

# RITA FINANCE AND LEASING LIMITED

(Formerly known as Rita Holdings Limited)

Regd. Off.: 324A, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085

E mail: ritaholdingsltd@gmail.com, website: www.ritaholdings.in, M .No. 9810260127

CIN: L67120DL1981PLC011741

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## NOTICE

Notice is hereby given that the 37<sup>th</sup> Annual General Meeting of the members of **RITA FINANCE AND LEASING LIMITED** (Formerly known as Rita Holdings Limited) will be held on Monday, September 17, 2018, 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(s):

### **ORDINARY BUSINESS**

**Item No. 1:** To receive, consider and adopt the Audited standalone Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Reports of the Board of Directors and the Auditors thereon.

**Item No. 2:** To ratify the appointment of Statutory Auditors of the Company

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 40<sup>th</sup> 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."

### **SPECIAL BUSINESS**

**Item No. 3:** To approve the Reclassification of Erstwhile Promoters of the Company as Public Shareholders of the Company subsequent to successful Open Offer

To consider and if thought fit, to pass the following Resolution as a special Resolution:

**"RESOLVED THAT** pursuant to Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and successful completion of Open offer by Mr. Pawan Kumar Mittal & Ms. Kiran Mittal ("Acquirers"/ "New Promoters") under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subject to necessary approvals from Stock Exchange(s)

and other appropriate Regulatory authorities, as may be necessary, the consent of the members of the Company be and is hereby accorded to re-classify the following persons/entities forming part of the Erstwhile Promoters Group of the Company [Excluding Shree Worstex Limited] from "Promoter & Promoter Group category" to "Public category":

1. Pradeep Anand
2. Koshish Investment And Finance Private Limited
3. Jyoti Construction Company New Delhi Private Limited

(above mentioned entities shall hereinafter collectively referred to as "Erstwhile Promoter Group")

**RESOLVED FURTHER THAT** on approval of Stock Exchange(s) upon application for reclassification of the Erstwhile Promoter Group as Public Category, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and compliance to SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions.

**RESOLVED FURTHER THAT** any of the Directors of the Company or the Company Secretary & Compliance Officer or such other person as authorized by the Board, be and is hereby authorized to submit application for reclassification to Stock Exchange(s), wherein the securities of the Company are listed or any other regulatory body, as may be required, and to take such steps expedient or desirable to give effect to this resolution."

**Item No. 4:** To Regularize the Appointment of Mr. Pawan Kumar Mittal (DIN:00749265) as a Director of the Company

To consider and if thought fit, to pass the following Resolution as a ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 152 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. Pawan Kumar Mittal (DIN: 00749265), who was appointed by the Board of Directors as an Additional Director with effect from 11<sup>th</sup> Day of December, 2017 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 himself under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company and shall be liable to retire by rotation."

**Item No. 5:** To Regularize the Appointment of Mrs. Kiran Mittal (DIN: 00749457) as a Director of the Company

To consider and if thought fit, to pass the following Resolution as a ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 152 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, Mrs. Kiran Mittal (DIN: 00749457), who was appointed by the Board of Directors

as an Additional Director with effect from 11<sup>th</sup> Day of December, 2017 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 himself under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company and shall be liable to retire by rotation."

