

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;
Website: <http://www.superiorfinlease.com>; Phone No.: +91-9953798335

February 24, 2020

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

Metropolitan Stock Exchange of India Limited
4th Floor, Vibgyor Towers, Plot No. C-62
Bandra Kurla Complex, Bandra east
Mumbai- 400098
Email Id: raviraj.nirbhawane@mcx-sx.com

Dear Sir/Madam,

Subject: Notice of Postal Ballot

Ref: Superior Finlease Limited ("Company")

The Board of Directors at their meeting held on February 07, 2020 had inter-alia approved the Postal Ballot Notice ("Notice").

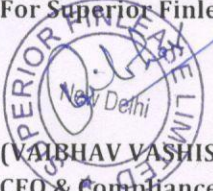
Pursuant to Regulation 30 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations"), enclosed please find Notice together with the Explanatory Statement and Postal Ballot Form sent to the members of the Company whose names appear on the Register of Members/ List of Beneficial Owners as on Friday, February 14, 2020.

Kindly take the above information on record and oblige.

Thanking You,

Yours Truly,

For Superior Finlease Limited


(VAIBHAV VASHIST)
CFO & Compliance Officer

Encl: As above



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NOTICE FOR POSTAL BALLOT **(Pursuant to Section 110 of the Companies Act, 2013)**

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the following resolution are to be circulated for the approval of the members of SUPERIOR FINLEASE LIMITED through Postal Ballot/electronic voting (e-voting). The Statement pertaining to these Resolutions setting out the material facts thereof is annexed hereto along with a Postal Ballot Form for your consideration and voting.

The Members are requested to carefully read the instructions printed in the Notice and on the Postal Ballot Form and follow the same for voting.

SPECIAL BUSINESS

Resolution No. 1- **To borrow money in excess of the aggregate of paid up capital and free Reserves of the Company, pursuant to the provisions of Section 180 (1) (c) of the Companies Act, 2013.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Sections 179, 180, 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, and subject to all such approvals, permissions or sanctions as may be necessary and subject to such conditions(s) and modification(s) as may be prescribed or imposed, while granting such approval(s) permission(s), the consent of the members be and is hereby accorded to borrow any sum of money from time to time notwithstanding that the money or moneys to be borrowed, together with the moneys already borrowed by the Company, if any, may exceed aggregate of its paid-up capital and free reserves, apart from temporary loans obtained, if any, from the company's bankers/Directors/Relatives of Directors/Financial Institution or other party in the ordinary course of business subject to the limit of Rs. 5,00,00,00,000/- (Rupees Five Hundred Crores) per months."

"RESOLVED FURTHER THAT Directors be and are hereby severally authorised to file necessary forms with the Registrar of Companies, NCT of Delhi & Haryana and to do or cause to do such other acts, deeds things and execute all such documents, undertaking as may be considered necessary in connection with or incidental to the above."

Resolution No. 2- To give loan or guarantee or provide security or making investment as per the provisions of Section 185 and 186 of the Companies Act, 2013 to Indian Finance Guaranty Ltd.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 185, 186 and 188 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, the approval of the members of the Company be and is hereby accorded to the Board to (a) give any loan to any body-corporate(s) / person (s); (b) give any guarantee or provide security in connection with a loan to any body-corporate(s) / person (s); and (c) acquire by way of subscription, purchase or otherwise, securities of any body-corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for any amount without any limit outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013."

"RESOLVED FURTHER THAT in case of divestment of the investment, the Directors of the Company be and are hereby authorized to sign the necessary applications, papers, forms, documents etc. for effective implementation of decision of divestment taken by the Company from time to time."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

"Resolution No. 3- To increase the remuneration of Mr. Rajneesh Kumar, Director of the Company as per the provisions of the Companies Act, 2013.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the approval of the shareholders, consent of Board be and is hereby accorded for the payment of Rs. 50,000 monthly salary since October 2019 on such terms of remuneration payable to, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of appointment of Mr. Rajneesh Kumar (DIN: 02463693), as a

Director of the Company, with liberty to the Board to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Directors and Mr. Rajneesh Kumar.”

“RESOLVED FURTHER that the Board of Directors of the Company or a Committee thereof be and are hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the aforesaid Resolution.”

