

RITA HOLDINGS LIMITED

CIN: L67120DL1981PLC011741

34TH ANNUAL REPORT

For Financial Year 2014- 15



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Pradeep Anand: Director
Ms. Neelam Anand: Director
Mr. Surinder Kumar Jain: Director
Ms. Anju Sharma: Additional Director

STATUTORY AUDITORS

Shamsher & Co.,
Chartered Accountants
1595, Sector-33D, Chandigarh
Contact Person: Mr. Shamsher Singh
Mobile No.: 9779020765

REGISTRAR & TRANSFER AGENT

Skyline Financial Services Private Limited
D-153A, First Floor, Near-Courtesy Honda City Showroom,
Okhla Industrial Area, Phase-I, New Delhi-110020
Phone No.: 011-64732681-88

ANNUAL GENERAL MEETING

Date: 29th September, 2015
Time: 10:00 A.M.
Day: Tuesday
Venue: Anand House 2, Community Centre,
Saket, New Delhi- 110017

NAME OF THE STOCK EXCHANGES AT WHICH THE COMPANY'S SHARES ARE LISTED

Metropolitan Stock Exchange of India (MSEI) Limited
The Delhi Stock Exchange (DSE) Limited

REGISTERED OFFICE

Anand House 2, Community Centre,
Saket, New Delhi- 110017
Phone No.: 011-65448440



RITA HOLDINGS LIMITED

Regd. Off: Anand House -2, Community Centre, Saket, New Delhi - 110017
Tel: +91-11-26515675 Email ID: ritaholdingsltd@gmail.com
CIN: L67120DL1981PLC011741

NOTICE of the Annual General Meeting

Notice is hereby given that the 34th Annual General Meeting of the members of **Rita Holdings Limited** will be held on Tuesday, the 29th day of September, 2015 at 10:00 a.m. at the Registered Office of the Company situated at Anand House 2, Community Centre, Saket, New Delhi-110017 to transact the following business as:

Ordinary Business:

1. To receive, consider and adopt the Financial Statements of the Company for the Financial Year ended 31st March, 2015 including Audited Balance Sheet as at 31st March, 2015, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Auditor's Report and Director's Report annexed thereto.
2. To appoint a Director in place of Mr. Pradeep Anand (DIN: 00088653), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Surinder Kumar Jain (DIN: 05262037), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.
4. To re- appoint the Auditor and to pass, with or without modification(s), the following as an **Ordinary Resolution;**

"RESOLVED THAT pursuant to the provisions of Section 139, 141 & 142 of the Companies Act, 2013, and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and recommendation of the Audit Committee and approval by the Board of Directors at their meeting dated 01st September, 2015, the consent of the Company be and is hereby accorded to appoint M/s **Shamsher & Co., Chartered Accountants** (FRN: 017269N), as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Fourth AGM; considering this AGM as the First AGM of the Company, subject to the ratification by the Members at every AGM, held after this AGM and at such remuneration plus Service Tax as may be mutually agreed between the Board of Directors of the Company and the Auditors."

Special Business:

ITEM NO. 5: APPOINTMENT OF MS. ANJU SHARMA AS A DIRECTOR

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



"RESOLVED THAT in accordance with applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), and the Articles of Association of the Company, Ms. Anju Sharma (DIN: 02591877), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 10th March, 2015, pursuant to the Articles of Association of the Company and Section 161 of the Companies Act, 2013, and who holds office upto the date of the ensuing Annual General Meeting and in respect of whom a Notice pursuant to Section 160 of the Companies Act, 2013, has been received in writing along with requisite fee, proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall not be liable to retire by rotation."

ITEM NO. 6: APPOINTMENT OF MS. ANJU SHARMA AS MANAGING DIRECTOR

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 Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the members be and is hereby accorded to appoint Ms. Anju Sharma (DIN: 02591877) as Managing Director of the Company for a term of 5 (five) years commencing from 29th September, 2015, till the conclusion of 39th Annual General Meeting whose office shall not be liable to retire by rotation, upon such terms and conditions (without remuneration) as set out in the explanatory statement annexed to this Notice with the liberty to the Board to alter and vary the said terms and conditions as it may deem fit and as may be acceptable to Ms. Anju Sharma."

ITEM NO. 7: APPOINTMENT OF MR. JITENDRA KUMAR AGARWAL AS AN INDEPENDENT DIRECTOR

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 Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Jitendra Kumar Agarwal (DIN: 00850314), who is eligible for appointment and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and in respect of whom the Company has received a notice in writing from a member of the Company along with requisite fee pursuant to Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold the office for 5 (five) consecutive years, and shall not be liable to retire by rotation."

