

# SUPERIOR FINLEASE LIMITED

CIN: L74899DL1994PLC061995

Regd. Off: NS-92, Khasra No-33/21, Ranaji Enclave, Najafgarh, Near Arjun Park Bus Stand  
New Delhi -110043; Email id: [superiorfinlease@gmail.com](mailto:superiorfinlease@gmail.com);  
Website: <http://www.superiorfinlease.com>; Phone No.: +91-9953798335

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September 02, 2020

The BSE Limited  
Phiroze Jeejeeboy Towers  
Dalal street,  
Mumbai- 400001  
Email Id: [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)

Metropolitan Stock Exchange of India Limited  
4<sup>th</sup> Floor, Vibgyor Towers, Plot No. C-62  
Bandra Kurla Complex, Bandra east  
Mumbai- 400098  
Email Id: [raviraj.nirbhawane@mcx-sx.com](mailto:raviraj.nirbhawane@mcx-sx.com)

Dear Sir / Ma'am,

**Sub: Compliance under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Annual Report for the Financial Year 2019-2020**

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the Annual Report of the Company for the Financial Year 2019-20, along with the Notice of Annual General Meeting (AGM) scheduled to be held on Friday, September 25, 2020 at 03:00 P.M. through Video Conferencing/Other Audio Visual Means (VC/OAVM).

The Annual Report is also available on our website at the link:  
<http://www.superiorfinlease.com/investors.php>.

The aforesaid documents are being dispatched today electronically to those Members whose email IDs are registered with the Company/Depositories.

Kindly acknowledge the receipt.

Thanking You

Yours Faithfully,

For Superior Finlease Limited  
For Superior Finlease Limited

Rajneesh Kumar  
(Director)  
[DIN: 02463693]

Director

Encl: A/a

# ANNUAL REPORT

FY 2019-20

SUPERIOR FINLEASE LIMITED

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### **Board of Directors**

Mr. Anil Agarwal  
Ms. Shikha Garg  
Mr. Harish Kumar  
Mr. Rajneesh Kumar  
Mr. Ravi Kant Sharma

### **Key Personnel**

Vaibhav Vashist – Chief Financial Officer  
Mohd. Hishamuddin – Chief Executive Officer  
Shipali Gupta - Company Secretary & Compliance Officer (Resigned w.e.f 17.01.2020)  
Disha Rani- Company Secretary & Compliance Officer (Appointed w.e.f 25.06.2020)

### **Auditors**

#### **Statutory Auditors**

V.N Purohit & Co.,  
Chartered Accountants

#### **Internal Auditors**

Mr. Vikas Kumar Singh

#### **Secretarial Auditor**

M/s NRAS & Associates (Formerly known as 'M/s Nilesh Ranjan & Associates')  
Company Secretaries

#### **Bankers**

Axis Bank Ltd.  
RBL Bank Ltd.

#### **Shares Listed at**

BSE Limited  
The Metropolitan Stock Exchange of India Limited (MSE)

#### **Registrar & Share Transfer Agent**

Skyline Financial Services Private Ltd.  
D-153/A, First Floor,  
Okhla Industrial Area, Phase - I,  
New Delhi -110020.  
Phone: 011-40450193-197  
Email: info@skylinerta.com

#### **Corporate office and Registered Office**

NS-92, Khasra No-33/21, Ranaji Enclave, Najafgarh,  
Near Arjun Park Bus Stand New Delhi -110043  
Email ID: superiorfinlease@gmail.com  
Website: www.superiorfinlease.com

# NOTICE

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## Notice

Notice is hereby given that the Annual General Meeting of **SUPERIOR FINLEASE LIMITED** will be held on Friday, 25<sup>th</sup> Day of September, 2020, at **03:00 P.M.** through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following businesses:

### ORDINARY BUSINESS

#### **1. Adoption of Audited Financial Statements**

To receive, consider and adopt:

- a) the Audited Standalone Financial Statement of the Company for the Financial Year 2019-20 together with the Report of the Board of Directors and Auditors' thereon; and
- b) the Audited Consolidated Financial Statement of the Company for the Financial Year 2019-20 together with the Report of the Auditors' thereon.

### SPECIAL BUSINESS

#### **2. Appointment of M/s. R. C. AGARWAL & CO. (FRN - 003175N), Chartered Accountants, as Statutory Auditors to fill the causal vacancy for the Financial Year 2020-21**

To consider and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to section 140(2) of the Companies Act, 2013 and Rule 8 of the Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications or re-enactments thereof, for the time being in force), and other applicable Rules and Provisions of the Companies Act, 2013, if any, M/s. V. N. PUROHIT & CO., (FRN - 304040E), Chartered Accountants, be and is hereby removed by the Company as a Statutory Auditors on the basis of resignation letter received from M/s. V. N. PUROHIT & CO., (FRN - 304040E), Chartered Accountants with effect from 28/07/2020.

**RESOLVED FURTHER THAT** pursuant to section 139(8) of the Companies Act, 2013, (including any statutory modifications or re-enactments thereof, for the time being in force), and other applicable Rules and Provisions of the Companies Act, 2013, if any, and on the basis of the recommendation made by the Audit Committee, M/s. R. C. AGARWAL & CO. (FRN - 003175N), Chartered Accountants, be and is hereby appointed as Statutory Auditors of the Company with effect from 04/08/2020, subject to the approval of shareholders in the ensuing Annual General Meeting (AGM), to fill up the causal vacancy arise due to resignation given by M/s. V. N. PUROHIT & CO., (FRN - 304040E), Chartered Accountants on 28/07/2020. The tenure of appointment of M/s. R. C. AGARWAL & CO. (FRN - 003175N), Chartered Accountants, as Statutory Auditors would be from date of approval by the shareholders, until the conclusion of Next Annual General Meeting (AGM) of the Company.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to do all such acts, deeds and things as the Board may consider necessary, proper, desirable or appropriate to give effect to this resolution and sign and submit the necessary forms with the Registrar of Companies.”

**3. Re-Appointment of Ms. Shikha Garg, (DIN: 06792255) as an Independent Director for a second term of (5) five consecutive years, in terms of Section 149 of the Companies Act, 2013.**

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

“**RESOLVED THAT** pursuant to provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the ‘Act’) including the rules made there under read with Schedule IV to the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the ‘Listing Regulations’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Shikha Garg (DIN: 06792255), was appointed as an independent director of the Company for a term of five years up to 29<sup>th</sup> September 2020 and is eligible for being re-appointed as an independent director and in respect of whom a notice in writing pursuant to section 160 of the Act has been received in the prescribed manner and considering the report of her performance evaluation for the year 2019-20, be and is hereby re-appointed as an independent director of the Company for a second term of five consecutive years, commencing from 30<sup>th</sup> September 2020 up to 29<sup>th</sup> September 2025, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

**By Order of the Board  
For Superior Finlease Limited**

**Place: New Delhi  
Date: 28.08.2020**

**Sd/-  
Rajneesh Kumar  
(Executive Director)  
[DIN: 02463693]**

## NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 08, 2020, and Circular No. 17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 05, 2020 (collectively referred to as 'MCA Circulars'), has permitted the companies to hold their Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM) without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the Annual General Meeting (AGM) of the Company is being held through VC/OAVM.
2. Pursuant to the MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporate are entitled to appoint authorised representatives to attend the AGM through VC and participate thereat and cast their votes through e-voting.
3. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send to the company a certified true copy of the relevant Board resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the meeting.
4. The Members shall join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), in respect of the Special Business mentioned under Item Nos. 2 to 3 above, is annexed hereto.
7. The relevant details as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking Appointment/re-appointment as Directors, are also annexed hereto.
8. Pursuant to the provisions of section 91 of the Companies Act, 2013, the register of members and share transfer books of the Company will remain closed from Friday, September 18, 2020 to Friday, September 25, 2020 (both days inclusive) for the purpose of the Annual General Meeting.



9. The Company's Registrar and Transfer Agents for its share registry (both, physical as well as electronic) is M/s Skyline Financial Services Private Limited having its office at D-153A, 1st Floor, Okhla Industrial Area, Phase I, New Delhi-110020.
10. Members who are holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their Depository Participants (DPs) with whom they are maintaining their Demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Company/Skyline Financial Services Private Limited.
11. To support the 'Green Initiative', members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.
12. Members may also note that the Notice of the Annual General Meeting and the Annual Report for the year 2019-2020 will also be available on the Company's website <http://www.superiorfinlease.com/investors.php> and also on the website of BSE Limited at <https://www.bseindia.com/> and Metropolitan Stock Exchange of India Limited at <https://www.msei.in/> where the shares of the company are listed. Members who have any queries, may write to us at <http://www.superiorfinlease.com//>.
13. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or our Registrar & Transfer Agents.
15. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.
16. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
17. Members, who still hold share certificates in physical form, are advised to dematerialise their shareholding to avail the numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.

18. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, The Company has engaged the services of National Depository Services Limited (NDSL) to provide the e-voting facility:

The e-voting facility is available at the link:

<https://www.evoting.nsdl.com/>.

19. Person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

20. E-voting commences on September 22, 2020 at 9:00 A.M. and will end at September 24, 2020 at 5:00 P.M. and at the end of e-voting period, the facility shall forthwith be blocked.

21. The Detailed instructions on remote e-voting is made part of a separate sheet "Instructions for e-voting" attached to this Notice.

22. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.

**23. The instructions for shareholders voting electronically are as under:**

i. The voting period begins on September 22, 2020 at 9:00 A.M. and will end at September 24, 2020 at 5:00 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 17, 2020 may cast their vote electronically. The e-voting module shall be disabled by NDSL for voting thereafter.

ii. The shareholders should log on to the e-voting website <https://www.evoting.nsdl.com/>.

**Instructions for shareholders voting electronically are as under:**

- a) For CDSL: 16 digits beneficiary ID,
- b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

Details on Step 1 is mentioned below:

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer/Laptop or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the

company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 are given below:**

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of Company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csnileshrvv@gmail.com](mailto:csnileshrvv@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- 2 It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- 3 In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **Other Instructions:**

1. The e-voting period commences on September 22, 2020 at (9:00 A.M. IST) and will end at September 24, 2020 at (5:00 P.M. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on September 17, 2020 i.e. cut-off date, 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 Member, he / she shall not be allowed to change it subsequently or cast vote again.
2. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting.
3. Mr. Nilesh Ranjan, Practicing Company Secretary (Membership No. A43713), has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
4. The scrutiner shall, immediately after the conclusion of AGM thereafter unlock the votes cast through remote e-voting in the presence of at least two witnesses, who are not in the employment of the Company, and make a consolidated scrutiner's report of the total votes cast in favour or against, if any, upon

conclusion of the meeting, and submit it to the Chairman of the Company or in his absence Vice Chairman of the Company, who shall countersign the same.

5. The result declared along with the Scrutinizer's Report shall be placed on the Company's website at <http://www.superiorfinlease.com//> and on the website of NSDL <https://www.evoting.nsdl.com/> immediately.

**Process for those Shareholders whose email ids are not registered with the Depositories for procuring User ID and Password and Registration of E-Mail Ids for e-Voting for the resolutions set out in this Notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [superiorfinlease@gmail.com](mailto:superiorfinlease@gmail.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [superiorfinlease@gmail.com](mailto:superiorfinlease@gmail.com).
3. Alternatively member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

**The Instructions for Members for e-Voting on the day of the Annual General Meeting (AGM) are as under:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**Instructions for Members for Attending the Annual General Meeting (AGM) through Video Conferencing/Other Audio Visual Means (VC/OAVM) are as under:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com/> under shareholders/members login by using the

remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at [superiorfinlease@gmail.com](mailto:superiorfinlease@gmail.com).
6. Shareholders' who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [superiorfinlease@gmail.com](mailto:superiorfinlease@gmail.com) from September 22, 2020 (9:00 a.m. IST) to September 24, 2020 (5:00 p.m. IST). The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

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

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out the material facts relating to the business mentioned under Item Nos. 2-3 of the accompanying Notice.

#### **Item no. 2**

M/s. V. N. Purohit & Co., (FRN -304040E), Chartered Accountants, the Statutory Auditors of the company have expressed their unwillingness to continue as Statutory Auditors of the Company due to unavoidable circumstances and have send their resignation letter and vacated the office of Statutory Auditors of the Company with effect from 28/07/2020 therefore creating casual vacancy in the office of Auditors. The Board recommends the name of the M/s. R. C. AGARWAL & CO. (FRN - 003175N), Chartered Accountants, as

Statutory Auditor of the Company to fill up the Causal Vacancy subject to shareholder's approval.

In terms of the provisions of section 139(8) of the Companies Act, 2013, the Board can appoint Statutory Auditor to fill up the Causal Vacancy but appointment is confirmed after passing the necessary resolution at duly convened general meeting of the shareholders of the company.

Accordingly, your directors recommend and place before you the proposed resolution for your consideration.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in these Resolutions.

The Board recommends the Ordinary Resolutions set out at Item Nos. 2 of the Notice for approval by the shareholders.

### **Item No. 3**

In accordance with Section 149 of the Act, which came into effect from 1<sup>st</sup> April 2014, requires every listed company to have one-third of the total number of directors as independent directors. Accordingly, on the recommendations of Nomination and Remuneration Committee, the Board of Directors, appointed Ms. Shikha Garg as an Independent Director of the Company for a first term of five consecutive years from September 30, 2015 up to September 29, 2020. The appointment was also approved by the members at Annual General Meeting of the Company held on 30<sup>th</sup> September, 2015.

Since the first term of the Independent Directors was due for expiry, based on the recommendation of the Nomination and Remuneration Committee, considering the skills, experience, knowledge they possess and the report of performance evaluation of these independent directors for the year 2019-20, the Board, at its meeting held on 28<sup>th</sup> August 2020, recommended for the approval of the members, re-appointment of Ms. Shikha Garg for a second term of five consecutive years with effect from 30<sup>th</sup> September, 2020 up to 29<sup>th</sup> September, 2025 in terms of section 149 read with Schedule IV to the Act and the Listing Regulations including any amendment thereto or modification thereof. In accordance with section 149(10) and (11) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a Special Resolution by the Company.

The aforementioned directors fulfil the requirements of an Independent Director as laid down under section 149(6) of the Act and regulation 16 of the Listing Regulations. In respect of the appointments of the aforesaid directors, notice in writing in the prescribed manner as required by section 160 of the Act and rules made there under, has been received by the Company, regarding candidature of each of these directors for the office of the director. The aforementioned directors have accorded their consent to act as directors and have also submitted the declaration of independence, stating that they meet the criteria of independence as provided in section 149(6) of the Act and regulation 16 of Listing Regulations and are not disqualified from being appointed as a director in terms of



section 164 of the Act. The terms and conditions of appointment of Independent Director shall be open for inspection at the registered office of the Company by any member from Monday to Friday during 10.00 a.m. to 12.30 p.m., except holidays, and the same shall also be available on the Company's website. The Board is of the opinion that these directors possess requisite skills, experience and knowledge relevant to the Company's business.

Brief resume as per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of Ms. Shikha Garg, (DIN: 06792255) nature of their expertise in specific functional areas and other details, is annexed to this Notice.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in these Resolutions.

The Board recommends the Special Resolutions set out at Item Nos. 3 of the Notice for approval by the shareholders.

**By Order of the Board  
For Superior Finlease Limited**

**Place: New Delhi  
Date: 28.08.2020**

**Sd/-  
Rajneesh Kumar  
(Executive Director)  
[DIN: 02463693]**

**INFORMATION AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF DIRECTOR BEING APPOINTED/ RE-APPOINTED AT THE MEETING**

<b>Name of Director</b>	<b>Ms. Shikha Garg</b>
<b>Date of Birth</b>	04/10/1975
<b>DIN</b>	06792255
<b>Date of Appointment</b>	At ensuing AGM
<b>Expertise in specific Functional Area</b>	She possesses requisite skills, experience and knowledge relevant to the Company's business.
<b>Qualifications</b>	Graduate
<b>Terms and conditions of appointment or reappointment</b>	Re-appointment in the category of Independent Director of the Company for a term of five years subject to approval of shareholders' of the company
<b>Remuneration sought to be paid and the remuneration last drawn</b>	NIL
<b>Date of first appointment at the board</b>	30/09/2015
<b>Directorships held in listed companies</b>	NIL
<b>Chairmanship of Committees in other listed Companies</b>	NIL
<b>Number of shares held in the Company</b>	NIL
<b>Disclosure of relationships between directors inter-se</b>	N.A.

**By Order of the Board  
For Superior Finlease Limited**

Place: New Delhi  
Date: 28.08.2020

Sd/-  
**Rajneesh Kumar**  
(Executive Director)  
[DIN: 02463693]

# DIRECTOR'S REPORT

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## DIRECTOR'S REPORT

To,  
The Members of **Superior Finlease Limited**

The Directors hereby present their Annual Report together with the Audited Financial Statements for the Financial Year (FY) ended 31 March, 2020.

### BACKGROUND

The Company is a Non Deposit Accepting Non-Banking Finance Company ("NBFC"), holding a Certificate of Registration from the Reserve Bank of India ("RBI").

### STATE OF COMPANY'S AFFAIRS

With the expected positive momentum in the Indian economy, the Company is focused on growth and achieving profitability along with a renewed commitment to enhance quality and customer service and to reduce costs. Innovations, investment and positive modifications are expected in the near future, boosting the Company's revenues. Together with forward looking strategy, the Company is also focusing extensively on expanding the business and operational improvements through various strategic projects for operational excellence and cost cutting initiatives.

### FINANCIAL SUMMARY/HIGH LIGHTS/PERFORMANCE OF THE COMPANY

(Amount in Rs.)

<u>Particulars</u>	<u>Standalone/Consolidated*</u>	
	<u>Current Year</u>	<u>Previous Year</u>
	<u>31<sup>st</sup> March, 2020</u>	<u>31<sup>st</sup> March, 2019</u>
Income from operations	10,232,928	2,606,573
Other Income	-	-
Total Income	10,232,928	2,606,573
Total Expenditure	8,024,077	1,277,812
Profit/(loss) before tax	2,208,851	1,328,761
Less : Provision for taxation	-	-
(i) Current Year	(574,301)	(369,718)
(ii) Earlier Year Adjustment	-	-
(iii) Deferred Tax	(3650)	-
Profit/(loss) of the Year	1,630,900	959,043

(\* ) The Company invested in 20,00,000 Equity Shares of Indian Finance Guaranty Limited (IFGL) by way of preferential allotment on 26/03/2020 which resulted in the Company' holding 38.24% in Indian Finance Guaranty Limited (IFGL), thereby making it an Associate Company. Consequently, the Company has prepared consolidated financial results for the first time for the quarter and year ended on 31st March, 2020 without presenting the comparative periods since they are not available. Hence, the portion of Holding Company's share in the post acquisition profits of the associate Company is nil, since the post acquisition profit relates to the 5 day period from 26/03/2020 to 31/03/2020, the profit/loss of which is immaterial to the total profits.

### **REVIEW OF OPERATIONS**

The revenue from operations for the year ended 31<sup>st</sup> March, 2020 stood at Rs. 10,232,928/- as compared to Rs. 2,606,573/- for the previous year ending 31<sup>st</sup> March, 2019.

The Profit before tax for the year ended 31<sup>st</sup> March, 2020 stood at Rs. 2,208,851/- as compared to profit of Rs. 1,328,761 for the year ending 31<sup>st</sup> March, 2019. The Profit after Tax stood at Rs. 1,630,900/- for the year ending 31<sup>st</sup> March, 2020 as compared to profit of Rs. 959,043 for the previous year.

### **TRANSFER TO RESERVES**

The Company has transferred a reserve of Rs. 326,180/- as required under Section 45-IC of RBI Act, 1934 to the Statutory Reserve. Other than this, the Company is not transferring any amount to reserve out the current years surplus.

### **DIVIDEND**

In view of need to conserve the resources of the company for the future growth, your Company's Directors do not recommend any dividend to the shareholders of the Company for the Financial Year 2019-20.

### **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

In the opinion of the Board, there has been no 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.

### **CAPITAL PROJECTS**

The Company was not working on any kind of capital projects for the financial year 2019 - 20.