**By the order of Board of Directors of  
Rita Finance and Leasing Limited  
(Formerly known as Rita Holdings Limited)**

**Sd/-  
Anurag Gupta  
Company Secretary & Compliance Officer  
M. No. A49293**

**Date:** 06.08.2018

**Place:** New Delhi

# **NOTES**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts of the proposed special business for the item No 3 to 5 is annexed hereto.
2. **A member entitled to attend and vote at the Annual General Meeting (the “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 blank form of proxy is enclosed herewith and if intended to be used, it should be deposited duly completed at the registered office of the company not less than forty eight hours before the scheduled time of 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 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. 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.
4. Corporate Members intending to send their authorized representatives to attend the Meeting 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. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Details under Regulation 26 (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/ re- appointment at the Annual General Meeting, forms integral part of the Notice. The Director has furnished the requisite declarations for re-appointment to the Company.
7. 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 Monday, 10<sup>th</sup> September, 2018 to Monday, 17<sup>th</sup> September, 2018 (both days inclusive) for the purpose of Annual General Meeting.
8. The ISIN of the Equity Shares of Rs.10/- each is INE018S01016.
9. Sections 101 and 136 of the Companies Act, 2013 read with the rules made there under, 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.
10. Members may also note that the Notice of the AGM and the Annual Report for F.Y. 2017-18 will also be available on the Company’s website [www.ritaholdings.in](http://www.ritaholdings.in).

11. 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.

12. 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.
13. Members are requested to register their e-mail addresses for receiving communications including Annual Reports, Notices, and Circulars etc. by the Company electronically.
14. Members/proxies/Authorized Representatives are requested to bring to the Meeting necessary details of their Shareholding, attendance slip(s) and copies of their Annual Reports.
15. 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.
16. Members/Proxies are requested to bring their Attendance Slip in the meeting, as enclosed with the Notice.
17. 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.
18. Pursuant to the provisions of Section 72 of the Companies Act 2013, the member(s) holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Member(s) holding shares in demat form may contact their respective Depository Participant for availing this facility.
19. 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.
20. ***Members are requested to get their physical form securities in dematerialize form upto the date December 5, 2018 through their Depository Participants 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, thereafter the transfer of securities is only valid through the dematerialization process.***

# **VOTING THROUGH ELECTRONICS MEANS**

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide members facility to exercise their right to vote at the 37<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e- Voting system.

The Notice of the 37<sup>th</sup> Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or [www.ritaholdings.in](http://www.ritaholdings.in).

The facility for voting through Poling Paper shall be made available at the AGM 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 ballot paper.

## **PROCEDURE TO LOGIN TO E-VOTING WEBSITE**

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

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

Step 1: Log in to NSDL’s e-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL’s e-voting system.

### **Details on Step 1 is mentioned below**

How to log in to the NSDL e-voting website

1. Visit the e-voting website of NSDL by opening your web browser and typing the following URL either on a desktop computer / laptop or on a mobile or scan the QR code using your smart phone.
2. Once the homepage of the e-voting system is launched, click on the icon, ‘Login’, available under ‘Shareholders’.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services, i.e. IDEAS, you can log in at <https://eservices.nsdl.com/> with your existing IDEAS log-in details. Once you log in to NSDL e-services using your log-in credentials, click on 'e-Voting' and proceed to Step 2, i.e., cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares, i.e., Demat (NSDL or CDSL) or Physical	User ID
a) For members who hold shares in demat accounts with NSDL	<p>8-character DP ID followed by 8-digit Client ID</p> <p>For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****</p>
b) For members who hold shares in demat account with CDSL	<p>16-digit Beneficiary ID</p> <p>For example, if your Beneficiary ID is 12***** then your user ID is 12*****</p>
c) For members holding shares in physical form	<p>EVEN, followed by Folio Number registered with the company</p> <p>For example, if your EVEN is 101456, and Folio Number is 001*** then your User ID is 101456001***</p>

5. Your password details are given below :

- a) If you are already registered for e-voting, then you can use your existing password to log in and cast your vote.
- b) If you are using the NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password', and change your password, as prompted by the system.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you by NSDL from your mailbox. Open the email and open the attachment (it will be a .pdf file). Open the file. The password to open the file is your 8-digit client ID for your NSDL account, or the last 8 digits of your CDSL client ID, or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you have not received the 'initial password', or are unable to retrieve it, or have forgotten your password:
  - a) Click on the 'Forgot User Details / Password?' (for those holding shares in demat accounts with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) A 'Physical User Reset Password?' (for those holding shares in physical mode) option is also available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are unable to get your password following the aforesaid options, you can send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, your PAN, your name, and your registered address.
7. After entering your password, agree to the terms and conditions by checking the box.
8. Next, click on the 'Login' button.
9. After you click on the 'Login' button, the homepage of e-voting will open.