ITEM NO. 8: APPOINTMENT OF MR. PRAKASH CHAND JAJORIA AS AN INDEPENDENT DIRECTOR

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 Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Prakash Chand Jajoria (DIN: 07020057), who is eligible for appointment and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and in respect of whom the Company has received a notice in writing from a member of the Company along with requisite fee pursuant to Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold the office for 5 (five) consecutive years, and shall not be liable to retire by rotation."

ITEM NO. 9: APPOINTMENT OF MS. VANDANA GUPTA AS AN INDEPENDENT WOMEN DIRECTOR

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 Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms. Vandana Gupta (DIN: 00013488), who is eligible for appointment and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act, and in respect of whom the Company has received a notice in writing from a member of the Company along with requisite fee pursuant to Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby appointed as an Independent Women Director of the Company to hold the office for 5 (five) consecutive years, and shall not be liable to retire by rotation."

ITEM NO. 10: AUTHORIZATION TO BORROW THE LOAN UPTO A LIMIT OF Rs. 20,00,00,000/- UNDER SECTION 180(1) (C) OF THE COMPANIES ACT, 2013

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, as may be amended from time to time, and other applicable provisions, if any, of the Companies Act, 2013, approval of the members be and is hereby accorded to the Board of Directors of the Company, to borrow money(s), from time to time, for and on behalf of the Company, from any bank/financial institution/lenders, in any form or manner or otherwise, in one or more tranches, whether unsecured or secured, on such terms and conditions as may be decided by the Board of Directors, notwithstanding that the moneys to be borrowed together with money(s) already borrowed by the Company, apart from the temporary loans obtained/ to be obtained from the Company's bankers in the ordinary course of business exceed the aggregate of paid up share capital and free reserves of the Company, provided that the total amount of the borrowings by the Board of Directors, at any time, shall not exceed upto the tune of Rs. 20,00,00,000/- (Rupees Twenty Crore only) inclusive of the loans/ borrowings already availed by Company.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."



ITEM NO. 11: APPROVAL FOR CREATION OF CHARGE/ MORTGAGE ON THE ASSETS OF THE COMPANY

To consider and if thought fit to pass, with or without modification(s), the following as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof) and in terms of Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter "the Board") for mortgaging / charging all or any of the immovable and movable properties of the Company both present and future and the whole or substantially the whole of the undertaking or the undertakings of the Company on such terms and conditions, as may be agreed to between the Board and Lender(s) to secure the loans / borrowings obtained or as may be obtained, which may exceed the paid-up capital and free reserves in the ordinary course of business but not exceeding Rs. 20,00,00,000/- (Rupees Twenty Crore only) at any point of time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or any of its duly constituted committee be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the charge/mortgage aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

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: 01/09/2015
Place: New Delhi

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts of the proposed ordinary and 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 on 28th August, 2015.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL 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. 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 Saturday, 26th September, 2015 to Tuesday, 29th September, 2015 (both days inclusive) for the purpose of Annual General Meeting.

5. The ISIN of the Equity Shares of Rs.10/- each is IN8018S01015.

6. 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 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.

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 share 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/proxies are requested to bring their copies of annual reports to the meeting.

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



12. 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.

13. 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.

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

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, and Clause 35B of the Listing Agreement entered with the Stock Exchanges the Company is pleased to provide the Members the facility to exercise their right to vote at the Annual General Meeting (AGM) 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.

17. All documents referred to in accompanying Notice and Explanatory Statement shall be open for inspection and shall be available at the registered office of the Company on all working days during business hours from the date of this Notice up to the date of AGM.

Voting through Electronic Means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the Members, facility to exercise their right to vote at the 34th Annual General Meeting (AGM) 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	26 th September, 2015 at 9:00 A.M.
End of e- Voting	28 th September, 2015 at 8:00 P.M.