## **CONSERVATION OF ENERGY/TECHNOLOGY ABSORPTION/FOREIGN EXCHANGE EARNINGS AND OUTGO**

### **A. CONSERVATION OF ENERGY**

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.

### **B. TECHNOLOGY ABSORPTION**

Company did not absorb any new Technology during the financial year.

### **C. FOREIGN EXCHANGE AND OUTGO**

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

## **ENVIRONMENT AND SAFETY**

The Company conducts various promotional activities relate do Safety, Health & Environment during National safety week, Road safety week & Fire service day. Quiz & poster contest, live demonstration of fire fighting techniques, domestic & household safety for the students of neighbouring schools, employees children and people residing in surrounding community are taken up during those days.

As part of the safety performances following parameters were considered:

- Health & Safety Management systems
- Workers participation in Health & Safety
- Health & Safety Training
- Work Permit, tag out & lockout systems
- Internal & External Safety auditing, review process
- Promotion of safety & health at workplace
- Community awareness programs
- Safety of the contract workers

## **INDUSTRIAL RELATIONS**

Cordial and conducive working conditions prevailed amongst the Company employees and the contract vendors.

## **EXTRACT OF THE ANNUAL RETURN**

Pursuant to the provisions of Section 92 of the Companies Act, 2013 read with Rule 12 of The Companies (Management and Administration) Rules, 2014, the extract of the Annual Return as on 31st March, 2020 is enclosed as 'Annexure 1' to the Directors' Report.

As a green initiative, a copy of the Annual Return has been hosted on the website of the Company at <http://www.superiorfinlease.com/> and can be accessed from the link below <http://www.superiorfinlease.com/investors.php>

## **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the rules made there under and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. Accordingly, particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 in Form AOC-2 is not applicable.

## **SHARE CAPITAL**

The paid up equity share capital as on March 31, 2020 was Rs. 3,00,10,000/-. There was no public issue, rights issue, bonus issue or preferential issue etc. during the year. The Company has not issued shares with differential voting rights, sweat equity shares nor has it granted any stock options.

## **LISTING OF SECURITIES**

The 3001000 equity shares of Rs. 10/- each of the Company are listed on BSE Limited and the Metropolitan Stock Exchange of India Limited.

The Annual listing fees for the year 2019-20 have been paid to both the Stock Exchanges.

## **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Pursuant to Section 186 of the Companies Act, 2013 (the 'Act') read with Rule 11(2) of the Companies (Meetings of Board and its Powers) Rules, 2014, the loan made, guarantee given or security provided in the ordinary course of business by a Non- Banking Financial Company (NBFC) registered with Reserve Bank of India are exempt from the applicability of provisions of Section 186 of the Act. The details of Loans, Corporate Guarantees and Investments made during the year under the provisions of Section 186 of the Companies Act, 2013 are given in notes to the financial statements.

## **NOMINATION & REMUNERATION POLICY AND DISCLOSURES ON REMUNERATION**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection, appointment and remuneration of Directors, Key Managerial Personnel and employees in the Senior Management. In accordance with the provisions of Section 178 of the Act, the Board of Directors has adopted a Policy on Board Diversity and Director Attributes and the Remuneration Policy. The Policy on Board Diversity and Director Attributes has been framed to encourage diversity of thought, experience, knowledge, perspective, age and gender in the Board. The Remuneration Policy for Directors, Key Managerial Personnel and all other employees is aligned to the philosophy on the commitment of fostering a culture of leadership with trust. The Policy aims to ensure that the level and composition of the remuneration of the Directors, Key Managerial Personnel and all other employees is reasonable and sufficient to attract, retain and motivate them to successfully run the Company.

### **RISK MANAGEMENT POLICY**

Risk Management Policy identifies, communicate and manage risks across the organization. The policy also ensures that responsibilities have been appropriately delegated for risk management. Key Risk and mitigation measures are provided in the 'Management Discussion and Analysis Report' as appended to this Annual Report.

### **VIGIL MECHANISM/WHISTLE BLOWER POLICY**

The Company in accordance with the provisions of Section 177(9) of the Companies Act, 2013 and Regulation 22 of SEBI (LODR) Regulations, 2015 has established a vigil mechanism for directors and employees to report genuine concerns to the management viz. instances of unethical behaviour, actual or suspected, fraud or violation of the Company's Code of Conduct or Ethics Policy. The Company has also formulated a Whistle Blower Policy ("Policy") which provides for adequate safeguard against victimization of persons and has a provision for direct access to the Chairperson of the Audit Committee. The Company has not denied any person from having access to the Chairman of the Audit Committee.

### **CORPORATE SOCIAL RESPONSIBILITY ('CSR')**

Pursuant to provisions of Section 135 of the Companies Act, 2013 read with the rules made there under, the criteria for companying with the CSR activity does not applicable to the Company throughout the year.

### **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 27 of SEBI (LODR) Regulations, 2015.



In accordance with the provisions of Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company organizes familiarization programme for Independent Directors as and when required.

During the year the Meetings of the Independent Directors were held on 14<sup>th</sup> November, 2019 without the attendance of non-independent directors and members of the Management, inter alia, to discuss the following:

- Reviewed the performance of Non-Independent Directors and the Board as a whole;
- Reviewed the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors; and
- Assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

### **PERFORMANCE EVALUATION**

Pursuant to the provisions of the Section 134, 178 and Sch. IV of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the following performance evaluations were carried out:

- a. Performance evaluation of the Board, Chairman and non-Independent Directors by the Independent Directors;
- b. Performance evaluation of the Board, its committees and Independent Directors by the Board of Directors; and
- c. Performance evaluation of every director by the Nomination and Remuneration Committee.

### **COMPLIANCE**

The Company has complied and continues to comply with all the applicable regulations, circulars and guidelines issued by the Ministry of Corporate Affairs (MCA), Stock Exchange(s), Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI) and other statutory authority.

The Company has generally complied with all applicable provisions of the Companies Act, 1956 and the Companies Act, 2013, Listing Agreement executed with the Stock Exchanges, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules/regulations/guidelines issued from time to time.

### **RBI GUIDELINES**

As a Non Deposit taking Non-Banking Finance Company, your Company always aims to operate in compliance with applicable RBI laws and regulations and employs its best efforts towards achieving the same.

**THE DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED OR HAVE RESIGNED DURING THE PERIOD**

S. No.	Name	Designation	Date of Appointment/Cessation	Reason
1.	Mr. Rajneesh Kumar*	Executive Director	September 27, 2019	Appointment /Change in Designation
2.	Mr. Ravi Kant Sharma*	Non - Executive Independent Director	September 27, 2019	Appointment /Change in Designation
3.	Ms. Shipali Gupta	Company Secretary	January 17, 2020	Resignation

\*Mr. Rajneesh Kumar and Mr. Ravi Kant Sharma were appointed as an Additional Director initially and were regularized w.e.f. 27.09.2019 as an Executive Director and Non Executive Independent Director respectively.

**BOARD MEETINGS**

The agenda and Notice for the Meetings is prepared and circulated in advance to the Directors. During the year under review, Six Board meetings were held on 09<sup>th</sup> May, 2019, 14<sup>th</sup> August, 2019, 20<sup>th</sup> September, 2019, 14<sup>th</sup> November, 2019, 17<sup>th</sup> January, 2020, 07<sup>th</sup> February, 2020.

Details of attendance of board meetings by Directors are as follows:

Name of the Director	Nos. of meetings attended
Mr. Anil Agarwal	6
Ms. Shikha Garg	6
Mr. Harish Kumar	6
Mr. Rajneesh Kumar	6
Mr. Ravi Kant Sharma	6

The necessary quorum was present in all the meetings. The intervening gap between any two meetings was not more than one hundred and twenty days as prescribed by the Companies Act, 2013.

## **COMMITTEES OF THE BOARD**

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas related to the Company that need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered as a part of good governance practice and the Board has constituted the following Committees and each Committee has their terms of reference as a Charter. The Company has constituted the various Committees in compliance with the applicable provisions of Companies Act, 2013. The Chairman of each committee along with the other Members of the Committee and if required other Members of the Board, decide the agenda, frequency and the duration of each meeting of that Committee. Currently, the Board has at the end of the year three committees:

- I. Audit Committee
- II. Nomination And Remuneration Committee
- III. Stakeholder Relationship Committee

### **AUDIT COMMITTEE**

The Audit Committee comprises of three directors namely: Mr. Anil Agarwal, Ms. Shikha Garg and Mr. Harish Kumar.

<b>Name of the Member</b>	<b>Nos. of meetings attended</b>
Mr. Anil Agarwal	4
Ms. Shikha Garg	4
Mr. Harish Kumar	4

During the year under review Four Audit Committee Meetings were held on 09<sup>th</sup> May, 2019, 14<sup>th</sup> August, 2019, 14<sup>th</sup> November, 2019, and 07<sup>th</sup> February, 2020 and all the recommendations of the Audit Committee were accepted by the Board.

### **NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee comprises of three directors namely: Mr. Anil Agarwal, Ms. Shikha Garg and Mr. Harish Kumar.

<b>Name of the Member</b>	<b>Nos. of meetings attended</b>
Mr. Anil Agarwal	1
Ms. Shikha Garg	1
Mr. Harish Kumar	1

During the year under review, five Nomination and Remuneration Committee Meeting was held on 14<sup>th</sup> August, 2019.

### **STAKEHOLDER RELATIONSHIP COMMITTEE:**

The Stakeholder Relationship Committee comprises of three directors namely: Mr. Anil Agarwal, Ms. Shikha Garg and Mr. Harish Kumar.

Name of the Member	Nos. of meetings attended
Mr. Anil Agarwal	4
Ms. Shikha Garg	4
Mr. Harish Kumar	4

During the year under review Four Stakeholders Relationship Committee Meeting were held on 09<sup>th</sup> May, 2019, 14<sup>th</sup> August, 2019, 14<sup>th</sup> November, 2019, and 07<sup>th</sup> February, 2020.

### **FIXED DEPOSITS**

The Company has not accepted fixed deposits in the past or during the year.

### **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

There are no significant material orders passed by the courts/regulators or tribunals impacting the going concern status and company's operations in future.

### **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There have been no material changes and commitments 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 till the date of this annual report.

### **ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS**

The Company has adequate systems of internal control in place, which is commensurate with its size and the nature of its operations. The Company has designed and put in place adequate Standard Operating Procedures and Limits of Authority Manuals for conduct of its business, including adherence to Company's policies, safeguarding its assets, prevention and detection of fraud and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information.

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the

Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### **SEPARATE MEETING OF INDEPENDENT DIRECTORS**

In due compliance with the provisions of the Companies Act, 2013 read with the rules made there-under a separate meeting of independent directors was held to evaluate the performance of non-independent directors, performance of the board as a whole taking into account the views of directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the Board, its committees and individual directors was discussed.

### **CORPORATE GOVERNANCE**

As per Regulation 15 of the SEBI (Listing Regulations and Disclosure Obligations Requirements) Regulations, 2015, the provisions of Chapter IV of the said Listing Regulations, 2015, the Compliance with the corporate governance provisions as specified in Regulations 17, [17A,] 18, 19, 20, 21,22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) of sub regulation (2) of Regulation 46 and para C, D and E of Schedule V are not applicable to the following class of companies:

- The listed entity having Paid up Equity Share Capital not exceeding Rs.10 Crore and Net Worth not exceeding Rs. 25 Crore, as on the last day of the previous financial year;
- The Listed Entity which has listed its specified securities on the SME Exchange.

Since the Company is neither listed exclusively on the SME Exchange nor its paid-up share capital and net-worth exceeds the prescribed threshold limits therefore, Regulations 17 to 27 and clauses (b) to (i) of sub regulation (2) of regulation 46 are not applicable on the Company.

### **STATUTORY AUDITORS**

As per section 139 of the Companies Act, 2013 and Rules made there under, M/s. V.N. Purohit & Co., Chartered Accountants, New Delhi were appointed as Statutory Auditors of the Company for the term of five years from the Annual General Meeting (AGM) held on September 30, 2016. However, the Existing Statutory Auditors has tendered their resignation w.e.f. 28/07/2020 after completion of

Statutory Audit for the Financial Year 2019-20 before the expiry of their term and thereby creating a casual vacancy. The Audit Report as provided by the Statutory Auditors does not contain any qualification, reservation or adverse remark or disclaimer.

During the year under review, there were no frauds reported by the auditors to the Audit Committee or the Board under section 143(12) of the Companies Act, 2013.

### **COST AUDIT**

As per the Cost Audit Orders, Cost Audit is not applicable to the Company's for the FY 2019-20.

### **SECRETARIAL AUDIT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s NRAS & Associates (Formerly known as 'M/s Nilesh Ranjan & Associates'), Company Secretaries as Secretarial Auditor, to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for the financial year 2019-20 is enclosed as '**Annexure 2**' to this Directors Report.

### **SECRETARIAL AUDITORS REPORT**

The Secretarial Auditor remarks are self-explanatory and do not require any clarification from the Board. Further, the observation describes about the delay in compliance that was due to inadvertent reasons and the same shall be taken care of in the near future.

### **DISCLOSURE AS PER SECTION 22 OF THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

As per provisions of Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, your Company has constituted an Internal Complaints Committee for redressal of complaints against sexual harassment. There were no complaints/cases filed/pending with the Company during the year.

### **CORPORATE POLICY**

We seek to promote and follow the utmost level of ethical standards in our business transactions. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed companies. All the policies are available on the website of the Company viz. <http://www.superiorfinlease.com>.

The Policies are reviewed periodically by the Board and updated on the basis of need and new Compliance.

The Key Policies are as follows:

<b>Name of the Policy</b>	<b>Brief Description</b>
WHISTLE BLOWER POLICY (VIGIL MECHANISM)	This policy has been established with a view to provide a tool to Directors and Employees of the Company to report to Management genuine concerns including unethical behaviour, actual or suspected fraud or violation of the code or the policy. The Policy also provides for adequate safeguards against victimization of Director(s)/Employee(s) who avail of the mechanism and also provides for direct access to the chairman of the Audit Committee in exceptional cases.
NOMINATION & REMUNERATION POLICY	The Board has on the recommendation of Nomination and Remuneration Committee framed and adopted a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration.
POLICY FOR DETERMINING MATERIAL INFORMATION	The Objective of this policy is to outline the guidelines to be followed by the Company for consistent, transparent and timely public disclosures of material information events/information and to ensure that such information is adequately disseminated to the stock Exchange(s) where the securities of the Company are listed in pursuance with the Regulations and to provide an overall governance framework for such determination of materiality
POLICY OF PRESERVATION OF DOCUMENTS	This policy sets the Standards for classifying, managing and storing the records of the Company. The Purpose of this policy is to establish framework for effective records Management and the process for Subsequent archival of such records
TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTOR	This has prescribed the code of conduct terms and conditions of appointment of the Independent Directors, which are subject to the extant provisions of the applicable laws, including the Companies Act, 2013 ("2013 Act").
CODE OF CONDUCT FOR DIRECTORS	This Code prescribes the guidelines for the Directors to conduct themselves in the highest degree of dignity, authenticity and compliance standards.
RELATED PARTY TRANSACTION POLICY	In compliance with the Listing Regulations, the Company has the policy for transactions with Related Parties (RPT Policy). During the year, the Company has revised its Policy on dealing with Materiality of Related Party Transactions, in accordance with the amendments to the applicable provisions of the Listing Regulations. The RPT Policy is available on the Company website
RISK MANAGEMENT POLICY	The policy describes the major risks faced by business and the system based approach for risk management, with the clear objectives of identification, evaluation, monitoring and minimisation of the identified risks
POLICY ON FAMILIARIZATION OF INDEPENDENT DIRECTORS	This policy has been formulated to familiarize the independent directors with the Company, the functions of the Company and specify their roles, rights, responsibilities in the Company, nature of the industry in

	which the Company operates, business model of the Company, etc., through various Programs
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### **EMPLOYEES' STOCK OPTION SCHEME**

During the year under review, your Company has not provided any Stock Option Scheme to the employees.

### **RIGHTS ISSUE OF SHARES**

During the year under review, no Right Issue was made in the financial year 2019-20.

### **SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES**

The Company does not have any Subsidiary or Joint Venture but during the year under review, The Company invested in 20,00,000 equity shares of Indian Finance Guaranty Limited (IFGL) by way of preferential allotment on 26/03/2020 which resulted in the Company holding 38.24% in Indian Finance Guaranty Limited, thereby making it an Associate Company. A statement containing salient features of the financial statements of the Company's associates in Form AOC-1 is appended to this Report as 'Annexure-3'.

### **SECRETARIAL STANDARDS**

The Company has complied with the applicable provisions of the Secretarial Standards issued by the Institute of Companies Secretaries of India.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

To the best of our knowledge and belief and according to the information and explanation obtained by us, your Directors make the following statements in terms of provisions of Section 134 (5) of the Companies Act, 2013, and hereby confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation material departures;
- (b) the directors have 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 have 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 have prepared the annual accounts on a going concern basis;
- (e) the directors, have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

The information required under Section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- i) **The ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year:** Only Mr. Rajneesh Kumar (Executive Director of the company) was remunerating. Hence, ratio of the remuneration of Director to the median remuneration of the employees is .5:.4.
- ii) **The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:** During the previous year, the Salary of Chief Financial Officer and Chief Executive Officer is 2,40,000 P.A. which has been increased to 3,60,000 P.A. during the year under review., Subsequently, the percentage increase is 0.33%.
- iii) **The percentage increase in the median remuneration of employees in the financial year:** The comparative figures were not available of previous year as median is calculated for the first time during the year under review. Hence, percentage increase in the median remuneration of employees can't be made available.
- iv) **The number of permanent employees on the rolls of company:** 5
- v) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:** Nil
- vi) **the key parameters for any variable component of remuneration availed by the directors:** Nil
- vii) **Affirmation that the remuneration is as per the remuneration policy of the company:** It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.

**DISCLOSURE UNDER RULE 5 (2) & (3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OR MANAGERIAL PERSONNEL) RULES, 2014**

There is no directors/employees in the Company for which disclosure have to be made under the provisions of Rule 5 (2) & (3) of the Companies (Appointment and Remuneration or Managerial Personnel) Rules, 2014.

**A. Details of Top ten employees in terms of remuneration drawn**

Name & Designation	Age (in Years)	Remuneration per month	Nature of Employment	Qualification & Experience	Date of commencement of Employment	Last Employment	% of Equity Share held	Whether related to Director or Manager
Mr. Vaibhav Vashist (CFO)	38	30000/	Whole Time	MCA	15.03.2019	Indian Finance Guaranty Ltd	1.10	No
Mr. Md Hishamuddin (CEO)	36	30000/	Whole Time	B.Com	15.03.2019	Indian Finance Guaranty Ltd	0.33	No
Mr. Anil Kumar (Asst. Manager)	43 years	24000/	Whole Time	B.A.	04.01.2018	Indian Finance Guaranty Ltd	Nil	No
Mr. Gajender Singh (Asst. Manager)	52 years	21600/	Whole Time	B.A.	04.01.2018	Indian Finance Guaranty Ltd	Nil	No
Ms. Shipali Gupta* (Company Secretary)	29 Years	10000/	Whole Time	Company Secretary	27.09.2018	GST Portal	Nil	No

\* During the year under review, Ms. Shipali Gupta, Company Secretary of the Company had resigned w.e.f. 17.01.2020.

**B. Details of other employees under aforesaid Rules:**

Nil

### C. Statement showing the name of every employee of the company, who

- if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees:- **None**
- if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month:- **None**
- if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company:- **None**

### GREEN INITIATIVES

Electronic copies of the Annual Report for the FY 2019-20 and the Notice of the AGM were sent to all the members whose email addresses are registered with the Company / Depository Participants. Members whose Email addresses are not registered can send their request to company directly or may assess the Notice of the Annual General Meeting and the Annual Report for the year 2019-2020 from the Company's website <http://www.superiorfinlease.com/investors.php> and also on the website of BSE Limited at <https://www.bseindia.com/> and Metropolitan Stock Exchange of India Limited at <https://www.msei.in/> where the shares of the company are listed.

