

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

Tel. No. 011-27860681, CIN: L67120DL1981PLC011741

NOTICE is hereby given that an Extraordinary General Meeting of the Members of Rita Finance and Leasing Limited (Formerly known as Rita Holdings Limited) will be held on Tuesday, the 12th day of March, 2019 at 11.00 a.m. at registered office of company at 324A, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi- 110085 to transact the following Special Business:

SPECIAL BUSINESS:

Item No. 1. To consider and approve the issue of bonus shares in the ratio of one fully paid up equity share for every four fully paid up equity shares held by the shareholders on record date

To consider and, if thought fit, to pass, the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable regulations and guidelines issued by SEBI and Reserve Bank of India (RBI), as amended from time to time, the Articles of Association of the Company, and subject to such approvals, consents, permissions, conditions and sanctions as may be considered necessary from appropriate authorities and the terms and conditions, if any, as may be specified while according such approvals and subject to acceptance of such terms and conditions by the Board of Directors of the Company (‘the Board’, which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution), a sum not exceeding ₹ 70,00,000/-, as may be determined by the Board, from and out of the amount standing to the credit of the retained earnings as at March 31, 2018, be capitalized and transferred to Share Capital Account and that such sum shall be applied for allotment of New Equity Shares of the Company of ₹ 10/- (Rupees Ten) each as fully paid-up Bonus Shares to the persons who, on the Record Date, are holders of the existing Equity Shares of ₹ 10/- (Rupee Ten) each of the Company, in the proportion of 1 (One) New fully paid-up Equity Share for every 4 (Four) existing fully paid-up Equity Shares held by such persons, on the footing that they become entitled thereto for all purposes as capital upon allotment of New Equity Shares.

RESOLVED FURTHER THAT the New Equity Shares of ₹ 10/- each to be allotted as Bonus Shares shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with and shall carry the same rights as the existing Equity Shares and shall be entitled to participate in full in any dividends and any other corporate action declared after the New Equity Shares are allotted.

RESOLVED FURTHER THAT the Share Certificates in respect of the New Equity Shares will be issued in the same mode as held on the Record Date and dispatched to the shareholders who hold the existing Equity Shares in physical form and the New Equity Shares will be credited in electronic form to the demat accounts of the shareholders who hold the existing Equity Shares in electronic form, within the period prescribed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the New Equity Shares on the Stock Exchanges where the securities of the Company are presently listed, as per the provisions of the SEBI Listing Regulations and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be necessary or desirable and to settle all questions or difficulties whatsoever that may arise with regard to the issue, allotment, distribution and listing of the New Equity Shares and its decision shall be final and binding.”

For and on behalf of Board of Directors of
Rita Finance and Leasing Limited
(Formerly known as Rita Holdings Limited)

sd/-
Pawan Kumar Mittal
Director
DIN: 00749265

Date: 11.02.2019
Place: New Delhi

NOTES:

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) setting out material facts relating to the proposed resolution is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING (“EGM”) IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND ON A POLL TO VOTE ON HIS/HER BEHALF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate, not more than ten percent of the total share capital of the Company, carrying voting rights. Provided that a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.**
3. The instrument appointing the Proxy, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (Forty Eight) hours before the EGM. Proxies submitted on behalf of limited companies, trusts, etc. must be supported by appropriate resolution/authority, as applicable. A Proxy form for the EGM is enclosed along with this notice.
4. Members/Proxies should bring the enclosed Attendance Slip, duly filled in, for attending the EGM.

5. To support the “Green Initiative”, Members who have not registered their email addresses are requested to register the same with the Company’s Share Registrars and Transfer Agents / their Depository Participants, in respect of shares held in physical / electronic mode, respectively.
6. The Notice of the EGM is being sent by electronic mode to all the Members, whose e-mail addresses are registered with the Depositories. For Members who have not registered their e-mail addresses with the Depositories, physical copies are being sent by the permitted modes. The Notice of the EGM is also posted on the website of the Company at www.ritaholdings.in.
7. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during 9.00 a.m. to 5.00 p.m. on all working days (excluding Saturday, Sunday and other Public Holiday) up to the up to the date of the EGM of the Company.
8. The route map to the EGM venue is given herein.
9. Members desirous of obtaining any information concerning the proposed Resolutions are requested to write to the Company at least 10 days before the date of Extra-Ordinary General Meeting so as to enable the management to keep the information ready.

