

## Notice

Notice is hereby given that the Annual General Meeting of **SUPERIOR FINLEASE LIMITED** will be held on Friday, the 27<sup>th</sup> Day of September, 2019 at **02:00 P.M.** at the Registered Office of the Company situated at **NS-92, Khasra No-33/21, Ranaji Enclave, Najafgarh, Near Arjun Park Bus Stand New Delhi -110043** 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, 2019 including audited Balance Sheet for the year ended 31<sup>st</sup> March, 2019 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.

### **Special Business:**

2. **Regularisation of appointment of Mr. Rajneesh Kumar, (DIN: 02463693) as a Director of the Company.**

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

**“RESOLVED THAT** Mr. Rajneesh Kumar, (DIN: 02463693) who was appointed as an Additional Director of the Company with effect from 5<sup>th</sup> October, 2018 by the Board of Directors and who holds office up to the date of the forthcoming Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ('the Act'), but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

3. **Regularisation of appointment of Mr. Ravi Kant Sharma, (DIN: 07456078) as a Director in the category of Independent Director.**

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

**“RESOLVED THAT** Mr. Ravi Kant Sharma, (DIN: 07456078) who was appointed as an Additional Director of the Company with effect from 5<sup>th</sup> October, 2018 by the Board of Directors and who holds office up to the date of the forthcoming Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ('the Act'), but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof ] and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the appointment of Mr. Ravi Kant Sharma, (DIN: 07456078) who has submitted a declaration that he meets the

criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 5<sup>th</sup> October, 2018 to 4<sup>th</sup> October, 2023 (both days inclusive), be and is hereby approved.”

#### **4. Re-Appointment of Mr. Anil Agarwal, (DIN: 01373788) as a Director in the category of Independent Director.**

To consider and if thought fit, to pass 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, Mr. Anil Agarwal, (DIN: 01373788), was appointed as an independent director of the Company for a term of five years up to 01<sup>st</sup> September 2019 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 his performance evaluation for the year 2018-19, be and is hereby re-appointed as an independent director of the Company for a second term of five consecutive years, effective from 02<sup>nd</sup> September 2019 up to 01<sup>st</sup> September 2024.

**RESOLVED FURTHER THAT** pursuant to regulation of the Listing Regulations, approval of the members be and is hereby given for continuation of Mr. Anil Agarwal as an independent director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149 and other applicable provisions of the Act and the rules made there under, Mr. Anil Agarwal be paid such fees as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.”

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

Sd/-  
(Rajneesh Kumar)  
Director  
DIN: 02463693

## NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote, instead of himself/herself and the proxy need not be a member. A person can act as proxy on behalf of members up to and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company.

Further, a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member. The instrument appointing proxy must be deposited at the registered office of the company not less than 48 hours before the time of holding the meeting.

2. 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.
3. The instrument appointing the Proxy, duly completed must be deposited at the Company's Registered Office not less than 48 hours before the commencement of the meeting. A Proxy form for the Annual General Meeting is enclosed.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Members/Proxies/Authorized representatives are requested to bring the copies of annual reports and attendance slips to the meeting, if the same are received in physical form.
6. 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 Saturday, September 21, 2019 to Friday, September 27, 2019 (both days inclusive) for the purpose of the Annual General Meeting.
7. 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.
8. 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.
9. 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.

10. 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.
11. Members may also note that the Notice of the Annual General Meeting and the Annual Report for the year 2018-2019 will also be available on the Company's website <http://www.superiorfinlease.com//>. 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. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at <http://www.superiorfinlease.com//>.
12. 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.
13. 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.
14. 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.
15. 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.
16. 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.
17. Members/Proxies/Authorized representatives are requested to bring the copies of annual reports and attendance slips to the meeting, if the same are received in physical form.
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, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the

Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening Annual General Meeting to be held on Friday, September 27, 2019, at 02:00 P.M. 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. The facility for voting through poll shall be made available at the AGM, to all the members attending the AGM, who have not opted e-voting facility. Further, the members who have opted e-voting facility may also attend the AGM but shall not be entitled to cast their vote again at the AGM.
20. Person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
21. E-voting commences on September 24, 2019 at 9:00 A.M. and will end at September 26, 2019 at 5:00 P.M. and at the end of e-voting period, the facility shall forthwith be blocked.
22. The Detailed instructions on remote e-voting is made part of a separate sheet "Instructions for e-voting" attached to this Notice.
23. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013, will be available for inspection in physical or electronic form at the Registered Office of the Company during business hours on all working days up to the date of declaration of the result of the Annual General Meeting of the Company and the copies thereof shall also be made available for inspection in physical or electronic form at the Registered Office of the Company and also at the meeting.
24. For security reasons, no article/baggage will be allowed at the venue of the meeting.
25. Route map for directions to the venue of the meeting is provided in this notice and is also available on the website of the Company.
26. **The instructions for shareholders voting electronically are as under:**
  - i. The voting period begins on September 24, 2019 at 9:00 A.M. and will end at September 26, 2019 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 20, 2019 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.
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:**