### ACKNOWLEDGEMENTS

Your directors take this opportunity to offer their sincere thanks and gratitude to:

1. The bankers of the company as well as other Financial Institutions for the financial facilities and support.
2. Business associates, vendors/contractors, shareholders, employees and esteemed clients, customers for their support and assistance.

The Board also takes this opportunity to express their sincere appreciation of the efforts, dedication, commitment and contribution put in by the employees at all levels for achieving the results and hope that they would continue their sincere and dedicated endeavours towards achieving better working results during the current year.

**By Order of the Board  
For Superior Finlease Limited**

**Place: New Delhi  
Date: 28.08.2020**

**Sd/-  
Rajneesh Kumar  
(Executive Director)  
[DIN: 02463693]**

**MGT-9**  
**Extract of Annual Return**  
**As on the financial year ended on 31.03.2020**

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

**I. CORPORATE INFORMATION**

i.	CIN	L74899DL1994PLC061995
ii.	Registration Date	06/10/1994
iii.	Name of the Company	Superior Finlease Limited
iv.	Category / Sub-Category of the Company	Public Company/ Limited By Shares
v.	Address of the Registered office and contact details	NS-92, Khasra No-33/21, Ranaji Enclave, Najafgarh, Near Arjun Park Bus Stand New Delhi - 110043
vi.	Whether listed company	Listed
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	<b>Skyline Financial Services Private Limited</b> D-153, Ist Floor Okhla Industrial Area, Phase-I, New Delhi - 110 020 Tel: 011-40450193-197 E-mail: <a href="mailto:info@skylinerta.com">info@skylinerta.com</a>

**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:-

S.No.	Name and Description of main products/ services	NIC Code (2008) 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.	64990	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

S.No.	Name of the Company	CIN/GLN	Holding/Subsidiary /Associate	% of Shares held	Applicable Section
1.	Indian Finance	U67120DL1992PLC206959	Associate	38.24%	2(6)

	Guaranty Limited (IFGL)				
--	-------------------------	--	--	--	--

#### IV.SHARE HOLDING PATTERN

##### i. Equity Share Capital Breakup as percentage of Total Equity

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	
<b>A Promoters &amp; Promoters Group</b>									
<b>1 Indian</b>									
a) Individual/HUF	0	91,910	91,910	3.06	0	91,910	91,910	3.06	0.00
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1)</b>	<b>0</b>	<b>91,910</b>	<b>91,910</b>	<b>3.06</b>	<b>0</b>	<b>91,910</b>	<b>91,910</b>	<b>3.06</b>	<b>0.00</b>
<b>2 Foreign</b>									
a) NRIs	-	-	-	-	-	-	-	-	-
b) Other	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)( 2)</b>	<b>0</b>	<b>91,910</b>	<b>91,910</b>	<b>3.06</b>	<b>0</b>	<b>91,910</b>	<b>91,910</b>	<b>3.06</b>	<b>0</b>
<b>B Public Shareholding</b>									
<b>1 Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture	-	-	-	-	-	-	-	-	-
f) Insurance	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-

	h) Foreign	-	-	-	-	-	-	-	-	-
	i) Others	-	-	-	-	-	-	-	-	-
	i-i Foreign Bank	-	-	-	-	-	-	-	-	-
	<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2</b>	<b>Non-Institutions</b>									
	<b>a) Bodies Corporate</b>									
	i) Indian	54931	0	54931	1.83	94552	-	94552	3.15	1.32
	ii) Overseas	-	-	-	-	-	-	-	-	-
	<b>b) Individuals</b>									
	i) Individual shareholders holding nominal share capital up to 2 lakh	281333	98580	379913	12.66	276222	98070	374292	12.47	(0.19)
	ii) Individual shareholders holding nominal share capital in excess of 2 lakh	1448146	766550	2214696	73.80	1428395	765560	2193955	73.11	(0.69)
	<b>c) Others</b>									
	i) Clearing Members	-	-	-	-	505	-	505	0.02	0.02
	ii) Non Resident Indians	-	-	-	-	-	-	-	-	-
	iii) Overseas Bodies Corp.	-	-	-	-	-	-	-	-	-
	iv) Trusts	0	20	20	0.00	0	20	20	0.00	0.00
	v)HUF	259490	40	259530	8.65	245726	40	245766	8.19	(0.46)
123	<b>Sub-total (B)(2)</b>									
	<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>2043900</b>	<b>865190</b>	<b>2909090</b>	<b>96.94</b>	<b>2045400</b>	<b>863690</b>	<b>2909090</b>	<b>96.94</b>	<b>0.00</b>
<b>C</b>	<b>Shares held by Custodian for GDRs &amp; ADRs</b>									
	<b>Grand Total (A+B+C)</b>	<b>2043900</b>	<b>957100</b>	<b>3001000</b>	<b>100</b>	<b>2045400</b>	<b>955600</b>	<b>3001000</b>	<b>100</b>	<b>0.00</b>

ii. Shareholding of Promoters

	Shareholding at the beginning of the year	Shareholding at the end of the year	% change
--	---	-------------------------------------	----------

S. No	Shareholder's Name	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	in share holding during the year
1.	Anil Kumar Laroiya	10	0.0003	Nil	10	0.0003	Nil	Nil
2.	Parag Mittal	91,900	3.06	Nil	91,900	3.06	Nil	Nil
<b>TOTAL</b>		<b>91,910</b>	<b>3.06</b>	<b>Nil</b>	<b>91,910</b>	<b>3.06</b>	<b>Nil</b>	<b>Nil</b>

**iii. Change in Promoters' Shareholding (please specify, if there is no change)**

During the year under review, there has been 'No Change in Promoters' Shareholding'.

**iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)**

S.No.	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Seema Sharma	291204	9.70	291204	9.70
2.	Ajay Kumar Singh	177081	5.90	169931	5.66
3.	Sanjay Kumar Pathak	154608	5.15	155203	5.17
4.	Kaushliya Devi	137818	4.59	137818	4.59
5.	Ramanlal Agrawal HUF	129100	4.30	129100	4.30
6.	Anita Karki	120274	4.01	125689	4.19
7.	Vikas Bansal HUF	117390	3.91	107390	3.58
8.	Ahmed Zaheer	103976	3.46	106103	3.54
9.	Rohit Sharma	101160	3.37	103916	3.46
10.	Romika	65313	2.18	100025	3.33

**v. Shareholding of Directors and Key Managerial Personnel**

S. No.	Shareholder's Name	Shareholding at the beginning of the year	Shareholding at the end of the year
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		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Rajneesh Kumar	230226	7.67	230226	7.67
2.	Vaibhav Vashist	32900	1.10	32900	1.10
3.	Md. Hishamuddin	9950	0.33	9950	0.33

#### vi. INDEBTEDNESS

(Amount in Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>	-	-	-	-
i) Principal Amount	-	72,115,987	-	72,115,987
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total(i+ii+iii)</b>	-	72,115,987	-	72,115,987
<b>Change in Indebtedness during the financial year</b>	-	-	-	-
Addition	-	206,832,117	-	206,832,117
Reduction	-	-	-	-
<b>Net Change</b>	-	206,832,117	-	206,832,117
<b>Indebtedness at the end of the financial year</b>	-	278,948,104	-	278,948,104
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	278,948,104	-	278,948,104

#### vii. Remuneration of Directors and Key Managerial Personnel

##### A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(Amount in Rs.)

S. No.	Particulars of Remuneration	Mr. Rajneesh Kumar
	<b>Designation</b>	<b>Executive Director</b>
1.	Gross salary	4,00,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-
	(c) Profits in lieu of salary under section	-



	17(3)Income- taxAct,1961	
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission - as % of profit - others, specify...	-
5.	Others, please specify(Retirement Benefits)	-
6.	Total(A)	4,00,000
7.	Overall Ceiling as per the Act	5% of the Net profit of the Company

### B. Remuneration to other Directors

(Amount in Rs.)

Sr. No	Particulars of Remuneration	Name of Directors				Total Amount
		Anil Agarwal	Ravi Kant Sharma	Harish Kumar	Shikha Garg	
1.	Independent Directors					
	Fee for attending board committee meetings	Nil	1,00,000	Nil	Nil	1,00,000
	Commission	Nil	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Advance - 50,000	Nil	Nil	50,000
	Total (1)	Nil	1,50,000	Nil	Nil	1,50,000
2.	Other Non-Executive Directors	-	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	Nil	1,50,000	Nil	Nil	1,50,000
	Total Managerial Remuneration	<b>1,50,000</b>				
	Overall Ceiling as per the Act	1,00,000/- P.A.				

### C. Remuneration to Key Managerial Personnel Other than MD /Manager /WTD

(Amount in Rs.)

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		Company Secretary	CEO	CFO	Total
		Shipali* Gupta	Md. Hishamuddin	Vaibhav Vashisht	
1.	Gross salary (a)Salary as per provisions contained in section17(1)of the Income-tax Act,1961	80,000	2,77,978	3,11,000	6,68,978
	(b)Value of perquisites u/s17(2)Income- tax Act,1961				
	(c)Profits in lieu of salary under section17(3)Income-tax Act,1961				
2.	Stock Option	-			
3.	Sweat Equity	-			
4.	Commission - as% of profit - others, specify...	-			
5.	Others, please specify(Retirement Benefits)	-			
6.	Total	80,000	2,77,978	3,11,000	6,68,978

\* During the year under review, Ms. Shipali Gupta, Company Secretary of the Company had resigned w.e.f. 17.01.2020.

#### viii. Penalties/Punishment/Compounding Of Offences

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)
<b>A. Company</b>					
Penalty	None				
Punishment					
Compounding					
<b>B. Directors</b>					
Penalty	None				
Punishment					
Compounding					
<b>C. Other Officers in Default</b>					

Penalty	None
Punishment	
Compounding	

**By Order of the Board  
For Superior Finlease Limited**

**Place: New Delhi  
Date: 28.08.2020**

**Sd/-  
Rajneesh Kumar  
(Executive Director)  
[DIN: 02463693]**

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2020  
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the  
Companies (Appointment and Remuneration Personnel) Rules, 2014]

CIN	L74899DL1994PLC061995
AUTHORISED CAPITAL	Rs. 35000000/-
PAID UP CAPITAL	Rs. 30010000/-

To,  
The Members,  
**Superior Finlease Limited**  
NS-92, Khasra No-33/21, Ranaji Enclave, Najafgarh,  
Near Arjun Park Bus Stand New Delhi - 110043

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 referred to as the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's 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 **March 31, 2020** ("Audit Period"), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent and in the manner reported hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2020** according to the provisions of -

- i. The Companies Act, 2013 ("the Act") and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made under that Act;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed under that Act;
- iv. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made under that Act to the extent applicable to Overseas Direct Investment (ODI) **(Not Applicable as there was no reportable event during the period under review);**
- v. 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, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;- **(Not Applicable as there was no reportable event during the period under review);**
- (d) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014;- **(Not Applicable as there was no reportable event during the period under review);**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **(Not Applicable as there was no reportable event during the period under review);**
- (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; **(Not Applicable as there was no reportable event during the period under review);**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998- **(Not Applicable as there was no reportable event during the period under review);**

vi. Reserve Bank of India Act, 1934;

vii. Non-Banking Financial (Non-Deposit Accepting or Holding); Companies Prudential Norms (Reserve Bank) Directions, 2015;

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

- i. Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India;
- ii. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing agreements entered into by the Company with BSE Limited and the Metropolitan Stock Exchange of India Limited.

**We further report that:**

The Board of Directors of the Company is duly constituted with the proper balance of Executive Directors, Non - Executive Directors and Independent Directors. 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.

All decisions at Board Meetings and Committee Meetings thereof carried out with requisite majority.

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.

**For NRAS and Associates  
Company Secretaries**

**Sd/-**

**Nilesh Ranjan**

**Proprietor**

**M. No.: A43713**

**C.P. No.: 16086**

**Date:** 28<sup>th</sup> August, 2020

**Place:** New Delhi

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

## ANNEXURE TO SECRETARIAL AUDIT REPORT

To,  
The Members,  
**Superior Finlease Limited**  
NS-92, Khasra No-33/21, Ranaji Enclave,  
Najafgarh, Near Arjun Park Bus Stand,  
New Delhi - 110043

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

1. 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.
2. 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.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. 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 NRAS and Associates**  
**Company Secretaries**

Sd/-  
**Nilesh Ranjan**  
**Proprietor**  
**M. No.: A43713**  
**C.P. No.: 16086**

**Date:** 28<sup>th</sup> August, 2020  
**Place:** New Delhi

## Form AOC - 1

Statement containing salient features of the financial statement of Associate Companies  
[Pursuant to first proviso to sub-section (3) of section 129 read with Rule 5 of Companies  
(Accounts) Rules, 2014]

Part "A": Subsidiaries : N/A

During the year under review, the company has not any subsidiary companies.

Part "B": Associates & Joint Venture

S.No.	Particulars	Associate Company: Indian Finance Guaranty Limited (IFGL)
1.	Latest audited Balance Sheet Date	31.03.2020
2.	Date on which the Associate was associated or acquired	26.03.2020
3.	Shares of Associate/Joint Ventures held by the company on the year end	
a.	In No.	20,00,000
b.	Amount of Investment in Associates/Joint Venture	2,00,00,000
c.	Extent of Holding (In%)	38.24%
4.	Description of how there is significant influence	Shareholding
5.	Reason why the associate/joint venture is not consolidated	N.A
6.	Networth attributable to Shareholding as per latest audited Balance Sheet	3,03,41,323
7.	Profit / Loss for the year	
a.	Considered in Consolidation	16,30,900
b.	Not Considered in Consolidation	0
c.	Reporting Currency	INR
d.	Country	India

By Order of the Board  
For Superior Finlease Limited

Place: New Delhi  
Date: 28.08.2020

Sd/-  
Rajneesh Kumar  
(Executive Director)  
[DIN: 02463693]



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# **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

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## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Board of Directors is pleased to present the business analysis and outlook of Superior Finlease Limited based on the current government policies and market conditions. The company business is to finance the industrial enterprises or other persons by way of lending and advancing money.

### INDUSTRY OVERVIEW

NBFCs have been playing a complementary role to the other financial institutions including banks in meeting the funding needs of the economy. They help fill the gaps in the availability of financial services that otherwise occur in the unbanked & the underserved areas.

The NBFC segment has witnessed considerable growth in the last few years and is now being recognized as complementary to the banking sector due to implementation of innovative marketing strategies, introduction of tailor made products, customer-oriented services, attractive rates of return on deposits and simplified procedures, etc.

NBFCs have been at the forefront of catering to the financial needs and creating livelihood sources of the so-called non bankable masses in the rural and semi-urban areas. Through strong linkage at the grassroots level, they have created a medium of reach and communication and are very effectively serving this segment. Thus, NBFCs have all the key characteristics to enable the government and regulator to achieve the mission of financial inclusion in the given time.

### OUR INDUSTRY SEGMENT

The Non-Banking Financial Companies (NBFC) Sector is still struggling for its growth in India. The NBFC Sector is doing much better all over the world as compared to Asian Countries as the general perception about NBFC in the mind of public is still hazy.

**Superior Finlease Limited** is an NBFC and is engaged mainly in the business of providing loans and advances to various Corporate. The main objective of the Company is to finance Industrial Enterprises by way of making loans and advances to industrial enterprises in India and to carry out all such activities as may be ancillary to the achievement of main objectives of the Company. The industry structure relevant to the Company's operations is mainly concerned with the capital market. 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.

Your Company's performance for the year 2019 - 20 has to be viewed in the context of aforesaid economic and market environment.

## **BUSINESS**

The Company is engaged in the business of providing loans and advances. The Company is registered as Non-deposit taking Non-Banking Finance Company with the Reserve Bank of India. Since the asset size of the company is not more than Rs. 500 crores and hence is presently categorized as Non-Systemically Important Non Deposit taking NBFC.

## **OPPORTUNITIES AND THREATS**

Over the years, your Company has achieved an appropriate balance between risk and returns by setting up an efficient risk mitigation system to meet various forms of financial and other risks. The primary risks that the company is exposed to credit risk, market risk and operational risk. Deriving from the long years of experience in NBFC sector your Company's credit policy framework is designed to provide the right balance between business growth and portfolio quality.

## **OUTLOOK AND FUTURE PROSPECTS**

Competition continues to be intense, as the Indian and foreign banks have entered the retail lending business in a big way, thereby exerting pressure on margins. The erstwhile providers of funds have now become competitors. NBFCs can sustain in this competitive environment only through optimization of funding costs, identification of potential business areas, widening geographical reach, and use of technology, cost efficiencies, strict credit monitoring and raising the level of customer service.

## **RISKS & CONCERNS**

In today's complex business environment, almost every business decision requires executives and managers to balance risk and reward. Effective risk management is therefore critical to an organization's success. Globalization, with increasing integration of markets, newer and more complex products & transactions and an increasingly stringent regulatory framework has exposed organizations to newer risks. As a result, today's operating environment demands a rigorous and integrated approach to risk management. Timely and effective risk management is of prime importance to our continued success. Increased competition and market volatility has enhanced the importance of risk management. The sustainability of the business is derived from the following:

- Identification of the diverse risks faced by the company;
- The evolution of appropriate systems and processes to measure and monitor them;
- Risk management through appropriate mitigation strategies within the policy framework;
- Monitoring the progress of the implementation of such strategies and subjecting them to periodical audit and review;
- Reporting these risk mitigation results to the appropriate managerial levels.

## **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has adequate systems of internal control in place, which is commensurate with its size and the nature of its operations. These are designed to provide reasonable assurance with respect to maintaining reliable financial and operational information, complying with applicable statutes, executing transactions with proper authorisation coupled with ensuring compliance of corporate policies through documented Standard Operating Procedure (SOP) and Limits of Financial Authority Manual (LOAM). These documents are reviewed and updated on an ongoing basis to improve the internal control systems and operational efficiency. The company uses a system to record data for accounting and managing information with adequate security procedure and controls.

The Company, through its own internal audit department supported by an external audit firm, carried out periodic audits based on the plan approved by the audit committee and brought out any deviations to internal control procedures. The observations arising out of audit are periodically reviewed and compliance ensured. The summary of the internal audit observations and status of implementation are submitted to the audit committee. The status of implementation of the recommendations is reviewed by the audit committee on a regular basis.

## **ENTERPRISE RISK MANAGEMENT (ERM)**

Company's ERM framework encompasses practices relating to identification, assessment, monitoring and mitigation of strategic, operational, financial and compliance related risks. The coverage includes both internal and external factors. The risks identified are prioritised based on their potential impact and likelihood of occurrence. Risk register and internal audit findings also provide input for risk identification and assessment. The prioritised risks along with the mitigation plan are discussed with the Board Committees on periodic basis.

The Company has, during the year internally conducted the Risk Assessment exercise for reviewing the existing processes of identifying, assessing and prioritizing risks. Mitigation plans have been defined for the prioritised risks and are being reviewed for adherence periodically.

## **SEGMENT-WISE PERFORMANCE**

The Company is engaged in a single segment.

## **MATERIAL DEVELOPMENT IN HUMAN RESOURCES**

People remain the most valuable asset of your Company. Your Company is professionally managed with senior management personnel having rich experience and long tenure with the Company. Your Company follows a policy of building strong teams of talented professionals. Your Company encourages, appreciates and facilitates long term careers. Your

Company continues to build on its capabilities in getting the right talent to support different products and geographies and is taking effective steps to retain the talent. The Company continues to focus on training programs for skill development, compliance and improved customer experience.

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

The financial performance of the Company during the year under reference was reasonably good. For detailed information, please refer to Directors' Report, which forms part of this Annual Report.

### **CAUTIONARY STATEMENT**

There are certain statements in this report which the Company believes are forward looking. The forward looking statements stated in this report could significantly differ from the actual results due to certain risks and uncertainties, including but not limited to economic developments, Government actions, etc.

