

## NOTICE

NOTICE is hereby given that the Extraordinary General Meeting (“EGM”) of SUPERIOR FINLEASE LIMITED (“the Company”) will be held on Wednesday, the 18<sup>th</sup> Day March, 2026, at 03:30 P.M. through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following businesses:

### SPECIAL BUSINESS:

#### ITEM NO. 01. APPROVAL FOR INCREASE IN THE AUTHORISED SHARE CAPITAL AND CONSEQUENT AMENDMENT TO THE MEMORANDUM OF ASSOCIATION:

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

“**RESOLVED THAT** pursuant to Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 as amended, and the rules made thereunder from time to time including any statutory modifications or re-enactment thereof for the time being in force (“Companies Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of the Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from Rs. 5,50,00,000 divided into 5,50,00,000 (Five Crore Fifty Lakh Only) Equity Shares of Rs. 1/- (Rupees One Only) each to Rs. 10,00,00,000 divided into 10,00,00,000 (Ten Crore Only) Equity Shares of Rs. 1/- (Rupees One Only) each ranking pari-passu with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted as follows:

“**V. The Authorized Share Capital of the Company Rs. 10,00,00,000 divided into 10,00,00,000 (Ten Crore Only) Equity Shares of Rs. 1 (Rupees One Only) each with a power to Board of Directors to increase or reduce the capital and to consolidate or sub divide the shares and issue shares of higher or lower denomination and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges and conditions attached thereto as may be determined by or in accordance with the articles of association of the company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for the time be permitted by the articles of association of the company or the legislature provisions for the time being in force in that behalf.”**

**RESOLVED FURTHER THAT** any one of the Directors of the Company, CEO/CFO of the Company be and are hereby authorized to do all such things, acts, deeds and matters as may be considered necessary, usual, proper or expedient to give effect to the above resolution, including but not limited to incorporation of amendment / suggestion / observation made by the Registrar of Companies, NCT of Delhi & Haryana, to the

extent applicable, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**ITEM NO 02: ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS:**

To consider and if thought fit to pass with or without modification the following as special resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) (“Act”), the enabling provisions of the Memorandum of Association and Articles of Association of the Company and the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and subject to approvals, permissions and sanctions as may be necessary from regulatory authorities including Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited and subject to such conditions as may be prescribed while granting such approvals, consent of the members of the Company be and is hereby accorded to create, offer, issue and allot on a preferential basis through private placement up to 11,64,159 (Eleven Lakh Sixty Four Thousand One Hundred Fifty Nine) equity shares of face value of ₹1/- each at an issue price of ₹5/- per equity share (including premium of ₹4/- per share), aggregating up to ₹58,20,795/-, to the following persons belonging to non-promoter category, on such terms and conditions as may be determined by the Board.”

<b>Sr. No</b>	<b>Name of Allottees</b>	<b>Maximum number of Equity Shares</b>	<b>Maximum Amount (Rs)</b>
<b>1</b>	<b>RAM BHAGAT SHARMA</b>	6,39,600	31,98,000
<b>2</b>	<b>MANJU SHARMA</b>	2,11,174	10,55,870
<b>3</b>	<b>SURENDER KUMAR</b>	2,00,000	10,00,000
<b>4</b>	<b>AJAY KUMAR SINGH</b>	1,00,000	5,00,000
<b>5</b>	<b>RAVI KANT SHARMA</b>	3,13,385	15,66,925
<b>6</b>	<b>PUSPA KUMARI</b>	1,00,000	5,00,000

**RESOLVED FURTHER THAT** the ‘Relevant Date’ for the purpose of determination of the floor price for issue of the Equity Shares under the Preferential Issue, as above, as per provisions of Chapter V of the SEBI ICDR Regulations and other applicable laws is Tuesday, February 17, 2026 (“Relevant Date”), being the date 30 (Thirty) days prior to the date on which the meeting viz. an Extra-Ordinary General Meeting of members of the Company is proposed to be held to consider and approve the preferential issue.

**RESOLVED FURTHER THAT** subject to the receipt of requisite approvals as may be required under applicable law, consent of the members of the Company is hereby accorded to record the name and details of the identified investors/ allottees in Form PAS-5 and the Company be and is hereby authorized to make an offer to the identified investors/ allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions of the preferential issue (“Offer Document”) after passing of this resolution and upon receiving the applicable regulatory approvals and within the timelines prescribed under the applicable laws.

