1	The business of advisors /consultants on finance and lease and to lend and advance money.	8049	

*AS per National Industrial Classification- Ministry of Ministry of Statistics and Programme Implementation

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES: NOT APPLICABLE

Sl No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/	% OF SHARES	APPLICABLE SECTION
1	NOT APPLICABLE				

i) Category-Wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
A. Promoters										
(1) Indian										
a) Individual/HUF	NIL	91910	91910	3.06	NIL	91910	91910	3.06		N.A
b) Central Govt. or State Govt.	NIL									
c) Bodies Corporates	NIL									
d) Bank/FI	NIL									
e) Any other	NIL									
SUB TOTAL (A) (1)	NIL	91910	91910	3.06	NIL	91910	91910	3.06		N.A
(2) Foreign	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
a) NRI- Individuals	NIL									
b) Other Individuals	NIL									
c) Bodies Corp.	NIL									
d) Banks/FI	NIL									
e) Any other...	NIL									
SUB TOTAL (A) (2)										
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)		91910	91910	3.06	NIL	91910	91910	3.06		N.A
B. PUBLIC SHAREHOLDING										
(1) Institutions	NIL									
a) Mutual Funds	NIL									
b) Banks/FI	NIL									
c) Central govt	NIL									
d) State Govt.	NIL									
e) Venture Capital Fund	NIL									
f) Insurance Companies	NIL									
g) FII/	NIL									
h) Foreign Venture Capital Funds	NIL									
i) Others (specify)	NIL									
SUB TOTAL (B)(1):										
(2) Non Institutions	NIL									
a) Bodies corporates	NIL									
i) Indian	NIL									
ii) Overseas	NIL									
b) Individuals										
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs					127600	892590	1020190	33.99		
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs					1199700	689200	1888900	62.95		
c) Others (specify)										
SUB TOTAL (B)(2):					1327300	1581790	2909090	96.94		
Total Public Shareholding (B)= (B)(1)+(B)(2)										
C. Shares held by Custodian for GDRs & ADRs	NIL									
Grand Total (A+B+C)				100	1327300	1673700	3001000	100		

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment					
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness	
Indebtness at the beginning of the financial year	Nil	Nil	Nil	Nil	
i) Principal Amount					
ii) Interest due but not paid					
iii) Interest accrued but not due					
Total (i+ii+iii)	Nil	Nil	Nil	Nil	
Change in indebtedness during the financial year	Nil	Nil	Nil	Nil	
Additions					
Reduction					
Net Change					
Indebtedness at the end of the financial year	Nil	Nil	Nil	Nil	
i) Principal Amount					
ii) Interest due but not paid					
iii) Interest accrued but not due					
Total (i+ii+iii)	Nil	Nil	Nil	Nil	

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director/ Company Secretary:

Sl.No	Particulars of Remuneration	Name of the MD/WTD/CS		Total Amount
		Mr. ANIL AGARWAL Director (Finance)	Manoj Kumar Sharma Company Secretary	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the income Tax, 1961.	Nil	20000	
	(b) Value of perquisites u/s 17(2) of the income tax Act, 1961	Nil	NIL	
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	Nil	NIL	
2	Stock option	NIL		
3	Sweat Equity			
4	Commission			
	as % of profit			
	others (specify)			
5	Others, please specify	Nil	Nil	
	Total (A)	Nil	20000	20000
	Ceiling as per the Act			

B. Remuneration to other directors:

Sl.No	Particulars of Remuneration	Name of the Directors	Total Amount
1	Director	Nil	
	(a) Fee for attending Board and Board Level Committee Meetings		
	(b) Commission		NIL
	(c) Others, please specify		
	Total (1)	Nil	
2	Other Non Executive Directors		
	(a) Fee for attending board committee meetings		
	(b) Commission		
	(c) Others, please specify.		
	Total (2)		
	Total (B)=(1+2)	Nil	
	Total Managerial Remuneration		
	Overall Cieling as per the Act.		

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty					
Punishment					
Compounding			Nil		
B. DIRECTORS					
Penalty					
Punishment					
Compounding			Nil		
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding			Nil		

MANAGEMENT DISCUSSION AND ANALYSIS

• INDUSTRY STRUCTURE AND DEVELOPMENTS

Superior Finlease Limited is a NBFC and is engaged mainly in the business of providing Loans & Advances and investing in shares, both quoted and unquoted. The industry structure relevant to the Company's operations is mainly concerned with the capital market.

The NBFCs sector is undergoing a significant transformation at present and has come to be recognized as an important element of the financial system. The recent issue in financial sector has highlighted the necessity, importance and significant role, the NBFCs play in development of nation's infrastructure.

In the financial system of India, importance of NBFCs has been much discussed. RBI has been setting right its regulatory and supervising policies from time to time to keep pace with the changes in the environment.

NBFCs have been actively fuelling the growth of the economy – especially the infrastructure part of the economy and have been supplementing the Banking system effectively and thus enhancing competition and diversification in the financial sector

The NBFCs have attracted substantial investments during the recent years both from the retail and from the wholesale side. The growth also has been significant during this year. The NBFCs have been catalysts in accelerating the growth in the semi urban and rural areas. The projections made by RBI and other financial forecasts give substantial growth opportunities for the industry in the coming years.

• ECONOMY OVERVIEW

Indian economy is adversely affected by persistent inflation over the last few years. The rising incomes dropped the purchasing power of the population, driving consumption demand in sectors, where supply lagged particularly, in food grain and non-food-grain commodities, Sharp increase in international prices of fuels also contributed to inflationary pressure. The Government has been going very slow on various reforms, expected by large investors and market. Market participants were particularly concerned about subsidies—fertilizer, food and fuel; falling rupee against dollar; unreported corruptions; widening current account and fiscal deficits. Net Buys by the Foreign Institutional investors have been declining during the year as compared to these of the earlier years. Economic situations in Euro Zone countries and other priced the Capital Market towards losses.

The NBFCs sector has undergone a significant transformation in the past few years and has come to be recognized as a systemically important element of the financial system. The recent global financial crisis has also highlighted the regulatory imperatives concerning the non-banking financial sector and the risks arising from regulatory gaps, arbitrage and systemic inter-connectedness.