**By Order of the Board  
For Superior Finlease Limited**

**Place: New Delhi  
Date: 28.08.2020**

**Sd/-  
Rajneesh Kumar  
(Executive Director)  
[DIN: 02463693]**

# **FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020**

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## STANDALONE FINANCIAL STATEMENTS

### Standalone Independent Auditor's Report

To  
The members of  
**SUPERIOR FINLEASE LIMITED**

#### **Report on the Audit of Standalone Financial Statements**

#### **Opinion**

We have audited the accompanying standalone financial statements of **SUPERIOR FINLEASE LIMITED** ("the Company"), which comprise the balance sheet as at 31<sup>st</sup> March 2020, the statement of profit and loss and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31<sup>st</sup> March, 2020, and the **net profit**(including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Statements' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidences we have obtained are sufficient and appropriate to provide a basis for our opinion.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described hereunder to be key audit matters to be communicated in our report.

S.No.	Key audit matters	Auditor's response
1.	<b><u>Loans and advances:</u></b> - In current year, Indian Accounting	Our audit procedure inter- alia includes the following: -

	<p>Standards under Division III of Schedule III of the Companies Act, 2013 have become applicable upon the Company with transition effect from 1<sup>st</sup> April 2018.</p> <p>Due to this, all the loans whether given or obtained, are to be disclosed at Amortised Cost using Effective Interest Method prescribed under Ind AS 109 on 'Financial Instruments'.</p> <p>We focused on the conditions of disbursement and appropriateness of sanctioning process of the loan granted by the Company.</p>	<ol style="list-style-type: none"> <li>1. We evaluated the control environment including authorization, sanctioning and disbursement of significant loans advanced during the year.</li> <li>2. We have obtained external confirmations from third parties in respect of transactions and closing balance for significant loans advanced by the company.</li> <li>3. We tested all material entries recorded in connection with the loan advance and interest thereon to determine whether the accounting was appropriate.</li> </ol>
2.	<p><b><u>Compliance of RBI directions and circulars:</u></b></p> <p>The recent RBI regulations increased the responsibility of auditors of NBFCs.</p> <p>As Company is an NBFC, it is responsibility of Company to duly follow the directions and circulars.</p> <p>We focused on the requisite compliance and disclosure as per the requirements in the norms.</p>	<p>Our audit procedure inter- alia includes the following: -</p> <p>We have reviewed the conditions for prudential norms prescribed by the RBI including: -</p> <ol style="list-style-type: none"> <li>a) Provision on standard assets.</li> <li>b) Transfer of 20% profit to reserve maintain under section 45-IC of the RBI Act.</li> <li>c) Holding of at least 50% of the financial assets and 50% of the financial income respectively.</li> <li>d) Maintaining minimum Net Owned Fund of Rs. 200 Lakhs.</li> </ol>

**Information other than the Standalone Financial Statements and Auditor's Report thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and the auditor's report thereon.

Our opinion on the standalone financial statement does not cover the other information and we do not express any form of assurance conclusion thereon.



In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the AS and the other accounting principles generally accepted in India. 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 are operating effectively for insuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain a reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise due to fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with the SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- (i) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to

those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.

- (ii) Obtain an understanding of the internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- (iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- (iv) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained upto the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- (v) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statement, individually or in aggregate, makes it probable that the economic decision of reasonable knowledgeable user of the financial statement may be influenced.

We consider quantitative materiality and qualitative factors in (i) Planning the scope of our audit work and in evaluating the results of our work; and, (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonable be thought to bear on our independence, and where applicable, relevant safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, or when in extremely rare circumstances, we determine that a matter should not be

communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Other Matters**

We draw your attention to Note 25 of the standalone financial statement which explains the uncertainties and management's assessment of the financial impact due to the lockdown/restrictions related to COVID-19 pandemic imposed by the Government for which definitive assessment of the impact is dependent upon the future economic conditions. Our opinion is not modified in respect of this matter.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order'), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.
2. The Company is a Non-Banking Financial Company not accepting public deposits and holding certificate of Registration No. 14.00199 dated 04/03/1998 from Reserve Bank of India has been issued to the Company.
  - a) The Board of Directors has passed resolution for the non-acceptance of any public deposits.
  - b) The Company has not accepted any public deposits during the relevant year.
  - c) The Company has complied with the prudential norms relating to income recognition, accounting standards, assets classification and previously for bad and doubtful debts as applicable to it.
3. 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, Statement of Changes in Equity 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;
  - e. On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure B**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g. 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 has disclosed the impact, if any of pending litigations on its financial position, in its standalone financial statements (Refer to note no. 24 of the standalone financial statements).
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. The Company is not required to transfer any amount to the Investor Education and Protection Fund.

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

Sd/-  
**O.P. Pareek**  
Partner  
Membership No. 014238  
**UDIN: - 20014238AAAACC7513**  
New Delhi, the 25<sup>th</sup> day of June, 2020

**ANNEXURE- A TO THE AUDITOR'S REPORT**

The Annexure referred to in Paragraph 1 under the heading of "Report on other Legal and Regulatory Requirements" of our report of even date to the members of **SUPERIOR FINLEASE LIMITED** for the year ended on 31<sup>st</sup> March 2020.

- (i) (a) As per information and explanation given to us, the company is maintaining proper records showing full disclosures of fixed assets.  
  
(b) As per information and explanation given to us, physical verification of fixed assets has been conducted once in a year by the management and no material discrepancies were noticed during the course of verification.  
  
(c) According to information and explanation given to us, the company does not hold any immovable property during the year dealt with by this report;
- (ii) As per information and explanation given to us, the Company did not hold inventory at any time during the period under audit and therefore the provisions of this sub-clause are not applicable to the Company;
- (iii) According to information and explanation given to us, the Company has granted unsecured loans to parties covered in register maintained under section 189 of the Companies Act, 2013 and;
  - (a) According to the information and explanations given to us, unsecured loan has been granted to an associate Company for carrying on its business objects. The terms and conditions of the grant of such loans are not prima facie prejudicial to the company's interest;
  - (b) According to the information and explanation given to us, the unsecured loan is repayable on demand and no schedule of repayment has been stipulated and thus there arises no question of regularity in repayment;
  - (c) According to the information and explanation given to us, no amount is overdue in respect of unsecured loan so granted as per stipulation.
- (iv) According to information and explanations given to us, the Company has complied with the provisions of section 185 and section 186 of the Companies Act, 2013 to the extent applicable in respect of loans, advances, guarantees and securities so given;
- (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 thereunder are not applicable to the Company;
- (vi) According to information and explanations given to us, the Company is not liable to maintain cost records as prescribed under section 148(1) of the Companies Act, 2013;
- (vii) (a) According to information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including income-tax and any other applicable statutory dues to the appropriate authorities and there are no outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable;

(b) According to information and explanation given to us, there are no outstanding statutory dues on the part of the Company which is not deposited on account of dispute.

- (viii) According to information and explanations given to us, the company has not defaulted in repayment of loans and borrowings from any financial institution, bank, government or dues to debenture holders;
- (ix) According to information and explanations given to us, the Company has not raised money by way of initial public offer or further public offer. The Company has not taken any term loans from any bank or financial institution;
- (x) According to information and explanations given to us, there is no noticed or unreported fraud on or by the Company during the year under audit;
- (xi) *According to information and explanations given to us, the Company has paid managerial remuneration in excess of the applicable provisions of the Companies Act, 2013 by Rs. 1,00,000. As per explanation offered by the management such amount has been asked for refund to the extent applicable and the process is expected to be completed by the upcoming annual general meeting.*
- (xii) As per information, the Company is not a Nidhi Company, hence provisions of sub-clause (xii) of the Paragraph 3 of the Order are not applicable;
- (xiii) According to information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 wherever applicable and the details have been disclosed in the financial statements etc., as required by the applicable accounting standards;
- (xiv) According to information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year;
- (xv) According to information and explanations given to us, the Company has not entered into non- cash transactions with directors or persons connected with him;
- (xvi) According to information and explanations given to us, the Company is a Non- Banking Financial Company and registered under Section 45-IA of the Reserve Bank of India Act, 1934.

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

**UDIN: - 20014238AAAACC7513**

New Delhi, the 25<sup>th</sup> day of June, 2020

## ANNEXURE- B TO THE AUDITOR'S REPORT

### **Report on the Internal Financial Controls under Clause (i) of Sub- section (3) of Section 143 of the Companies Act, 2013**

We have audited the internal financial controls over financial reporting of **SUPERIOR FINLEASE LIMITED** as on 31<sup>st</sup> March 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for the Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of fraud and errors, the accuracy and completeness of accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the Guidance Note) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013 to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material aspects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidences we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that: -

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and the receipt and expenditures of the Company are being only in accordance with authorizations of management and directors of the Company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and could not be detected. Also, projections of any evaluation of the internal financial control over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material aspects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2020, based on "the internal financial controls over financial reporting criteria considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India".

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

Sd/-  
**O.P. Pareek**  
Partner  
Membership No. 014238  
**UDIN: - 20014238AAAACC7513**  
New Delhi, the 25<sup>th</sup> day of June, 2020



**SUPERIOR FINLEASE LIMITED**

CIN: L74899DL1994PLC061995

STANDALONE BALANCE SHEET AS AT 31ST MARCH 2020

	Notes	As at 31st March 2020 (Rs. in '000')	As at 31st March 2019 (Rs. in '000')	As at 1st April 2018 (Rs. in '000')
<b>ASSETS</b>				
<b>Financial assets</b>				
Cash and cash equivalents	3	18,742.40	2,927.82	859.51
Receivables	4			
- Other receivables		4,154.59	-	-
Loans	5	2,64,551.15	91,429.66	32,295.75
Investments	6	25,209.00	7,873.07	6,403.00
<b>Non-financial assets</b>				
Current tax assets (net)		343.26	200.35	96.81
Property, plant & equipment	7	183.32	-	-
Other intangible assets	7	106.98	-	-
Other non financial assets	8	192.37	68.98	96.00
<b>Total Assets</b>		<b>3,13,483.07</b>	<b>1,02,499.88</b>	<b>39,751.07</b>
<b>LIABILITIES AND EQUITY</b>				
<b>Financial liabilities</b>				
Payables	9			
Trade Payables				
(i) total outstanding dues of micro enterprises and small enterprises		19.20	3.00	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		472.76	33.89	-
Borrowings (other than debt securities)	10	2,78,948.10	72,115.99	10,009.22
Other financial liabilities	11	2,970.67	1,229.21	1,325.89
<b>Non-financial liabilities</b>				
Provisions	12	661.38	228.58	80.74
Deferred tax liabilities (net)	13	3.65	-	-
Other non financial liabilities	14	65.99	6.50	3.20
<b>EQUITY</b>				
Equity share capital	15	30,010.00	30,010.00	30,010.00
Other equity	16	331.32	(1,127.29)	(1,677.98)
<b>Total Liabilities and Equity</b>		<b>3,13,483.07</b>	<b>1,02,499.88</b>	<b>39,751.07</b>

Notes to the standalone Ind AS financial statements 1-33

The accompanying notes form an integral part of the standalone Ind AS 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  
UDIN: - 20014238AAAACC7513

Rajneesh Kumar      Vaibhav Vashist  
Director                      CFO  
DIN: 02463693          PAN: ALDPV3126C

New Delhi, the 25th day of June, 2020

Mohd. Hishamuddin  
CEO  
PAN : ACTPH4397N

**SUPERIOR FINLEASE LIMITED**

CIN: L74899DL1994PLC061995

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH 2020

	Notes	For the year ended on 31st March 2020 (Rs. in '000')	For the year ended on 31st March 2019 (Rs. in '000')
<b>REVENUE</b>			
Revenue from operations	17	10,232.93	2,606.57
<b>Total Revenue (I)</b>		<b>10,232.93</b>	<b>2,606.57</b>
<b>EXPENSES</b>			
Finance costs	18	409.41	-
Employee benefit expenses	19	2,679.01	372.17
Depreciation & amortisation expense	7	12.95	-
Other expenses	20	4,922.73	905.63
<b>Total (II)</b>		<b>8,024.09</b>	<b>1,277.80</b>
<b>Profit/ (loss) before exceptional items and tax (I-II)</b>		<b>2,208.84</b>	<b>1,328.77</b>
Exceptional items		-	-
<b>Profit/ (loss) before tax</b>		<b>2,208.84</b>	<b>1,328.77</b>
Tax Expense			
Current tax		(574.30)	(369.72)
Deferred tax		(3.65)	-
<b>Profit/ (loss) after tax (III)</b>		<b>1,630.89</b>	<b>959.05</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
(i) Items that will not be reclassified to profit or loss			
- Equity instrument through other comprehensive income- gain/ (loss)		(746.50)	(352.05)
(ii) Income tax relating to items that will not be reclassified to profit or loss		194.09	91.53
(iii) Items that will be reclassified to profit or loss		1,098.55	-
(iv) Income tax relating to items that will be reclassified to profit or loss		(285.62)	-
<b>Total Other Comprehensive Income (IV)</b>		<b>260.52</b>	<b>(260.52)</b>
<b>Total Comprehensive Income (III+IV)</b>		<b>1,891.41</b>	<b>698.53</b>
<b>Earning per equity share (EPS)</b>			
[nominal value of share Rs. 10]			
Basic (in Rupees)		0.54	0.32
Diluted (in Rupees)		0.54	0.32

The accompanying notes are an integral part of the standalone Ind AS 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  
UDIN: - 20014238AAAACC7513

**Rajneesh Kumar**  
Director  
DIN: 02463693

**Vaibhav Vashist**  
CFO  
PAN: ALDPV3126C

New Delhi, the 25th day of June, 2020

**Mohd. Hishamuddin**  
CEO  
PAN : ACTPH4397N

**SUPERIOR FINLEASE LIMITED**

CIN: L74899DL1994PLC061995

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH 2020

Notes	For the year ended on 31st March 2020 (Rs. in '000')	For the year ended on 31st March 2019 (Rs. in '000')
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net profit/ (loss) before tax and after extra- ordinary items	2,208.85	1,328.76
<b>Adjustments for items: -</b>		
Interest income	(10,140.53)	(2,606.57)
Finance cost	409.41	-
Depreciation & amortisation expense	12.95	-
Investments written off	640.00	-
Loss on sale of investments	1,419.12	22.64
Operating profits before working capital changes	(5,450.20)	(1,255.17)
<b>Working capital adjustments: -</b>		
(Increase)/ decrease in other receivables	(4,154.59)	-
(Increase)/ decrease in loans	(1,73,121.49)	(59,133.92)
(Increase)/ decrease in other non financial assets	(123.39)	27.02
Increase/ (decrease) in other payables	455.07	36.89
Increase/ (decrease) in other financial liabilities	1,741.46	(96.67)
Increase/ (decrease) in other non financial liabilities	59.49	3.30
Cash generated from operations	(1,80,593.65)	(60,418.55)
Direct taxes paid	(808.74)	(381.73)
<b>Net cash flow from operating activities (A)</b>	<b>(1,81,402.39)</b>	<b>(60,800.28)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale/ (Purchase) of property, plant & equipment	(303.25)	-
Sale/ (Purchase) of investments	(19,043.01)	(1,844.75)
Interest income	10,140.53	2,606.57
<b>Net cash flow from investing activities (B)</b>	<b>(9,205.73)</b>	<b>761.82</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Interest paid	(409.41)	-
Net proceeds from borrowings	2,06,832.12	62,106.77
<b>Net cash flow from financing activities (C)</b>	<b>2,06,422.71</b>	<b>62,106.77</b>
<b>Net cash flow during the year (A + B + C)</b>	<b>15,814.58</b>	<b>2,068.31</b>
Add: Opening cash and cash equivalents	2,927.81	859.51
<b>Closing cash and cash equivalents</b>	<b>18,742.40</b>	<b>2,927.82</b>
<b>Components of cash and cash equivalents</b>		
Cash on hand	12.09	812.09
Balances with banks in current accounts	18,730.31	2,115.73
<b>Total cash and cash equivalents (Note 3)</b>	<b>18,742.40</b>	<b>2,927.82</b>

The accompanying notes are an integral part of the standalone Ind AS 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

UDIN: - 20014238AAAACC7513

**Rajneesh Kumar**

Director

DIN: 02463693

**Vaibhav Vashist**

CFO

PAN: ALDPV3126C

New Delhi, the 25th day of June, 2020

**Mohd. Hishamuddin**

CEO

PAN : ACTPH4397N

**SUPERIOR FINLEASE LIMITED**

CIN: L74899DL1994PLC061995

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED ON 31ST MARCH 2020

**A. Equity Share Capital***(Rs. in '000')*

Balance as at 1st April 2018	Changes in equity share capital during the year	Balance as at 31st March 2019
30,010	-	30,010
Balance as at 1st April 2019	Changes in equity share capital during the year	Balance as at 31st March 2020
30,010	-	30,010

**B. Other Equity***(Rs. in '000')*

Particulars	Reserve & Surplus		Equity Instruments through other comprehensive income	Total
	Special Reserve (u/s 45IC of the RBI Act, 1934)	Retained Earnings		
<b>Balance as at 1st April 2018</b>	<b>354.58</b>	<b>(2,032.56)</b>	<b>-</b>	<b>(1,677.98)</b>
Profit for the year	-	959.05	-	959.05
<b>Other comprehensive income (net)</b>				
Re-measurement of investments through FVTOCI	-	-	(260.52)	(260.52)
Total Comprehensive Income	-	959.05	(260.52)	698.53
Transfer to Special Reserve	191.81	(191.81)	-	-
Transfer to contingent provision against standard assets	-	(147.84)	-	(148)
<b>Balance as at 31st March 2019</b>	<b>546.39</b>	<b>(1,413.16)</b>	<b>(260.52)</b>	<b>(1,127.29)</b>
<b>Balance as at 1st April 2019</b>	<b>546.39</b>	<b>(1,413.16)</b>	<b>(260.52)</b>	<b>(1,127.29)</b>
Profit for the year	-	1,630.89	-	1,630.89
<b>Other comprehensive income (net)</b>				
Re-measurement of investments through FVTOCI	-	-	260.52	260.52
Total Comprehensive Income	-	1,630.90	260.52	1,891.41
Transfer to Special Reserve	326.18	(326.18)	-	-
Transfer to contingent provision against standard assets	-	(432.80)	-	(432.80)
<b>Balance as at 31st March 2020</b>	<b>872.57</b>	<b>(541.24)</b>	<b>-</b>	<b>331.32</b>

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  
UDIN: - 20014238AAAACC7513  
New Delhi, the 25th day of June, 2020

Rajneesh Kumar  
Director  
DIN: 02463693

Vaibhav Vashist  
CFO  
PAN: ALDPV3126C

Mohd. Hishamuddin  
CEO  
PAN : ACTPH4397N

**SUPERIOR FINLEASE LIMITED**

CIN: L74899DL1994PLC061995

NOTES TO THE STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2020

<b>3. Cash and cash equivalents</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>
	<b>31st March 2020</b>	<b>31st March 2019</b>	<b>1st April 2018</b>
	<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>
Cash on hand	12.09	812.09	832.92
Balances with banks in current accounts	18,730.31	2,115.73	26.58
	<b>18,742.40</b>	<b>2,927.82</b>	<b>859.51</b>
<b>4. Receivables</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>
	<b>31st March 2020</b>	<b>31st March 2019</b>	<b>1st April 2018</b>
	<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>
Other Receivables	4,154.59	-	-
Unsecured, considered good	4,154.59	-	-
	<b>4,154.59</b>	<b>-</b>	<b>-</b>
<b>5. Loans</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>
	<b>31st March 2020</b>	<b>31st March 2019</b>	<b>1st April 2018</b>
	<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>
<u>In India (Unsecured) (Other than public sector)</u>			
Loans repayable on demand	31,297.95	-	-
- Loans to related parties	2,33,253.20	91,429.66	32,295.74
- Loans to others	2,64,551.15	91,429.66	32,295.75
	<b>2,64,551.15</b>	<b>91,429.66</b>	<b>32,295.75</b>
*Standard Assets - as per the classification of loans under the RBI guidelines.			
<b>6. Investments</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>
	<b>31st March 2020</b>	<b>31st March 2019</b>	<b>1st April 2018</b>
	<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>
<u>Equity Instruments (In India)</u>			
- At Cost (Unquoted)			
Investment in associate (Note 6.2)	2,294.00	-	-
Other Investments	23,555.00	6,403.00	6,403.00
- At FVTOCI (Quoted)	-	1,470.07	-
Less: Allowance for impairment loss	(640.00)	-	-
	<b>25,209.00</b>	<b>7,873.07</b>	<b>6,403.00</b>

6.1 During the year the company has impaired investment in Jay Dee Securities & Finance Limited being 64,000 equity shares of Rs. 10 each fully paid up as the Company has been struck off by the registrar of Companies.