**RESOLVED FURTHER THAT** any director of the Company be and is hereby authorized to issue notice to call extraordinary general meeting and to submit necessary papers, documents, deeds if any and to comply with all mandatory compliances related to Registrar of Companies, Stock Exchange, wherever shares of the Company are listed and to take necessary approval from various authorities and to give effect to the forgoing resolution

FOR AND ON BEHALF OF  
**SUPERIOR FINLEASE LIMITED**

Sd/-

**RAJNEESH KUMAR**  
**DIRECTOR**  
DIN: 02463693

**Place: New Delhi**  
**Date: 13.02.2026**

**NOTES:**

1. An explanatory statement, pursuant to Section 102 of the Companies Act, 2013 (“Act”), setting out material facts relating to the Ordinary/Special Businesses to be transacted at the Extraordinary General Meeting (“EGM”/“Meeting”) is annexed hereto
2. The Ministry of Corporate Affairs (MCA) has vide its Circular No.2/2022 dated 5th May, 2022, Circular No.14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 5th May, 2020, Circular No. 02/2021 dated 13<sup>th</sup> January, 2021, Circular No 09/2024 dated 19 September 2024, and all other relevant circulars issued from time to time, (‘MCA Circulars’), physical presence of the Members to EGM venue is not required and general meeting be held through VC/OAVM. Hence, Members can attend and participate in the ensuing EGM through VC/OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
3. Generally, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [ranjanjhacs@gmail.com](mailto:ranjanjhacs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

6. Since, the EGM will be held through VC/OAVM, the route Map is not annexed in this Notice.

7. In case of joint holders attending the EGM through VC/OAVM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

8. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the EGM along with explanatory statement is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and explanatory statement will also be available on the Company's website i.e. <http://www.superiorfinlease.com> / , websites of the Stock Exchange i.e. Bombay Stock Exchange of India Limited <https://www.bseindia.com> / and Metropolitan Stock Exchange of India Limited at <https://www.msei.in> / respectively, and on the website of NSDL at <https://www.evoting.nsdl.com>.

9. The Company is yet to declare any dividend therefore, the provisions with respect to unpaid and unclaimed dividend vis-à-vis Investor Education and Provident Fund and their respective Rules are not applicable.

10. As per the provisions of Section 72 of the Act and circulars issued by SEBI, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she should submit the request in ISR-3 or SH-14 as the case may be. The Forms can be downloaded from Company's website i.e. <http://www.superiorfinlease.com/investors/>. Members are requested to submit the said details to their Depository Participant in case the shares are held by them in dematerialized form and to the Company's Registrar and Transfer Agent ('RTA') in case the shares are held by them in physical form, quoting their folio number.

11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send the details of such folios together with the share certificates for consolidating their holdings in one folio to the Company or Company's RTA i.e. **Skyline Financial Services Private Limited** D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020, Tel.: 011-26812682-83, Email: [admin@skylinerta.com](mailto:admin@skylinerta.com) ("RTA") and a consolidated share certificate will be issued to such Members after making requisite changes.

12. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ("PAN"), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

**a) For shares held in electronic form:** to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the Members.

**b) For shares held in physical form:** to the Company's RTA in prescribed Form ISR-1 and other forms pursuant to SEBI circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated 3rd November, 2021, as per instructions mentioned in the form. The said form can be downloaded from the company's website at <http://www.superiorfinlease.com/investors/> and is also available on the website of the RTA i.e. Skyline Financial Services Private Limited.

13. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the company's website at <http://www.superiorfinlease.com/investors/> and is also available on the website of the Company's Registrar and Share Transfer Agent i.e. Skyline Financial Services Private Limited ("RTA"). It may be noted that any service request can be processed only after the folio is KYC Compliant

14. SEBI vide its notification dated 24<sup>th</sup> January, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or the Company's RTA i.e. Skyline Financial Services Private Limited for assistance in this regard.

15. The members intending to seek any information on any matter placed/to be placed at the meeting are requested to kindly write to the Company on or before 13<sup>th</sup> March, 2026 through email on [superiorfinlease@gmail.com](mailto:superiorfinlease@gmail.com). The same will be replied by the Company suitably.

16. All the documents referred to in the accompanying notice and explanatory statement annexed thereto shall be available for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays & Public Holidays) during 11:00 a.m. to 02:00 p.m. from the date of circulation of this notice up to the date of EGM.

17. To support the "Green Initiative" members, who have not registered their e-mail addresses so far, are requested to register their e-mail addresses for the purpose of receiving all communication including Annual Report, Notices and Circulars etc. from the Company electronically.

18. 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 DPs and holdings should be verified from time to time.

19. The Members can join the EGM in the VC/OAVM by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 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 EGM without restriction on account of first come first served basis.

20. In compliance with 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 Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue of voting on the date of the EGM will be provided by NSDL.

21. Mr. Ranjan Kumar Jha., Company Secretaries (“ICSI Membership No.8342 and C.P. No 9288”), has been appointed as the Scrutinizer to scrutinize the remote e-voting process and the voting at EGM in a fair and transparent manner.