INSTRUCTIONS FOR E-VOTING

1. The Notice of the 34th 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 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 appear. 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 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. 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 Saturday, 26th September, 2015 (09:00 a.m. IST) and ends on Monday, 28th September, 2015 (08:00 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 Tuesday, 22nd September, 2015 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 22nd September, 2015.
5. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding either in physical form or in dematerialized form, as on the cut-off date of Tuesday, 22nd September, 2015 and not casting their vote electronically, may only cast their vote at the 34th Annual 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 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 Chairperson of the AGM not later than three working days from the conclusion of the AGM.
8. The Results shall be declared forthwith after the submission of Consolidated Scrutinizer's Report either by Chairperson of the Company or by any person authorized by her 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.
9. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company www.ritaholdings.com 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.: 5

Appointment of Ms. Anju Sharma as Director:

Ms. Anju Sharma was appointed as an Additional Director by the Board of Directors on 10th March, 2015. In terms of Section 161(1) of the Companies Act, 2013, Ms. Anju Sharma hold office upto the date of the ensuing Annual General Meeting of the Company. The Company has received a notice in writing from a member of the Company along with requisite fee pursuant to Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby appointed as a Director, who shall not be liable to retire by rotation.

The Board considers the appointment of Ms. Anju Sharma as an Executive Director of the Company would be of immense benefit to the Company. Accordingly, the Board of Directors recommends her appointment as a Director of the Company, who shall not be liable to retire by rotation.

Except Ms. Anju Sharma, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the resolution as set out in Item no.5.

The Board of directors therefore, recommends the resolution for appointment of Ms. Anju Sharma as an Executive Director of the Company for approval of the members by passing the **Ordinary resolution.**

Brief Resume of Ms. Anju Sharma is as under:

Name	Anju Sharma
Age	34 Years
Name of the other Companies in which Directorship held	1. Shankar Gas & Mfg. Co. Private Limited 2. Maverick Electronics Private Limited
Name of the other Companies in which Committee Membership held (as per Clause 49 of the Listing Agreement)	N.A.
Shareholding in the Company	NIL

ITEM NO.: 6

Appointment of Ms. Anju Sharma as Managing Director:

With the enactment of the Companies Act, 2013, it has become mandatory for the Company to appoint a Managing Director who shall hold the position of a Key Managerial Personnel in the Company pursuant to the provisions of Section 203 of Companies Act, 2013. Also keeping in view the management's outlook towards increasing the scale of operations of the Company, it becomes necessary for the Company to have a whole time executive on its Board who will look after the overall functioning of the Company, will be assuming full accountability to the Board for all the operations and shall also be responsible for formulating and successfully implementing the policies of the Company.



On recommendation of the Nomination & Remuneration Committee of the Company, the Company has decided to appoint Ms. Anju Sharma as Managing Director of the Company.

The Board of Directors of the Company believes that her managerial abilities and analytical skills will help the Company in directing its strategies towards its profitable growth and operation and will help the Company walk along the path of success and achieve its vision and mission.

Therefore, the Directors of your Company recommend the aforesaid resolution for your consideration and approval.

Except Ms. Anju Sharma, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the resolution as set out in Item no.6.

Terms & Conditions of Appointment and Remuneration:

The terms & conditions of Appointment of Ms. Anju Sharma are as under:

1. She shall hold her office for a term of five years from the date of appointment. However, the Board (powers vested in Nomination & Remuneration Committee) as well as the proposed Managing Director would be at free will to terminate the office before the said period upon giving reasonable explanations to the effect. The Nomination and Remuneration Committee shall be obligated to conduct a thorough enquiry and give the proposed MD a reasonable opportunity of being heard prior to termination of his office.
2. She shall not be liable to retire by rotation.
3. She shall be eligible to draw Rs. 20,000/- (Rupees Twenty Thousand only) per month as remuneration from the Company in the Capacity of Managing Director.
4. The Managing Director will perform her duties as such with regard to all work of the Company and she will manage & attend to such business and carry out the orders and direction given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may be given.
5. The Managing Director shall abide by the provisions contained in section 166 of the Companies Act, 2013 with regard to duties of directors.
6. The Managing Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.

ITEM NO.: 7, 8 and 9

Appointment of Mr. Jitendra Kumar Agarwal, Mr. Prakash Chand Jajoria and Ms. Vandana Gupta as Independent Directors:

As per the provisions of the Companies Act, 2013 Rules made there under & amended Clause 49 of the Listing Agreement, the Independent Directors are not liable to retire by rotation and required to be appointed by shareholders. Therefore, it is proposed to appoint Mr. Jitendra Kumar Agarwal, Mr. Prakash Chand Jajoria as Independent Directors and Ms. Vandana Gupta as



Independent Women Director of the Company for the term of five consecutive years commencing from 29th September, 2015 up to the conclusion of 39th AGM.