In the multi-tier financial system of India, importance of NBFCs in the Indian financial system is much discussed by various committees appointed by RBI in the past and RBI has been modifying its regulatory and supervising policies from time to time to keep pace with the changes in the system. NBFCs have turned out to be engines of growth and are integral part of the Indian financial system, enhancing competition and diversification in the financial sector, spreading risks specifically at times of financial distress and have been increasingly recognized as complementary of banking system at competitive prices.

• OPPORTUNITIES AND THREATS

Capital markets at present are going through turbulent times due to slow-down in domestic economy, slow-down in reforms, uncertain global economic environment, economic crisis faced by a few countries in Europe, fluctuations in currency rates, etc. Although the inflation has remained steady during the year but it is still under pressure due to hike in petrol prices, burden of diesel subsidies, high fiscal deficit, etc. However, we feel that the opportunities will soon arise in the

markets upon the corrective policies by the government and better fiscal management which will strengthen the economy.

The NBFC industry holds immense potential and the Government of India's increased focus towards Financial Inclusion has created various opportunities for existing NBFCs to leverage on their established customer base in rural areas. The recent steps by the Government of India to create Infrastructure for NBFC and to provide banking license for NBFCs is a positive signal. The above opportunities have made the Industry highly competitive with the emergence of new category of systematically important NBFCs. Along with existing local and Multinational players leading to tough competition within the industry.

- **SEGMENT-WISE PERFORMANCE**

The Company is into single reportable segment only.

- **OUTLOOK**

Outlook for the Company is linked to Capital Market. The Board of Directors of the Company believes that Company's Investments in the equity shares of various companies would reasonably perform in the ensuing years.

The role of NBFCs has become increasingly important from both the macroeconomic perspective and the structure of the Indian financial system. Over a period of time, one has to accept; that it is only those which are big enough and serious about being in the finance business will and must grow. To survive and constantly grow, NBFCs have to focus on their core strengths while improving on weaknesses. They have to constantly search for new products and services in order to remain competitive. The coming years will be testing ground for the NBFCs and only those who will face the challenge and prove themselves will survive in the long run.

For several years, NBFCs have rapidly emerged as an important segment of the Indian Financial System. The sector is now being recognized as complementary to the banking sector due to the implementation of innovative marketing strategies, introduction of tailor made products, customer-oriented services, attractive rates of return on deposits and simplified procedures.

- **RISKS AND CONCERNS**

As an NBFC, the Company is subjected to both external risk and internal risk. External risk due to interest rate fluctuation, slowdown in economic growth rate, political instability, market volatility, decline in foreign exchange reserves, etc. Internal risk is associated with your Company's business which includes deployment of funds in specific projects, diversification into other business operations, retention of talented personnel, managing effective growth rate, volatility in interest rate, NPAs in portfolio, changes in compliance norms and regulations, contingent liabilities and other legal proceedings. Your Company recognizes the importance of risk management and has invested in people, process and technologies to effectively mitigate the above risks. Company's performance is closely linked to the Indian Capital Market as the company has investments in both quoted as well as unquoted shares. These investments represent a substantial portion of the company's business and are vulnerable to fluctuations in the stock market. Any decline in the price of quoted investments may affect its financial position and results of operations. The value of the company's investments may be affected by factors affecting capital markets such as price and volume volatility, interest rates, currency exchange rates, foreign investment, government policy changes, political and economic developments, crude oil prices and economic performance abroad, etc.

The Company's success largely depends upon the quality and competence of its management team and key personnel. Attracting and retaining talented professionals is therefore a key element of the company's strategy. The resignation or loss of key management personnel may have an adverse impact on the Company's business, its future financial performance and the result of its operations.

As a non-deposit taking NBFC, the Company is subjected to regulations by Indian governmental Authorities, including the Reserve Bank of India. Their Laws and regulations impose numerous

requirements on the Company including prescribed levels of capital adequacy, solvency requirements and liquid assets. There may be future changes in the regulatory system or in the enforcement of the Laws and regulations that may adversely affect the Company's performance. Moreover, any slowdown in the economic growth in India could cause the business of the Company to suffer.

Recently, the growth of industrial production has been variable. Any slowdown in Indian economy could adversely affect the Company's business.

- **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an adequate internal controls system commensurate with its size and the nature of its business. All the transactions entered into by the Company are duly authorized and recorded correctly. All operating parameters are monitored and controlled. The top management and the Audit Committee of the Board of Directors review the adequacy and effectiveness of internal control systems from time to time

- **DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The brief on Financial Performance of the Company is already provided in the Boards' Report of the Company.

- **HUMAN RESOURCE DEVELOPMENT**

The Company believes that its people are a key differentiator, especially in knowledge driven, competitive and global business environment. Adapting work culture to suit the dynamic balancing of people requirements and employee needs is an ongoing process. Our people are the company's greatest assets. Your company focuses on increasing the overall productivity per employee in the challenging market conditions. Men are the only active agent and acts as a catalyst in effective utilization of all other M's (Material, Machine and Money). The Board of Directors of your company would like to place on record their sincere appreciation for the efforts and contribution made by all the employees of the Company in the challenging environment. Your Directors take this opportunity to thank all employees for rendering impeccable services to every constituent of Company, customers and shareholders. The Company has a well-defined appraisal system to assess and reward the employees appropriately and also to gauge the potentials of the individuals.

- **CAUTIONARY STATEMENT**

Investors are cautioned that this discussion contains statements that involve risks and uncertainties. Words like anticipate, believe, estimate intend, will, expect and other similar expressions are intended to identify "Forward Looking Statements". The company assumes no responsibility to amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events. Actual results could differ materially from those expressed or implied. Important factors that could make the difference to the Company's operations include cyclical demand and pricing in the Company's principal markets, changes in Government Regulations, tax regimes, economic developments within India and other incidental factors.

- **APPRECIATION**

Your Directors would like to express their sincere appreciation of the co-operation and assistance received from the shareholders, bankers and other government agencies during the year under review.

CORPORATE GOVERNANCE REPORT

Corporate Governance is the set of policies, processes and practices governing the affairs of a Company in pursuit of its business goals. Corporate Governance is based on the principles of integrity, fairness, equity, transparency, accountability and commitment to values. Good governance practices stem from the culture and mind set of the organization. As stakeholders across the globe evince keen interest in the practices and performance of companies, Corporate Governance has emerged on the center stage.

