

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 35th Annual General Meeting

Notice is hereby given that the Thirty Fifth Annual General Meeting of the members of Rita Holdings Limited will be held on Tuesday, September 20, 2016, at 10:00 A.M. at 324A, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110 085, to transact the following business:

ORDINARY BUSINESS

1. To Consider and adopt:

(a) The audited standalone financial statement of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and the Auditors report thereon; and in this regard, pass the following resolution(s) as an **Ordinary Resolution(s)**:

"**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and the Auditors report thereon laid before the meeting, be and are hereby considered and adopted."

2. To appoint a Director in place of Ms. Neelam Anand (DIN: 00142693), who retire by rotation and being eligible offers herself for re-appointment and in this regard, pass with or without modification(s), the following resolution as an **Ordinary Resolution(s)**:

"**RESOLVED THAT** Ms. Neelam Anand (DIN: 00142693), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, and being eligible offers herself for re-appointment, be and is hereby re-appointed as the Director of the Company."

3. To appoint Statutory Auditors and fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution(s)**:

"**RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions, if any, of Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s V.N. Purohit & Co., Chartered Accountants (Firm Registration No. 304040E), be and are hereby appointed as Statutory Auditors of the Company in place of M/s Shamsher & Co., Chartered Accountants, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Fortieth Annual General Meeting of the Company, subject to the ratification by the members of the company at every Annual General Meeting held after this AGM and Board of Directors be and are hereby authorised to fix the remuneration payable to them, as may be determined by the Audit Committee in consultation with Statutory Auditor."

SPECIAL BUSINESS

4. To Appoint Mr. Avinash Sharma (DIN:07510278) as an Independent Director of the Company, and pass, with or without modification(s), the following resolution as an **Ordinary Resolution(s)**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Avinash Sharma (DIN: 07510278), who was appointed by the Board of Directors as an Additional Director (in the Capacity of Independent Director) with effect from August 12, 2016 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto August 11, 2021 and shall not be not liable to retire by rotation.

5. To adopt new set of Memorandum of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard, 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 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft clauses contained in the Memorandum of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the clauses contained in the existing Memorandum of Association of the Company subject to the condition that there will not be any change in content of main object clause and incidental object clause of Memorandum of Association 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.”

6. To adopt new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard, 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 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 Articles 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 Articles 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.”

7. To Change in the name of the company from **"Rita Holdings Limited"** to **"Rita Finance and Leasing Limited"** and consequent alteration to the MOA & AOA of the company, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 4, 13, 14, 15 and other applicable provision, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (the "Rules") and other applicable sections, provisions and rules, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of Central Government (power delegated to Registrar of Companies) and other regulatory authorities as may be necessary, consent of the members be and is hereby accorded to change the name of the company from **"Rita Holdings Limited"** to **"Rita Finance and Leasing Limited"** or any other name as may be approved by the Registrar of Companies (NCT of Delhi and Haryana).

RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation consequent to change of the name, the approval of the Members of the Company be and is hereby accorded to the following:

- A. The existing clause I of the Memorandum of Association of the Company be substituted with the following new clause:

1. The Name of the Company is **"Rita Finance and Leasing Limited"**.

- B. The existing name of the Company i.e., "Rita Holdings Limited" wherever appears in the Memorandum of Association, Articles of Association and all other documents of the Company be substituted with the new name, **"Rita Finance and Leasing Limited"**.

RESOLVED FURTHER THAT for the purpose of giving effect to foregoing Resolution, the Board of Directors be and is hereby authorized to do and perform or cause to be done and perform all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with any regulatory authorities and to settle and finalize all issues that may arise in this regard as the Board of Directors may in its sole and absolute discretion deem fit and delegate all or any of the powers or authorities herein conferred to any Director(s) or other official(s) of the Company, without further reference to the Members of the Company."

By the order of the Board of Directors

Rita Holdings Limited



Priyanka Dhamija

Priyanka Dhamija
Company Secretary
M. No.: A41870

Date: August 12, 2016

Place: New Delhi

NOTES

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts of the proposed ordinary and special resolutions for the item no. 4 to 7 is annexed hereto. The said Resolutions and Explanatory Statement are being sent for approval of the Shareholders.
2. **A Member entitled to attend and vote at the Thirty Fifth Annual General Meeting (“meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and a proxy need not be a member of the company. A Proxy Form is enclosed herewith. However, be at the registered office of the company not less than forty eight hours before the commencement of annual general meeting.**
3. Members are requested to note that a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. 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 member.
4. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Pursuant to section 91 of the Companies Act, 2013 read with regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that the Register of Members and the Share Transfer Book of the Company will remain closed from September 14, 2016 to September 20, 2016 (both days inclusive) for the purpose of Annual General Meeting.
6. The ISIN of the Equity Shares of Rs.10/- each is INE018S01016.
7. Sections 101 and 136 of the Companies Act, 2013 read with the rules made thereunder, permit the listed companies to send the notice of Annual General Meeting and the Annual Report, including financial statements, board’s report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company or for the other whose e-mail id is not registered same shall couriered to them.
8. Members may also note that the Notice of the AGM and the Annual Report for FY 2015-16 will also be available on the Company’s website [http:// www.ritaholdings.in/](http://www.ritaholdings.in/).
9. The following Statutory Registers are open for inspection of members and others at the registered office of the Company as prescribed in the respective sections of the Companies Act, 2013 as specified below:
 - a. Register of contracts with related party and contracts and bodies etc. in which directors are interested under section 189 of the Companies Act, 2013 shall be open for inspection on all working days during business hours.