22. The cut-off date for the purpose of voting (including remote e-voting) is Wednesday, the 11<sup>th</sup> Day of March 2026,

23. The Members who have cast their vote by remote e-voting prior to the EGM may also attend/participate in the EGM through VC/OAVM but shall not be entitled to cast their vote again.

24. The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available: **Commencement of remote e-voting 09:00 a.m. (IST) on Sunday, March 15, 2026 End of remote e-voting 05:00 P.M.(IST) on Tuesday, March 17, 2026.**

25. During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, 11th March 2026, i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the EGM through VC/OAVM facility and have not cast 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 during the AGM.

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

**The remote e-voting period begins 09.00 A.M.(IST) on Sunday, March 15, 2026 End of remote e-voting 05:00 P.M.(IST) on Tuesday, March 17, 2026. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names**

appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, March 11, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, Wednesday, March 11, 2026.

**How do I vote electronically using NSDL e-Voting system?**

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

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDEAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser</li> </ol>

by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System MyEasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting

	<p>period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
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Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**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 or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices 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.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>
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5. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
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.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - 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.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. 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 [ranjanjhacs@gmail.com](mailto:ranjanjhacs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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.: 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**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) If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](http://evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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 EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM
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 EGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.
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/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). The same will be replied by the company suitably.
6. 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 EGM.
7. Mr. Ranjan Kumar Jha, Practicing Company Secretary, has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
8. The scrutiniser shall, after the conclusion of EGM 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.
9. 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 BSE Limited at <https://www.bseindia.com/> and Metropolitan Stock Exchange of India Limited at <https://www.msei.in/>
10. In case of any assistance, you can contact the Company by sending mail at [superiorfinlease@gmail.com](mailto:superiorfinlease@gmail.com).

**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. 1 of the accompanying Notice.

**ITEM NO.01:** In order to broad base the Capital Structure and to meet funding requirements of the Company and to enable the Company to issue further shares, it is proposed to increase the Authorised Share Capital of the Company from Rs. 5,50,00,000 divided into 5,50,00,000 (Five Crore Fifty Lakh Only) Equity Shares of Rs. 1/- (Rupees One Only) each to Rs. 10,00,00,000 divided into 10,00,00,000 (Ten Crore Only) Equity Shares of Rs. 1/- (Rupees One Only) each ranking pari-passu with the existing equity shares of the Company.

Considering the size and operations of the Company and in order to facilitate any further capital issuances, the Board of Directors at its meeting held on February 13, 2026 have recommended to increase the Authorised Share Capital from Rs. 5,50,00,000 divided into 5,50,00,000 (Five Crore Fifty Lakh Only) Equity Shares of Rs. 1/- (Rupees One Only) each to Rs. 10,00,00,000 divided into 10,00,00,000 (Ten Crore Only) Equity Shares of Rs. 1/- (Rupees One Only) each ranking pari-passu with the existing equity shares of the Company. The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of Association of the Company.

As a consequence of increase of Authorised Share Capital of the Company, the existing Authorised Share Capital Clause in Memorandum of Association of the Company be altered accordingly. The proposed increase of Authorised Share Capital requires the approval of shareholders in general meeting u/s 13, 61 and 64 of the Companies Act, 2013. The new set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during business hours.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item No. 1 of the accompanying notice.

The Board recommend the aforesaid resolution for the approval by the shareholders as ordinary resolution

**ITEM NO.02 APPROVAL FOR ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS:**

The Board of Directors of the Company at their meeting held on Friday, February 13, 2026 have proposed to issue Equity Shares through Preferential Allotment to selected group of people as mentioned in the resolution and also given below in the explanatory statement.

As per Section 62(1)(c) read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder ("the Act") and other applicable provisions, if any, of the enactment thereof and Chapter V of SEBI (Issue of capital and Disclosure requirements) Regulations, 2018 ("SEBI (ICDR) Regulations"), approval of shareholders by way of special resolution is required for allotment of equity shares on preferential basis.

The Board, therefore, seeks approval of the members as set out in the notice, by way of Special Resolution to issue and allot Equity Shares through Preferential Allotment to the proposed

allottees. The relevant disclosures as required in terms of the Act and SEBI (ICDR) Regulations as amended from time to time are as under:

**1. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price:**

The Board of Directors, at its meeting held on Friday, February 13, 2026 has subject to the approval of the Members and such other approvals as may be required, approved the Preferential Issue, involving the issue and allotment of up to **15,64,159** equity shares, fully paid-up, at the price of **Rs. 05 (Rupees Five only)** per equity share (including premium of **Rs. 04/- (Rupees Four only)** per equity share, for an aggregate amount of up to **Rs. 78,20,795/-** for cash on a preferential basis, such price being not less than the minimum price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

**2. Objects of the Issue:**

The proceeds of the proposed preferential issue are intended to be utilized for growth and general corporate purposes, which inter alia include funding capital expenditure, meeting working capital requirements, strengthening the Company's capital base, supporting business expansion initiatives, repayment or prepayment of certain borrowings, and other strategic initiatives as may be approved by the Board from time to time. The issue is expected to enhance the Company's financial flexibility and support its long-term growth objectives.