6.2 During the year Company has acquired 22,94,000 equity shares of Indian Finance Guaranty Limited which resulted in the Company's total holding of 38.24% , thereby making it an associate.

**7. Property, plant and equipment:**

	As at 31st March 2020	As at 31st March 2019	As at 1st April 2018
	(Rs. in '000')	(Rs. in '000')	(Rs. in '000')
<u>Carrying amount:</u> -			
Furniture and fixtures	144.39	-	-
Office Equipments	38.93	-	-
<b>Sub-total</b>	<b>183.32</b>	<b>-</b>	<b>-</b>
Other Intangible assets (Software)	106.98	-	-
<b>Total</b>	<b>290.30</b>	<b>-</b>	<b>-</b>
	<b>Furniture &amp; fixtures</b>	<b>Office equipments</b>	<b>Software</b>
	<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>
<u>Cost or Deemed Cost:</u> -			
Balance as at 1st April 2018	-	-	-
Additions during the year	-	-	-
Balance as at 31st March 2019	-	-	-
Additions during the year	148.21	42.94	112.10
Balance as at 31st March 2020	<b>148.21</b>	<b>42.94</b>	<b>112.10</b>
<u>Accumulated Depreciation:</u> -			
Balance as at 1st April 2018	-	-	-
Charge for the year	-	-	-
Balance as at 31st March 2019	-	-	-
Charge for the year	3.82	4.01	5.12
Balance as at 31st March 2020	<b>3.82</b>	<b>4.01</b>	<b>5.12</b>

(Contd..)

**SUPERIOR FINLEASE LIMITED**

CIN: L74899DL1994PLC061995

NOTES TO THE STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2020

(note 7 contd...)

Carrying amount: -

Balance as at 1st April 2018	-	-	-	-
Balance as at 31st March 2019	-	-	-	-
Balance as at 31st March 2020	144.39	38.93	106.98	290.30

**Notes**

7.1 All the above property, plant &amp; equipment are owned by the company unless specified otherwise.

8. Other non-financial assets	As at 31st March 2020 (Rs. in '000')	As at 31st March 2019 (Rs. in '000')	As at 1st April 2018 (Rs. in '000')
Advance to employees	175.00	-	-
Advance to suppliers	7.54	68.98	-
Prepaid expenses	9.83	-	-
Security deposit (rent)	-	-	96.00
	<b>192.37</b>	<b>68.98</b>	<b>96.00</b>
9. Payables	As at 31st March 2020 (Rs. in '000')	As at 31st March 2019 (Rs. in '000')	As at 1st April 2018 (Rs. in '000')
Trade payables			
- total outstanding dues of micro enterprises and small enterprises (Note 22)	19.20	3.00	-
- total outstanding dues of other than micro enterprises and small enterprises	472.76	33.89	-
	<b>491.96</b>	<b>36.89</b>	<b>-</b>
10. Borrowings (other than debt securities)	As at 31st March 2020 (Rs. in '000')	As at 31st March 2019 (Rs. in '000')	As at 1st April 2018 (Rs. in '000')
<u>Borrowings in India (unsecured)</u>			
Loans from related parties	4,089.22	4,109.22	4,009.22
Loans from others	2,74,858.88	68,006.77	6,000.00
	<b>2,78,948.10</b>	<b>72,115.99</b>	<b>10,009.22</b>
11. Other financial liabilities	As at 31st March 2020 (Rs. in '000')	As at 31st March 2019 (Rs. in '000')	As at 1st April 2018 (Rs. in '000')
Audit fees payable	43.20	43.20	43.20
Salary payable	189.95	-	39.07
Cheques overdrawn	313.35	-	-
Other expenses payable	1,186.01	1,186.01	1,243.61
Interest payable	1,238.15	-	-
	<b>2,970.67</b>	<b>1,229.21</b>	<b>1,325.89</b>
11.1 Expenses payable includes a sum of Rs. 11,86,014 (31st March 2019: 11,86,014) (1st April 2018: 11,86,014) payable to Sh. Anil Agarwal, director against expenses of the Company personally paid by him.			
12. Provisions	As at 31st March 2020 (Rs. in '000')	As at 31st March 2019 (Rs. in '000')	As at 1st April 2018 (Rs. in '000')
<u>Contingent provision against standard assets</u>			
Opening balance	228.57	80.74	72.85
Add/(less): Addition/(written off) during the year	432.81	147.84	7.89
	<b>661.38</b>	<b>228.58</b>	<b>80.74</b>

12.1 A contingent provision of 0.25% (0.25% till 31st March, 2019) (0.25% till 1st April, 2018) against standard assets has been created on their respective outstanding amount considering RBI circular Ref. No. DNBR (PD) CC.No. 002/03.10.001/2014-15 dated November 10, 2014.

**SUPERIOR FINLEASE LIMITED**

CIN: L74899DL1994PLC061995

NOTES TO THE STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2020

**13. Deferred tax liabilities (net)**

	As at 31st March 2020 (Rs. in '000')	As at 31st March 2019 (Rs. in '000')	As at 1st April 2018 (Rs. in '000')
At the start of the year	-	-	-
Credit/(charge) to the Statement of Profit and Loss	3.65	-	-
<b>At the end of year</b>	<b>3.65</b>	<b>-</b>	<b>-</b>

13.1 Deferred tax asset is recognized to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.

13.2 The tax effect of significant timing differences that has resulted in deferred tax assets are given below:-

Particulars	For the year ended 31st March 2020 (Rs. in '000')			
	Opening balance	Recognized in Profit and loss	Recognized in OCI	Closing balance
Property, plant and equipment	-	3.65	-	3.65
<b>Total</b>	<b>-</b>	<b>3.65</b>	<b>-</b>	<b>3.65</b>

**14. Other non financial liabilities**

	As at 31st March 2020 (Rs. in '000')	As at 31st March 2019 (Rs. in '000')	As at 1st April 2018 (Rs. in '000')
TDS payable	65.99	6.50	3.20
	<b>65.99</b>	<b>6.50</b>	<b>3.20</b>

**15. Equity share capital**

	As at 31st March 2020		As at 31st March 2019		As at 1st April 2018	
	Nos.	(Rs. in '000')	Nos.	(Rs. in '000')	Nos.	(Rs. in '000')
<b>Authorized shares</b>						
Equity shares of Rs. 10 each with voting rights	35,00,000	35,000.00	35,00,000	35,000.00	35,00,000	35,000.00
<b>Issued, subscribed and fully paid-up shares</b>	<b>30,01,000</b>	<b>30,010.00</b>	<b>30,01,000</b>	<b>30,010.00</b>	<b>30,01,000</b>	<b>30,010.00</b>

**15.1 Reconciliation of number of equity shares and amount outstanding**

	As at 31st March 2020		As at 31st March 2019		As at 1st April 2018	
	Nos.	(Rs. in '000')	Nos.	(Rs. in '000')	Nos.	(Rs. in '000')
<b>Equity Shares</b>						
- At the beginning of the period	30,01,000	30,010.00	30,01,000	30,010.00	30,01,000	30,010.00
- Issued during the year	-	-	-	-	-	-
<b>Total outstanding at the end of the period</b>	<b>30,01,000</b>	<b>30,010.00</b>	<b>30,01,000</b>	<b>30,010.00</b>	<b>30,01,000</b>	<b>30,010.00</b>

**15.2 Terms and rights attached to equity shares**

The company has issued only one class of equity shares 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.

**15.3 Details of shareholders holding more than 5% shares in the company: -**

	As at 31st March 2020		As at 31st March 2019		As at 1st April 2018	
	Nos.	% holding	Nos.	% holding	Nos.	% holding
Seema Sharma	2,91,204	9.70%	2,91,204	9.70%	-	0.00%
Rajneesh Kumar	2,30,226	7.67%	2,30,226	7.67%	-	0.00%
Ajay Kumar Singh	1,69,931	5.66%	1,77,081	5.90%	-	0.00%
Sanjay Kumar Pathak	1,55,203	5.17%	1,54,608	5.15%	-	0.00%
Ginny Garg	-	0.00%	59,815	1.99%	2,13,400	7.11%
Gunjan Garg	-	0.00%	-	0.00%	1,99,100	6.63%
Mukesh Garg	-	0.00%	-	0.00%	2,02,600	6.75%

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

**SUPERIOR FINLEASE LIMITED**

CIN: L74899DL1994PLC061995

NOTES TO THE STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2020

<b>16. Other equity</b>			
		<b>As at 31st March 2020</b>	<b>As at 31st March 2019</b>
		<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>
<u>Special Reserve (u/s 45IC of RBI Act, 1934)</u>			
Balance as per last financial statements	546.39		354.58
Add: transferred during the year	<u>326.18</u>		<u>191.81</u>
Net balance of special reserve		872.57	546.39
<u>Retained Earnings</u>			
Balance as per last financial statements	(1,413.16)		(2,032.56)
Profit/(loss) for the year	1,630.89		959.05
Less: Transfer to Special Reserve u/s 45-IC of RBI Act	(326.18)		(191.81)
Less: Contingent provision against standard assets	<u>(432.80)</u>		<u>(147.84)</u>
Net surplus in statement of profit and loss		(541.25)	(1,413.16)
<u>Equity instruments through other comprehensive income</u>			
Opening balance	(260.52)		-
Add: Re-measurement of Investments through FVTOCI	260.52		(260.52)
Closing balance		-	<u>(260.52)</u>
		<u>331.32</u>	<u>(1,127.29)</u>
<b>17. Revenue from operation</b>		<b>For the year ended</b>	<b>For the year ended</b>
		<b>31st March 2020</b>	<b>31st March 2019</b>
		<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>
Interest income		10,140.53	2,606.57
Processing & other fee		92.40	-
		<u>10,232.93</u>	<u>2,606.57</u>
<b>18. Finance cost</b>		<b>For the year ended</b>	<b>For the year ended</b>
		<b>31st March 2020</b>	<b>31st March 2019</b>
		<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>
Interest on borrowings		409.41	-
		<u>409.41</u>	<u>-</u>
<b>19. Employee benefit expenses</b>		<b>For the year ended</b>	<b>For the year ended</b>
		<b>31st March 2020</b>	<b>31st March 2019</b>
		<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>
Salaries to staff		2,129.51	365.13
Director remuneration		400.00	-
Staff welfare expenses		149.50	7.04
		<u>2679.01</u>	<u>372.17</u>
<b>20. Other expenses</b>		<b>For the year ended</b>	<b>For the year ended</b>
		<b>31st March 2020</b>	<b>31st March 2019</b>
		<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>
Advertisement expenses		41.90	24.34
Commission expenses		1,285.82	-
Electricity expenses		-	6.23
Interest & late fee		11.19	1.28
Internet & Telephone expense		23.23	1.27
Investments written off		640.00	-
Legal & professional charges		649.48	154.98
Listing fees		445.13	359.90
Loan processing charges		149.33	-
Loss on sale of investments		1,419.12	22.64
Miscellaneous expenses		51.13	19.17
Office expenses		9.44	7.64
Payments to auditors (Note 26)		47.20	47.20
Penalty		-	93.23
Registrar & depository charges		99.51	59.58
Rent expenses		-	96.00
Subscription & Membership expenses		47.20	-
Website expenses		3.05	12.16
		<u>4,922.73</u>	<u>905.63</u>



## **SUPERIOR FINLEASE LIMITED**

CIN: L74899DL1994PLC061995

NOTES TO THE STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2020

### **1. Corporate Information:**

SUPERIOR FINLEASE LIMITED is a public company domiciled in India and registered under registrar of companies Delhi. The company is operating as a Non Banking Finance Company in India.

### **2. Significant Accounting Policies:**

#### **(a) Statement of Compliance:**

The standalone financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) specified under section 133 of the Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015. These are Company's first financial statements prepared in accordance with Ind AS and Ind AS 101 'First time adoption of Indian Accounting Standards' has been applied. An explanation and effect of transition from Indian GAAP (Referred to as "Previous GAAP") to Ind AS has been described in note 2(c) to these standalone Ind AS financial statements.

#### **(b) Basis for preparation of the standalone Ind AS financial statements:**

The standalone Ind AS financial statements have been prepared under the historical cost basis which is generally based on the fair value of consideration given in exchange for goods and services.

#### **(c) First-Time Adoption of Ind AS**

The Company has prepared its first Indian Accounting Standards (Ind AS) compliant standalone financial statements for the periods commencing from April 1, 2019 with restated comparative figures for the year ended March 31, 2019. The Company has prepared these standalone financial statements in accordance with Ind AS notified under Section 133 of the Companies Act, 2013. Accordingly, the Balance Sheet in line with Ind AS transitional provisions has been prepared as at April 1, 2018 i.e. the date of Company's transition to Ind AS.

Ind AS 101 also allows to first time adopter certain exemptions from the retrospective application of certain requirements under Ind AS. Accordingly, the company has availed the following exemptions/mandatory exceptions as per Ind AS 101:

- (i) Fair Value as Deemed Cost Exemption: -  
The company has elected to measure items of property, plant & equipment and intangible assets at its carrying value at the transition date.
- (ii) Investments in subsidiaries, joint ventures and associates: -  
The company has elected to measure investment in subsidiaries, joint venture and associate at cost.
- (iii) Classification & Fair value measurement of financial assets or financial liabilities at initial recognition: -

The financial assets and financial liabilities have been classified on the basis of facts existing as at the date of transition to Ind AS. In addition, the exemption permits prospective application of requirements of Ind AS 109 to transactions entered into on or after date of transition.

In accordance with Ind AS 101 'First-time adoption of Indian Accounting Standards', the Company has presented below reconciliations of net profit in accordance with 'previous GAAP' for the year ended March 31, 2019 and shareholders' funds as per 'previous GAAP' to equity under Ind AS as at March 31, 2019 and April 1, 2018.

**Reconciliations between previous GAAP and Ind AS**

(i) Reconciliation of total equity: -

Particulars	Notes	As at	
		March 31, 2019 (Rs. in '000')	April 1, 2018 (Rs. in '000')
Balance as per previous GAAP		(866.77)	(1,677.98)
<i>Adjustments:</i>			
Re-measurement of investments carried at FVTOCI (net of tax)	2(c)(iii)(a)	(260.52)	Nil
<b>Balances as per Ind AS</b>		<b>(1,127.29)</b>	<b>(1,677.98)</b>

(ii) Reconciliation of total comprehensive income: -

Particulars	Notes	Year ended March 31, 2019 (Rs. in '000')
Net profit as per Previous GAAP		959.05
<i>Adjustments:</i>		Nil
<b>Net Profit as per Ind AS</b>		<b>959.05</b>
Re-measurement of investments carried at FVTOCI (net of tax)	2(c)(iii)(a)	(260.52)
<b>Total Comprehensive Income as per Ind AS</b>		<b>698.53</b>

(iii) Explanatory Note to the reconciliation: -

- a) Under the previous GAAP, investments in mutual funds were carried at cost, whereas under Ind AS 109 investments in mutual funds are measured at fair value. Mutual fund investments are not held for trading and thereby are classified at Fair Value through Other Comprehensive Income (FVTOCI).

**(d) Use of Estimates:**

The preparation of standalone financial statements requires the management of the company to make estimates and assumptions that affect the reported amounts of assets and liabilities on the date of the financial statements, disclosure of contingent liabilities as at the date of the financial statements, and the reported amounts of income and expenses during the reported period. Estimates and underlying

assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised.

**(e) Critical accounting estimates**

**(i) Income Taxes**

Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

**(ii) Impairment of Investments:**

The carrying value of investments is reviewed at cost annually, or more frequently whenever, there is indication for impairment. If the recoverable amount is less than the carrying amount, the impairment loss is accounted for.

**(iii) Provisions:**

Provisions are recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date adjusted to reflect the current best estimates.

**(f) Property, plant and equipment**

Properties, Plant & equipment are stated at actual cost less accumulated depreciation and net of impairment. The actual cost capitalized includes material cost, freight, installation cost, duties and taxes, eligible borrowing costs and other incidental expenses incurred during the construction/installation stage.

The Company has chosen the cost model for recognition and this model is applied to all class of assets. After recognition as an asset, an item of PPE is carried at its cost less any accumulated depreciation and any accumulated impairment losses.

Depreciable amount of an asset is the cost of an asset less its estimated residual value.

Depreciation on Property, Plant and Equipment, including assets taken on lease, other than freehold land is charged based on Straight Line method on an estimated useful life as prescribed in Schedule II to the Companies Act, 2013. The useful life of asset taken into consideration as per Schedule II for the purpose of calculating depreciation is as follows: -

<b>Particulars of Property, Plant &amp; Equipment</b>	<b>Useful life (in years)</b>
Furniture & fixtures	10
Office equipments	5

An item of Property, Plant and Equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of Property, Plant

and Equipment are determined as a difference between the sale proceeds and the carrying amount of the asset and is recognized in the profit and loss.

At the end of each reporting period, the Company reviews the carrying amounts of tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss.

**(g) Intangible assets and amortisation thereof**

Intangible assets, representing software is initially recognised at cost and subsequently carried at cost less accumulated amortisation and accumulated impairment. The intangible assets are amortised using the straight line method over a period of five years, which is the Management's estimate of its useful life. The useful lives of intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

**(a) Revenue recognition:**

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company & revenue is reliably measured.

- (i) Interest Income: The Company recognises interest income using Effective Interest Rate (EIR) on all financial assets subsequently measured at amortised cost. EIR is calculated by considering all costs and incomes attributable to acquisition of a financial asset or assumption of a financial liability and it represents a rate that exactly discounts estimated future cash payments/receipts through the expected life of the financial asset/financial liability to the gross carrying amount of a financial asset or to the amortised cost of a financial liability.
- (ii) Dividend: Dividend income from investments is recognised when the shareholders' right to receive payment has been established which is generally when the shareholders approve the dividend.
- (i) Other revenue from operations: The Company recognises revenue from contracts with customers (other than financial assets to which Ind AS 109 'Financial Instruments' is applicable) based on a comprehensive assessment model as set out in Ind AS 115 'Revenue from contracts with customers'. The Company identifies contract(s) with a customer and its performance obligations under the contract, determines the transaction price and its allocation to the performance obligations in the contract and recognises revenue only on satisfactory completion of performance obligations. Revenue is measured at fair value of the consideration received or receivable.

**(b) Financial Instruments:**

**(i) Financial Assets: -**

Recognition and initial measurement: -

Financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument and are measured initially at fair value adjusted for transaction cost.

Subsequent measurement: -

Equity instrument and Mutual Fund: - All equity Instrument and mutual funds within scope of Ind-AS 109 are measured at fair value. Equity

instrument and Mutual fund which are held for trading are classified as at fair value through profit & loss (FVTPL). For all other equity instruments, the Company decided to classify them as at fair value through other comprehensive income (FVTOCI).

Debt instrument: - A 'debt instrument' is measured at the amortised cost if both the following conditions are met. The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and contractual terms of the assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

De-recognition of Financial Assets: -

A financial asset is primarily de-recognised when the rights to receive cash flows from the asset have expired or Company has transferred its right to receive cash flow from the asset.

**(ii) Financial Liabilities: -**

Recognition and initial measurement: -

All financial liabilities are recognised initially at fair value and transaction cost that is attributable to the acquisition of the financial liabilities is also adjusted. Financial liabilities are classified at amortised cost.

Subsequent measurement: -

Subsequent to initial recognition, these liabilities are measured at Amortised cost using the effective interest rate method.

De-recognition of Financial liabilities: -

Financial liabilities are derecognized when the obligation under the liabilities are discharged or cancelled or expires. Consequently, write back of unsettled credit balances is done on closure of the concerned project or earlier based on the previous experience of Management and actual facts of each case and recognized in other Operating Revenues.