### **Details on Step 2 is given below**

How to cast your vote electronically on the NSDL e-voting system?

1. After successfully logging in following Step 1, you will be able to see the e-voting homepage. Click on 'e-Voting'. Then, click on 'Active Voting Cycles'.
2. Upon clicking on 'Active Voting Cycles', you will be able to see the 'EVEN' of all the companies in which you hold shares and whose voting cycles are in 'active' status.
3. Select the 'EVEN' of the company for which you wish to cast your vote.
4. Now you are on the voting page and ready for e-voting.
5. Cast your vote by selecting appropriate options, i.e., assent or dissent, verify / modify the number of shares for which you wish to cast your vote, and click on 'Submit'. Also click on 'Confirm' when prompted.
6. Upon confirmation, the message, 'Vote cast successfully', will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Please remember that you are not allowed to modify your vote once you confirm your vote on a resolution.

## **GENERAL GUIDELINES FOR SHAREHOLDERS**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to

the Scrutinizer by e-mail to amitkumar\_cs@hotmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

## **OTHER INFORMATION**

1. The e-voting period commences on September 14, 2018 (9:00 a.m.) and ends on September 16, 2018 (5:00 p.m.). During this period, members of the Company holding shares either in physical or dematerialized form, as on the relevant date i.e. Sunday, September 09, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which a vote has already been cast. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice convening the AGM and up to the cut-off date i.e. September 09, 2018, may obtain his login ID and password by sending a request at evoting@nsdl.co.in.
2. 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 Sunday, September 09, 2018.
3. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
4. Shareholders of the Company, holding either in physical form or in dematerialized form, as on the cut-off date of Sunday, September 09, 2018 may only cast their vote at the 37<sup>th</sup> Annual General Meeting.
5. Mr. Amit Kumar, Practicing Company Secretary (Membership No.: FCS 5917, C.P. No.: 6184) has been appointed as the Scrutinizer for the Purpose of Annual General Meeting.
6. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the voting cast at the meeting and make a 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.
7. The Results shall be declared forthwith after the submission of 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.

8. The Results declared along with the Scrutinizer's Report will be available on the website of the Company [www.ritaholdings.in](http://www.ritaholdings.in) after the declaration of the results by the Chairman.

***MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.***

**By the order of Board of Directors of  
Rita Finance and Leasing Limited  
(Formerly known as Rita Holdings Limited)**

**Sd/-  
Anurag Gupta  
Company Secretary & Compliance Officer  
M. No. A49293**

**Date:** 06.08.2018

**Place:** New Delhi

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

### **ITEM NO. 3**

#### **Reclassification of Erstwhile Promoters of the Company as Public Shareholders of the Company subsequent to successful Open Offer**

Post successful completion of the Open Offer and preferential allotment of 17,00,000 Equity Shares by the Acquirers, Board of Directors of the Company at their meeting held on December 11, 2017 had inducted Mr. Pawan Kumar Mittal and Mrs. Kiran Mittal as new promoters of the Company. Post induction of new promoters, erstwhile promoter group is required to be reclassified as Public Shareholders except the Shree Worstex Limited. Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["LODR Regulations"] has provided a regulatory mechanism for re-classification of promoters as Public Shareholders, where the new promoter replaces the previous promoter subsequent to the Open Offer, subject to fulfillment of conditions as provided therein.