By Order of the Board
SUPERIOR FINLEASE LIMITED
Sd/-

Date: 14/02/2020
Place: Delhi

(Ravi Kant Sharma)
Director
DIN: 07456078

Notes:

1. The Explanatory Statement as required under Section 102 of the Act, is annexed to this Notice. A Postal Ballot Form for casting the vote by shareholders is also enclosed.
2. The Postal Ballot Notice is being sent to all the Shareholders; whose names appear in the Register of Members/ Beneficial Ownership Position maintained by the Depositories i.e. National Securities Depository Limited (NSDL).
3. Voting right shall be reckoned in proportion to the Paid-up Equity Shares registered in the name of the Shareholders as on 14th February, 2020 (Cut-off date).
4. Resolution passed by the shareholders through Postal Ballot and E-voting are deemed to have been passed effectively at a general meeting.
5. In terms of Section 108 of Companies, Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is providing the facility to its shareholders to exercise their right to vote by electronic means as an alternative mode of voting which will enable them to cast their votes electronically.

Necessary arrangements have been made by the Company with M/s Skyline Financial Services Private Limited to facilitate the E-voting.

6. The Company has appointed CS Nilesh Ranjan of M/s NRAS & Associates, Practicing Company Secretaries, as Scrutinizer, to conduct the Postal Ballot and E-voting process in a fair and transparent manner.

7. Instructions for E-voting:

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period begins on 26th February 2020 (10:00 A.M.) and ends on 26th March, 2020 (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) 14th February, 2020 may cast their vote electronically.
- (ii) Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Postal Ballot Notice and holds shares as of the cut-off date i.e. 14th February, 2020 may obtain the login ID and password by sending a request at superiorfinance@gmail.com.

➤ Log-in to NSDL e-Voting website

- (iii) The shareholders should log on to the e-voting website of NSDL. Open web Browser by typing the www.evoting.nsdl.com either on a Personal Computer or on a mobile during the voting period.
- (iv) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- (v) Now Enter your User ID, your Password and a Verification Code as shown on the screen.
- (vi) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- (vii) Members holding shares in Physical Form should enter EVEN Number i.e. 112827 followed by Folio Number registered with the Company.
- (viii) Next enter the Image Verification as displayed and Click on Login.
- (ix) 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 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 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 registered postal address.
- (x) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- (xi) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- (xii) Now, you will have to click on "Login" button.
- (xiii) After you click on the "Login" button, Home page of e-Voting will open.

➤ **Cast Your Vote Electronically on NSDL e-Voting System**

- (xiv) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click one-Voting. Then, click on Active Voting Cycles.
- (xv) 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.
- (xvi) Select "EVEN" of company for which you wish to cast your vote.
- (xvii) Now you are ready for e-Voting as the Voting page opens.
- (xviii) 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.
- (xix) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xx) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (xxi) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

➤ **General Instruction**

- (xxii) 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 sfl.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
- (xxiii) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to thee-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 to reset the password.
- (xxiv) In case you have any queries, you may refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evoting.nsdl.com under help section or may contact Ms. Pallavi Mhatre (Assistant Manager), NSDL, 4th Floor, 1st Wing, Trade

World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013,
Email: evoting@nsdl.co.in, Tel: 1800 222 990/ 91-22-24994200/ 91-22-24994545.

- (xxv) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
8. Shareholders who opt to vote by Postal Ballot shall ensure that the duly completed form should reach the Scrutinizer or at Company's Registered Office before 5:00 P.M. (IST) on 26th March, 2020.
 9. Any Shareholder who has not received the Postal Ballot Form may write to the Company or Registrar & Share Transfer Agents (RTA) of the Company for obtaining a duplicate/ additional form.
 10. Shareholders who cast their votes electronically should not vote through ballot paper attached with this notice. However, in case a shareholder votes electronically as well as through ballot paper, the vote cast through ballot paper will be ignored.
 11. In case of any query pertaining to E-voting, please contact with the Company Secretary of the Company or Registrar & Share Transfer Agents (RTA) of the Company.
 12. The voting rights of the shareholders shall be in proportion to their share of the paid-up equity share capital of the Company, as on the Cut-Off date.
 13. The date of declaration of the result of the Postal Ballot shall be deemed to be the date of passing of the said resolution.
 14. The Scrutinizer shall submit the Scrutinizer's Report to the Chairman of the Company, or such other officer authorized by the Chairman. Further the result of the Postal Ballot will be announced on Monday, 30th March, 2020 at 5 P.M. (IST) at the Registered Office of the Company at NS-92, Khasra No-33/21, Ranaji Enclave, Najafgarh, Near Arjun Park Bus Stand New Delhi New Delhi DL 110043.
 15. The results of voting along with the Scrutinizer's Report(s) there on would be available on the website of the Company (www.superiorinlease.com) immediately after the declaration of the results and would also be communicated simultaneously to the BSE Limited.