Further when an existing Financial liability is replaced by another from the same lender on substantially different terms, or the terms of existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

**(iii) Offsetting of Financial Instrument: -**

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is currently enforceable legal right to offset the recognized amounts and there is an intention to settle on net basis, to realize the assets and settle the liabilities simultaneously.

**(iv) Impairment of Financial Assets**

Equity instruments, Debt Instruments and Mutual Fund: -In accordance with Ind-AS 109, the Company applies Expected Credit Loss model for measurement and recognition of impairment loss for financial assets. Expected Credit Loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive.

Other Financial Assets: - The Company determines whether there has been a significant increase in the credit risk since initial recognition and if credit risk has increased significantly, impairment loss is provided.

**(c) Cash & Cash equivalents**

Cash and cash equivalents in the balance sheet comprise of cash at bank and on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts if they are considered an integral part of the Company's cash management.

**(d) Taxation**

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid/recovered from the tax authorities, based on estimated tax liability computed after taking credit for allowances and exemption in accordance with Income Tax Act, 1961.

Current and deferred tax are recognised in profit and loss, except when they relates to items that are recognised in other comprehensive income or directly in equity, in which case, the income taxes are recognised in other comprehensive income or directly in equity, respectively.

Advance taxes and provisions for current income taxes are presented in the statement of financial position after off-setting advance tax paid and income tax provision.

Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amounts.

Deferred income tax are recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized. The carrying amount of deferred income tax assets is reviewed at each reporting date. Deferred tax asset/liability is measured at the tax rates that are expected to be applied to the period when the asset is realized or the liability is settled.

Deferred tax assets include Minimum Alternative Tax (MAT) paid which is considered as an asset if there is probable evidence that the Company will pay normal income tax after the tax holiday period.

## **(e) Employee Benefits**

### **(i) Short-term Employee Benefits:-**

Liabilities for short-term employee benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employee's services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

### **(ii) Post-Employment Benefits:-**

#### Defined Benefit Plans:-

The liability or asset recognized in the Balance Sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets.

The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in 'Employee Benefits Expense' in the Statement of Profit and Loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in Other Comprehensive Income. These are included in 'Retained Earnings' in the Statement of Changes in Equity.

## **(f) Earnings Per Share**

Basic earnings/ (loss) per share are calculated by dividing the net profit/ (loss) for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for any bonus shares issued during the period and also after the Balance Sheet date but before the date the standalone Ind AS financial statements are approved by the Board of Directors.

For the purpose of calculating diluted earnings/ (loss) per share, the net profit/ (loss) for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares as appropriate. The dilutive potential equity shares are adjusted for the proceeds receivable, had the shares been issued at fair value. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.

## **(g) Provision, Contingent Liabilities and Contingent Assets:**

A provision is recognised when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance costs.

Contingent Assets and Contingent Liabilities are not recognized in the standalone Ind AS financial statements.

Company's policy is to carry adequate amounts towards Provision for Standard Assets, Non-Performing Assets (NPAs) and other contingencies. All loans and other credit exposures where the installments are overdue for ninety days and more are classified as NPAs in accordance with the prudential norms prescribed by the National Housing Bank (NHB). The provisioning policy of Company covers the minimum provisioning required as per the NHB guidelines.

Provisions are established on a collective basis against loan assets classified as "Standard" to absorb credit losses on the aggregate exposures in each of the loan portfolios based on the NHB Directions. A higher non-performing asset provision may be made based upon an analysis of past performance, level of allowance already in place and Management's judgment. This estimate includes consideration of economic and business conditions. The amount of the allowance for credit losses is the amount that is required to establish a balance in the Provision for Non-Performing Assets Account that management consider adequate, after consideration of the prescribed minimum requirement under the NHB Directions, to absorb credit related losses in its portfolio of loan items after individual allowances or write offs.

#### **(h) Leases**

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17 Leases and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

The Company has adopted Ind AS 116, effective annual reporting period beginning April 1, 2019 and applied the standard to its leases using the modified retrospective approach whereby a lessee applies the new standard from the beginning of the current period. The lessee calculates the lease asset and lease liability as at the beginning of the current period and recognized an adjustment in equity at the beginning of the current period. Accordingly, a lessee will not restate its prior period financial information under this approach.

The Company has elected not to apply the requirements of Ind AS 116 Leases to short term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.



The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease liability is subsequently re-measured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and re-measuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

On application of Ind AS 116, the nature of expenses has changed from lease rent in previous periods to depreciation cost for the right-of-use asset, and finance cost for interest accrued on lease liability.

## 21. Related parties: -

As per IND AS 24, the disclosures of transactions with the related parties are given below: -

- (a) List of related parties where control exists and also related parties with whom transactions have taken place and relationship: -

(i)	Key Management Personnel	Mr. Anil Agarwal (Director) Ms. Shikha Garg (Director) Mr. Rajneesh Kumar (Director) Mr. Harish Kumar (Director) Mr. Ravi Kant Sharma (Director) Mr. VaibhavVashisht (CFO) Ms. Shipali Gupta (Past Company Secretary) Ms. Anshika Garg (Past Company Secretary) Mr. Mohd. Hishamuddin (CEO.)
(ii)	Relatives of Key Management Personnel	None

(iii)	Enterprises owned or significantly influenced by Key Management Personnel or their Relatives	M/s. Indian Finance guaranty Limited
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(b) Following transactions are made with the related parties covered under Ind AS- 24 on "Related Parties Disclosure": -

	Transaction with	Nature of Transaction	Transactions during the year		Balances as at	
			31/03/2020 (Rs. in'000')	31/03/2019 (Rs. in'000')	31/03/2020 (Rs. in'000')	31/03/2019 (Rs. in'000')
(i)	<u>Key Management Personnel: -</u>					
	Mr. Rajneesh Kumar	Loan received	Nil	100.00	80.00	100.00
		Loan repaid	20.00	Nil	Nil	Nil
		Director Remuneration	400.00	Nil	50.00	Nil
	Mr. Vaibhav V ashisht	Salary	311.00	80.00	30.00	Nil
	Mr. Mohd. Hishamuddin	Salary	277.98	75.00	15.00	Nil
	Ms. Anshika Garg	Salary	Nil	50.00	Nil	Nil
	Ms. Shipali Gupta	Salary	80.00	Nil	Nil	Nil

(ii)	<u>Enterprises owned or significantly influenced by key management personnel or their relatives: -</u>					
	M/s. Indian Finance Guarantee Limited	Loan given	21,080.00	61,150.00	51,297.95	59,090.00
		Loan recovered	29,791.66	2,060.00	Nil	Nil
		Interest income	7,140.55	2,085.51	430.00	489.58

22. Based on and to the extent of the information received by the Company from the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) and relied upon by the auditors, the relevant particulars as at the year-end are furnished below:

Particulars	31/03/2020 (Rs. in'000')	31/03/2019 (Rs. in'000')	1/04/2018 (Rs. in'000')
Principal amount due remaining unpaid	19.20	3.00	Nil
Interest due on above remaining unpaid	Nil	Nil	Nil
Amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises	Nil	Nil	Nil

Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year			
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	Nil	Nil	Nil
Amount of interest accrued and remaining unpaid at the end of each accounting year	Nil	Nil	Nil
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	Nil	Nil	Nil

23.	Particulars	31/03/2020 (Rs. in'000')	31/03/2019 (Rs. in'000')
	Earnings/ remittances and/or expenditure in foreign currency	Nil	Nil

24.	Particulars	31/03/2020 (Rs. in'000')	31/03/2019 (Rs. in'000')
	Contingent liabilities provided for Pending litigations by/against the Company	Nil	Nil

25. The outbreak of COVID-19 pandemic is causing significant disturbance and slowdown of economic activities globally. The nationwide lockdown ordered by the Government of India has resulted in significant reduction in economic activities and also the business operations of the Company in terms of sales and production. The management has considered the possible effects that may result from the pandemic on the recoverability / carrying value of the assets. Based on the current indicators of future economic conditions, the management expects to recover the carrying amount of the assets, however the management will continue to closely monitor any material changes to future economic conditions. Given the uncertainties, the final impact on Company's assets in future may differ from that estimated as at the date of approval of these financial results.

26. Break- up of payments made to statutory auditors (including taxes) is disclosed as under: -

Particulars	31/03/2020 (Rs. in'000')	31/03/2019 (Rs. in'000')
In respect of statutory audit (including tax audit)	47.20	47.20
In respect of certification	26.55	9.44
<b>TOTAL</b>	<b>73.75</b>	<b>56.64</b>

27. At present, Company does not have any defined benefit plan hence no provision has been made in the books.
28. The standalone financial statements were approved for issue by the Board of Directors on 25<sup>th</sup> day of June, 2020.
29. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
30. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
31. Previous year's figures have been re- arranged or re- grouped wherever considered necessary.
32. Figures have been rounded off to the nearest thousands of rupees.
33. Figures in brackets indicate negative (-) figures.

Signed for the purpose of Identification

**FOR V.N. PUROHIT & CO.**  
**Chartered Accountants**  
 Firm Regn. 0304040E

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

Sd/-

**O. P. Pareek**

Partner

Membership No. 014238

UDIN: - 20014238AAAACCC7513

New Delhi, the 25<sup>th</sup> day of  
 June, 2020

Sd/-

**Rajneesh Kumar**

Director

DIN: 02463693

Sd/-

**Vaibhav Vashist**

CFO

PAN: ALDPV3126C

Sd/-

**Mohd. Hishamuddin**

CEO

PAN : ACTPH4397N

## CONSOLIDATED FINANCIAL STATEMENTS

### Consolidated Independent Auditor's Report

To  
The members of  
**SUPERIOR FINLEASE LIMITED**

#### Report on the Audit of Consolidated Financial Statements

#### Opinion

We have audited the accompanying consolidated financial statements of **SUPERIOR FINLEASE LIMITED** ("hereinafter referred to as the "Company") and its associate, which comprise the consolidated balance sheet as at 31<sup>st</sup> March 2020, the consolidated statement of profit and loss, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Company as at 31<sup>st</sup> March, 2020, and the consolidated **net profit** (including other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company and its associate in accordance with the Code of Ethics issued by ICAI, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described hereunder to be key audit matters to be communicated in our report.

S.No.	Key audit matters	Auditor's response
1.	<u>Loans and advances:</u> -	Our audit procedure inter- alia includes the following: -

	<p>In current year, Indian Accounting Standards under Division III of Schedule III of the Companies Act, 2013 are become applicable upon the Company with transition effect from 1<sup>st</sup> April 2018.</p> <p>Due to this, all the loans whether given or obtained, are to be disclosed at Amortised Cost using Effective Interest Method prescribed under Ind AS 109 on 'Financial Instruments'.</p> <p>We focused on the conditions of disbursement and appropriateness of sanctioning process of the loan granted by the Company.</p>	<p>4. We evaluated the control environment including authorization, sanctioning and disbursement of significant loans advanced during the year.</p> <p>5. We have obtained external confirmations from third parties in respect of transactions and closing balance for significant loans advanced by the company.</p> <p>6. We tested all material entries recorded in connection with the loan advance and interest thereon to determine whether the accounting was appropriate.</p>
2.	<p><b><u>Compliance of RBI directions and circulars:</u></b></p> <p>The recent RBI regulations increased the responsibility of auditors of NBFCs.</p> <p>As Company is an NBFC, it is responsibility of Company to duly follow the directions and circulars.</p> <p>We focused on the requisite compliance and disclosure as per the requirements in the norms.</p>	<p>Our audit procedure inter- alia includes the following: -</p> <p>We have reviewed the conditions for prudential norms prescribed by the RBI including: -</p> <p>e) Provision on standard assets.</p> <p>f) Transfer of 20% profit to reserve maintain under section 45-IC of the RBI Act.</p> <p>g) Holding of at least 50% of the financial assets and 50% of the financial income respectively.</p> <p>h) Maintaining minimum Net Owned Fund of Rs. 200 Lakhs.</p>

### Information other than the Consolidated Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and the auditor's report thereon.

Our opinion on the consolidated financial statement does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

The Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company and its associate in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the Company and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and its associates respectively, 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the company and its associate are responsible for assessing the ability of the Company and of its associate to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or its associate or to cease operations, or has no realistic alternative but to do so.

The Board of Directors of the company and its associate are responsible for overseeing the financial reporting process of the Company and its associate respectively.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could

reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- (vi) Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- (vii) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- (viii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- (ix) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company and its associate to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company or its associate to cease to continue as a going concern.
- (x) Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statement, individually or in aggregate, makes it probable that the economic decision of reasonable knowledgeable user of the financial statement may be influenced.

We consider quantitative materiality and qualitative factors in (i) Planning the scope of our audit work and in evaluating the results of our work; and, (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance of the Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and



significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Other Matters**

- (a) The consolidated financial statements include the Company's share of net profit/loss of Rs. Nil for the year ended on 31<sup>st</sup> March, 2020, as considered in the consolidated financial statements, in respect of one associate, whose financial statement have not been audited by us. These financial statements are unaudited and have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this associate and our report in terms of sub-section (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid associate is based solely on such unaudited financial statements. Our opinion is not modified in respect of this matter.
- (b) We draw your attention to Note 25 of the consolidated financial statement which explains the uncertainties and management's assessment of the financial impact due to the lockdown/ restrictions related to COVID-19 pandemic imposed by the Government for which definitive assessment of the impact is dependent upon the future economic conditions. Our opinion is not modified in respect of this matter.

### **Report on Other Legal and Regulatory Requirements**

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

- h. 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 of the aforesaid consolidated financial statements.
- i. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- j. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

- k. In our opinion, the aforesaid consolidated financial statements comply with the accounting standards specified under Section 133 of the Act;
- l. On the basis of the written representations received from the directors of the Company and its associate as on 31st March, 2020 taken on record by the Board of Directors of the Company and its associate, respectively, none of the directors of the Company and its associate is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- m. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure A**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- n. 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 consolidated financial statements have disclosed the impact, if any of pending litigations on the consolidated financial position of the Company and its associate in its consolidated financial statements (Refer to note no. 24 of the consolidated financial statements).
  - ii. The Company and its associate did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company and its associate.

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

Sd/-  
**O.P. Pareek**  
Partner  
Membership No. 014238  
**UDIN: - 20014238AAAACA7724**  
New Delhi, the 25<sup>th</sup> day of June, 2020

## ANNEXURE-A TO THE INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

### **Report on the Internal Financial Controls under Clause (i) of Sub- section (3) of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the consolidated financial statement of the Company as of and for the year ended on 31<sup>st</sup> March 2020, we have audited the internal financial controls over financial reporting of **SUPERIOR FINLEASE LIMITED** (hereinafter referred to as "the Company") and its associate Company as of that date.

#### **Management's Responsibility for the Internal Financial Controls**

The respective Board of Directors of the Company and its associate are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by these entities considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of fraud and errors, the accuracy and completeness of accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the Guidance Note) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013 to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material aspects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend

on the auditor's judgment, including the assessment of risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

### **Meaning of Internal Financial Controls over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that: -

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and the receipt and expenditures of the Company are being only in accordance with authorizations of management and directors of the Company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and could not be detected. Also, projections of any evaluation of the internal financial control over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of information and according to explanation given to us and taking into consideration the reports of the other auditors referred to in the Other Matters paragraph below, the Company and its associate have maintained in all material aspects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2020, based on "the internal financial controls over financial reporting criteria considering the essential components of internal control stated in the Guidance Note on Audit of Internal

Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India”.

**Other Matters**

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to one associate company, which is incorporated in India, is based on the written representations received from the management of the said associate Company.

**FOR V.N. PUROHIT & CO.**

**Chartered Accountants**

Firm Regn. No. 304040E

Sd/-

**O.P. Pareek**

Partner

Membership No. 014238

**UDIN: - 20014238AAAACA7724**

New Delhi, the 25<sup>th</sup> day of June, 2020

**SUPERIOR FINLEASE LIMITED**

CIN: L74899DL1994PLC061995

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2020

	Notes	As at 31st March 2020 (Rs. in '000')	As at 31st March 2019 (Rs. in '000')	As at 1st April 2018 (Rs. in '000')
<b>ASSETS</b>				
<b>Financial assets</b>				
Cash and cash equivalents	3	18,742.40	2,927.82	859.51
Receivables	4			
- Other receivables		4,154.59	-	-
Loans	5	2,64,551.15	91,429.66	32,295.75
Investments	6	25,209.00	7,873.07	6,403.00
<b>Non-financial assets</b>				
Current tax assets (net)		343.26	200.35	96.81
Property, plant & equipment	7	183.32	-	-
Other intangible assets	7	106.98	-	-
Other non financial assets	8	192.37	68.98	96.00
<b>Total Assets</b>		<b>3,13,483.07</b>	<b>1,02,499.88</b>	<b>39,751.07</b>
<b>LIABILITIES AND EQUITY</b>				
<b>Financial liabilities</b>				
Payables	9			
Trade Payables				
(i) total outstanding dues of micro enterprises and small enterprises		19.20	3.00	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		472.76	33.89	-
Borrowings (other than debt securities)	10	2,78,948.10	72,115.99	10,009.22
Other financial liabilities	11	2,970.67	1,229.21	1,325.89
<b>Non-financial liabilities</b>				
Provisions	12	661.38	228.58	80.74
Deferred tax liabilities (net)	13	3.65	-	-
Other non financial liabilities	14	65.99	6.50	3.20
<b>EQUITY</b>				
Equity share capital	15	30,010.00	30,010.00	30,010.00
Other equity	16	331.32	(1,127.29)	(1,677.98)
<b>Total Liabilities and Equity</b>		<b>3,13,483.07</b>	<b>1,02,499.88</b>	<b>39,751.07</b>

Notes to the consolidated Ind AS financial statements 1-35

The accompanying notes form an integral part of the consolidated Ind AS 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  
UDIN: - 20014238AAAACA7724

**Rajneesh Kumar**  
Director  
DIN: 02463693

**Vaibhav Vashist**  
CFO  
PAN: ALDPV3126C

New Delhi, the 25th day of June, 2020

**Mohd. Hishamuddin**  
CEO  
PAN : ACTPH4397N

**SUPERIOR FINLEASE LIMITED**

CIN: L74899DL1994PLC061995

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH 2020

	Notes	For the year ended on 31st March 2020 (Rs. in '000')	For the year ended on 31st March 2019 (Rs. in '000')
<b>REVENUE</b>			
Revenue from operations	17	10,232.93	2,606.57
<b>Total Revenue (I)</b>		<b>10,232.93</b>	<b>2,606.57</b>
<b>EXPENSES</b>			
Finance costs	18	409.41	-
Employee benefit expenses	19	2,679.01	372.17
Depreciation & amortisation expense	7	12.95	-
Other expenses	20	4,922.73	905.63
<b>Total (II)</b>		<b>8,024.09</b>	<b>1,277.80</b>
<b>Profit/ (loss) before exceptional items and tax (I-II)</b>		<b>2,208.84</b>	<b>1,328.77</b>
Exceptional items		-	-
<b>Profit/ (loss) before tax</b>		<b>2,208.84</b>	<b>1,328.77</b>
Tax Expense			
Current tax		(574.30)	(369.72)
Deferred tax		(3.65)	-
<b>Profit/ (loss) after tax (III)</b>		<b>1,630.89</b>	<b>959.05</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
(i) Items that will not be reclassified to profit or loss			
- Equity instrument through other comprehensive income- gain/ (loss)		(746.50)	(352.05)
(ii) Income tax relating to items that will not be reclassified to profit or loss		194.09	91.53
(iii) Items that will be reclassified to profit or loss		1,098.55	-
(iv) Income tax relating to items that will be reclassified to profit or loss		(285.62)	-
<b>Total Other Comprehensive Income (IV)</b>		<b>260.52</b>	<b>(260.52)</b>
<b>Total Comprehensive Income (III+IV)</b>		<b>1,891.41</b>	<b>698.53</b>
<b>Earning per equity share (EPS)</b>			
[nominal value of share Rs. 10]			
Basic (in Rupees)		0.54	0.32
Diluted (in Rupees)		0.54	0.32