Keeping in view the Company's size, complexity, global operations and corporate traditions, the Company's Governance framework is based on the following main principles:

- Constitution of Board of Directors of appropriate composition, size, varied expertise and commitment to discharge their responsibilities and duties.
- Ensuring timely flow of information to the Board and its Committees to enable them discharge their functions effectively.
- A sound system of risk management and internal control.
- Independent verification and safeguarding integrity of the Company's financial reporting.
- Timely and balanced disclosure of all material information concerning the Company to all stakeholders.
- Transparency and Accountability
- Fair and equitable treatment to all stakeholders including employees, customers, shareholders and investors.
- Compliance with all the Rules and Regulations

The Company recognizes that good Corporate Governance is a continuing exercise and is committed to follow the best practices in the overall interest of the stakeholders.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Board of Directors are focused on the meeting their prime objective of maximization of shareholders wealth. The Listing Agreement entered into by the Company with the Stock Exchanges contemplates compliance with the Code of Corporate Governance. The Company conducts its affairs with a blend of the following aspects in their required proportions:

- Prudence
- Transparency
- Accountability
- Impartial treatment for all shareholders
- Operating under the purview of the statute.
- Ethical Practices
- Shareholder's wealth maximization

As a part of the compliances of the revised Clause 49 of Listing Agreement, the Company presents hereunder the required disclosures in the form of a Report for information of all the stakeholders.

2. BOARD OF DIRECTORS

The Board of Directors of the Company ("the Board") provides leadership and guidance to the Company's Management and also supervises, directs and manages the performance of the Company.

International Pumps and Projects Limited Board represent an optimum combination of executive and non- executive Directors and are in conformity with the Provisions of the Listing Agreement on Corporate governance. The Composition of Board of Directors as on 31st March, 2015 is given below

Composition and Category of Directors:

Name	Designation	Category	No. of other Director-ships held in other Public Co' s	No. of Board Committees of which he is a member	No. of Board Committee(s) of which he is a Chairman
Mr. Anil Agarwal	Director	Executive	-	3	1
Mr. Manoj Goel	Director	Non-Executive	-	3	1
Mr. Anil Kumar Laroiya	Director	Non-Executive	2	3	1
Mrs. Shikha Garg	Director	Non-Executive	-		

Meetings of the Board of Directors

The Board of Directors met 7 times during the financial year.

Information supplied to the Board

The Board members are given agenda papers along with necessary documents and information in advance of each meeting of the Board and Committees. In addition to the regular business items, the following are regularly placed before the Board to the extent applicable.

- Half yearly results of the Company
- Minutes of the Audit Committee and other Committee meetings

- Details of Agreements entered into by the Company
- Particulars of Non-Compliance of any statutory or Listing requirement

Minutes of the Board Meeting

The Minutes of the Meeting of every Proceeding and all committee meetings are prepared and approved/initialed by the Chairman within 30 days from the conclusion of the respective meeting.

Code of Ethics

The Company has prescribed a code of ethics for its Directors and senior management personnel. A declaration by the Executive Director to the effect that all the Directors and the senior management personnel have complied with the Code of Ethics laid down for this purpose for the year 2014-2015 is given below:

Declaration – Code of Conduct

This is to confirm that the Board of Directors has laid down a code of conduct for all Directors and senior management personnel of the Company. It is further confirmed that all the Directors and senior management personnel of the Company have duly complied with the Company's Code of Conduct during the financial year 2014-2015, as required under the Listing Agreement with the Stock Exchanges.

BOARD COMMITTEES:

The Board of Directors has set up committees of Directors to deal with various matters of specific nature which require concentrated and more focused attention and to arrive at quick and timely decisions in these matters.

The Board of Directors has delegated its certain powers to the committees of Directors and these committees shall exercise such power and give the report of the output to the Board for approval at subsequent meetings. The Board has constituted three committees viz. Audit Committee, Remuneration Committee and Investor Grievance Committee.

AUDIT COMMITTEE

Terms of Reference:

The terms of reference of the Audit committee include the following:

1. Review of the half yearly and annual financial results of the Company before submission to the Board.
2. Overseeing the financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
3. Holding periodic discussions with statutory auditors and internal auditors of the Company concerning the accounts of the company, internal control systems, scope of audit and observations of auditors.
4. Making recommendations to the Board on any matter relating to the financial management of the Company, including the audit report.

5. Recommendations with respect to appointment and removal of external auditors, fixation of audit fees and also approval of fee for any other services by the auditors.
6. Investigating into any matter in relation to items specified in section 177 of companies Act, 2013 and Rules 6 and 7 of companies (Meeting of the Board and its Powers) Rules, 2014 as may be referred to it by the Board and for this purpose to seek any relevant information contained in the records of the Company and also seek external professional advice if necessary.
7. Making recommendations to the Board on any matter relating to the financial management of the Company.

During the year, Four Audit Committee meetings were held respectively on 23/04/2014, 10/07/2014, 16/10/2014, 09/01/2015,

Composition of Audit committee:

The constitution of Audit Committee comprised of the following:

Meetings of the Committee and Attendance of the Members during 2014-2015	Meetings held	Meetings Attended
Mr. Anil Agarwal	4	4
Mr. Manoj Goel	4	4
Mr. Anil Kumar Laroiya	4	4

4. REMUNERATION COMMITTEE:

Terms of Reference:

The Remuneration Committee constituted by the Company is responsible for looking into the remuneration payable to the Whole-time Directors and other Employees of the Company. The Non-Executive Directors of the Company are not entitled for any remuneration other than fee payable for attending Board & Committee Meetings. The Committee frames the policy on specific remuneration packages for Whole-time Directors including pension rights and compensation payments. The Committee also approves the Remuneration Policy for employees other than Whole-time Directors as may be recommended to it. The Company has a regular appraisal Policy for all employees.

Composition

The constitution of Remuneration Committee comprised of the following:

Meetings of the Committee and Attendance of the Members during 2014-2015	Meetings held	Meetings Attended
Mr. Anil Agarwal	4	4

Mr. Manoj Goel	4	4
Mr. Anil Kumar Laroiya	4	4

During the year, Four Remuneration Committee meetings were held respectively on 21/04/2014, 10/07/2014, 18/10/2014, 08/01/2015,

Remuneration Policy:

The remuneration of the Executive Director is fixed by the Remuneration Committee as constituted above. The Non-Executive Directors are not paid any remuneration.

5. SHAREHOLDER'S/INVESTOR'S GRIEVANCE COMMITTEE

The Investor's Grievance Committee of the Company has been constituted with three Directors viz.