Mr. Jitendra Kumar Agarwal, Mr. Prakash Chand Jajoria and Ms. Vandana Gupta are not disqualified from being appointed as Directors in terms of section 164 of the Act and have given their consent to act as Directors.

In the opinion of the Board, Mr. Jitendra Kumar Agarwal, Mr. Prakash Chand Jajoria and Ms. Vandana Gupta fulfils the conditions specified in the Companies Act, 2013 and rules made there under for their appointment as Independent Directors.

Therefore, the Directors of your Company recommend the aforesaid resolution for your consideration and approval.

Information about the appointees:

Brief Resume of Mr. Jitendra Kumar Agarwal is as under:

Name:	Jitendra Kumar Agarwal
Age:	62 Years
Name of the other Companies in which Directorship held	1. Bhandari Export Industries Limited 2. Creativelane Payment Systems Private Limited 3. Delta Industrial Resources Limited
Name of the other Companies in which Committee Membership held (as per Clause 49 of the Listing Agreement)	N.A.
Shareholding in the Company	NIL

Except Mr. Jitendra Kumar Agarwal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the resolution as set out in Item no. 7.

The Board of directors therefore, recommends the resolution for appointment of Jitendra Kumar Agarwal as an Independent Director of the Company for approval of the members by passing the **Ordinary resolution.**

Brief Resume of Mr. Prakash Chand Jajoria is as under:

Name:	Prakash Chand Jajoria
Age:	61 Years
Name of the other Companies in which Directorship held	1. Delta Industrial Resources Limited
Name of the other Companies in which Committee Membership held (as per Clause 49 of the Listing Agreement)	N.A.
Shareholding in the Company	NIL

Except Mr. Prakash Chand Jajoria, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the resolution as set out in Item no. 8.



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

Brief Resume of Ms. Vandana Gupta is as under:

In Compliance to the Companies Act 2013 and amendments made thereto and other applicable provisions of the Act, which came into effect from April 1, 2014, Company is required to appoint at least one Women Director on the Board.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment of Women Director on the Board which is consistent with the Companies Act, 2013.

Therefore, the Directors of your Company recommend the aforesaid resolution for your consideration and approval.

Name:	Vandana Gupta
Age:	34 Years
Name of the other Companies in which Directorship held	1. Varrsana Ispat Limited
Name of the other Companies in which Committee Membership held (as per Clause 49 of the Listing Agreement)	N.A.
Shareholding in the Company	NIL

Except Ms. Vandana Gupta, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the resolution as set out in Item no. 9.

The Board of directors therefore, recommends the resolution for appointment of Ms. Vandana Gupta as an Independent Women Director of the Company for approval of the members by passing the **Ordinary resolution**.

ITEM NO.: 10

Authorization to Borrow the Loan Upto a Limit of Rs. 20,00,00,000/- Under Section 180(1) (c) of the Companies Act, 2013:

The Company requires funds to meet its capital and revenue expenditures which is obtained from various sources i.e. Bank Loans and unsecured loans and borrowings. As per the provisions of Section 180(1) (c) of the Companies Act, 2013, the Company requires the approval of limit of borrowings from the shareholders through a Special Resolution so as to enable the Board of Directors to borrow funds up to the limit approved, beyond paid up share capital and free reserves. In the ordinary course of business of the Company, it is likely that the moneys to be borrowed together with money(s) already borrowed by the Company (apart from the temporary loans obtained/ to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of paid up share capital and free reserves of the Company. To ensure the smooth operations of the Company, the members are required to give their consent to the Board of Directors to borrow monies up to Rs. 20,00,00,000/- (Rupees Twenty Crore only) from the sources as permitted under section 180(1)(c) of Companies Act, 2013.



The approval of members is sought for the aforesaid matter by the way of Special Resolution.

The Directors recommend the resolution for the approval of members of the Company.

None of the Directors, Key Managerial Persons and their relatives are in any way interested in the above said resolution.

ITEM NO.: 11

Approval for Creation of Charge/ Mortgage on the Assets of the Company:

In terms of the provisions of Section 180(1)(a) of the Companies Act, 2013, the consent of the members by a special Resolution is necessary to lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company. Since mortgaging by the Company of its movable or immovable properties in favour of various Financial Institutions/ Banks etc., for availing term loan/other secured borrowings is regarded as disposal of the Company's properties /undertakings, it is necessary for the members to pass the Resolution under Section 180(1)(a) of the Companies Act, 2013 by way of Special Resolution.