The accompanying notes are an integral part of the consolidated Ind AS 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  
UDIN: - 20014238AAAACA7724

**Rajneesh Kumar**  
Director  
DIN: 02463693

**Vaibhav Vashist**  
CFO  
PAN: ALDPV3126C

New Delhi, the 25th day of June, 2020

**Mohd. Hishamuddin**  
CEO  
PAN : ACTPH4397N

**SUPERIOR FINLEASE LIMITED**

CIN: L74899DL1994PLC061995

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH 2020

Notes	For the year ended on 31st March 2020 (Rs. in '000')	For the year ended on 31st March 2019 (Rs. in '000')
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net profit/ (loss) before tax and after extra- ordinary items	2,208.85	1,328.76
<u>Adjustments for items: -</u>		
Interest income	(10,140.53)	(2,606.57)
Finance cost	409.41	-
Depreciation & amortisation expense	12.95	-
Investments written off	640.00	-
Loss on sale of investments	1,419.12	22.64
Operating profits before working capital changes	(5,450.20)	(1,255.17)
<u>Working capital adjustments: -</u>		
(Increase)/ decrease in other receivables	(4,154.59)	-
(Increase)/ decrease in loans	(1,73,121.49)	(59,133.92)
(Increase)/ decrease in other non financial assets	(123.39)	27.02
Increase/ (decrease) in other payables	455.07	36.89
Increase/ (decrease) in other financial liabilities	1,741.46	(96.67)
Increase/ (decrease) in other non financial liabilities	59.49	3.30
Cash generated from operations	(1,80,593.65)	(60,418.55)
Direct taxes paid	(808.74)	(381.73)
<b>Net cash flow from operating activities (A)</b>	<b>(1,81,402.39)</b>	<b>(60,800.28)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale/ (Purchase) of property, plant & equipment	(303.25)	-
Sale/ (Purchase) of investments	(19,043.01)	(1,844.75)
Interest income	10,140.53	2,606.57
<b>Net cash flow from investing activities (B)</b>	<b>(9,205.73)</b>	<b>761.82</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Interest paid	(409.41)	-
Net proceeds from borrowings	2,06,832.12	62,106.77
<b>Net cash flow from financing activities (C)</b>	<b>2,06,422.71</b>	<b>62,106.77</b>
<b>Net cash flow during the year (A + B + C)</b>	<b>15,814.59</b>	<b>2,068.31</b>
Add: Opening cash and cash equivalents	2,927.81	859.51
<b>Closing cash and cash equivalents</b>	<b>18,742.40</b>	<b>2,927.82</b>
<b>Components of cash and cash equivalents</b>		
Cash on hand	12.09	812.09
Balances with banks in current accounts	18,730.31	2,115.73
<b>Total cash and cash equivalents (Note 3)</b>	<b>18,742.40</b>	<b>2,927.82</b>

The accompanying notes are an integral part of the consolidated Ind AS 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

UDIN: - 20014238AAAACA7724

**Rajneesh Kumar**

Director

DIN: 02463693

**Vaibhav Vashist**

CFO

PAN: ALDPV3126C

New Delhi, the 25th day of June, 2020

**Mohd. Hishamuddin**

CEO

PAN : ACTPH4397N



**SUPERIOR FINLEASE LIMITED**

CIN: L74899DL1994PLC061995

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED ON 31ST MARCH 2020

**A. Equity Share Capital***(Rs. in '000')*

Balance as at 1st April 2018	Changes in equity share capital during the year	Balance as at 31st March 2019
30,010	-	30,010
Balance as at 1st April 2019	Changes in equity share capital during the year	Balance as at 31st March 2020
30,010	-	30,010

**B. Other Equity***(Rs. in '000')*

Particulars	Reserve & Surplus		Equity Instruments through other comprehensive income	Total
	Special Reserve (u/s 45IC of the RBI Act, 1934)	Retained Earnings		
Balance as at 1st April 2018	354.58	(2,032.56)	-	(1,677.98)
Profit for the year	-	959.05	-	959.05
<b>Other comprehensive income (net)</b>				
Re-measurement of investments through FVTOCI	-	-	(260.52)	(260.52)
Total Comprehensive Income	-	959.05	(260.52)	698.53
Transfer to Special Reserve	191.81	(191.81)	-	-
Transfer to contingent provision against standard assets	-	(147.84)	-	(147.84)
<b>Balance as at 31st March 2019</b>	<b>546.39</b>	<b>(1,413.16)</b>	<b>(260.52)</b>	<b>(1,127.29)</b>
Balance as at 1st April 2019	546.39	(1,413.16)	(260.52)	(1,127.29)
Profit for the year	-	1,630.89	-	1,630.89
<b>Other comprehensive income (net)</b>				
Re-measurement of investments through FVTOCI	-	-	260.52	260.52
Total Comprehensive Income	-	1,630.89	260.52	1,891.41
Transfer to Special Reserve	326.18	(326.18)	-	-
Transfer to contingent provision against standard assets	-	(432.80)	-	(432.80)
<b>Balance as at 31st March 2020</b>	<b>872.57</b>	<b>(541.25)</b>	<b>-</b>	<b>331.32</b>

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  
UDIN: - 20014238AAAACA7724

Rajneesh Kumar  
Director  
DIN: 02463693

Vaibhav Vashist  
CFO  
PAN: ALDPV3126C

New Delhi, the 25th day of June, 2020

Mohd. Hishamuddin  
CEO  
PAN : ACTPH4397N

**SUPERIOR FINLEASE LIMITED**

CIN: L74899DL1994PLC061995

NOTES TO THE CONSOLIDATED IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2020

<b>3. Cash and cash equivalents</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>
	<b>31st March 2020</b>	<b>31st March 2019</b>	<b>1st April 2018</b>
	<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>
Cash on hand	12.09	812.09	832.92
Balances with banks in current accounts	18,730.31	2,115.73	26.58
	<u>18,742.40</u>	<u>2,927.82</u>	<u>859.51</u>
<b>4. Receivables</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>
	<b>31st March 2020</b>	<b>31st March 2019</b>	<b>1st April 2018</b>
	<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>
<u>Other Receivables</u>			
Unsecured, considered good	4,154.59	-	-
	<u>4,154.59</u>	<u>-</u>	<u>-</u>
<b>5. Loans</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>
	<b>31st March 2020</b>	<b>31st March 2019</b>	<b>1st April 2018</b>
	<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>
<u>In India (Unsecured) (Other than public sector)</u>			
Loans repayable on demand			
- Loans to related parties	31,297.95	-	-
- Loans to others	2,33,253.20	91,429.66	32,295.74
	<u>2,64,551.15</u>	<u>91,429.66</u>	<u>32,295.75</u>
*Standard Assets - as per the classification of loans under the RBI guidelines.			
<b>6. Investments</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>
	<b>31st March 2020</b>	<b>31st March 2019</b>	<b>1st April 2018</b>
	<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>
<u>Equity Instruments (In India)</u>			
- At Cost (Unquoted)			
Investment in associate (Note 6.3)	2,294.00	-	-
Other Investments	23,555.00	6,403.00	6,403.00
- At FVTOCI (Quoted)	-	1,470.07	-
Less: Allowance for impairment loss	(640.00)	-	-
	<u>25,209.00</u>	<u>7,873.07</u>	<u>6,403.00</u>
6.1	During the year the company has impaired investment in Jay Dee Securities & Finance Limited being 64,000 equity shares of Rs. 10 each fully paid up as the Company has been struck off by the registrar of Companies.		
6.2	During the year Company has acquired 22,94,000 equity shares of Indian Finance Guaranty Limited which resulted in the Company's total holding of 38.24% , thereby making it an associate.		
6.3	<b>Amount</b>		
	<b>(Rs. in '000')</b>		
Original Cost of Investments	20,351.47		
Add: - Goodwill on acquisition	2,588.53		
Add: - Post acquisition profits/(losses)	-		
Cost of Investments	<u>22,940.00</u>		
6.4	As the Company's share in the post acquisition profit/loss of the associate for 5 days period is not material, the same has not been considered in the the consolidated financial statements.		
<b>7. Property, plant and equipment:</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>
	<b>31st March 2020</b>	<b>31st March 2019</b>	<b>1st April 2018</b>
	<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>
<u>Carrying amount: -</u>			
Furniture and fixtures	144.39	-	-
Office Equipments	38.93	-	-
<b>Sub-total</b>	<u>183.32</u>	<u>-</u>	<u>-</u>
Other Intangible assets (Software)	106.98	-	-
<b>Total</b>	<u>290.30</u>	<u>-</u>	<u>-</u>
	<b>Furniture &amp; fixtures</b>	<b>Office equipments</b>	<b>Software</b>
	<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>
<u>Cost or Deemed Cost: -</u>			
Balance as at 1st April 2018	-	-	-
Additions during the year	-	-	-
Balance as at 31st March 2019	-	-	-
Additions during the year	148.21	42.94	112.10
Balance as at 31st March 2020	<u>148.21</u>	<u>42.94</u>	<u>112.10</u>

(Contd...)

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NOTES TO THE CONSOLIDATED IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2020

(note 7 contd...)

Accumulated Depreciation: -				
Balance as at 1st April 2018	-	-	-	-
Charge for the year	-	-	-	-
Balance as at 31st March 2019	-	-	-	-
Charge for the year	3.82	4.01	5.12	12.95
Balance as at 31st March 2020	3.82	4.01	5.12	12.95
Carrying amount: -				
Balance as at 1st April 2018	-	-	-	-
Balance as at 31st March 2019	-	-	-	-
Balance as at 31st March 2020	144.39	38.93	106.98	290.30

**Notes**

7.1 All the above property, plant &amp; equipment are owned by the company unless specified otherwise.

<b>8. Other non-financial assets</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>
	<b>31st March 2020</b>	<b>31st March 2019</b>	<b>1st April 2018</b>
	<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>
Advance to employees	175.00	-	-
Advance to suppliers	7.54	68.98	-
Prepaid expenses	9.83	-	-
Security deposit (rent)	-	-	96.00
	<b>192.37</b>	<b>68.98</b>	<b>96.00</b>
<b>9. Payables</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>
	<b>31st March 2020</b>	<b>31st March 2019</b>	<b>1st April 2018</b>
	<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>
Trade payables	-	-	-
- total outstanding dues of micro enterprises and small enterprises (Note 22)	19.20	3.00	-
- total outstanding dues of other than micro enterprises and small enterprises	472.76	33.89	-
	<b>491.96</b>	<b>36.89</b>	<b>-</b>
<b>10. Borrowings (other than debt securities)</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>
	<b>31st March 2020</b>	<b>31st March 2019</b>	<b>1st April 2018</b>
	<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>
<u>Borrowings in India (unsecured)</u>			
Loans from related parties	4,089.22	4,109.22	4,009.22
Loans from others	2,74,858.88	68,006.77	6,000.00
	<b>2,78,948.10</b>	<b>72,115.99</b>	<b>10,009.22</b>
<b>11. Other financial liabilities</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>
	<b>31st March 2020</b>	<b>31st March 2019</b>	<b>1st April 2018</b>
	<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>
Audit fees payable	43.20	43.20	43.20
Salary payable	189.95	-	39.07
Cheques overdrawn	313.35	-	-
Other expenses payable	1,186.01	1,186.01	1,243.61
Interest payable	1,238.15	-	-
	<b>2,970.67</b>	<b>1,229.21</b>	<b>1,325.89</b>
Expenses payable includes a sum of Rs. 11,86,014 (31st March 2019: 11,86,014) (1st April 2018: 11,86,014) payable to Sh. Anil Agarwal, director against expenses of the Company personally paid by him.			
<b>12. Provisions</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>
	<b>31st March 2020</b>	<b>31st March 2019</b>	<b>1st April 2018</b>
	<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>
<b>Contingent provision against standard assets</b>			
Opening balance	228.58	80.74	72.85
Add/(less): Addition/(written off) during the year	432.80	147.84	7.89
	<b>661.38</b>	<b>228.58</b>	<b>80.74</b>

12.1 A contingent provision of 0.25% (0.25% till 31st March, 2019) (0.25% till 1st April, 2018) against standard assets has been created on their respective outstanding amount considering RBI circular Ref. No. DNBR (PD) CC.No. 002/03.10.001/2014-15 dated November 10, 2014.

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**13. Deferred tax liabilities (net)**

	As at 31st March 2020 (Rs. in '000')	As at 31st March 2019 (Rs. in '000')	As at 1st April 2018 (Rs. in '000')
At the start of the year	-	-	-
Credit/(charge) to the Statement of Profit and Loss	3.65	-	-
<b>At the end of year</b>	<b>3.65</b>	<b>-</b>	<b>-</b>

13.1 Deferred tax asset is recognized to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.

13.2 The tax effect of significant timing differences that has resulted in deferred tax assets are given below:-

Particulars	For the year ended 31st March 2020 (Rs. in'000')			
	Opening balance	Recognized in Profit and loss	Recognized in OCI	Closing balance
Property, plant and equipment	-	3.65	-	3.65
<b>Total</b>	<b>-</b>	<b>3.65</b>	<b>-</b>	<b>3.65</b>

**14. Other non financial liabilities**

	As at 31st March 2020 (Rs. in '000')	As at 31st March 2019 (Rs. in '000')	As at 1st April 2018 (Rs. in '000')
TDS payable	65.99	6.50	3.20
	<b>65.99</b>	<b>6.50</b>	<b>3.20</b>

**15. Equity share capital**

	As at 31st March 2020		As at 31st March 2019		As at 1st April 2018	
	Nos.	(Rs. in '000')	Nos.	(Rs. in '000')	Nos.	(Rs. in '000')
<b>Authorized shares</b>						
Equity shares of Rs. 10 each with voting rights	35,00,000	35,000.00	35,00,000	35,000.00	35,00,000	35,000.00
<b>Issued, subscribed and fully paid- up shares</b>	<b>30,01,000</b>	<b>30,010.00</b>	<b>30,01,000</b>	<b>30,010.00</b>	<b>30,01,000</b>	<b>30,010.00</b>

**15.1 Reconciliation of number of equity shares and amount outstanding**

	As at 31st March 2020		As at 31st March 2019		As at 1st April 2018	
	Nos.	(Rs. in '000')	Nos.	(Rs. in '000')	Nos.	(Rs. in '000')
<b>Equity Shares</b>						
- At the beginning of the period	30,01,000	30,010	30,01,000	30,010	30,01,000	30,010
- Issued during the year	-	-	-	-	-	-
<b>Total outstanding at the end of the period</b>	<b>30,01,000</b>	<b>30,010</b>	<b>30,01,000</b>	<b>30,010</b>	<b>30,01,000</b>	<b>30,010</b>

**15.2 Terms and rights attached to equity shares**

The company has issued only one class of equity shares 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.

**15.3 Details of shareholders holding more than 5% shares in the company: -**

	As at 31st March 2020		As at 31st March 2019		As at 1st April 2018	
	Nos.	% holding	Nos.	% holding	Nos.	% holding
Seema Sharma	2,91,204	9.70%	2,91,204	9.70%	-	0.00%
Rajneesh Kumar	2,30,226	7.67%	2,30,226	7.67%	-	0.00%
Ajay Kumar Singh	1,69,931	5.66%	1,77,081	5.90%	-	0.00%
Sanjay Kumar Pathak	1,55,203	5.17%	1,54,608	5.15%	-	0.00%
Ginny Garg	-	0.00%	59,815	1.99%	2,13,400	7.11%
Gunjan Garg	-	0.00%	-	0.00%	1,99,100	6.63%
Mukesh Garg	-	0.00%	-	0.00%	2,02,600	6.75%

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

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16. Other equity	As at 31st March 2020 (Rs. in '000')	As at 31st March 2019 (Rs. in '000')
<u>Special Reserve (u/s 45IC of RBI Act, 1934)</u>		
Balance as per last financial statements	546.39	354.58
Add: transferred during the year	<u>326.18</u>	<u>191.81</u>
Net balance of special reserve	872.57	546.39
<u>Retained Earnings</u>		
Balance as per last financial statements	(1,413.16)	(2,032.56)
Profit/(loss) for the year	1,630.89	959.05
Less: Transfer to Special Reserve u/s 45-IC of RBI Act	(326.18)	(191.81)
Less: Contingent provision against standard assets	<u>(432.80)</u>	<u>(147.84)</u>
Net surplus in statement of profit and loss	(541.25)	(1,413.16)
<u>Equity instruments through other comprehensive income</u>		
Opening balance	(260.52)	-
Add: Re-measurement of Investments through FVTOCI	<u>260.52</u>	<u>(260.52)</u>
Closing balance	-	(260.52)
	<u>331.32</u>	<u>(1,127.29)</u>
17. Revenue from operation	For the year ended 31st March 2020 (Rs. in '000')	For the year ended 31st March 2019 (Rs. in '000')
Interest income	<u>10,140.53</u>	<u>2,606.57</u>
Processing & other fee	<u>92.40</u>	<u>-</u>
	<u>10,232.93</u>	<u>2,606.57</u>
18. Finance cost	For the year ended 31st March 2020 (Rs. in '000')	For the year ended 31st March 2019 (Rs. in '000')
Interest on borrowings	<u>409.41</u>	<u>-</u>
	<u>409.41</u>	<u>-</u>
19. Employee benefit expenses	For the year ended 31st March 2020 (Rs. in '000')	For the year ended 31st March 2019 (Rs. in '000')
Salaries to staff	2,129.51	365.13
Director remuneration	400.00	-
Staff welfare expenses	<u>149.50</u>	<u>7.04</u>
	<u>2,679.01</u>	<u>372.17</u>
20. Other expenses	For the year ended 31st March 2020 (Rs. in '000')	For the year ended 31st March 2019 (Rs. in '000')
Advertisement expenses	41.90	24.34
Commission expenses	1,285.82	-
Electricity expenses	-	6.23
Interest & late fee	11.19	1.28
Internet & Telephone expense	23.23	1.27
Investments written off	640.00	-
Legal & professional charges	649.48	154.98
Listing fees	445.13	359.90
Loan processing charges	149.33	-
Loss on sale of investments	1,419.12	22.64
Miscellaneous expenses	51.13	19.17
Office expenses	9.44	7.64
Payments to auditors (Note 26)	47.20	47.20
Penalty	-	93.23
Registrar & depository charges	99.51	59.58
Rent expenses	-	96.00
Subscription & Membership expenses	47.20	-
Website expenses	<u>3.05</u>	<u>12.16</u>
	<u>4,922.73</u>	<u>905.63</u>

## **SUPERIOR FINLEASE LIMITED**

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NOTES TO THE CONSOLIDATED IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2020

### **1. Corporate Information:**

SUPERIOR FINLEASE LIMITED is a public company domiciled in India and registered under registrar of companies Delhi. The company is operating as a Non Banking Finance Company in India.

### **2. Significant Accounting Policies:**

#### **(h) Statement of Compliance:**

The consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) specified under section 133 of the Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015. These are Company's first financial statements prepared in accordance with Ind AS and Ind AS 101 'First time adoption of Indian Accounting Standards' has been applied. An explanation and effect of transition from Indian GAAP (Referred to as "Previous GAAP") to Ind AS has been described in note 2(c) to these consolidated Ind AS financial statements.

#### **(i) Basis for preparation of the consolidated Ind AS financial statements:**

The consolidated Ind AS financial statements have been prepared under the historical cost basis which is generally based on the fair value of consideration given in exchange for goods and services.

#### **(j) Principles of Consolidation:**

The consolidated financial statements comprises of the holding company India Finsec Limited and all its subsidiaries and associates in accordance with the requirements of Ind AS 110- Consolidated Financial Statements and Ind AS 28 - Investment in Associates and Joint Ventures. The consolidated financial statements have been prepared on the following bases: -

- (i)** The financial statements of the holding Company and its subsidiaries are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions.
- (ii)** Profits or losses resulting from intra-group transactions that are recognized in assets, such as Inventory and Property, Plant and Equipment, are eliminated in full.
- (iii)** Goodwill represents the difference between the Company's share in the net worth of subsidiaries and the cost of acquisition at each point of time of making the investment in the subsidiaries.
- (iv)** The audited / unaudited financial statements of foreign joint ventures / associates have been prepared in accordance with the Generally Accepted Accounting Principle of its Country of Incorporation or Ind AS.