Meetings of the Committee and Attendance of the Members during 2014-2015	Meetings held	Meetings Attended
Mr. Anil Agarwal	4	4
Mr. Anil Kumar laroiya	4	4
Mr. Manoj Goel	4	4

No. of Investor Complaints received by the Company : 2

No. of Complaints not solved or Pending : NIL

No. of Pending transfers : NIL

6. DISCLOSURES

- No transaction of material nature has been entered into by the company with Directors or Management and their relatives etc. that may have a potential conflict with the interests of the company. The Register of contracts containing transactions in which Directors are interested is placed before the Board regularly.
- There has been no instance of non-compliance by the Company on any matter related to capital markets. Hence the question of penalties or strictures being imposed by SEBI or Stock Exchanges does not arise.
- The Company is in compliance with all the mandatory requirements of Corporate Governance and has fulfilled the non- mandatory requirements as stipulated under Clause-49 of the Listing agreement.
- The Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India, to the extent applicable, in the preparation of Financial Statements.
- The Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management control risks through means of a properly defined framework.

- The Company has adopted with the Code of Conduct applicable to all Directors, senior management and employees. The Declaration required under Clause 49 is as below:
"All the Directors and Senior Management of the Company have affirmed compliance with the Company's Code of Conduct for the financial year ended 31st March, 2015"
- **CEO Certification:** The Executive Director has given a certificate as contemplated in Clause 49 of the Listing Agreement.
- The requirements of the Audit and other Committees as contemplated in Clause 49 have been complied with as per the report set above in respect of the same.

7. MEANS OF COMMUNICATION

The Company has published financial results within time specified i.e. 48 hours as required by the Listing agreement. No targeted presentations were made during the year under review.

8. GENERAL SHAREHOLDER INFORMATION

Annual General Meeting Schedule: Wednesday the 30th September, 2015 at 12.30 p.m. at 116, surya Kiran Building, 19 K.G Marg New Delhi-110001

- 1) Dates of Book Closure : 19th September,2015 to 30th September,2015 (both days inclusive)
- 2) Dividend Payment Date : Not Applicable
- 3) Listing at Stock Exchanges : Delhi stock Exchange (DSE), MCX-SX
- 4) Listing Fees : The Listing fees for the year 2014-2015 paid to MCX-SX
- 5) CIN No. : L74899DL1994PLC061995
- 6) Registrar & Share Transfer Agents : Skyline Financial Services Pvt Ltd
D-153 A, 1st Floor, Okhla Industrial Area,
Phase - I, New Delhi - 110 020
Tel No. 011-26812682
- 7) Shareholding pattern as on: 31st March, 2015.

Category	Number of Equity Shares held	% of Shareholding
Promoters	91910	3.06
Corporate Bodies	-	-

Overseas Corporate Bodies	-	-
Public	2909090	96.94
Total	3001000	100.00

8) Dematerialization of shares: The Company has entered into an Agreement with M/s Skyline Financial Services Pvt. Limited as Registrar and Share Transfer Agents.

9) Outstanding Bonds/ Convertible Instruments : NIL

Address for Communication and Registered Office :

116, surya kiran Building, 19 K.G Marg New Delhi-110001 Tel: 011- 65000614

E-Mail: superiorfinlease@gmail.com

ANNEXURE - A

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2015

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]*

To,

The Members,

SUPERIOR FINLEASE LIMITED

FLAT NO.116, SURYA KIRAN BUILDING,
19, KASTURBA GANDHI MARG, NEW DELHI
-110001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SUPERIOR FINLEASE LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **SUPERIOR FINLEASE LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **SUPERIOR FINLEASE LIMITED** ("the Company") for the financial year ended on **31st March, 2015** according to the provisions of:

- 1) The Companies Act, 2013 (the Act) and the rules made thereunder;
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- 4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- 5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

6) RBI Act, 1934

We have also examined compliance with the applicable clauses of the following:

- I. Secretarial Standards issued by The Institute of Company Secretaries of India.
- II. The Listing Agreements entered into by the Company with MCX Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

Note: Please report specific non compliances / observations / audit qualification, reservation or adverse remarks in respect of the above para wise.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and women Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists

for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Note: Please report specific observations / qualification, reservation or adverse remarks in respect of the Board Structures/system and processes relating to the Audit period.

We further report that during the audit period, there were no instances of:

- a. Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- b. Redemption / buy-back of securities
- c. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- d. Merger / amalgamation / reconstruction, etc.
- e. Foreign technical collaborations

For and On Behalf of
Richa Dhamija & Company
(Company Secretaries)

Sd/-
Richa Dhamija
M NO. 31348
COP No. 12099

Place: New Delhi
Date: 28/08/2015

Note: This report is to be read with our letter of even date which is annexed as Annexure – 1 and forms an integral part of this report.

'ANNEXURE 1' TO THE SECRETARIAL AUDIT REPORT

To,

The Members,
SUPERIOR FINLEASE LIMITED
FLAT NO.116, SURYA KIRAN BUILDING,
19, KASTURBA GANDHI MARG,
NEW DELHI -110001

Our report of even date is to be read along with this letter.

- i. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- ii. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- iii. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
- iv. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- v. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- vi. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For and On Behalf of
Richa Dhamija & Company
(Company Secretaries)

Sd/-
Richa Dhamija
M NO. 31348
COP No. 12099

Place: New Delhi
Date: 28.08. 2015

CERTIFICATION BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

To
The Board of Directors
Superior Finlease Limited
New Delhi

1. I Anil Kumar Laroiya, Director responsible for the Finance Function of the Company have reviewed the financial statements and cash flow statement of International Pumps and Projects Limited for the year ended 31st March, 2015 and to the best of our knowledge and belief:

- i. these statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
- ii. these statements together present a true & fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;

2. There are to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2015, which are fraudulent, illegal or in violation of the Company Code Of Conduct.

3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting.

We have not come across any reportable deficiencies in the design or operation of such controls.

4. We have indicated to the Auditors and the Audit Committee:

- i. that there are no significant changes in internal control over financial reporting during the year.
- ii. that there are no significant changes in accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
- iii. that there are no instances of significant fraud of which we have become aware, involving management or any employee having a significant role in the Company's internal control system.

CERTIFICATE ON COMPLIANCE WITH CODE OF CONDUCT.

As provided under clause 49 of the Listing agreement with the Stock Exchanges, all Board Members and senior Management Personnel, affirmation that they have complied with the Code of Business Conduct and Ethics for Directors/Management Personnel for the financial year 2014-2015.

