

# 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](mailto:ritaholdingsltd@gmail.com) Website: [www.ritaholdings.in](http://www.ritaholdings.in)  
CIN: L67120DL1981PLC011741

## NOTICE of the Extra-Ordinary General Meeting

Notice is hereby given that the Extra-Ordinary General Meeting of the members of **Rita Holdings Limited** will be held on Saturday, the 23<sup>rd</sup> day of April, 2016 at 10:00 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 as:

### **Special Business:**

#### **ITEM NO: 1- 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 the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to Section 4, 13, Companies (Incorporation) Rules, 2014 (the "Rules") and other applicable sections, provisions and rules, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to the necessary approvals, consents, permissions and sanctions, required, if any, in this regard from any appropriate authority/ies; consent of the members be and are hereby accorded to change the name of the company from **"Rita Holdings Limited"** to **"Rita Finance and Leasing Limited"** and that the Clause I of the Memorandum of Association of the Company be substituted by the following clause:

I. The name of the Company is Rita Finance and Leasing Limited.", and

the Articles of Association of the company be altered in the following manner:

"The Company" means "Rita Finance and Leasing Limited"

**"RESOLVED FURTHER THAT** subject to the above, the name "Rita Holdings Limited" wherever it appears in the Memorandum of Association and Articles of Association of the Company be substituted by the new name **"Rita Finance and Leasing Limited."**

**"RESOLVED FURTHER THAT** Ms. Priyanka Dhamija (M. No.: 41870), Company Secretary or Ms. Anju Sharma, Managing Director of the company, be and is hereby severally authorized to make necessary change in the name of the company in the Memorandum of Association and Articles of Association of the company and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, with the authority to delegate all or



any of its powers herein conferred to any officer(s) of the Company and/or any other person(s), to give effect to this resolution."

**By the order of the Board  
For Rita Holdings Limited**



*Anju*  
**Anju Sharma  
(Chairperson)**  
DIN: 02591877

**Address:** 608/8, Gali No-9, Adarsh  
Mohalla, Maujpur, Delhi-110053

**Date:** 26/03/2016  
**Place:** New Delhi

**NOTES:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts of the proposed special resolutions for the items is annexed hereto. The said Resolutions and Explanatory Statement are being sent for approval of the Shareholders, whose name appears in the Register of Members as on 18<sup>th</sup> March, 2016.

**2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

**A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the Company. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

3. The instrument appointing a proxy duly completed and signed should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE. A proxy form is enclosed.

4. The ISIN of the Equity Shares of Rs.10/- each is INE018S01016.

5. Sections 101 and 136 of the Companies Act, 2013 read together with the rules made there under, permit the listed companies to send the notice of Extra-Ordinary General Meeting 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.

6. The Statutory Registers, as required by the Act (Companies Act, 2013/1956, wherever applicable) are open for inspection of members and others at the registered office of the Company as prescribed in the respective sections of the Act as specified below:



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

7. 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 share held etc.

8. Members are requested to register their e-mail addresses for receiving communications including Notices, and Circulars ,if any, etc. by the Company electronically.

9. Members/proxies are requested to bring the copy of Notice of the meeting.

10. For security reasons, no article/baggage will be allowed at the venue of the meeting.

11. Members holding shares in demat form are requested to submit their Permanent Account Number (PAN) to their respective Depository Participant and those holding shares in physical form are requested to submit their PAN details to the company in order to comply with the SEBI guidelines.

12. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

13. Members are requested to bring along their Attendance Slip in the meeting, as enclosed with the Notice.

14. 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.

15. 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with the Stock Exchanges the Company is pleased to provide the Members the facility to exercise their right to vote at the Extra-Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by CDSL / NSDL. Details and Instructions for e-Voting are enclosed along with the Notice.

16. 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 EGM.

