

**RITA FINANCE AND LEASING LIMITED**  
**(Formerly Known as Rita Holdings Limited)**

Regd Off: 324A, III<sup>rd</sup> Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085

Tel: +91-11-65448440, Phone: +91-8376095513

Email Id: ritaholdingsltd@gmail.com, Website: www.ritaholdings.in

CIN: L67120DL1981PLC011741

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**Notice**

**36<sup>th</sup> Annual General Meeting**

Dear Member(s)

**NOTICE** is hereby given that the Thirty Sixth Annual General Meeting ("AGM") of the members of RITA FINANCE AND LEASING LIMITED (Formerly Known as Rita Holdings Limited) will be held on Saturday, September 23, 2017, at 11:00 A.M. at 324A, III<sup>rd</sup> Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085, to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the financial statements consisting of Balance Sheet as at March 31, 2017, the statement of Profit and Loss and Cash Flow Statement for the year ended on March 31, 2017 and Auditors thereon.

In this regard, pass with or without modification(s), the following resolution as an **Ordinary Resolution(s)**:

**"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2017 and the Auditors report thereon laid before the meeting, be and are hereby considered and adopted."

2. To appoint a Director in place of Mr. Pradeep Anand (DIN: 00088653), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

In this regard, pass with or without modification(s), the following resolution as an **Ordinary Resolution(s)**:

**"RESOLVED THAT** Mr. Pradeep Anand (DIN: 00088653), 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 himself for re-appointment, be and is hereby re-appointed as the Director of the Company."

3. To ratify the appointment of Statutory Auditors and fix their remuneration

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

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the resolution passed by the members at the AGM held on September 20, 2016, the appointment of M/s V.N. Purohit & Co., Chartered Accountants (FRN: 304040E) as the Statutory Auditors of the Company till the conclusion of 40th AGM be and are hereby ratified and that the Board of Directors be and is

hereby authorized to fix their remuneration payable to them for the financial year ending March 31, 2018, as may be determined by the Audit Committee in consultation with Statutory Auditors."

**By the order of the Board of Directors of**  
Rita Finance and Leasing Limited  
(Formerly Known as Rita Holdings Limited  
**Sd/-**

Priyanka Dhamija  
Company Secretary  
**M. No.:** A41870

**Date:** August 29, 2017

**Place:** New Delhi

## **NOTES**

1. **A Member entitled to attend and vote at the Thirty Sixth Annual General Meeting ("AGM") 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.**
2. 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.
3. 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.
4. 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 13, 2017 to September 23, 2017 (both days inclusive) for the purpose of Annual General Meeting.
5. The ISIN of the Equity Shares of Rs.10/- each is INE018S01016.
6. Members may also note that the Notice of the AGM and the Annual Report for FY 2016-17 will also be available on the Company's website [http:// www.ritaholdings.in/](http://www.ritaholdings.in/).
7. 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.

8. 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.
9. Members are requested to register their e-mail addresses for receiving communications including Annual Reports, Notices, and Circulars etc. by the Company electronically.
10. 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.
11. For security reasons, no article/baggage will be allowed at the venue of the meeting.
12. 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.
13. All documents referred to in accompanying Notice 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.
14. 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.
15. 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 Sixth 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 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.
18. **Members are requested to get their securities in dematerialize form at the earliest through their DP as Per the SEBI Circular no. SEBI/Cir /ISD/1/2010 dated September 2,2010 read with Circular No. SEBI/cir/ ISD/2/2010 dated october 26,2010 and SEBI Circular no. SEBI/cir/ ISD/1/2012 dated March 30,2012.**

### **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 Sixth 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	20 <sup>th</sup> September, 2017 at 9:00 A.M.
End of e- Voting	22 <sup>nd</sup> September, 2017 at 5:00 P.M.

### **INSTRUCTIONS FOR E-VOTING**

1. The Notice of the Thirty Sixth 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 Finance and Leasing Limited (Formerly Known as 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.), if any, 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 Wednesday, 20<sup>th</sup> September, 2017 at 09:00 a.m. (IST) and ends on Friday, 22<sup>nd</sup> September, 2017 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. Saturday, 16<sup>th</sup> day of September, 2017 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 Saturday, 16<sup>th</sup> day of September, 2017.
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 Saturday, 16<sup>th</sup> day of September, 2017 and not casting their vote electronically, may only cast their vote at the Thirty Sixth Annual General Meeting.
6. Pursuant to section 91 of the Companies Act, 2013, the register of members and the share transfer books of the Company will remain closed from Wednesday, 13<sup>th</sup> September, 2017 to Saturday, 23<sup>rd</sup> September, 2017 (both days inclusive) for the purpose of Annual General Meeting.
7. 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.
8. 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.

9. 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 of**  
Rita Finance and Leasing Limited  
(Formerly Known as Rita Holdings Limited)

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

**Date:** August 29, 2017

**Place:** New Delhi

**ATTENDANCE SLIP**

**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 Annual General Meeting of the Company held on Saturday, the 23rd day of September, 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.

**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 Finance And Leasing Limited (Formerly Known as Rita Holdings Limited)**

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

Date and Time: **23rd September, 2017 at 11:00 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 36<sup>th</sup> Annual General Meeting of the Company to be held on 23<sup>rd</sup> September, 2017 at 11:00 A.M. at registered office 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>ORDINARY BUSINESS:</b>				
1	To receive, consider and adopt the financial statements consisting of Balance Sheet as at March 31, 2017, the statement of Profit and Loss and Cash Flow Statement for the year ended on March 31, 2017 and Auditors thereon			
2	To appoint a Director in place of Mr. Pradeep Anand (DIN: 00088653), who			



	retire by rotation and being eligible offers himself for re-appointment			
3	To ratify the appointment of Statutory Auditors and fix their remuneration			

\*\* This is optional. Please put a tick mark (v) 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) .....

Signed this ..... Day of ..... 2017

Affix One Rupee Revenue Stamp
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**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.