Date: 02/09/2015
Place: Delhi

For and on Behalf of the Board
For Superior Finlease Limited
Sd/-
Anil Kumar Laroiya
(DIN: 00446902)
Director

CERTIFICATE ON COMPLIANCE WITH CLAUSE 49 OF THE LISTING AGREEMENT
(CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE)

To

The Members
SUPERIOR FINLEASE LIMITED

I have examined the compliance of conditions of Corporate Governance by **SUPERIOR FINLEASE LIMITED** for the year ended 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

We state that no grievance is pending for a period exceeding one month with the Company.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For and On Behalf of
Richa Dhamija & Company
(Company Secretaries)

Sd/-
Richa Dhamija
M NO. 31348
COP No. 12099

Place: New Delhi
Date: 28.08. 2015

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND
SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF
CONDUCT**

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Directors. In addition, the company has adopted a Code of Conduct for its Non- Executive Directors and Independent Directors. These codes are available on the Company's website.

I confirm that the Company has in respect of the Financial Year ended March 31, 2015, received from the Senior Management team of the Company and the members of the Board, a declaration of Compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the Chief Financial Officer, Directors and the Company Secretary as on March 31, 2015.

Date: 02/09/2015
Place: Delhi

For and on Behalf of the Board
For Superior Finlease Limited
Sd/-
Anil Kumar Laroia
(DIN: 00446902)
Director

INDEPENDENT AUDITOR'S REPORT

To
The Shareholders of
SUPERIOR FINLEASE LIMITED

Report on Financial Statements

We have audited the accompanying financial statements of **SUPERIOR FINLEASE LIMITED**, which comprise the Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

(Cont...2)

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place the adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India, of the state of affairs of the company as at 31st March 2015 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by Section 143 (3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(Cont...3)

- e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company does not have any pending litigations in its financial statements;
 - ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses. However, company does not enter into any long-term contracts including derivative during the specified period;
 - iii) The Company is not required to transfer any amount to the Investor Education and Protection Fund.
- g) The Company is a Non- Banking Financial Company not accepting public deposit and the certificate of registration no. 14.00199 dated 04/03/1998 from Reserve Bank of India has been issued to the Company.
 - i) The Board of Directors of the company has passed a resolution for the non-acceptance of any public deposits.
 - ii) The company has not accepted any public deposits during the relevant year.
 - iii) The company has complied with the prudential norms relating to income recognition, accounting standards, assets classification and provisioning for bad and doubtful debts as applicable to it.
- h) As required by the Companies (Auditors' Report) Order 2015 (the Order) issued by the Central Government of India in terms of section 143(11) of the Act, we give in the 'Annexure' a statement on the matters specified in paragraphs 3 and 4 of the Order.

Signed for the purpose of identification

FOR V.N. PUROHIT & CO.
Chartered Accountants
Firm Regn. No. 304040E

Sd/-
O.P. Pareek
Partner
Membership No. 014238

New Delhi, the 26th day of May 2015

“ANNEXURE” TO THE AUDITOR’S REPORT
(As referred in paragraphs of our report)

- (i) In respect of fixed assets: -
 - (a) According to information and explanations given to us, the company has maintained proper records showing the full particulars including quantitative details and situation of fixed assets; and
 - (b) According to information and explanation given to us, fixed assets of the Company has been physically verified by its management once during the year which in our opinion, is reasonable having regard to size of business and nature of fixed assets. We have been informed that no material discrepancies have been noticed by the management on such verification; and
- (ii) In respect of Inventories: -
 - (a) The Company does not have any Inventory and accordingly para (a), (b) & (c) of sub clause (ii) of the said order are not applicable.
 - (iii) In respect of loans, secured and unsecured, granted by the company to companies, firms or other parties covered in the Register maintained under section 189 of the Companies Act, 2013, the Company has not granted unsecured loans to these parties. Thus, sub- clause (iii) of the said order is not applicable.
- (iv) In our opinion and according to the explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to the purchase of fixed assets and for sale of goods or supply of services. During the course of audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- (v) According to information and explanations given to us, the Company has not accepted public deposits and the provision of section 73 to 76 or other relevant provisions of the Companies Act, 2013 and rules framed there under are not applicable to the Company.
- (vi) Maintenance of cost records as prescribed under section 148(1) of the Companies Act, 2013 are not applicable to the company.
- (vii) In respect of timely deposit of statutory dues as applicable to Company:-
 - (a) The company is generally regular in payment of its undisputed statutory dues such as Income Tax, Provident Fund, Wealth Tax, Service Tax and other statutory dues as applicable, to the appropriate authorities. There are no statutory dues outstanding as on last day of financial year for a period of more than six months from the date they became payable; and

(Cont...2)

- (b) According to information and explanations given to us, there are no outstanding statutory dues on the part of Company which is not deposited on account of dispute;
- (c) According to information and explanations given to us, Company is not required to transfer any amount to Investor Education and Protection Fund in accordance with the relevant provisions of Companies Act, 2013 and rules made thereunder to transfer such fund.
- (viii) According to information and explanations given to us, the accumulated loss of the company is less than fifty per cent of its net worth, and the Company has not incurred any cash losses during the financial year covered by this report and immediately preceding financial year.
- (ix) According to information and explanation given to us, the company has not defaulted in repayment of dues to any bank or financial institution.
- (x) According to information and explanation given to us, the Company has not given guarantee for loan taken by others from bank or financial institutions.
- (xi) According to information and explanation given to us, Company has not obtained any term loan during the year and hence provision of sub clause (xi) of para 3 of the order are not applicable.
- (xii) During the course of our examination of books of accounts and according to information and explanation given to us, no fraud on or by the company has been noticed or informed during the year.

