

RITA HOLDINGS LIMITED

Regd. off: 324A, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085
Tel:+91-11-65448440 Email ID: ritaholdingsltd@gmail.com Website: www.ritaholdings.in
CIN: L67120DL1981PLC011741

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that 02/2016-17 Extra-Ordinary General Meeting of the Members of **Rita Holdings Limited** will be held on Thursday, January 12, 2017 at 11.00 a.m. at the registered office of the Company situated at 324A, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi – 110085, to transact the following business:-

1. Issue of Equity Shares of the Company on preferential basis

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(c) read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “Act”) and in accordance with the provisions of the Memorandum and Article of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges where the Equity Shares of the Company are listed and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”) including Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (“SEBI (ICDR) Regulations”), the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended (“SEBI (SAST) Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“SEBI (LODR) Regulations”) and subject to rules/regulations/guidelines, notifications, circulars and clarifications issued by the Reserve Bank of India (“RBI”) and subject to such other approvals, consents, permissions and sanctions as may be necessary or required from any regulatory or other appropriate authorities, including but not limited to SEBI, RBI, and all such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (“the Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to create, issue, offer and allot, upto 17,00,000 (Seventeen Lac) fully paid Equity Shares of Rs. 10/- each (“Equity Shares”) of the Company for cash at a price of Rs. 15 (Rupees Fifteen) per Equity Share (including a premium of Rs. 05 per Equity Share) to the following persons:

Name	Category	Number of Equity Shares
Mr. Pawan Kumar Mittal	Non-Promoter	8,50,000
Mrs. Kiran Mittal	Non-Promoter	8,50,000

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of Memorandum and Article of Association of the Company and shall rank pari -passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT in accordance with the provisions of SEBI (ICDR) Regulations, the “**Relevant Date**” for the purpose of the Preferential Allotment is December 13, 2016, being the date falling under 30 (thirty) days prior to the date of this Extra-Ordinary General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the issue including reduction of the size of the issue, as it may deem expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient for the purpose of the issue or allotment of the shares and listing thereof with the Stock Exchanges and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said securities, utilization of issue proceeds, sign all such documents and undertakings as may be required and to do all such acts, deeds, matters, things and take all such steps and actions, execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc. as required with the regulatory/ statutory authorities and authorise the officials of the Company for the aforesaid purpose, as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Committee of Directors or any one or more Directors/Officials of the Company to give effect to this resolution.”

2. Alteration of Article of Association of the Company

To consider & if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Article of Association submitted to this meeting be and are hereby approved and adopted in

substitution, and to the entire exclusion, of the regulations contained in the existing Article of Association of the Company.

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

By Order of the Board of Directors
For **Rita Holdings Limited**

Sd/-
(Priyanka Dhamija)
Company Secretary
M. No:A41870

Date: December 15, 2016

Place: New Delhi

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the businesses set out at Item Nos. 1 & 2 above, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING ("EGM") IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND ON A POLL TO VOTE ON HIS/HER BEHALF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate, not more than ten percent of the total share capital of the Company, carrying voting rights. Provided that 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 shareholder.
3. The instrument appointing the Proxy, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (Forty Eight) hours before the EGM. Proxies submitted on behalf of limited companies, trusts, etc. must be supported by appropriate resolution/authority, as applicable. A Proxy form for the EGM is enclosed along with this notice.
4. Members/Proxies should bring the enclosed Attendance Slip, duly filled in, for attending the EGM.
5. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Share Registrars and Transfer Agents / their Depository Participants, in respect of shares held in physical / electronic mode, respectively.
6. The Notice of the EGM is being sent by electronic mode to all the Members, whose e-mail addresses are registered with the Depositories. For Members who have not registered their e-mail addresses with the Depositories, physical copies are being sent by the permitted modes. The Notice of the EGM is also posted on the website of the Company at www.ritaholdings.in.
7. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during 9.00 a.m. to 1.00 p.m. on all working days (excluding Saturday, Sunday and other Public Holiday) up to the up to the date of the EGM of the Company.
8. The route map to the EGM venue is given herein.

9. **Voting through Electronic means:**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and 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 to the Members, a facility to exercise their right to vote on the resolution proposed to be considered at the Extra-Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services (“**remote e-voting**”) provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through Polling Paper shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Polling Paper.
- III. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commence on Monday, January 09, 2017 (9:00 a.m. IST) and ends on Wednesday, January 11, 2017 (5:00 p.m. IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, January 05, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The e- Voting facility is available at the link <https://www.evoting.nsdl.com>

VI. **INSTRUCTIONS FOR E-VOTING:**

- A. NSDL shall be sending the User ID and Password to those Members whose e-Mail addresses are registered with the Company/Depository Participants. For Members who have not registered their e-Mail Address, can use the details (User ID and Password) as provided in this document.
- B. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- C. Click on Shareholder – Login
- D. Put User ID and Password as provided in this document/received via email and click Login. If you are already registered with NSDL for e-Voting, then you can use your existing User ID and Password for the Login.
- E. If you are logging in for the first time, the Password change menu will appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your

password with any other person and take utmost care to keep your password confidential.