Accordingly, it is necessary for the members to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of security up to limit specified in the resolution passed under Section 180(1)(c) of the Companies Act, 2013.

The Board of Directors recommend the above resolution for your approval as a Special Resolution.

None of the Directors, Key Managerial Persons and their relatives are in any way interested in the above said 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: 01/09/2015

Place: New Delhi

RITA HOLDINGS LIMITED

Regd. Off: Anand House -2, Community Centre, Saket, New Delhi - 110017

Tel: +91-11-26515675 Email ID: ritaholdingsltd@gmail.com

CIN: L67120DL1981PLC011741

BOARD'S REPORT

To,

The Members of Rita Holdings Limited,

Your Directors are pleased to present the **34th Annual Report** on the business and operations of the Company, together with the Audited Financial Statements for the financial year ended 31st March, 2015.

1. BACKGROUND

Rita Holdings Limited was incorporated under Companies Act, 1956 on 19th May, 1981. The Company is a Non Deposit Accepting Non Banking Finance Company ("NBFC"), holding "Certificate of Registration no.: 14.01024" from the Reserve Bank of India ("RBI") dated 10th August, 1998. Equity Shares of the Company are listed on Delhi Stock Exchange Limited (DSE) and on Metropolitan Stock Exchange of India Limited (MSEI) (formerly known as MCX Stock Exchange Limited).

2. STATE OF COMPANY'S AFFAIR

With the expected positive momentum in the Indian economy, the Company is focused on growth and achieving profitability along with a renewed commitment to customer service. Innovations, investment and positive modifications are expected in the near future, boosting the Company's revenue. Together with forward looking strategy, the Company is also focusing extensively on expanding the business and operational improvements through various strategic projects for operational excellence.

3. FINANCIAL RESULTS

The Company's financial results are as under:

Particulars	For The Year Ended	
	31.03.2015 (In Rs.)	31.03.2014 (In Rs.)
Revenue from Operations	9,07,247	1,20,000
Total Revenue (A)	9,65,977	1,66,524
Total Expenses (B)	8,92,550	3,60,392



Profit Before Tax (A-B)	73,427	(1,93,868)
Less: Tax Expenses (Current Tax)	10,196	-
Less: Income Tax Adjustment for earlier periods	-	-
Profit/(Loss) After Tax	63,231	(1,93,868)

4. RESERVES & PROVISIONS

For the financial year ended 31st March, 2015 the Company has transferred Rs. 15,808/- in respect of current year's profit and Rs. 0 from the past years profit to Reserve Fund. Thus, the total amount transferred to Statutory Reserve Fund accumulates to Rs. 15,808/-.

5. DIVIDEND

The Company needs further funds to enhance its business operations, to upgrade the efficiency and to meet out the deficiencies in working capital. The Directors, therefore, do not recommend any dividend on Equity Shares for the financial year 2014-15.

6. DISCLOSURES UNDER SECTION 134 OF THE COMPANIES ACT, 2013

Direct Listing on Metropolitan Stock Exchange of India Limited (MSEI), formerly known as MCX Stock Exchange Limited

Your Company is presently listed on Delhi Stock Exchange Limited (DSE) and Metropolitan Stock Exchange of India Limited (MSEI).

However, SEBI vide its Order No. WTM/PS/45/MRD/NOV/2014 dated 19th November, 2014, has withdrawn recognition granted to Delhi Stock Exchange Limited. Accordingly, in order to maintain the listed status of the Company and to protect the interest of the shareholders, the management of the Company has got the Equity Shares of the Company listed on Metropolitan Stock Exchange of India Limited (MSEI).

The Company had received the Listed and Trading Approval from the MSEI vide its letter dated 13th March, 2015 and the Company has been permitted to trade on MSEI w.e.f. 17th March, 2015.

Appointment of Internal Auditor

The Companies Act, 2013 has mandated the appointment of Internal Auditor in the Company. Accordingly, the Company has appointed M/s S.K. Goel & Associates, Chartered Accountants, as the Internal Auditors of the Company w.e.f. 13th August, 2015.



Raising of Funds through Preferential Allotment of Shares

The Members at the Extra Ordinary General Meeting held on 27th March, 2015 passed a Special Resolution thereby approving the issue and allotment of 9,00,000 Equity Shares of Rs. 10/- each at a premium of Rs. 2/- each on preferential basis. In this regard, the Company obtained In- Principle approval from Metropolitan Stock Exchange of India Limited (MSEI) vide its letter dated 24th March, 2015. Thereafter, 9,00,000 Equity Shares were allotted at the Board Meeting held on 1st April, 2015.