Signed for the purpose of identification

FOR V.N. PUROHIT & CO.
Chartered Accountants
Firm Regn. No. 304040E

Sd/-
O.P. Pareek
Partner
Membership No. 014238

New Delhi, the 26th day of May 2015

SUPERIOR FINLEASE LIMITED

BALANCE SHEET AS AT 31st March, 2015

	Notes	31st March 2015 (Rupees)	31st March 2014 (Rupees)
EQUITY AND LIABILITIES			
Shareholders' fund			
Share Capital	2	3,00,10,000	3,00,10,000
Reserves and surplus	3	68,806	93,340
Non- current liabilities			
Deferred Tax liability	4	-	3,508
Long- term Provisions	5	62,061	20,127
Current liabilities			
Other Liabilities	6	12,83,093	52,500
Total		3,14,23,960	3,01,79,475
ASSETS			
Non- current assets			
Tangible Assets	7	-	16,813
Non Current Investments	8	1,24,69,000	1,31,84,000
Long Term Loans and Advances	9	1,87,38,359	1,67,92,500
Current Assets			
Short Term Loans & Advances	10	1,02,200	6,200
Cash and Bank Balances	11	1,14,401	1,79,962
Total		3,14,23,960	3,01,79,475
Summary of significant accounting polices	1		

The accompanying notes are an integral part of the financial statements.
As per our report of even date

FOR V.N. PUROHIT & CO.
Chartered Accountants
Firm Regn. No. 304040E

For and on behalf of the Board of Directors of
Superior Finlease Limited

O.P.Pareek
Partner
Membership No. 014238

Sd/-
Manoj Goel
Director
DIN: 00629766

Sd/-
Anil Agarwal
Director
DIN: 01373788

New Delhi, the 26th day of May 2015

SUPERIOR FINLEASE LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31st March, 2015

	Notes	31st March 2015 (Rupees)	31st March 2014 (Rupees)
Income			
Revenue from Operations	12	14,58,264	3,10,000
Other Income	13	63,000	41,000
Total Revenue (I)		15,21,264	3,51,000
Expenses			
Depreciation	7	-	1,512
Employee Benefit Expenses	14	1,38,148	1,01,567
Other Expenses	15	13,33,184	1,09,142
Loss on Sale of Fixed Assets		693	-
Total Expenditure (II)		14,72,025	2,12,221
Profit Before Tax		49,239	1,38,779
Tax Expenses: -			
Current Tax		(15,215)	(13,927)
Deferred Tax		3,508	(3,508)
Profit/ (Loss) for the year		37,532	1,21,344
Earning per equity share (EPS)			
[nominal value of share Rs. 10]			
Basic		0.01	0.04
Diluted		0.01	0.04

Summary of significant accounting policies 1

The accompanying notes are an integral part of the financial statements.

As per our report of even date

FOR V.N. PUROHIT & CO.
Chartered Accountants
Firm Regn. No. 304040E

For and on behalf of the Board of Directors of
Superior Finlease Limited

Sd/-
O.P.Pareek
Partner
Membership No. 014238

Sd/-
Manoj Goel
Director
DIN: 00629766

Sd/-
Anil Agarwal
Director
DIN: 01373788

New Delhi, the 26th day of May 2015

SUPERIOR FINLEASE LIMITED
NOTES TO THE FINANCIAL STATEMENTS

2. Share Capital

	As at 31st March 2015 (Rupees)	As at 31st March 2014 (Rupees)
Authorised shares		
35,00,000 (31 March 2014: 35,00,000) equity shares of Rs. 10 each	3,50,00,000	3,50,00,000
Issued, subscribed and fully paid- up shares		
30,01,000 (31 March 2014: 30,01,000) equity shares of Rs. 10 each	3,00,10,000	3,00,10,000
Total issued, subscribed and fully paid- up share capital	3,00,10,000	3,00,10,000

a. Reconciliation of Shares outstanding at the beginning and at the end of reporting period

	As at 31st March 2015		As at 31st March 2014	
	No.	(Rupees)	No.	(Rupees)
Equity shares at the beginning of the period	30,01,000	3,00,10,000	30,01,000	3,00,10,000
Issue during the year: -	-	-	-	-
Outstanding at the end of the period	30,01,000	3,00,10,000	30,01,000	3,00,10,000

b. Terms and rights attached to equity shares

The company has issued only one class of equity share having a par value of Rs. 10 per share. Each holder of equity shares is entitled to vote per share. The company declares and pays dividend if any, in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all the preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholder.

c. Details of shareholders holding more than 5% shares in the company

	As at 31st March 2015		As at 31st March 2014	
	Nos.	% holding	Nos.	% holding
Aan Management & Financial Services Pvt Ltd	-	-	2,18,580	7.28%
Tanu Rani	-	-	1,64,000	5.46%
Gunjan Garg	1,99,100	6.63%	-	0.00%
Mukesh Garg	2,02,600	6.75%	-	0.00%
Ginny Garg	2,13,400	7.11%	-	0.00%

As per records including registers and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

SUPERIOR FINLEASE LIMITED
NOTES TO THE FINANCIAL STATEMENTS

3. Reserves and Surplus

	As at 31st March 2015 (Rupees)	As at 31st March 2014 (Rupees)
Special Reserve u/s 45-IC of the RBI Act, 1934		
Opening Balance	-	-
Add: Transfer from profits of the year	7,506	-
Less: Utilisation during the period	-	-
	7,506	-
Surplus/ (deficit) in the statement of profit and loss		
Balance as per last financial statements	93,340	(28,004)
Profit / (loss) for the year	37,532	1,21,344
Less: Transfer to Reserve u/s 45-IC of RBI Act	(7,506)	-
Less: Adjustment related to Fixed Assets*	(15,220)	-
Less: Standard Provision on loan portfolio	(46,846)	-
Net Surplus/(deficit) in statement of profit and loss	61,300 68,806	93,340 93,340

* Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II in respect of fixed assets related to Depreciation. The written down value of Fixed Assets whose lives have expired as at 1st April 2014 have been adjusted net of tax, in the opening balance of Profit and Loss Account amounting to Rs. 15,220.

4. Deferred tax Liabilities (Net)

	As at 31st March 2015 (Rupees)	As at 31st March 2014 (Rupees)
On account of difference in Written Down Value of fixed assets under Companies Act and as per Income tax Act.	-	3,508
	-	3,508

5. Long- term provisions

	As at 31st March 2015 (Rupees)	As at 31st March 2014 (Rupees)
For Income Tax	15,215	20,127
Contingent provisions against standard assets*	46,846	-
	62,061	20,127

* A contingent provision against standard assets has been created at 0.25% of the outstanding standard assets in terms of the RBI circular Ref. No. DNBS(PD) CC No. 225/03.02.001/2011-12 dated July 1, 2011.

6. Other Liabilities

	As at 31st March 2015 (Rupees)	As at 31st March 2014 (Rupees)
Audit Fees Payable	16,854	20,000
Expenses Payable*	12,24,184	32,500
Cheques Overdrawn	42,055	-
	12,83,093	52,500

* Expense payable includes a sum of Rs. 11,87,814 payable to Sh. Anil Agarwal, Director against expenses of the Company personally paid by him.