The reclassification of promoter and promoter group of the company consist of the following entities:

<b>S. No.</b>	<b>Name of the Entities</b>	<b>No. of Shares Held</b>	<b>% of paid up share capital of the Target Company</b>	<b>Post Reclassification Category</b>
1.	Mr. Pradeep Anand	100	0.00	Public
2.	Koshish Investment And Finance Private Limited	36,400	1.30	Public
3.	Jyoti Construction Company New Delhi Private Limited	31,450	1.12	Public
4.	Shree Worstex Limited	29,001		Promoter
5.	Mr. Pawan Kumar Mittal	8,50,000	30.36	Promoter
6.	Mrs. Kiran Mittal	8,50,000	30.36	Promoter

In terms of the requirement of Regulation 31A of LODR Regulations, reclassification requires the approval of shareholders of the Company and Stock Exchange(s), where the Equity Shares of the Company is listed.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this Resolution.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for the approval of the Members.

#### **ITEM NO. 4**

##### **Regularization of the Appointment of Mr. Pawan Kumar Mittal (DIN:00749265), as a Non-executive Director of the Company**

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act'), Mr. Pawan Kumar Mittal was appointed as an Additional Director of the Company on December 11, 2017 and he will hold office upto the date of ensuing Annual General Meeting.

The Company has received notices in writing under the provisions of Section 160 of the Act from himself along with required deposit proposing the candidatures of Mr. Pawan Kumar Mittal for appointment as Non-executive Director of the Company in accordance with provisions of the Companies Act, 2013.

Mr. Pawan Kumar Mittal is not disqualified from being appointed as Directors in terms of section 164 of the Act and have given his consent to act as Director.

None of the Directors / Key Managerial Personnel of the company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Directors recommend the resolution for approval by the members.

#### **ITEM NO. 5**

##### **Regularization of the Appointment of Mrs. Kiran Mittal (DIN: 00749457), as a Non- executive Director of the Company**

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act'), Mrs. Kiran Mittal was appointed as an Additional Director of the Company on December 11, 2017 and she will hold office upto the date of ensuing Annual General Meeting.

The Company has received notices in writing under the provisions of Section 160 of the Act from herself along with required deposit proposing the candidatures of Mrs. Kiran Mittal for appointment as Non-executive Director of the Company in accordance with provisions of the Companies Act, 2013.

Mrs. Kiran Mittal is not disqualified from being appointed as Directors in terms of section 164 of the Act and have given his consent to act as Director.

None of the Directors / Key Managerial Personnel of the company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Directors recommend the resolution for approval by the members.

**Details of Directors (as on March 31, 2018) seeking appointment/re-appointment at the Annual General Meeting pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)**

<b>S. No.</b>	<b>Name of the Director</b>	<b>Mr. Pawan Kumar Mittal</b>
1.	Date of Birth	07/12/1971
2.	Date of Appointment	11/12/2017
3.	Qualification	Chartered Accountant, B. Com
4.	Expertise	He has experience of 21 years in the field of finance and taxation. He is responsible for overall planning and management of the Company.
5.	Directorship in other Entities	<ol style="list-style-type: none"> <li>1. Shree Worstex Limited</li> <li>2. Delta Industrial Resources Limited</li> <li>3. Gulmohar Investments and holdings Limited</li> <li>4. Crazypricing Online Services Limited</li> <li>5. Smart Capital Services Limited</li> <li>6. Dolf Leasing Limited</li> <li>7. Aawas Infratech Private Limited</li> <li>8. R.S. Football CLUB</li> </ol>
6.	Number of Shares Held in Company	8,50,000
7.	Chairman / Member of Committee(s) of Board of Directors of the Company	None
8.	Chairman / Member of the Committee(s) of Board of Directors of other Companies in which he is a Director	Member of total Seven (7) Committees of Board of Directors of other Companies
9.	Whether related with other Directors / Key Managerial Personnel	Spouse of Mrs. Kiran Mittal, Director of the Company

**Details of Directors (as on March 31, 2018) seeking appointment/re-appointment at the Annual General Meeting pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)**