Further, for such fresh equity shares allotted on preferential basis, the company obtained Listing and Trading Approval from Metropolitan Stock Exchange of India Limited (MSEI) on 4th June, 2015.

Presently, the Authorized Share Capital of the Company is Rs. 3,50,00,000/- (Rupees Three Crore Fifty Lakh only) divided into 35,00,000 Equity Shares of Rs. 10/- each and the issued, subscribed and paid up share capital of the Company has increased from Rs. 20,00,000/- (Rupees Twenty Lakh Only) divided into 2,00,000 Equity Shares of Rs. 10/- each to Rs. 1,10,00,000/- (Rupees One Crore Ten Lakh Only) divided into 11,00,000 Equity Shares of Rs. 10/- each.

7. BUSINESS RISK MANAGEMENT

Risk Management is an integral part of the Company's business strategy. The Risk Management oversight structure includes Committees of the Board and Senior Management Committees. The Risk Management Committee of the Board ("RMC") reviews compliance with risk policies, monitors risk tolerance limits, reviews and analysis risk exposure related to specific issues and provides oversight of risk across the Organization. The RMC nurtures a healthy and independent risk management function to inculcate a strong risk management culture in the Company.

As part of the Risk Management framework, the management of Credit Risk, Market Risk, Operational Risk and Fraud Risk are placed under the Head-Risk, to ensure Integrated Risk Management for various Risks.

8. INTERNAL CONTROL SYSTEMS

The Company's Internal Control System is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations. The internal control system is supported by an internal audit process for reviewing the adequacy and efficiency of the Company's internal controls, including its systems and processes and compliance with regulations and procedures.

Internal Audit Reports are discussed with the Management and are reviewed by the Audit Committee of the Board which also reviews the adequacy and effectiveness of the internal controls in the Company. The Company's internal control system is commensurate with the size, nature and operations of the Company.

9. VIGIL MECHANISM

To review the matters relating to fraud risk, including corrective and remedial actions as regards people and processes, the Company has formed a Vigil Mechanism



which is in direct control of the Audit Committee of the Company. The said Mechanism has also posted on the website of the Company.

10. HUMAN RESOURCES

The Company recognizes people as its most valuable asset and it has built an open, transparent and meritocratic culture to nurture this asset. The Company has kept a sharp focus on Employee Engagement. The Company's Human Resources is commensurate with the size, nature and operations of the Company.

11. COMPLIANCE

The Company has complied and continues to comply with all the applicable regulations, circulars and guidelines issued by the Ministry of Corporate Affairs (MCA), Stock Exchange(s), Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI) etc.

The Company has complied with all applicable provisions of the Companies Act, 1956 and the Companies Act, 2013, Listing Agreement executed with the Stock Exchanges and other applicable rules/regulations/guidelines issued from time to time.

12. DEPOSITS

The Company has neither invited nor accepted any deposits from the public during the year. There is no unclaimed or unpaid deposit lying with the Company.

13. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP) APPOINTED / RESIGNED DURING THE YEAR

S. No.	Name	Designation	Date of Appointment/Resignation	Change
1.	Mr. Pradeep Anand	Director	15/04/1995 Appointment	Re- appointed as a Director liable to retire by rotation
2.	Mr. Surinder Kumar Jain	Director	28/04/2012 Appointment	Re- appointed as a Director liable to retire by rotation
3.	Ms. Anju Sharma	Additional Director	10/03/2015 Appointment	Appointed as an Additional Director. Proposed to be regularized as Director and appointed as Managing Director.
4.	Mr. Jitendra Kumar Agarwal	--	--	Proposed to be appointed as an Independent Director in the ensuing AGM
5.	Mr. Prakash Chand Jajoria	--	--	Proposed to be appointed as an



				Independent Director in the ensuing AGM
6.	Ms. Vandana Gupta	--	--	Proposed to be appointed as an Independent Women Director in the ensuing AGM
7.	Mr. Atul Mittal	Additional Director	13/08/2015 Resignation	Resigned from the Directorship

Brief resume of the above Directors, nature of their expertise in functional areas and the name of the public companies in which they hold the Directorship and the Chairmanship/Membership of the Committees of the Board are provided in detail with the explanatory statement of the Notice for convening the Annual General Meeting.

14. DECLARATION GIVEN BY INDEPENDENT DIRECTOR

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

15. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, and Nomination & Remuneration Committees. The manner in which the evaluation has been carried out is based on the criteria as specified by the management of the Company i.e. No. of Meetings attended, quality suggestion accepted by the Board from the individual Director, participation of Directors in Board discussion, etc. has been mentioned in the Board evaluation policy adopted by the Board and has been posted on the Website of the Company.

16. DISCLOSURE UNDER RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year:

Directors	Ratio to median remuneration*
Mr. Pradeep Anand	NIL
Ms. Neelam Anand	NIL
Mr. Atul Mittal	NIL
Mr. Surinder Kumar Jain	NIL
Ms. Anju Sharma	NIL

*Directors do not receive any remuneration or commission from the Company



- ii) The percentage increase in the remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager, if any, in the Financial Year: NIL, as there is no remuneration being paid to the Directors of the Company during the financial year, therefore there is no percentage increase in remuneration of any Director.
- iii) The percentage increase in the median remuneration of employees in the financial year: NIL
- iv) The number of employees on the rolls of Company: 02
- v) The relationship between average increase in remuneration and Company performance cannot be explained.
- vi) The remuneration of the Key Managerial Personnel cannot be compared against the performance of the Company as there is no remuneration being paid to the Key Managerial Personnel during the year.
- vii) As shares of the Company are listed on The Delhi Stock Exchange Limited (DSE), Metropolitan Stock Exchange of India Limited (MSEI) where no trading has taken place therefore variations in the market capitalisation of the Company cannot be determined. Further, the net-worth of the Company in the current financial year is Rs. 79,62,224/- as compared to Rs. 78,91,617/- in the previous financial year.
- viii) There was no increase in the salaries of employees other than managerial personnel in the last financial year, further no remuneration is being paid to the managerial personnel. Hence, the comparison between the two cannot be made.
- ix) Remuneration of each Key Managerial Personnel cannot be compared against the performance of the Company as no remuneration being paid to the Key Managerial Personnel.
- x) As no remuneration has been paid to the Directors during the year, there are no key parameters for any variable component of remuneration.
- xi) The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year can't be determined.
- xii) The Company affirms that remuneration given (if any) is as per the remuneration policy of the Company.

17. DISCLOSURE UNDER RULE 5 (2) & (3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OR MANAGERIAL PERSONNEL) RULES, 2014

No directors/employees of the Company was in receipt of amount exceeding a salary of Rs.5,00,000/-per month or Rs. 60,00,000/- per annum or more when employed for



whole of the year, under the provisions of Rule 5 (2) & (3) of The Companies (Appointment And Remuneration of Managerial Personnel) Rules, 2014.

18. DIRECTOR'S APPOINTMENT AND REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed and adopted a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration. The said Policy has been posted on the Website of the Company.

19. MEETINGS

The agenda and Notice for the Meetings is prepared and circulated in advance to the Directors. During the year Eleven (11) Board Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

20. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE U/S 186

Rita Holdings Limited is a registered NBFC and the main objective of the Company is to provide loan, guarantees and made investments. Hence, the Company does not fall under the purview of the Provisions of Section 186 of the Companies Act, 2013 and rules made thereunder.

21. PARTICULARS OF CONTRACT OR ARRANGEMENT WITH RELATED PARTIES U/S 188(1)

The Company has not executed any Contract or arrangement with related parties within the purview of Section 188(1) of the Companies Act, 2013 and Rules made thereunder.

22. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

The Company is listed on DSE and MSEI. There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

23. COMPOSITION COMMITTEES OF THE BOARD:

a) AUDIT COMMITTEE:

The Board is under process of adopting optimum composition of the audit committee as prescribed in the Companies Act, 2013.

b) NOMINATION AND REMUNERATION COMMITTEE:

The Board is under process of adopting optimum composition of the nomination & remuneration committee as prescribed in the Companies Act, 2013.



c) SHAREHOLDERS' /INVESTORS' GRIEVANCE COMMITTEE (STAKEHOLDER RELATIONSHIP COMMITTEE):

The Board is under process of adopting optimum composition of the shareholders' grievance committee as prescribed in the Companies Act, 2013.

24. STATUTORY AUDITORS

M/s Shamsher & Co., Chartered Accountants, who shall be re- appointed to hold the office as per the provisions of the Companies Act, 2013, at the ensuing Annual General Meeting (AGM), from the conclusion of this AGM till the Conclusion of the Fourth AGM, considering this AGM as the First AGM of the Company, subject to the ratification by the members at every AGM, held after this AGM. They have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder for their appointment as Statutory Auditors of the Company.