SUPERIOR FINLEASE LIMITED
NOTES TO THE FINANCIAL STATEMENTS

8. Non- Current Investments	As at 31st March 2015 (Rupees)	As at 31st March 2014 (Rupees)
<u>Unquoted Investments in Equity Shares</u>		
21,85,000 (31 March 2014: 19,00,00) Equity Shares of Rs. 10 each fully paid up in Easy Buildcon Private Limited	21,85,000	19,00,000
35,90,000 (31 March 2014: 34,40,000) Equity Shares of Rs. 10 each fully paid up in Jay Dee Securities & Finance Limited	35,90,000	34,40,000
1,40,000 (31 March 2014: Nil) Equity Shares of Rs. 10 each fully paid up in Kautilya Agencies Private Limited	1,40,000	-
23,25,000 (31 March 2014: 23,25,000) Equity Shares of Rs. 10 each fully paid up in LGR Leasing & Consulting Pvt. Ltd.	23,25,000	23,25,000
12,00,000 (31 March 2014: 12,00,000) Equity Shares of Rs. 10 each fully paid up in TR Anand Properties Private Limited	12,00,000	12,00,000
Nil (31 March 2014: 12,90,000) Equity Shares of Rs. 10 each fully paid up in Tridev Estates Private Limited	-	12,90,000
11,69,000 (31 March 2014: 11,69,000) Equity Shares of Rs. 10 each fully paid up in Uttarakhand Promoters Private Limited	11,69,000	11,69,000
3,60,000 (31 March 2014: 3,60,000) Equity Shares of Rs. 10 each fully paid up in Vanish Industries Limited	3,60,000	3,60,000
15,00,000 (31 March 2014 :15,00,000) Equity Shares of Rs. 10 each fully paid up in Vatankulit Securities Private Limited	15,00,000	15,00,000
	<u>1,24,69,000</u>	<u>1,31,84,000</u>
9. Long term Loans & Advances	As at 31st March 2015 (Rupees)	As at 31st March 2014 (Rupees)
<u>Loan Portfolio[#] (Unsecured, considered good)</u>		
Loan to Body Corporates	88,40,000	79,25,000
Loan to Others	98,98,359	88,67,500
	<u>1,87,38,359</u>	<u>1,67,92,500</u>
[#] Standard Assets - as per The classification of loans under the RBI guidelines.		
10. Short Term Loans & Advances	As at 31st March 2015 (Rupees)	As at 31st March 2014 (Rupees)
Recoverable in cash or kind or value to be received	6,200	6,200
Security Deposit (Rent)	96,000	-
	<u>1,02,200</u>	<u>6,200</u>
11. Cash and Bank Balances	As at 31st March 2015 (Rupees)	As at 31st March 2014 (Rupees)
Cash in hand (as certified)	1,08,994	1,65,189
Balances in current account with Banks	5,407	14,773
	<u>1,14,401</u>	<u>1,79,962</u>

SUPERIOR FINLEASE LIMITED
NOTES TO THE FINANCIAL STATEMENTS

12. Revenue from Operations	For the year ended 31st March 2015	For the year ended 31st March 2014
	(Rupees)	(Rupees)
Interest Earned	14,58,264	3,10,000
	<u>14,58,264</u>	<u>3,10,000</u>
13. Other Income	For the year ended 31st March 2015	For the year ended 31st March 2014
	(Rupees)	(Rupees)
Commission Received	63,000	41,000
	<u>63,000</u>	<u>41,000</u>
14. Employee Benefit Expenses	For the year ended 31st March 2015	For the year ended 31st March 2014
	(Rupees)	(Rupees)
Salaries & Wages	1,28,000	93,000
Staff Welfare Expenses	10,148	8,567
	<u>1,38,148</u>	<u>1,01,567</u>
15. Other expenses	For the year ended 31st March 2015	For the year ended 31st March 2014
	(Rupees)	(Rupees)
Accounting Charges	6,000	25,000
Audit Fees	16,854	10,000
Advertisement Expense	33,167	6,000
Rent	1,13,000	-
Bank charges	5,757	165
Filing fees	16,800	2,000
Listing fees	8,53,100	5,000
Travelling & Conveyance Expense	11,742	11,459
Printing and stationery	3,781	10,315
Professional charges	23,370	-
Office Maintenance charges	3,231	13,233
Telephone Expenses	6,959	-
Miscellaneous Expense	47,349	25,970
CDSL Charges	29,214	-
Interest On Income Tax	2,213	-
Interest on TDS	2,646	-
Penalty	1,50,000	-
Penalty on TDS	8,000	-
	<u>13,33,184</u>	<u>1,09,142</u>

SUPERIOR FINLEASE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31st March, 2015

	31st March 2015 (Rupees)	31st March 2014 (Rupees)
CASH FLOW FROM OPERATING ACTIVITIES		
Net profit/ (loss) before tax and after extra- ordinary items	49,239	1,38,779
<u>Adjustments for items not included: -</u>		
Depreciation	-	1,512
Loss on sale of Fixed Assets	693	-
Operating Profit before working capital changes	<u>49,932</u>	<u>1,40,291</u>
<u>Working capital adjustments: -</u>		
(Increase)/ decrease in Current Assets	(96,000)	(6,200)
(Increase)/ decrease in loans and advances	(19,45,860)	20,60,025
Increase/ (decrease) in Provisions	-	-
Increase/ (decrease) in other liabilities	12,30,593	35,127
Cash generated from operations	<u>(7,61,334)</u>	<u>22,29,243</u>
Direct Taxes Adjustments	<u>(20,127)</u>	<u>(13,927)</u>
Net cash flow from operating activities (A)	<u><u>(7,81,461)</u></u>	<u><u>22,15,316</u></u>
CASH FLOW FROM INVESTING ACTIVITIES		
Sale of Investments	15,90,000	-
Sale of Fixed Assets	900	-
Purchase of Investments	(8,75,000)	(20,70,000)
Net cash flow from investing activities (B)	<u><u>7,15,900</u></u>	<u><u>(20,70,000)</u></u>
CASH FLOW FROM FINANCING ACTIVITIES		
Share Application Money	-	-
Net cash flow from financing activities (C)	<u><u>-</u></u>	<u><u>-</u></u>
Net cash flow during the year (A + B + C)	(65,561)	1,45,316
Add: Opening cash and cash equivalents	<u>1,79,962</u>	<u>34,646</u>
Closing cash and cash equivalents	<u><u>1,14,401</u></u>	<u><u>1,79,962</u></u>
Components of cash and cash equivalents		
Cash in hand	1,08,994	1,65,189
Deposit with banks in current accounts	5,407	14,773
Total cash and cash equivalents (Note 10)	<u><u>1,14,401</u></u>	<u><u>1,79,962</u></u>

The accompanying notes are an integral part of the financial statements.