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:**

- i. The e-voting period commences on September 24, 2019 at (9:00 A.M. IST) and will end at September 26, 2019 at (5:00 P.M. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, September 20, 2019 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.
- ii. 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, as well as voting at the Meeting through electronic voting system or poll paper.
- iii. Mr. Nilesh Ranjan, Practicing Company Secretary (Membership No. A43713), has been appointed as Scrutinizer to scrutinize the e-voting process (including the

Ballot Forms received from the members who do not have access to the e-voting process) in a fair and transparent manner.

- iv. The scrutiniser shall, immediately after the conclusion of voting at the AGM first count the votes cast at the meeting and 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 scrutiniser'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.
- v. The result declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.superiorfinance.com/> and on the website of NSDL <https://www.evoting.nsdl.com/> immediately.

### **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 all material facts relating to the business mentioned under Item Nos. 2 of the accompanying Notice dated 14<sup>th</sup> August, 2018:

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

At the Board Meeting of the Company held on 5<sup>th</sup> October, 2018, the Board had, based on the recommendations of the Nomination and Remuneration Committee and subject to the approval of the Members, appointed Mr. Rajneesh Kumar as Additional Director in the category of Non- Executive Non Independent Director of the Company. In terms of Section 161(1) of the Act, who holds office up to the date of this Annual General Meeting but is eligible for appointment as a Director. The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director.

Brief resume as per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of Mr. Rajneesh Kumar nature of their expertise in specific functional areas and other details, is annexed to this Notice.

Mr. Rajneesh Kumar is interested in the Resolutions set out respectively at Item Nos. 2 of the Notice with regard to his respective appointment.

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**

At the Board Meeting of the Company held on 5<sup>th</sup> October, 2018, the Board had, based on the recommendations of the Nomination and Remuneration Committee and subject to the

approval of the Members, appointed Mr. Ravi Kant Sharma, (DIN: 07456078) as Additional Director in the category of Non- Executive Independent Director of the Company from 5<sup>th</sup> October, 2018 for a period of 5 years commencing from 5<sup>th</sup> October, 2018 to 4<sup>th</sup> October, 2023. In terms of Section 161(1) of the Act, who holds office up to the date of this Annual General Meeting but is eligible for appointment as a Director. The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director.

Brief resume as per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of Mr. Ravi Kant Sharma, (DIN: 07456078) nature of their expertise in specific functional areas and other details, is annexed to this Notice.

Mr. Ravi Kant Sharma, (DIN: 07456078) is interested in the Resolutions set out respectively at Item Nos. 3 of the Notice with regard to his respective appointment.

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. 3 of the Notice for approval by the shareholders.

#### **Item No. 4**

At the Board Meeting of the Company held on 2<sup>th</sup> September, 2014, the Board had, based on the recommendations of the Nomination and Remuneration Committee and subject to the approval of the Members, appointed Mr. Anil Agarwal, (DIN: 01373788) as Independent Director and now that his term of five years has expired, it is being recommended to re-appoint him.

Brief resume as per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of Mr. Anil Agarwal, (DIN: 01373788) nature of their expertise in specific functional areas and other details, is annexed to this Notice.

Mr. Anil Agarwal, (DIN: 01373788) is interested in the Resolutions set out respectively at Item Nos. 4 of the Notice with regard to his respective appointment.

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. 4 of the Notice for approval by the shareholders.

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 Mr. Anil Agarwal as independent directors of the Company for a first term of five consecutive years from September 02, 2014 up to September 01, 2019. The appointment was also approved by the members at Annual General Meeting of the Company held in September 2014. Since the

first term of these 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 2018-19, the Board, at its meeting held on 14<sup>th</sup> August 2019, recommended for the approval of the members, re-appointment of Mr. Anil Agarwal for a second term of five consecutive years with effect from 2<sup>nd</sup> September 2019 up to 01<sup>st</sup> September 2024 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 and disclosure of such appointment in the Board's report. 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 thereunder, 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 directors 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.