VOTING THROUGH ELECTRONIC 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 Extraordinary General Meeting (EGM) 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 EGM (“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 Extraordinary General Meeting (EGM) 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 or www.ritaholdings.in.

The facility for voting through Poling Paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.

PROCEDURE TO LOGIN TO E-VOTING WEBSITE:

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	8-character DP ID followed by 8-digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****
b) For members who hold shares in demat account with CDSL	16-digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For members holding shares in physical form	EVEN, followed by Folio Number registered with the company For example, if your EVEN is 101456, and Folio Number is 001*** then your User ID is 101456001***

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.
 - b) A 'Physical User Reset Password?' (for those holding shares in physical mode) option is also available on 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 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 INSTRUCTIONS:

- I. The remote e-voting period commences on Saturday, March 09, 2019 (9:00 a.m. IST) and ends on Monday, March 11, 2019 (5:00 p.m. IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, March 01, 2019, may cast their vote by remote e-voting. 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.
- II. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice convening the EGM and up to the cut-off date i.e. Friday, March 01, 2019, may obtain his login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
- III. 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 Friday, March 01, 2019.
- IV. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
- V. Members can also update their mobile number and e-mail id in the profile details of the folio which may be used for sending future communication(s).
- VII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through Polling Paper.
- VIII. The Company has appointed Mr. Amit Kumar, Practicing Company Secretary (Membership No.: FCS 5917, C.P. No.: 6184) as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
- IX. The Scrutinizer shall immediately after the conclusion of voting at the EGM, first count the voting cast at the meeting, thereafter unblock the votes cast through remote e-Voting in the presence of at least two (2) witnesses not in the employment of the Company and make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and to submit the same to the Chairman of the EGM not later than forty eight hours from the conclusion of the EGM.
- X. 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 EGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
- XI. 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 Stock Exchange Where the Securities of Company are listed at www.msei.in immediately after the declaration of the results by the Chairman or by any person authorized by him in writing.

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

Item No. 1: To consider and approve the issue of bonus shares in the ratio of one fully paid up equity share for every four fully paid up equity shares held by the shareholders on record date

Considering the financial position of the Company, the Board of Directors at its meeting held on February 11, 2019 recommended an issue of Bonus Shares in the proportion of 1 (One) new Equity Share of the Company of ₹ 10/- each for every 4 (Four) existing Equity Share of the Company of ₹ 10/- each held by the Members on the Record Date, by capitalizing a part of the retained earnings.

Articles of Association of the Company permits capitalisation of any part of the amount for the time being standing to the credit of Company's Reserve Accounts or to the credit of Profit and Loss Account or any Capital Redemption Reserve Account or in the hands of the Company and available for distribution as dividend or representing premiums received on the issue of shares standing to the credit of the Share Premium Account, by applying the same towards payment of unissued shares to be issued to the Members as fully paid bonus shares.

Pursuant to the provisions of Section 63 and other applicable provisions of the Act, issue of Bonus Shares of the Company requires approval of the Members. The Board recommends the Special Resolution as set out in the accompanying Notice for approval by the members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company or to the extent of the shareholding of the companies/institutions/trusts of which they are directors or members or trustees, without any beneficial interest.

For and on behalf of Board of Directors of
Rita Finance and Leasing Limited
(Formerly known as Rita Holdings Limited)

sd/-
Pawan Kumar Mittal
Director
DIN: 00749265

Date: 11.02.2019
Place: New Delhi

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ATTENDANCE SLIP

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 Extraordinary General Meeting of the Company held on Tuesday, the 12th day of March, 2019 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)

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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 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: 12th day of March, 2019 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 Extra Ordinary General Meeting of the Company to be held on Tuesday, the 12th day of March, 2019 at 11:00 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
<i>Special Business</i>				
1.	Approval of the issue of bonus shares in the ratio of one fully paid up equity share for every four fully paid up equity shares held by the shareholders on record date			

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.

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Tel. No. 011-27860681, 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, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085****Date and Time: 12th day of March, 2019 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 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	assent to the resolution	dissent from the resolution
Special Business				
1.	Approval of the issue of bonus shares in the ratio of one fully paid up equity share for every four fully paid up equity shares held by the shareholders on record date			

Place:

Date:

(Signature of the shareholder)

Route Map:

