

# Notice

Notice is hereby given that the Annual General Meeting of SUPERIOR FINLEASE LIMITED will be held on Friday, the 29<sup>th</sup> day of September, 2017 at 02:00 P.M. at the Registered Office of the Company at Flat No. 116, Surya Kiran Building, 19 KG Marg, New Delhi-110001 to transact the following businesses:

## Ordinary Business:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2017 including audited Balance Sheet for the year ended 31<sup>st</sup> March, 2017 and the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Manoj Goel (DIN – 00629766), who retires by rotation and being eligible, offers himself for re – appointment.
3. To appoint Auditors and fix their remuneration. In this connection, to consider and, if thought fit, to pass the following resolution which will be proposed as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s V.N Purohit & Co., Chartered Accountants (Firm Registration No. 304040N), be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next annual general meeting (subject to ratification of their appointment at every AGM), on such remuneration and terms of engagement as would be decided by the Board of Directors of the Company or committee thereof.”

By Order of the Board  
Superior Finlease Limited

Date: 04.09.2017  
Place: New Delhi

Sd/-

Anil Agarwal  
Director

### REGISTERED OFFICE

Flat No. 116, Surya Kiran Building,  
19 K.G. Marg, New Delhi-110001  
CIN: L74899DL1994PLC061995  
Website: [www.superiorfinlease.com](http://www.superiorfinlease.com)  
Email –[superiorfinlease@gmail.com](mailto:superiorfinlease@gmail.com)

## **NOTES:**

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1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company.
2. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A Proxy Form is sent herewith. Proxies submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution/authority, as applicable.

4. During the period beginning twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice is given to the company.
5. The Company's Registrar & Share Transfer Agents (RTA) are:  
  
Skyline Financial Services Private Ltd, D-153/A, First Floor, Okhla Industrial Area, Phase - I, New Delhi -110020, Phone: 011 3085 7575, Email: [info@skylinerta.com](mailto:info@skylinerta.com).
6. Members can avail of the nomination facility in respect of shares held by them pursuant to the provisions of Section 72 of Companies Act, 2013. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility. Members holding shares in physical form may send their nomination in the prescribed form duly filled in to RTA at the above mentioned address.
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
8. 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 RTA.
9. Details under Regulation 26 of the SEBI (LODR), 2015, in respect of the Directors seeking

appointment/re-appointment at the Annual General Meeting, is given in the Corporate Governance Report along with the details of their share holding.

10. Electronic copy of the Annual Report for 2016-17 is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016-17 are being sent in the permitted mode.
11. The Notice of the Annual General Meeting of the Company and instructions for e-voting, along with Attendance Slip and Proxy Form is being sent to all the members by electronic mode, whose email ID's are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the aforementioned documents are being sent in the permitted mode.
12. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website [www.superiorfinance.com](http://www.superiorfinance.com) for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on working days, excluding Saturday upto the date of AGM. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost.
13. Shareholders are requested to notify any change of address:
  - (i) To their Depository Participants (DPs) in respect of the shares held in Demat form; and
  - (ii) To the Company at its Registered Office at 116, Surya Kiran, 19, K.G. Marg, New Delhi-110001.
  - (iii) In case the mailing address mentioned on this Annual Report is without the Pin Code, kindly inform the same to DP of the Company
14. To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards the Greener Environment and to receive all documents, Notices, including Annual Reports and other communications of the Company, investors should register their e-mail addresses with RTA if shares are held in physical mode or with the Depository Participant if the shares are held in electronic mode.
15. The Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2017, the Balance Sheet as at that date, the Auditors' Report, the Directors' Report and all other documents annexed or attached to the Balance Sheet are available for inspection by the Members at the Registered Office of the Company between 11:00 AM and 1:00 PM on all working days up to this AGM. Members who wish to obtain information on the Company or view the Accounts for the previous years may visit the Company's website or send their queries at least 10 days in advance before the AGM to the Secretary of the Company.

16. **E-Voting:** In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended vide notification dated 19th March 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and detailed procedure is mentioned below:

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

- (i) The voting period begins on Tuesday, 26<sup>th</sup> September, 2017 and ends on Thursday, 28<sup>th</sup> September, 2017. 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 Friday, 22<sup>nd</sup> September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" tab.
- (v) Now Enter your User ID
- a. ForCDSL: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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

**For Members holding shares in Demat Form and Physical Form**

**PAN**

Enter your 10 digit alpha-numeric \*PAN issued by IncomeTax Department (Applicable for bothdematshareholdersaswellasphysicalshareholders)

Members who have not updated their PAN with the Company/Depository Participant are requested to use the first twoletters of their name and the 8 digits of the sequence numberinthePANfield.

In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number1 then enter RA00000001 in the PAN field.

Dividend Enter the Dividend Bank Details or Date of Birth (in the dd/mm/yyyy format) as recorded in

Bank Details your demat account or in the Company records to login.