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

**Sd/-**  
(Rajneesh Kumar)  
**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**

<b>Name of Director</b>	<b>Mr. Rajneesh Kumar</b>	<b>Mr. Ravi Kant Sharma,</b>	<b>Mr. Anil Agarwal</b>
<b>Date of Birth</b>	23/04/1977	01/09/1975	16/12/1969
<b>DIN</b>	02463693	07456078	01373788
<b>Date of Appointment</b>	05/10/2018	05/10/2018	02/09/2019
<b>Expertise in specific Functional Area</b>	Experience of 11 years in managing operations encompassing business development and business management, providing investment advisory services to different organizations.	Experience of 12 years in sales & marketing.	He possesses requisite skills, experience and knowledge relevant to the Company's business.
<b>Qualifications</b>	Master in Business Administration	M.com from CCS University, Meerut and LLB from Vardhman College, Alwar	Graduate
<b>Terms and conditions of appointment or reappointment</b>	Appointment in the category of Non-Executive Non Independent Director	Appointment in the category of Independent Director of the Company for a term of five years subject to approval of shareholders of the company	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>Directorships held in listed companies</b>	NA	NA	1. Nespo Digital Lab Limited 2.MBS Facilities Private Limited
<b>Chairmanship of Committees in other listed Companies</b>	NA	NA	N.A.
<b>Number of shares held in the Company</b>	230226	NIL	23000
<b>Disclosure of relationships between directors inter-se</b>	Nil	NIL	N.A.

## ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP-ID/CLIENT-ID*	
Regd. Folio No.#	
No. of shares held	
Whether the member is attending the meeting in person or by proxy or by authorized representative.	
Name of the proxy (to be filed in if proxy attends instead of the member).	

\*Applicable for investors holding shares in Electronic form.

# Applicable for investors holding shares in Physical form.

I certify that I am a registered Shareholders/Proxy for the registered Shareholder of the Company. I/we hereby record my/our presence at the Annual General Meeting of the Company held on Friday, September 27, 2019 at 02:00 P.M., at the Registered Office of the Company at NS-92, Khasra No-33/21, Ranaji Enclave, Najafgarh, Near Arjun Park Bus Stand New Delhi -110043.

**Signature of the Member/Proxy**  
(To be signed at the time of handing over the slip)

**Form No. MGT-11**

**Proxy Form**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN: L74899DL1994PLC061995

**Name of the Company: Superior Finlease Limited**

**Registered Office:** NS-92, Khasra No-33/21, Ranaji Enclave, Najafgarh, Near Arjun Park Bus Stand New Delhi -110043.

Name of the Member(s)		
Registered Address:		
E-mail Id:		
*DP Id. / Client Id.		Regd. Folio No.

(\* Applicable for members holding share(s) in electronic form)

I / We, being the member(s) of ..... shares of the above named company, hereby appoint:

1. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_  
Signature : \_\_\_\_\_, or failing him  
\_\_\_\_\_

2. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_  
Signatiure : \_\_\_\_\_, or failing him  
\_\_\_\_\_

3. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_  
Signatiure : \_\_\_\_\_

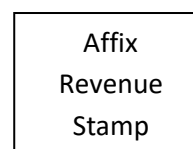
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Annual General Meeting** of the Company, to be held on Friday, September 27, 2019 at 02:00 P.M. at the registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resoluti on No.	Resolutions	Optional	
		For	Against
1	To receive, consider and adopt the Financial Statements of the Company for the year ended 31 <sup>st</sup>		

	March, 2019 including audited Balance Sheet for the year ended 31 <sup>st</sup> March, 2019 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.		
<b>Special Business</b>			
2.	Regularisation of appointment of Mr. Rajneesh Kumar, (DIN: 02463693) as a Director of the Company		
3.	Regularisation of appointment of Mr. Ravi Kant Sharma, (DIN: 07456078) as a Director in the category of Independent Director		
4.	Re-Appointment of Mr. Anil Agarwal, (DIN: 01373788) as a Director in the category of Independent Director		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019.

Affix Revenue Stamp



Signature of Shareholders(s)

Signature of Proxy holders(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.

It is optional to put a (√) in the appropriate column against the Resolution indicated in the Box. If, you leave the ' For' and 'against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she think appropriate.