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CIN : L74899DL1994PLC061995

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Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013

Item: 1

Section 180 (1) (c) of the Companies Act, 2013 permits the Company to borrow money along with the money already borrowed by the Company, except the temporary loans obtained from the Companies banker in ordinary course of business, beyond the paid-up capital and free reserve of the Company, only if the same is approved by the Members of the Company.

Hence, members of the Company are requested to give their approval to borrow the money along with the money already borrowed by the Company in excess of its paid-up capital and free reserve i.e. Up to Rs. 5,00,00,00,000/- (Rupees Five Hundred Crores) per months.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

Item: 2

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required. Pursuant to the provisions of section 185, 186(3) and 188 of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account. Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Postal Ballot for any amount without any limit outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Directors therefore, recommend the Special Resolution for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

Item: 3

The Board of Director of the Company have decided to pay remuneration to Mr. Rajneesh Kumar, Director of the Company, for his commitment to involve in the day to day business of the Company. pursuant to the provisions of Sections 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members. Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Postal Ballot.

The Directors therefore, recommend the Special Resolution for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102, of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

By Order of the Board
SUPERIOR FINLEASE LIMITED
Sd/-

Date: 14/02/2020
Place: Delhi

(Ravi Kant Sharma)
Director
DIN: 07456078

POSTAL BALLOTFORM

Name of Member or any Joint – holder(s), if any	
Address	
DP-ID/CLIENT-ID*	
Regd. Folio No.	
No. of shares held	

I/We hereby exercise my/our vote in respect of the following Ordinary Resolutions to be passed through Postal Ballot/ E-voting, by conveying my/our assent or dissent to the said Resolutions by placing tick (√) mark in the appropriate box below:

No.	Resolution	No. of Shares held	I/We assent to the resolution	I/We dissent from the resolution
SPECIAL BUSINESS(S):				
1	<p>Resolution No. 1- To borrow money in excess of the aggregate of paid up capital and free Reserves of the Company, pursuant to the provisions of Section 180 (1) (c) of the Companies Act, 2013.</p> <p>To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:</p> <p>“RESOLVED THAT pursuant to Sections 179, 180, 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, and subject to all such approvals, permissions or sanctions as may be necessary and subject to such conditions(s) and modification(s) as may be prescribed or imposed, while granting such approval(s) permission(s), the consent of the members be and is hereby accorded to borrow any sum of money from time to time from notwithstanding that the money or moneys to be borrowed, together with the moneys already borrowed by the Company, if any, may exceed aggregate of its paid-up capital and free reserves, apart from temporary loans obtained, if any, from</p>			

	<p>the company's bankers/Directors/Relatives of Directors/Financial Institution or other party in the ordinary course of business subject to the limit of Rs. 5,00,00,00,000/- (Rupees Five Hundred Crores) per months."</p> <p>"RESOLVED FURTHER THAT Directors be and are hereby severally authorised to file necessary forms with the Registrar of Companies, NCT of Delhi & Haryana and to do or cause to do such other acts, deeds things and execute all such documents, undertaking as may be considered necessary in connection with or incidental to the above."</p>		
2	<p>Resolution No. 2- To give loan or guarantee or provide security or making investment as per the provisions of Section 185 and 186 of the Companies Act, 2013 to Indian Finance Guaranty Ltd.</p> <p>To consider and, if thought fit, to pass the following resolution as a Special Resolution:</p> <p>"RESOLVED THAT pursuant to the provisions of Section 185, 186 and 188 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, the approval of the members of the Company be and is hereby accorded to the Board to (a) give any loan to any body-corporate(s) / person (s); (b) give any guarantee or provide security in connection with a loan to any body-corporate(s) / person (s); and (c) acquire by way of subscription, purchase or otherwise, securities of any body-corporate from time to time in one or more trenches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for any amount without any limit outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the</p>		

	<p>Companies Act, 2013.”</p> <p>“RESOLVED FURTHER THAT in case of divestment of the investment, the Directors of the Company be and are hereby authorized to sign the necessary applications, papers, forms, documents etc. for effective implementation of decision of divestment taken by the Company from time to time.”</p> <p>“RESOLVED FURTHER THAT for the purpose of giving effect to the above, Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”</p>			
3	<p>“Resolution No. 3- To increase the remuneration of Mr. Rajneesh Kumar, Director of the Company as per the provisions of the Companies Act, 2013.</p> <p>To consider and, if thought fit, to pass the following resolution as a Special Resolution:</p> <p>“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the approval of the shareholders, consent of Board be and is hereby accorded for the payment of Rs. 50,000 monthly salary since October 2019 on such terms of remuneration payable to, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during</p>			