<b>S. No.</b>	<b>Name of the Director</b>	<b>Mrs. Kiran Mittal</b>
1.	Date of Birth	22/12/1972
2.	Date of Appointment	11/12/2017
3.	Qualification	Cost and Management Accountant, B. Com
4.	Expertise	She has experience of 20 years in the field of Cost and Management. She handles administration of the Company.
5.	Directorship in other Entities	<ol style="list-style-type: none"> <li>1. Shree Worstex Limited</li> <li>2. Delta Industrial Resources Limited</li> <li>3. Gulmohar Investments and holdings Limited</li> <li>4. Crazypricing Online Services Limited</li> <li>5. Smart Capital Services Limited</li> <li>6. Dolf Leasing Limited</li> <li>7. Aawas Infratech Private Limited</li> </ol>
6.	Number of Shares Held in Company	8,50,000
7.	Chairman / Member of Committee(s) of Board of Directors of the Company	None
8.	Chairman / Member of the Committee(s) of Board of Directors of other Companies in which he is a Director	Member of total Three (3) Committees of Board of Directors of other Companies
9.	Whether related with other Directors / Key Managerial Personnel	Spouse of Mr. Pawan Kumar Mittal, Director of the Company

# 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

E mail: ritaholdingsltd@gmail.com, website: www.ritaholdings.in, M .No. 9810260127

CIN: L67120DL1981PLC011741

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## **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).	

I certify that I am a registered Shareholder/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 Monday, the 17<sup>th</sup> day of September, 2018 at 11:00 A.M., at the Registered Office of the Company situated at 324A, III<sup>rd</sup> 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)**

# 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

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CIN: L67120DL1981PLC011741

## **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, III<sup>rd</sup> Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085

Date and Time: 17<sup>th</sup> day of September, 2018 at 11:00 A.M.

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	

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 Annual General Meeting of the Company to be held on Monday, the 17<sup>th</sup> day of September, 2018 at 11:00 A.M. at 324A, III<sup>rd</sup> 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
<i>Ordinary Business</i>				
1.	Adoption of Financial Statements for the year ended March 31, 2018 along with Auditor's and Director's Report thereon			
2.	Ratification of appointment of M/s V.N. Purohit & Co., Chartered Accountants (FRN: 304040E) as the Statutory Auditors of the Company			
<i>Special Business</i>				
3.	Approval of the Reclassification of Erstwhile Promoters of the Company as Public Shareholders of the Company			
4.	Regularization of Mr. Pawan Kumar Mittal (DIN: 00749265) as a Non-executive Director of the Company			
5.	Regularization of Mrs. Kiran Mittal (DIN: 00749457) as a Non-executive Director of the Company			

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

Signed this ..... Day of ..... 2018



**Note:**

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

# 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

E mail: ritaholdingsltd@gmail.com, website: www.ritaholdings.in, M .No. 9810260127

CIN: L67120DL1981PLC011741

## **FORM NO. MGT-12** **POLLING PAPER**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) 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, III<sup>rd</sup> Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085

Date and Time: 17<sup>th</sup> day of September, 2018 at 11:00 A.M.

### BALLOT PAPER

S. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No./*Client ID No.	
4.	Class of Share	

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

S. No.	Resolution	Number of shares held	I assent to the resolution	I dissent from the resolution
<b>Ordinary Business</b>				
1.	Adoption of Financial Statements for the year ended March 31, 2018 along with Auditor's and Director's Report thereon			
2.	Ratification of appointment of M/s V.N. Purohit & Co., Chartered Accountants (FRN: 304040E) as the Statutory Auditors of the Company			
<b>Special Business</b>				
3.	Approval of the Reclassification of Erstwhile Promoters of the Company as Public Shareholders of the Company			
4.	Regularization of Mr. Pawan Kumar Mittal			

	(DIN: 00749265) as a Non-executive Director of the Company			
5.	Regularization of Mrs. Kiran Mittal (DIN: 00749457) as a Non-executive Director of the Company			

**Place:**

**Date:**

**(Signature of the shareholder)**

# ROUTE MAP