- (v) The financial statements of the associate/ subsidiary companies used in the consolidation are drawn upto the same reporting date as of the Company i.e. year ended March 31, 2020.
- (vi) The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances.
- (vii) The carrying amount of the parent's investment in each subsidiary is offset(eliminated) against the parent's portion of equity in each subsidiary.
- (viii) The difference between the proceeds from disposal of investment in subsidiaries and the carrying amount of its assets less liabilities as on the date of disposal is recognized in the Consolidated statement of profit & loss being the profit or loss on disposal of investment in subsidiary.
- (ix) Investment in Associates and Joint Ventures has been accounted under the Equity Method as per Ind AS 28 - Investments in Associates and Joint Ventures.
- (x) The Group accounts for its share of post-acquisition changes in net assets of associates and joint ventures, after eliminating unrealized profits and losses resulting from transactions between the Group and its associates and joint ventures.
- (xi) Non-Controlling Interest's share of profit / loss of consolidated subsidiaries for the year is identified and adjusted against the income of the Group in order to arrive at the net income attributable to shareholders of the Company.
- (xii) Non-Controlling Interest's share of net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet.

Changes in a parent's ownership interest after control is obtained that do not result in a change in control of the subsidiary are accounted for as equity transactions. The carrying amount of the non-controlling interest is adjusted to reflect the change in the non-controlling interest's ownership interest in the subsidiary. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognized in equity and attributed to the parent's equity holders.

**(k) First-Time Adoption of Ind AS**

The Company has prepared its first Indian Accounting Standards (Ind AS) compliant consolidated financial statements for the periods commencing from April 1, 2019 with restated comparative figures for the year ended March 31, 2019. The Company has prepared these consolidated financial statements in accordance with Ind AS notified under Section 133 of the Companies Act, 2013. Accordingly, the Balance Sheet in line with Ind AS transitional provisions has been prepared as at April 1, 2018 i.e. the date of Company's transition to Ind AS.

Ind AS 101 also allows to first time adopter certain exemptions from the retrospective application of certain requirements under Ind AS. Accordingly, the company has availed the following exemptions/mandatory exceptions as per Ind AS 101:

- (iv) Fair Value as Deemed Cost Exemption: -  
The company has elected to measure items of property, plant & equipment and intangible assets at its carrying value at the transition date.
- (v) Investments in subsidiaries, joint ventures and associates: -  
The company has elected to measure investment in subsidiaries, joint venture and associate at cost.
- (vi) Classification & Fair value measurement of financial assets or financial liabilities at initial recognition: -  
The financial assets and financial liabilities have been classified on the basis of facts existing as at the date of transition to Ind AS. In addition, the exemption permits prospective application of requirements of Ind AS 109 to transactions entered into on or after date of transition.

In accordance with Ind AS 101 'First-time adoption of Indian Accounting Standards', the Company has presented below reconciliations of net profit in accordance with 'previous GAAP' for the year ended March 31, 2019 and shareholders' funds as per 'previous GAAP' to equity under Ind AS as at March 31, 2019 and April 1, 2018.

#### Reconciliations between previous GAAP and Ind AS

- (iv) Reconciliation of total equity: -

Particulars	Notes	As at	
		March 31,2019 (Rs. in '000')	April 1, 2018 (Rs. in '000')
Balance as per previous GAAP		(866.77)	(1,677.98)
<i>Adjustments:</i>			
Re-measurement of investments carried at FVTOCI (net of tax)	2(c)(iii)(a)	(260.52)	Nil
<b>Balances as per Ind AS</b>		<b>(1,127.29)</b>	<b>(1,677.98)</b>

- (v) Reconciliation of total comprehensive income: -

Particulars	Notes	Year ended March 31, 2019 (Rs. in '000')
Net profit as per Previous GAAP		959.05
<i>Adjustments:</i>		Nil
<b>Net Profit as per Ind AS</b>		<b>959.05</b>
Re-measurement of investments carried at FVTOCI (net of tax)	2(c)(iii)(a)	(260.52)
<b>Total Comprehensive Income as per Ind AS</b>		<b>698.53</b>



(vi) Explanatory Note to the reconciliation: -

- b) Under the previous GAAP, investments in mutual funds were carried at cost, whereas under Ind AS 109 investments in mutual funds are measured at fair value. Mutual fund investments are not held for trading and thereby are classified at Fair Value through Other Comprehensive Income (FVTOCI).

**(l) Use of Estimates:**

The preparation of consolidated financial statements requires the management of the company to make estimates and assumptions that affect the reported amounts of assets and liabilities on the date of the financial statements, disclosure of contingent liabilities as at the date of the financial statements, and the reported amounts of income and expenses during the reported period. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised.

**(m) Critical accounting estimates**

(i) Income Taxes

Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

(ii) Impairment of Investments:

The carrying value of investments is reviewed at cost annually, or more frequently whenever, there is indication for impairment. If the recoverable amount is less than the carrying amount, the impairment loss is accounted for.

(iii) Provisions:

Provisions are recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date adjusted to reflect the current best estimates.

**(n) Property, plant and equipment**

Properties, Plant & equipment are stated at actual cost less accumulated depreciation and net of impairment. The actual cost capitalized includes material cost, freight, installation cost, duties and taxes, eligible borrowing costs and other incidental expenses incurred during the construction/installation stage.

The Company has chosen the cost model for recognition and this model is applied to all class of assets. After recognition as an asset, an item of PPE is carried at its cost less any accumulated depreciation and any accumulated impairment losses.

Depreciable amount of an asset is the cost of an asset less its estimated residual value.

Depreciation on Property, Plant and Equipment, including assets taken on lease, other than freehold land is charged based on Straight Line method on an estimated useful life as prescribed in Schedule II to the Companies Act, 2013. The useful life of asset taken into consideration as per Schedule II for the purpose of calculating depreciation is as follows: -

Particulars of Property, Plant & Equipment	Useful life (in years)
Furniture & fixtures	10
Office equipments	5

An item of Property, Plant and Equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of Property, Plant and Equipment are determined as a difference between the sale proceeds and the carrying amount of the asset and is recognized in the profit and loss.

At the end of each reporting period, the Company reviews the carrying amounts of tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss.

**(o) Intangible assets and amortisation thereof**

Intangible assets, representing softwares are initially recognised at cost and subsequently carried at cost less accumulated amortisation and accumulated impairment. The intangible assets are amortised using the straight line method over a period of five years, which is the Management's estimate of its useful life. The useful lives of intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

**(i) Revenue recognition:**

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company & revenue is reliably measured.

(iii) Interest Income: The Company recognises interest income using Effective Interest Rate (EIR) on all financial assets subsequently measured at amortised cost. EIR is calculated by considering all costs and incomes attributable to acquisition of a financial asset or assumption of a financial liability and it represents a rate that exactly discounts estimated future cash payments/receipts through the expected life of the financial asset/financial liability to the gross carrying amount of a financial asset or to the amortised cost of a financial liability.

(iv) Dividend: Dividend income from investments is recognised when the shareholders' right to receive payment has been established which is generally when the shareholders approve the dividend.

(ii) Other revenue from operations: The Company recognises revenue from contracts with customers (other than financial assets to which Ind AS 109 'Financial Instruments' is applicable) based on a comprehensive assessment model as set out in Ind AS 115 'Revenue from contracts with customers'. The Company identifies contract(s) with a customer and its performance obligations under the contract, determines the transaction price and its

allocation to the performance obligations in the contract and recognises revenue only on satisfactory completion of performance obligations. Revenue is measured at fair value of the consideration received or receivable.

**(j) Financial Instruments:**

**(i) Financial Assets: -**

Recognition and initial measurement: -

Financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument and are measured initially at fair value adjusted for transaction cost.

Subsequent measurement: -

Equity instrument and Mutual Fund: - All equity Instrument and mutual funds within scope of Ind-AS 109 are measured at fair value. Equity instrument and Mutual fund which are held for trading are classified as at fair value through profit & loss (FVTPL). For all other equity instruments, the Company decided to classify them as at fair value through other comprehensive income (FVTOCI).

Debt instrument: - A 'debt instrument' is measured at the amortised cost if both the following conditions are met. The assets is held within a business model whose objective is to hold assets for collecting contractual cash flows, and contractual terms of the assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

De-recognition of Financial Assets: -

A financial asset is primarily de-recognised when the rights to receive cash flows from the asset have expired or Company has transferred its right to receive cash flow from the asset.

**(ii) Financial Liabilities: -**

Recognition and initial measurement: -

All financial liabilities are recognised initially at fair value and transaction cost that is attributable to the acquisition of the financial liabilities is also adjusted. Financial liabilities are classified at amortised cost.

Subsequent measurement: -

Subsequent to initial recognition, these liabilities are measured at Amortised cost using the effective interest rate method.

De-recognition of Financial liabilities: -

Financial liabilities are derecognized when the obligation under the liabilities are discharged or cancelled or expires. Consequently, write back of unsettled credit balances is done on closure of the concerned project or earlier based on the previous experience of Management and actual facts of each case and recognized in other Operating Revenues.

Further when an existing Financial liability is replaced by another from the same lender on substantially different terms , or the terms of existing liability

are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

**(iii) Offsetting of Financial Instrument: -**

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is currently enforceable legal right to offset the recognized amounts and there is an intention to settle on net basis, to realize the assets and settle the liabilities simultaneously.

**(iv) Impairment of Financial Assets**

Equity instruments, Debt Instruments and Mutual Fund: -In accordance with Ind-AS 109, the Company applies Expected Credit Loss model for measurement and recognition of impairment loss for financial assets. Expected Credit Loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive.

Other Financial Assets: - The Company determines whether there has been a significant increase in the credit risk since initial recognition and if credit risk has increased significantly, impairment loss is provided.

**(k) Cash & Cash equivalents**

Cash and cash equivalents in the balance sheet comprise of cash at bank and on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts if they are considered an integral part of the Company's cash management.

**(l) Taxation**

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid/recovered from the tax authorities, based on estimated tax liability computed after taking credit for allowances and exemption in accordance with Income Tax Act, 1961.

Current and deferred tax are recognised in profit and loss, except when they relates to items that are recognised in other comprehensive income or directly in equity, in which case, the income taxes are recognised in other comprehensive income or directly in equity, respectively.

Advance taxes and provisions for current income taxes are presented in the statement of financial position after off-setting advance tax paid and income tax provision.

Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amounts.

Deferred income tax is recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized. The carrying amount of deferred income tax assets is reviewed at each reporting date. Deferred tax asset/liability is measured at the tax rates that are expected to be applied to the period when the asset is realized or the liability is settled.

Deferred tax assets include Minimum Alternative Tax (MAT) paid which is considered as an asset if there is probable evidence that the Company will pay normal income tax after the tax holiday period.

#### **(m) Employee Benefits**

##### **(i) Short-term Employee Benefits:-**

Liabilities for short-term employee benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employee's services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

##### **(ii) Post-Employment Benefits:-**

###### Defined Benefit Plans:-

The liability or asset recognized in the Balance Sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets.

The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in 'Employee Benefits Expense' in the Statement of Profit and Loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in Other Comprehensive Income. These are included in 'Retained Earnings' in the Statement of Changes in Equity.

#### **(n) Earnings Per Share**

Basic earnings/ (loss) per share are calculated by dividing the net profit/ (loss) for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for any bonus shares issued during the period and also after the Balance Sheet date but before the date the consolidated Ind AS financial statements are approved by the Board of Directors.

For the purpose of calculating diluted earnings/ (loss) per share, the net profit/ (loss) for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares as appropriate. The dilutive potential equity shares are adjusted for the proceeds receivable, had the shares been issued at fair value. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.

**(o) Provision, Contingent Liabilities and Contingent Assets:**

A provision is recognised when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance costs.

Contingent Assets and Contingent Liabilities are not recognized in the consolidated Ind AS financial statements.

Company's policy is to carry adequate amounts towards Provision for Standard Assets, Non-Performing Assets (NPAs) and other contingencies. All loans and other credit exposures where the installments are overdue for ninety days and more are classified as NPAs in accordance with the prudential norms prescribed by the National Housing Bank (NHB). The provisioning policy of Company covers the minimum provisioning required as per the NHB guidelines.

Provisions are established on a collective basis against loan assets classified as "Standard" to absorb credit losses on the aggregate exposures in each of the loan portfolios based on the NHB Directions. A higher non-performing asset provision may be made based upon an analysis of past performance, level of allowance already in place and Management's judgment. This estimate includes consideration of economic and business conditions. The amount of the allowance for credit losses is the amount that is required to establish a balance in the Provision for Non-Performing Assets Account that management consider adequate, after consideration of the prescribed minimum requirement under the NHB Directions, to absorb credit related losses in its portfolio of loan items after individual allowances or write offs.

**(p) Leases**

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17 Leases and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

The Company has adopted Ind AS 116, effective annual reporting period beginning April 1, 2019 and applied the standard to its leases using the modified retrospective approach whereby a lessee applies the new standard from the beginning of the current period. The lessee calculates the lease asset and lease liability as at the beginning of the current period and recognized an adjustment in equity at the beginning of the current period. Accordingly, a lessee will not restate its prior period financial information under this approach.

The Company has elected not to apply the requirements of Ind AS 116 Leases to short term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets are subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease liability is subsequently re-measured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and re-measuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

On application of Ind AS 116, the nature of expenses has changed from lease rent in previous periods to depreciation cost for the right-of-use asset, and finance cost for interest accrued on lease liability.

**Related parties: -**

As per IND AS 24, the disclosures of transactions with the related parties are given below: -

- (c) List of related parties where control exists and also related parties with whom transactions have taken place and relationship: -

(i)	Key Management Personnel	Mr. Anil Agarwal (Director) Ms. Shikha Garg (Director) Mr. Rajneesh Kumar (Director) Mr. Harish Kumar (Director) Mr. Ravi Kant Sharma (Director) Mr. Vaibhav Vashisht (CFO) Ms. Shipali Gupta (Past Company Secretary) Ms. Anshika Garg (Past Company Secretary) Mr. Mohd. Hishamuddin (CEO.)
(ii)	Relatives of Key Management Personnel	None
(iii)	Enterprises owned or significantly influenced by Key Management Personnel or their Relatives	M/s. Indian Finance guaranty Limited

(d) Following transactions are made with the related parties covered under Ind AS- 24 on "Related Parties Disclosure": -

	Transaction with	Nature of Transaction	Transactions during the year		Balances as at	
			31/03/2020 (Rs. in'000')	31/03/2019 (Rs. in'000')	31/03/2020 (Rs. in'000')	31/03/2019 (Rs. in'000')
(i)	<u>Key Management Personnel: -</u>					
	Mr. Rajneesh Kumar	Loan received	Nil	100.00	80.00	100.00
		Loan repaid	20.00	Nil	Nil	Nil
		Director Remuneration	400.00	Nil	50.00	Nil
	Mr. Vaibhav Vashisht	Salary	311.00	80.00	30.00	Nil
	Mr. Mohd. Hishamuddin	Salary	277.98	75.00	15.00	Nil
	Ms. Anshika Garg	Salary	Nil	50.00	Nil	Nil
	Ms. Shipali Gupta	Salary	80.00	Nil	Nil	Nil

(ii)	<u>Enterprises owned or significantly influenced by key management personnel or their relatives: -</u>					
	M/s. Indian Finance Guarantee Limited	Loan given	21,080.00	61,150.00	51,297.95	59,090.00
		Loan recovered	29,791.66	2,060.00	Nil	Nil
		Interest income	7,140.55	2,085.51	430.00	489.58



34. Based on and to the extent of the information received by the Company from the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) and relied upon by the auditors, the relevant particulars as at the year-end are furnished below:

<b>Particulars</b>	<b>31/03/2020 (Rs. in'000')</b>	<b>31/03/2019 (Rs. in'000')</b>	<b>1/04/2018 (Rs. in'000')</b>
Principal amount due remaining unpaid	19.20	3.00	Nil
Interest due on above remaining unpaid	Nil	Nil	Nil
Amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	Nil	Nil	Nil
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	Nil	Nil	Nil
Amount of interest accrued and remaining unpaid at the end of each accounting year	Nil	Nil	Nil
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	Nil	Nil	Nil

<b>23. Particulars</b>	<b>31/03/2020 (Rs. in '000')</b>	<b>31/03/2019 (Rs. in '000')</b>
Earnings/ remittances and/or expenditure in foreign currency	Nil	Nil

<b>24. Particulars</b>	<b>31/03/2020 (Rs. in '000')</b>	<b>31/03/2019 (Rs. in '000')</b>
Contingent liabilities provided for Pending litigations by/against the Company	Nil	Nil

25. The outbreak of COVID-19 pandemic is causing significant disturbance and slowdown of economic activities globally. The nationwide lockdown ordered by the Government of India has resulted in significant reduction in economic activities and also the business operations of the Company in terms of sales and production. The management has considered the possible effects that may result from the pandemic on the recoverability

/ carrying value of the assets. Based on the current indicators of future economic conditions, the management expects to recover the carrying amount of the assets, however the management will continue to closely monitor any material changes to future economic conditions. Given the uncertainties, the final impact on Company's assets in future may differ from that estimated as at the date of approval of these financial results.

26. Break- up of payments made to statutory auditors (including taxes) is disclosed as under: -

Particulars	31/03/2020 (Rs. in'000')	31/03/2019 (Rs. in'000')
In respect of statutory audit (including tax audit)	47.20	47.20
In respect of certification	26.55	9.44
<b>TOTAL</b>	<b>73.75</b>	<b>56.64</b>

27. The following Associate Company is considered in the Consolidated Financial Statements:-

S. No.	Name of Subsidiary	Country of Incorporation	% of Equity holding either directly or through Subsidiaries	
			31/03/2020	31/03/2019
<b>Associate</b>				
(i)	Indian Finance Guaranty Limited	India	38.24%	0.00%

28. Additional information pursuant to the requirements of Schedule-III of the Companies Act, 2013 in Consolidated Financial Statements is as under:-

Name of the entity in the Group	Net Assets		Share in profit or loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As a % of consolidated net assets	Amount (Rs. in '000')	As a % of consolidated profit or loss	Amount (Rs. in '000')	As a % of consolidated Other Comprehensive Income	Amount (Rs. in '000')	As a % of consolidated Total Comprehensive Income	Amount (Rs. in '000')
<b>Parent</b>								
Superior Finlease Limited	100.00%	30,344.97	100.00%	1,630.90	100.00%	260.52	100.00%	1,891.42
<b>Subsidiary</b>								
Indian Finance Guaranty Limited	0.00%	Nil	0.00%	Nil	0.00%	Nil	0.00%	Nil
<b>Total</b>	<b>100.00%</b>	<b>30,344.97</b>	<b>100.00%</b>	<b>1,630.90</b>	<b>100.00%</b>	<b>260.52</b>	<b>100.00%</b>	<b>1,891.42</b>

29. At present, Company does not have any defined benefit plan hence no provision has been made in the books.

30. The consolidated financial statements were approved for issue by the Board of Directors on 25<sup>th</sup> day of June, 2020.
31. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
32. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
33. Previous year's figures have been re-arranged or re-grouped wherever considered necessary.
34. Figures have been rounded off to the nearest thousands of rupees.
35. Figures in brackets indicate negative (-) figures.

Signed for the purpose of Identification

**FOR V.N. PUROHIT & CO.**  
**Chartered Accountants**  
Firm Regn. 0304040E

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

Sd/-  
**O. P. Pareek**  
Partner  
Membership No. 014238  
UDIN: - 20014238AAAACA7724  
New Delhi, the 25<sup>th</sup> day of  
June, 2020

Sd/-  
**Rajneesh Kumar**      **Vaibhav Vashist**  
Director      CFO  
DIN: 02463693      PAN: ALDPV3126C

Sd/-  
**Mohd. Hishamuddin**  
CEO  
PAN : ACTPH4397N