- F. Once the home page of e-voting opens. Click on e-voting: **Active Voting Cycles**.
- G. Select "EVEN (Electronic Voting Event Number)" of **Rita Holdings Limited**.
- H. Once you enter the **Cast Vote page** will open. Now you are ready for e-voting.
- I. Cast your Vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- J. Upon confirmation, the message "**Vote cast successfully**" will be displayed.
- K. Once you have voted on the resolution, you will not be allowed to modify your vote.
- L. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter etc. together with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at amitkumar_cs@hotmail.com with a copy marked to evoting@nsdl.co.in.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that login to 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 "Forget Password" option available on the site to reset the same.

- VII. In case of any queries, you may refer the Frequently Asked Question (FAQs) for Shareholders and e-Voting user manual for Shareholders available to the Downloads section of <https://www.evoting.nsdl.com>
- VIII. You can also update your mobile number and e-mail id in the profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Thursday, January 05, 2017.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Thursday, January 05, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the toll free no.: 1800-222-990.

- XI. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
- XII. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- XIII. 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 EGM through Polling Paper.
- XIV. The Company has appointed Mr. Amit Kumar, Practicing Company Secretary (Membership No.: FCS 5917, C.P. No.: 6184) as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
- XV. The Scrutinizer shall immediately after the conclusion of voting at the EGM, first count the voting cast at the meeting, thereafter unblock the votes cast through remote e-Voting in the presence of at least two (2) witnesses not in the employment of the Company and make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and to submit the same to the Chairperson of the EGM not later than forty eight hours from the conclusion of the EGM.
- XVI. The Results shall be declared forthwith after the submission of Consolidated Scrutinizer's Report either by Chairperson of the Company or by any person authorized by him in writing and the resolutions shall be deemed to be passed on the EGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
- XVII. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company at www.ritaholdings.in and on the website of NSDL immediately after the declaration of the results by the Chairperson or by any person authorized by him in writing.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”)

Item No. 1

The Board of Directors of the Company in their meeting held on Thursday, December 15, 2016, has, subject to the approval of the Shareholders of the Company and other regulatory approvals, as applicable, agreed to issue and allot, on preferential basis, 17,00,000 (Seventeen Lac) fully paid up Equity Shares of Face Value of Rs. 10/- each for cash at a price of Rs. 15/- (Rupees Fifteen) per Equity Share (including a premium of Rs. 05 per Equity Share) aggregating to Rs. 255.00 Lacs to the following persons:-

Name	Category	Number of Equity Shares
Mr. Pawan Kumar Mittal	Non-Promoter	8,50,000
Mrs. Kiran Mittal	Non-Promoter	8,50,000

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, and Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (“SEBI (ICDR) Regulations”), approval of Shareholders by way of special resolution is required for allotment of equity shares on preferential basis.

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

- a. **Objects of the preferential issue:** The object of raising the equity share capital by issuing equity shares is to fund the long term funding needs of the company viz., to support the expansion of business and for general corporate purposes. It is therefore proposed to offer upto 17,00,000 (Seventeen Lac) fully paid equity shares of Rs. 10/- each for cash at a price of Rs. 15/- (Rupees Fifteen) per Equity Share (including a premium of Rs. 05 per Equity Share) on preferential basis.
- b. **Intention of promoters, directors and key management persons of the Company to subscribe to the equity shares:** None of the Promoter(s), Director(s) or Key Management Person(s) intends to subscribe to the Equity Shares proposed to be issued on preferential basis.
- c. **Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:** No allotment on preferential basis has been made during the current financial year.
- d. **Shareholding pattern of the company before and after the issue:** The shareholding pattern before and after the offer would be as under:

S. No.	Category	Pre-issue holding*		Post-issue holding#	
		No. of shares held	%	No. of shares held	%
A.	Promoters' Holding				
1	Indian				
	Individual	100	0.01%	100	0.00%
	Bodies Corporate	96,851	8.80%	96,851	3.46%
	Total Indian Promoters	96,951	8.81%	96,951	3.46%
2	Foreign Promoters	0	0.00%	0	0.00%
	Sub-Total (A)	96,951	8.81%	96,951	3.46%
B	Non- Promoters' Holding				
	Banks/Financial Institutions	0	0.00%	0	0.00%
	Mutual Funds and UTI	0	0.00%	0	0.00%
	Foreign Institutional Investors	0	0.00%	0	0.00%
	Bodies Corporate	73,800	6.71%	73,800	2.64%
	Directors and their relatives	0	0.00%	0	0.00%
	Foreign Nationals	0	0.00%	0	0.00%
	Foreign Bodies Corporate	0	0.00%	0	0.00%
	Non Resident Indians	0	0.00%	0	0.00%
	Trusts	0	0.00%	0	0.00%
	Clearing Members	0	0.00%	0	0.00%
	Foreign Portfolio Investors	0	0.00%	0	0.00%
	Indian Public (individuals/HUF)	929,249	84.48%	2,629,249	93.90%
	Sub-Total (B)	1,003,049	91.19%	2,703,049	96.54%
	Grand Total (A+B)	1,100,000	100.00%	2,800,000	100.00%

*Above shareholding pattern is prepared based on Shareholding of the Company as on December 09, 2016.

#Post the proposed allotment of 17,00,000 Equity Shares, the shareholding of Mr. Pawan Kumar Mittal and Mrs. Kiran Mittal (hereinafter referred to as "Acquirers"), would collectively increase beyond 25% of the total post preferential issue capital of the Company. Accordingly the Acquirers would be under an obligation to make an open offer in terms of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, for at least 26% of the post preferential issue capital of the Company ("Open Offer"). There is no certainty as to the no. of equity shares which may be offered in the Open Offer.

Further, post the proposed preferential allotment and upon the successful completion of Open Offer, the Acquirers would acquire substantial voting rights in the Company which would entitle them to exercise management control over the Company. Accordingly, the above table would undergo changes, if the Acquirers become the new Promoters of the Company by virtue of the controlling stake being acquired by them through the successful completion of the proposed preferential allotment and successful completion of the Open Offer.

- e. **Proposed time within which the allotment shall be completed:** Pursuant to Regulation 74(1) of the SEBI (ICDR) Regulations, as amended, the allotment pursuant to the special resolution shall be completed within a period of fifteen days from the date of passing of such resolution. The first proviso to the said regulation further provides where the allotment is pending on account of any

approval from any Regulatory Authority / Body the allotment shall be completed by the Company within a period of 15 days from the date of such approval.

Since the Company is a Non-Banking Finance Company ("NBFC") within the meaning of Section 45IA of the Reserve Bank of India Act, 1934, the allotment is also subject to approval from the Reserve Bank of India ("RBI"), since the proposed preferential issue is for more than 26% of post preferential issue capital of the Company. Further, since the Equity Shares of the Company are listed on the Metropolitan Stock Exchange of India Limited ("MSEI"), the allotment is also subject to receipt of in-principle approval from MSEI.

Accordingly, the allotment pursuant to the preferential issue shall be completed within 15 days from the date of passing of special resolution or receipt of approval from the RBI/MSEI, whichever is later.

- f. **the identity of the natural persons who are the ultimate beneficial owners of the shares 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 and change in control, if any, in the issuer consequent to the preferential issue:**

The proposed allotment is being made to individuals only, accordingly disclosure with respect to the ultimate beneficial owners of the proposed allottees is not required. The Identity of the proposed allottees and the percentage of post preferential issue capital that may be held by them is provided hereunder:

Name of proposed allottee	Category	Pre-issue shareholding		Allotment	Post issue shareholding	
		No. of shares	%	No. of shares	No. of shares	%
Mr. Pawan Kumar Mittal	Non-Promoter	Nil	Nil	8,50,000	8,50,000	30.357%
Mrs. Kiran Mittal	Non-Promoter	Nil	Nil	8,50,000	8,50,000	30.357%

Change in Control:

After the proposed allotment of 17,00,000 (Seventeen Lac) Equity Shares, the shareholding of Mr. Pawan Kumar Mittal and Mrs. Kiran Mittal (hereinafter referred to as "Acquirers"), would collectively increase beyond 25% of the total post preferential issue capital of the Company. Accordingly, the Acquirers would be under an obligation to make an open offer in terms of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, for at least 26% of the post preferential issue capital of the Company ("Open Offer"). Further, post the successful completion of proposed preferential allotment and Open Offer, the Acquirers would acquire substantial voting rights in the Company which would entitle them to exercise management control over the Company.

Therefore, there will be a change in control over the Company and the Acquirers will become the new Promoters of the Company after successful completion of proposed preferential allotment and the successful completion of Open Offer. Further, the existing Promoters of the Company shall cease to be the Promoters of the Company upon successful completion of the Open Offer and post compliance with the requirements set out under Regulation 31A of the SEBI (LODR) Regulations.

g. Pricing of preferential issue:

The Company's Equity Shares are not frequently traded in terms of Regulation 71A of the SEBI (ICDR) Regulations, 2009. Accordingly, the issue price has been determined in terms of Regulation 76A of the SEBI (ICDR) Regulations. The price as computed under Regulation 76A of the SEBI (ICDR) Regulations is Rs. 12.96 per Equity Share based on valuation report obtained from Chartered Accountant ("Valuer") who has experience of more than 10 years. The proposed issue price is Rs. 15 per Equity Share, being higher than Rs. 12.96 as computed under the Regulation 76A of the SEBI (ICDR) Regulations. The Company shall submit a valuation report obtained from Valuer with the Stock Exchanges where the Equity Shares of the Company are listed.

Further, as required under the SEBI (ICDR) Regulations, wherever it is required, the Company shall re-compute the issue price in accordance with the SEBI (ICDR) Regulations. If recomputed price is higher than the price paid on allotment, difference shall be collected from the proposed allottees. Further, if the amount payable on account of the re-computation of issue price is not paid by the proposed allottees within the time stipulated under the SEBI (ICDR) Regulations, the Equity Shares allotted shall continue to be locked in till the time such amounts are paid by them.

h. Relevant Date:

The Relevant Date for the purpose of pricing of the Equity Shares shall be December 13, 2016, being the date which is 30 days prior to the date of the Extra-Ordinary General Meeting.

i. Auditors' Certificate:

A copy of the certificate from the Statutory Auditors of the Company certifying that the above issue of equity shares is being made in accordance with the SEBI (ICDR) Regulations, 2009 shall be placed before the shareholders at the EGM.

j. Lock in Period:

The Equity Shares proposed to be allotted shall be locked in for such period as may be specified under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

Further, the entire pre-issue shareholding of the proposed allottees, if any, shall be locked-in from the relevant date upto a period of six months from the date of trading approval as per Regulation 78(6) of the SEBI ICDR Regulations.

The Board recommends the Resolution set out under Item No. 1 of the accompanying Notice, for the approval of the Members of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the above referred resolution.

Item No.2 : Alteration of Article of Association of the Company

The company has adopted its new set of Article of Association which is primarily based on Table "F" of Schedule I of the Companies Act, 2013 which sets out the model Article of Association for a Company limited by Shares as per Companies Act, 2013 in the Annual General Meeting held on 20th September, 2016. However, the board is of the opinion that we shall repeal the existing Article and adopt new set of Article of Association which in line the requirements of the company.

By virtue of Section 5 and 14 of the Companies Act, 2013, approval of Members is required by way of Special Resolution in General Meeting to alter Article of Association of the Company

Accordingly, the Board of Directors of the Company seek the approval of the members of the Company for the aforesaid alteration by way of a Special Resolution. A copy of the altered Article of Association will be available for inspection at the Extra-Ordinary General Meeting and such copy will be so made available for inspection in physical or in electronic form during the business hours i.e. from 10:00 a.m. to 6:00 p.m. at the registered office of the Company at 324A, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085.

The Board recommends the Resolutions set out at Item No. 02 of the Notice for the approval by the Members by passing the Special Resolutions.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the above referred resolution.

By Order of the Board of Directors
For **Rita Holdings Limited**

Sd/-
(Priyanka Dhamija)
Company Secretary
M. No:A41870

Date:15/12/2016

Place: New Delhi

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 Electronic 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 Extra-Ordinary General Meeting of the Company held on Thursday, January 12, 2017 at 11.00 a.m, at the Registered Office of the Company at 324A, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini New Delhi – 110085.

**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: L67120DL1981PLC011741

Name of the Company: RITA HOLDINGS LIMITED

Registered Office: 324A, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini New Delhi – 110085

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 : _____
 Signatiure : _____, 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 theExtra-Ordinary General Meetingof the Company, to be held on Thursday, January 12, 2017 at 11.00 a.m. at the registered office of the Company at 324A, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini New Delhi – 110085and at any adjournment thereof in respect of such resolutions as are indicated below:

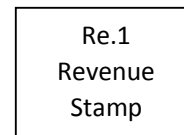
Resolutio n No.	Resolutions	Optional	
		For	Against
1	Issue of Equity Shares of the Company on preferential basis		
2.	Alteration of Article of Association of the company		

Signed this _____ day of _____ 2016.

Signature of Shareholders(s)

Signature of Proxy holders(s)

Affix Revenue Stamp



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 resolution and Notes, please refer to the Notice of the Extra-Ordinary General Meeting.
3. It is optional to put a(V) 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.

Route Map for EGM Venue: 324A, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085