OR Date of Birth If both the details are not recorded with the depository or Company please enter the member ID/folio number in the Dividend Bank details field as mentioned in instruction (iv)

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform . It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant “Superior Finlease Limited” on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the votes cast by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Institutional Shareholders
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to helpdesk.evoting@cdslindia.com

- (xx) The Board of Directors has appointed CS Amit Kumar, Practicing Company Secretary, as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxi) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman / Managing Director of the Company.
- (xxii) The results on resolutions shall be declared on or after the AGM of the Company and the resolution will be deemed to be passed on the AGM date, subject to receipt of the requisite number of votes in favour of the Resolution(s).
- (xxiii) The Results declared along with the Scrutinizer’s Reports will be available on the website of the Company ([www.superiorfinance.com](http://www.superiorfinance.com)) within two (2) days of passing of the resolutions and communication of the same to the BSE and Metropolitan Stock Exchange Limited (MSEI) for download by the members of the Company.

#### ADDITIONAL INFORMATION WITH RESPECT TO ITEM NO. 2, 3

##### **Item No 2**

Pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Standard 1.2.5 of SS-2, Secretarial Standard on General Meetings

Name of Director	Mr. Manoj Goel
DIN	00629766
Date of Birth	14/07/1978
Qualification	Graduation
Experience & Brief profile and nature of their expertise in specific functional areas	10 Years experience in Financial Industry
Directorship held in other companies	LGR LEASING PRIVATE LIMITED UR1 INDIA PRIVATE LIMITED SKT REALCON PRIVATE LIMITED

Membership/Chairmanship of committees across all other public companies	Nil
Relationship with other Directors/Manager/Key Managerial Personnel	Nil
Shareholding of the Company (Promoter Group)	Nil
No of Board Meeting Attended during the Financial Year 2016 - 17	6

Mr. Ankit Agarwal along with his relatives holds Nil equity shares as on date of the notice of AGM.

None of the other Directors or the Key Managerial Personnel or their relatives are in any way concerned or interested in the said resolution except to the extent of their respective shareholding in the Company, if any, as set out at item no. 2 of the Notice.

The Board recommends the resolution set forth in item no. 3 of the Notice for the approval of the members as an Ordinary Resolution.

### Item No 3

M/s V.N Purohit & Co., Chartered Accountants (Firm Registration No. 304040N), be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM), till the conclusion of next annual general meeting of the company to be held in the year 2019 on remuneration and terms of engagement as would be decided by the Board of Directors of the Company or committee thereof.

M/s V.N Purohit & Co., Chartered Accountants, have consented to the said appointment and confirmed that their Re - appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of Directors, Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested, financially or otherwise in the Resolution as set out at item no. 4 of the Notice.

The Board recommends the resolution set forth in item no. 4 of the Notice for approval of the Members as an Ordinary Resolution.

By Order of the Board  
Superior Finlease Limited

Date: 04.09.2017  
Place: New Delhi

Sd/-

Anil Agarwal

Director

REGISTERED OFFICE

Flat No. 116, Surya Kiran Building,

19 K.G. Marg, New Delhi-110001

CIN: L74899DL1994PLC061995

Website: [www.superiorfinlease.com](http://www.superiorfinlease.com)

Email [-superiorfinlease@gmail.com](mailto:-superiorfinlease@gmail.com)

**SUPERIOR FINLEASE LIMITED**

CIN: L74899DL1994PLC061995

Regd. Off: Flat No. 116, Surya Kiran Building, 19 K.G. Marg

New Delhi-110001, Tel:- 91-11 -65651802

Email: superiorfinlease@gmail.com, Website: www.superiorfinlease.com

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rules 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s): .....

Registered Address: .....

Email Id: ..... Folio No. / Client ID:.....

I/We, being the member(s) holding ..... Shares of the above named Company, hereby appoint:

1. Name: ..... Address.....

Email ID: .....

Signature.....

**Or failing him/her**

2. Name: ..... Address.....

Email ID: .....

Signature.....

**Or failing him/her**

3. Name: ..... Address.....

Email ID: .....

Signature.....

as my/our proxy to attend and vote (on a ballot/poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Friday, September 29, 2017 at 02:00 P.M. at Flat No. 116, Surya Kiran Building, 19 KG Marg, New Delhi-110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Vote (Optional see Note 2)
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**Ordinary Business**

		<b>For</b>	<b>Against</b>	<b>Abstain</b>
1.	To receive, consider and adopt the: Audited Financial Statements, Reports of Board of directors and Auditors thereon for the financial year ended March 31, 2017;			
2.	To appoint a Director in place of Mr. Manoj Goel (DIN - 00629766), who retires by rotation and being eligible, offers himself for re-appointment			
3.	To re - appoint Statutory Auditors of the Company and to fix their remuneration			

Signed this ..... Day of ..... 2017

.....

Signature of proxy Holders(s)

Affix revenue stamp  
of not less than Rs.  
1.00

.....

Signature of Shareholder/Member

**Notes:**

1. This form duly filled up, stamped and signed by the appointer or his attorney duly authorized in writing or if the appointer is a Body Corporate, under the seal or signed by an attorney duly authorized by it shall be deposited at the Registered Office of the Company along with the power of Attorney, if any under which the Proxy Form is signed, not less than 48 hours before the time for holding the meeting.

It is optional to indicate your reference, if you leave the for, against column or abstain column blank against or abstain column blank against any or all resolutions, your proxy will be entitled in the manner as he/she may deem appropriate.