**3. Relevant Date**

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations, for the determination of the floor price for Equity Shares to be issued is Tuesday, February 17, 2026, i.e. 30 (thirty) days prior to the date of this Extraordinary General Meeting.

**4. Amount which the company intends to raise by way of such securities**

Aggregating up to INR 78,20,795/ (Indian Seventy-Eight Lakh Twenty Thousand Seven Hundred Ninety-five).

**5. Intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer:**

One of the Directors of the Company, Mr. Ravi Kant Sharma intends to subscribe to equity 3,13,385 shares in the present offer. Except as disclosed above, none of the promoters, directors, key managerial personnel or senior management of the issuer intends to subscribe to the offer.

**6. Proposed time schedule and time frame within which the Preferential Issue shall be Completed**

As required under the SEBI ICDR Regulations, the Subscription Shares shall be allotted by the Company within a period of 15 (Fifteen) days from the date of passing of the shareholders

resolution provided that where the allotment of the proposed Subscription Shares is pending on account receipt of any approval or permission from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of the last of such approvals or permissions.

#### 7. Shareholding pattern of the Company before and after the Preferential Issue

PARTICULAR	PRE-ISSUE SHAREHOLDING		POST-ISSUE SHAREHOLDING	
	Name	No of Shares	%	No of Shares
Ravi Kant Sharma	NIL	NA	3,13,385	0.70
Puspa Kumari	NIL	NA	1,00,000	0.22
Manju Sharma	9,900	0.02	2,21,074	0.49
Surender Kumar	49,550	0.11	2,49,550	0.56
Ram Bhagat Sharma	9,900	0.02	6,49,500	1.44
Ajay Kumar Singh	1,88,660	0.43	2,88,660	0.64

#### 8. Lock-in Period

The Subscription Shares shall be subject to lock-in for 6 (Six) months from the date of trading approval as specified under Regulation 167(2) of Chapter V of the SEBI ICDR Regulations.

#### 9. Principal terms of assets charged as securities

NA

#### 10. Practicing Company Secretary's Certificate

The certificate from **Ranjan Jha & Associates, Practicing Company Secretary, (Membership No. 8342)**, pursuant to Regulation 163(2) of the SEBI LODR Regulations certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations, shall be available for inspection by the Members at the EGM and will also be made available on the Company's website and will be accessible at link: <https://www.superiorfinlease.com/investors/>

#### 11. The number of persons to whom Preferential Issue have already been made during the year, in terms of numbers of securities as well as price

The Company has not made any preferential allotment during the current financial year FY 2025-26.

**12. Current and proposed status of the Proposed Allottees post the Preferential Issue viz. promoter or non-promoter**

The Proposed Allottees are non-promoter and such status will continue to remain the same post the Preferential Issue.

**13. Valuation and Justification for the allotment proposed to be made for consideration other than Cash**

Not applicable, as the preferential issue will be undertaken for cash consideration.

**14. Names of the Proposed Allottees, class or classes of persons to whom the allotment is proposed to be made, identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the Proposed Allottees, the percentage of post preferential issue capital that may be held by them**

<b>PARTICULAR</b>	<b>PRE-ISSUE SHAREHOLDING</b>		
<b>Name</b>	<b>Name and Class/Category (public / promoter) of the Proposed Allottee</b>	<b>No of Shares</b>	<b>%</b>
Ravi Kant Sharma	Non-Promoter	NIL	<b>NA</b>
Puspa Kumari	Non-Promoter	NIL	<b>NA</b>
Manju Sharma	Non-Promoter	9,900	<b>0.02</b>
Surender Kumar	Non-Promoter	49,550	<b>0.11</b>
Ram Bhagat Sharma	Non-Promoter	9,900	<b>0.02</b>
Ajay Kumar Singh	Non-Promoter	1,88,660	<b>0.43</b>

**FOR AND ON BEHALF OF**

**SUPERIOR FINLEASE LIMITED**

SD/-

**RAJNEESH KUMAR**  
**DIRECTOR**  
**DIN: 02463693**

**Place:** New Delhi

**Date:** February 13, 2026