#### **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 Extra-Ordinary General Meeting (EGM) by electronic means and 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 | 20 <sup>th</sup> April, 2016 at 10:00 A.M. |
| End of e- Voting          | 22 <sup>nd</sup> April, 2016 at 05:00 P.M. |

### INSTRUCTIONS FOR E-VOTING

1. The Notice of the Extra-Ordinary General Meeting (EGM) 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 is 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 [consultpcs@gmail.com](mailto:consultpcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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. 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).
3. The e-Voting period commences on Wednesday, 20<sup>th</sup> April, 2015 (10:00 a.m. IST) and ends on Friday, 22<sup>nd</sup> April, 2016 (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) of Monday, 18<sup>th</sup> April, 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.
4. 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 (record date) of 18<sup>th</sup> April, 2016.
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 Monday, 18<sup>th</sup> April, 2016 and not casting their vote electronically, may only cast their vote at the Extra-Ordinary General Meeting.
6. Ms. Sweeny Gulati, Practising Company Secretary (Membership No.: ACS 29367; C.P No.: 12127) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
7. The Scrutinizer shall immediately after the conclusion 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 three working days from the conclusion of the EGM.
8. 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 her 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.
9. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company [www.ritaholdings.in](http://www.ritaholdings.in) and on the website of NSDL immediately after the declaration of the results by the Chairperson.



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

**ITEM NO.: 1**

**ITEM NO: 1- 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 as set out in Item No. 1 in the Notice, it is required to obtain approval from the members of the company. Hence, approval of the members vide special resolution in respect of Item No. 1 is to be obtained.

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.

***By the order of the Board***  
**For Rita Holdings Limited**



*Anju Sharma*  
**Anju Sharma**  
**(Chairperson)**  
DIN: 02591877

**Address:** 608/8, Gali No-9, Adarsh  
Mohalla, Maujpur, Delhi-110053

**Date:** 26/03/2016  
**Place:** New Delhi



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CIN: L67120DL1981PLC011741

## ATTENDANCE SLIP

**Venue of the Meeting: 324A, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085**

**Date and Time: 23<sup>rd</sup> April, 2016 at 10:00 A.M.**

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

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

*\*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 Saturday, the 23<sup>rd</sup> day of April, 2016 at 10:00 a.m., at the Registered Office of the Company situated 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)**



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Tel: +91-11-65448440 Email ID: [ritaholdingsltd@gmail.com](mailto:ritaholdingsltd@gmail.com) Website: [www.ritaholdings.in](http://www.ritaholdings.in)  
CIN: L67120DL1981PLC011741

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## 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**

Venue of the Meeting: **324A, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New  
Delhi-110085**

Date and Time: **23<sup>rd</sup> April, 2016 at 10:00 A.M.**

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

|                           |  |
|---------------------------|--|
| <b>Name</b>               |  |
| <b>Address</b>            |  |
| <b>DP-ID/CLIENT-ID*</b>   |  |
| <b>Regd. Folio No.</b>    |  |
| <b>No. of shares held</b> |  |

*\*Applicable for investors holding shares in Electronic form.*

I/We, being the member(s) of ..... shares of the above named company, hereby appoint the following as my/our Proxy to attend vote (for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on 23<sup>rd</sup> April, 2016 at 10:00 a.m. at 324A, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085 and at any adjournment thereof) in respect of such resolutions as are indicated below:





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

2. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him/her

3. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him/her

\*\* I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated below:

| S. No.                   | Resolution   | Number of shares held | For | Against |
|--------------------------|--|-----------------------|-----|---------|
| <b>SPECIAL BUSINESS:</b> |  |                       |     |         |
| 1                        | Consider & approve the New Name of the company from <b>RITA HOLDINGS LIMITED</b> to <b>RITA FINANCE AND LEASING LIMITED</b> and consequent alteration to the Memorandum of association and Article of association of the company |                       |     |         |



\*\* This is optional. Please put a tick mark (√) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signature of shareholder .....

Signature of Proxy holder(s) .....

Affix One  
Rupee  
Revenue  
Stamp

Signed this ..... Day of ..... 2016

**Note:**

- a. 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.
- b. A Proxy need not be a member of the Company.
- c. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