- b. Register of directors and key managerial personnel and their shareholding under section 170 of the Companies Act, 2013 shall be open for inspection on all working days during business hours.

The aforesaid registers shall be kept open for inspection at the Annual General Meeting by any person attending the meeting.

9. Members are requested to notify change in address, if any, to the Share Transfer Agent and to the Company quoting their Folio Numbers, number of shares held etc.
10. Members are requested to register their e-mail addresses for receiving communications including Annual Reports, Notices, and Circulars etc. by the Company electronically.
11. Members are requested :
 - (a) To bring their attendance slip along with their copy of Annual Report to the Meeting.
 - (b) To quote their folio nos./ ID nos. in all correspondence.
 - (c) To note that no gifts will be distributed in the AGM.
12. For security reasons, no article/baggage will be allowed at the venue of the meeting.
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 their 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.
14. All documents referred to in accompanying Notice and Explanatory Statement shall be open for inspection and shall be available at the registered office of the Company on all working days during business hours from the date of this Notice up to the date of AGM.
15. The route map of the venue of the Meeting is given in the Notice. The prominent landmark for the venue is, it is near to Babosa Chowk, Prashant Vihar.
16. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
16. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 entered with the Stock Exchange, the Company is pleased to provide the Members the facility to exercise their right to vote at the Thirty Fifth Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by NSDL. Details and Instructions for e-Voting are enclosed along with the Notice.
17. All documents referred to in accompanying Notice and Explanatory Statement shall be open for inspection and shall be available at the registered office of the Company on all working days during business hours from the date of this Notice up to the date of AGM.

Voting through Electronic Means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the Members' facility to exercise their right to vote at the Thirty Fifth Annual General Meeting (AGM) by electronic means and as the Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility. So, the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The e- Voting facility is available at the link <https://www.evoting.nsdl.com>

The e- Voting facility will be available during the following voting period:

Commencement of e- Voting	17th September, 2016 at 9:00 A.M.
End of e- Voting	19th September, 2016 at 5:00 P.M.

INSTRUCTIONS FOR E-VOTING

1. The Notice of the Thirty Fifth Annual General Meeting (AGM) of the Company, inter-alia, indicating the process and manner of e-Voting is being sent to all the Members.
2. NSDL shall be sending the User ID and Password to those Members whose shareholding in the dematerialized format and 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 as provided in this document.
3. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
4. Click on Shareholder – Login
5. Put User ID and Password as provided in this document 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.
6. 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.
7. Once the home page of e-voting opens. Click on e-voting: Active Voting Cycles.
8. Select "EVEN (Electronic Voting Event Number)" of Rita Holdings Limited.
9. Once you enter the Cast Vote page will open. Now you are ready for e-voting.
10. Cast your Vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
11. Upon confirmation, the message "Vote cast successfully" will be displayed.
12. Once you have voted on the resolution, you will not be allowed to modify your vote.

13. 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.

GENERAL INSTRUCTIONS:

1. 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>
2. The member can also update his/her mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s).

The e-voting period commences on Saturday, 17th September, 2016 at 09:00 a.m. (IST) and ends on Monday, 19th September, 2016 at 05:00 p.m. (IST). 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) i.e. Tuesday, 13th day of September, 2016 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 shareholder, the shareholder shall not be allowed to change it subsequently.

3. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Tuesday, September 13, 2016.
4. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
5. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding either in physical form or in dematerialized form, as on the cut-off date of Tuesday, 13th September, 2016 and not casting their vote electronically, may only cast their vote at the Thirty Fifth Annual General Meeting.
6. The Board of Directors has appointed Mr. Amit Kumar, Practicing Company Secretary (Membership No.: FCS 5917 C.P. No.: 6184), Delhi, as the Scrutinizer to scrutinize the poll on demand and e-Voting process in a fair and transparent manner.
7. The Scrutinizer shall immediately after the conclusion of voting at the AGM, 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 Chairman of the AGM not later than three working days from the conclusion of the AGM.

8. The Results shall be declared forthwith after the submission of Consolidated Scrutinizer's Report either by Chairman of the Company or by any person authorized by him in writing and the resolutions shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.

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 Chairman.

By the order of the Board of Directors

Rita Holdings Limited



Priyanka Dhamija

Priyanka Dhamija
Company Secretary

M. No.: A41870

Date: August 12, 2016

Place: New Delhi

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

The following Statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice:

Item No. 4: Appointment of Mr. Avinash Sharma as an Independent Director

Mr. Avinash Sharma was appointed as Additional Director at the Boards' meeting held on August 12, 2016. In terms of Section 161 (1) of Companies Act, 2013 Mr. Avinash Sharma hold the office up to the date of the ensuing Annual General Meeting of the Company.