As per our report of even date

FOR V.N. PUROHIT & CO.
Chartered Accountants
Firm Regn. No. 304040E

For and on behalf of the Board of Directors of
Superior Finlease Limited

O.P.Pareek
Partner
Membership No. 014238

Sd/-
Manoj Goel
Director
DIN: 00629766

Sd/-
Anil Agarwal
Director
DIN: 01373788

New Delhi, the 26th day of May 2015

SUPERIOR FINLEASE LIMITED

Note No. 7
TANGIBLE ASSETS:

Description	Useful Life (in Years)	Dep. Rate	GROSS BLOCK				DEPRECIATION				NET BLOCK	
			Cost as at 01.04.2014	Additions during year	Sales/ Adj. during year	Cost as at 31.03.2015	Upto 01.04.2014	For the year	Adjusted in Retained Earnings	Adjusted in Sale	Upto 31.03.2015	As at 31.03.2015
Office Equipments	5	45.07%	31,845		31,845		15,032	15,220	30,252			16,813
Total			31,845	-	31,845	-	15,032	15,220	30,252	-	15,032	16,813
Previous Year Figures			31,845	-	-	-	13,520	-	-	-	16,813	18,325

SUPERIOR FINLEASE LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE PERIOD
FROM 1ST APRIL 2014 TO 31ST MARCH 2015

1. Significant Accounting Policies

A. Basis of preparation of financial statements

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles (Indian GAAP), including Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies not specifically referred, are consistently applied from the past accounting periods.

B. Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/ materialised.

C. Fixed assets

Fixed Assets are stated at cost net of recoverable taxes, trade discounts and rebates and include amounts added on revaluation, less accumulated depreciation and impairment loss, if any. The cost of Fixed Assets comprises its purchase price, borrowing cost and any cost directly attributable to bringing the asset to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

Subsequent expenditures related to an item of Fixed Asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

D. Depreciation

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Straight Line Method (SLM). Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. However, no Depreciation is being charged on asset depreciated upto 95% of its historical cost.

E. Revenue recognition

Fee collection from the users of facility is recognized when the rendering of facility is completed and to the extent that it is probable that the economic benefits will flow to the Company and the revenue from such services can be reliably measured. Interest income is accrued at applicable rates. Other items of income are accounted for as and when the right to receive arises.

SUPERIOR FINLEASE LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE PERIOD
FROM 1ST APRIL 2014 TO 31ST MARCH 2015

F. Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of that asset. Borrowing costs are capitalized as part of the cost of a qualifying asset when it is probable that they will result in future economic benefits to the enterprise and the costs can be measured reliably. Other borrowing costs are recognized as an expense in the period in which they are incurred.

G. Employee Benefits

Employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and are recognized in the period in which the employee renders the related service.

H. Investments

Current investments are carried at lower of cost and quoted/ fair value, computed category-wise. Non Current investments are stated at cost. Provision for diminution in the value of Non Current investments is made only if such a decline is other than temporary.

I. Income Taxes

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. Deferred income tax reflect the current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years/period.

J. Earnings Per Share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

SUPERIOR FINLEASE LIMITED
 NOTES TO FINANCIAL STATEMENTS FOR THE PERIOD
 FROM 1ST APRIL 2014 TO 31ST MARCH 2015

16. There is no Micro, Small and Medium Enterprises as defined under Micro, Small & Medium Enterprises Development Act, 2006 to which Company owes dues which are outstanding for a period more than 45 days as on Balance Sheet Date.

The above information regarding Micro, Small and Medium Enterprises has been determined on the basis of information availed with the Company and has been duly relied by the auditors of the Company.

17. Provisions of Accounting Standard (AS) 17 on 'Segment Reporting' are not been applicable to the Company.
18. In the opinion of the management, the current assets, loans and advances have a realisable value in the ordinary course of business is not less than the amount at which they are stated in the Balance Sheet.
19. Transaction entered with the related party covered by the Accounting Standard (AS) - 18 on 'Related Party Disclosure' during the period covered by these financial statements.

Name of related party	Relation
I. Sh. Anil Kumar Laroiya	Key Management Personnel
II. Sh. Manoj Goel	Key Management Personnel
III. Sh. Anil Agarwal	Key Management Personnel
IV. Ms. Shikha Garg	Key Management Personnel

Transaction with related party:

S. No.	Related Party Name	Transaction	31/03/2015 (Rs.)	31/03/2014 (Rs.)
I.	Sh. Anil Agarwal	Reimbursement of expenses	11,87,814	Nil

20. Balance shown under head Sundry Debtors, Creditors and Advances are subject to confirmation.
21. Break- up of Payments made to Statutory Auditors (including Service Tax) is disclosed as under: -

	31/03/ 2015 (Rs.)	31/03/ 2014 (Rs.)
Audit Fees	16,854	10,000
TOTAL	16,854	10,000

22. Earnings per share (Basic and Diluted)

Particulars	31/03/2015	31/03/2014
	(Rs.)	(Rs.)
Basic	(0.12)	0.04
Diluted	(0.12)	0.04

23.

Particulars	31/03/2015	31/03/2014
	(Rs.)	(Rs.)
Contingent Liability	Nil	Nil

24. Previous Year's Figures have been re-arranged or re-grouped wherever considered necessary.

25. Figures have been rounded off to the nearest rupees.

26. Figures in brackets indicate negative (-) figures unless specified otherwise.

Signed for the purpose of Identification

FOR V.N. PUROHIT & CO.
Chartered Accountants
Firm Regn. 304040E

For and on behalf of Board of Directors of
Superior Finlease Limited

Sd/-
O. P. Pareek
Partner
Membership No. 014238

Sd/-
Anil Agarwal
Director
DIN: 01373788

Sd/-
Manoj Goel
Director
DIN: 00629766

New Delhi, the 26th day of May 2015