The Company has received notices in writing under the provisions of Section 160 of the Act from a Members along with required deposit proposing the candidatures of Mr. Avinash Sharma for the office of Director of the Company.

Mr. Avinash Sharma has given declaration to the Board of Directors that he meets the criteria of independence as provided under Section 149 of the Act and relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Mr. Avinash Sharma fulfill the conditions for their appointment as Independent Director in terms of Section 149 of the Act.

As per the provisions of the Companies Act, 2013 and rules made there under, the Independent Directors are not liable to retire by rotation and required to be appointed by shareholders. Therefore, it is proposed to appoint Mr. Avinash Sharma as an Independent Directors of the Company for the term of five consecutive years commencing from original date of appointment i.e. August 12, 2016 to August 11, 2021.

Mr. Avinash Sharma are not disqualified from being appointed as Directors in terms of section 164 of the Act and have given their consent to act as Directors & a declaration that it fulfills the criteria as specified in 149(6) of Companies Act, 2013.

Mr. Avinash Sharma holds degree in Master of Commerce from Sikkim Manipal University having good knowledge of Commerce-accounting & management. Board considers that his association with the Company would be of immense benefit to the Company and it is desirable to avail services of Mr. Avinash Sharma as an Independent Director.

Information about Mr. Avinash Sharma :

Name:	Avinash Sharma
Age:	31 Years
Nature of his expertise in specific functional area	Finance
Name of the other Companies in which Directorship held	Shree Worstex Limited
Name of the other Companies in which Committee Membership held	Shree Worstex Limited
Shareholding in the Company	NIL

Except Mr. Avinash Sharma, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the resolution as set out in Item no. 4.

The Board of directors therefore, recommends the resolution for appointment of Mr. Avinash Sharma as an Independent Director of the Company for approval of the members by passing the **Ordinary resolution.**

Item No. 5: Adoption of New Set of Memorandum of Association as per Companies Act, 2013 ("ACT")

Upon enactment of the Companies Act, 2013 various provisions of the Companies Act, 1956 have been repealed and in view of the same Memorandum of Association of the Company needs to be re-aligned as per the provisions of the New Companies Act, 2013. Hence as per the new Act, the content of the Memorandum of Association is provided in Table A of Schedule I and which doesn't have the OTHER OBJECTS clause.

Your Board is of the opinion that we should adopt the Table A of Schedule I.

In order to comply with the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to alter the Liability Clause of the Memorandum of Association. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013.

Upon the enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company needs to be re-aligned as per the provisions of the new Act.

In accordance with the applicable provisions of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014, alteration of Memorandum of Association of the company requires approval of the members by way of Special Resolution.

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..

None of the Directors and/or Key Managerial Persons of the Company and their relatives except to the extent of their shareholding in the Company is in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

The Board recommends the Resolution set out at Item No. 05 of the Notice for the approval by the Members by passing the Special resolution.

Item No. 6 : Adoption of New Set of Article of Association as per Companies Act, 2013 ("ACT")

The existing Articles of Association ("AOA") of the Company is based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 ("The Act").

The Act is now largely in force and most of the substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AOA by a new set of Articles.

By virtue of Section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, approval of Members is required by way of Special Resolution in General Meeting to amend the Articles of Association of the Company.

The proposed new draft AOA is being uploaded on the Company's website for perusals by the shareholders and the same will be available for inspection at the Annual General Meeting in physical or

in electronic form during the business hours i.e. from 9:00 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

None of the Directors / Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 06 of the Notice.

The Board recommends the Special Resolution set out at Item No. 06 of the Notice for the approval by the Members.

The Board recommends the Resolution set out at Item No. 06 of the Notice for the approval by the Members by passing the Special resolution.

Item No 7: Change in the name of the company from "Rita Holdings Limited" to "Rita Finance and Leasing Limited" and consequent alteration to the MOA & AOA of the company

The Company has received directions from "Reserve Bank of India" vide E-mail dated 13th January, 2016, to change the name of the Company in order to reflect financial activities.

Pursuant to the E-mail of RBI, Board has applied and received availability of the name from the office of the Registrar of Companies, Delhi and Haryana, to change its name from "Rita Holdings Limited" to "Rita Finance and Leasing Limited".

In order to change the name of the Company and consequent alteration of MOA and AOA, it is required to obtain approval from the members of the company by way of Special Resolution. Accordingly, approval of the members is being sought by way of special resolution for change of the Company's existing name to new name and consequent alterations in the Memorandum of Association and Articles of Association of the Company.

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

Altered MOA, AOA and Name Approval Letter are available for inspection at the Registered office of the Company during the business hours.

The Board recommends the Resolution set out at Item No. 07 of the Notice for the approval by the Members by passing the Special resolution.

By the order of the Board of Directors
Rita Holdings Limited



Priyanka Dhamija

Priyanka Dhamija
Company Secretary
M. No.: A41870

Date: August 12, 2016

Place: New Delhi

AGM VENUE: 324A, IIIIRD FLOOR, AGGARWAL PLAZA, SECTOR-14, ROHINI, NEW DELHI -110085