25. STATUTORY AUDITORS' REPORT

The Auditors Report has been annexed with this report; Auditors' observations are self explanatory, which do not call for any further clarifications.

26. SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Amit Kumar, Practicing Company Secretary to undertake the Secretarial Audit of the Company for the Financial Year 2014-15. The Secretarial Audit Report is annexed herewith as "Annexure A".

27. SECRETARIAL AUDITORS' REPORT

The Secretarial Auditors Report has been annexed with this report; Secretarial Auditors' observations are self explanatory, which do not call for any further clarifications from the Board except the following:

- i) *Remark: The composition of Audit Committee, Stakeholder Relationship Committee and Nomination & Remuneration Committee needs to be reconstituted by appointing appropriate number of Independent Directors in the Committee as per Section 177 and 178 of the Companies Act, 2013.*

Board Clarification: The Board has proposed to appoint Mr. Jitendra Kumar Agarwal and Mr. Prakash Chand Jajoria as the Independent Directors and Ms. Vandana Gupta as an Independent Women Director of the Company in the ensuing Annual General Meeting.

28. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as "Annexure B".



29. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

In view of the nature of the activities carried out by the Company, Section 134(3)(m) of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014 relating to conservation of energy and technology absorption, are not applicable to the Company. During the year under review, the Company had no earnings and expenditure in foreign exchange.

30. DIRECTORS RESPONSIBILITY STATEMENT

To the best of our knowledge and belief and according to the information and explanations obtained by us, your Directors make the following statements in terms of Section 134(3) (c) of the Companies Act, 2013:

- a.) that in the preparation of the annual financial statements for the year ended March 31, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b.) that accounting policies as mentioned in the Notes to the Financial Statements have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit of the Company for the year ended on that date;
- c.) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d.) that the annual financial statements have been prepared on a going concern basis;
- e.) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- f.) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

31. REPORT ON CORPORATE GOVERNANCE

Since, the paid-up capital of the Company is less than Rs. 10 Crores and Net worth is less than Rs. 25 Crores, the provisions of the Corporate Governance as stipulated under Clause 49 of the Standard Equity Listing Agreement are not applicable to the Company. However, your Company has made every effort to comply with the provisions of the Corporate Governance and to see that the interest of the Shareholders and the Company are properly served. It has always been the Company's endeavour to excel through better Corporate Governance and fair &



transparent practices, many of which have already been in place even before they were mandated by the law of land.

The management of Company believes that it will further enhance the level of Corporate Governance in the Company.

32. MANAGEMENT DISCUSSION AND ANALYSIS REPORT (MDAR)

Management Discussion and Analysis Report (MDAR) is provided as a separate section in the Annual Report.

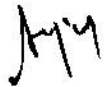
33. CORPORATE SOCIAL RESPONSIBILITY

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable to your Company.

34. ACKNOWLEDGMENT

The Directors gratefully acknowledge all stakeholders of the Company viz. financial institutions, Government Authorities, customers, members, dealers, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees, executives, staff and workers of the Company for their unstinted commitment and continued contribution to the Company.

By the Order of the Board
For Rita Holdings Limited



Anju Sharma
(Chairperson)

DIN: 02591877

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



Date: 01/09/2015

Place: New Delhi

Annexure - A

AMIT KUMAR
Company Secretaries
241, Ghalib Apartments
Pitampura
New Delhi-110034
Email: amitkumar_cs@hotmail.com

SECRETARIAL AUDIT REPORT

CIN	L67120DL1981PLC011741
AUTHORISED CAPITAL	Rs. 35,000,000/-
PAID UP CAPITAL	Rs. 1,10,00,000/-

To,
The Board of Directors
RITA HOLDINGS LIMITED
Anand House 2, Community Centre
Saket, New Delhi- 110017

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **RITA HOLDINGS LIMITED** ("the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes (subject to qualifications mentioned hereunder) and compliance-mechanism in place to the extent and in the manner reported hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of –

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made under that Act;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed under that Act;



CONTINUATION SHEET

- iv. ~~The Foreign Exchange Management Act, 1999 and the Rules and Regulations made under that Act to the extent applicable to Overseas Direct Investment (ODI);~~
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) ~~The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;~~
 - (e) ~~The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;~~
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) ~~The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and~~
 - (h) ~~The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;~~

We have also examined compliance with the applicable clauses of the following:

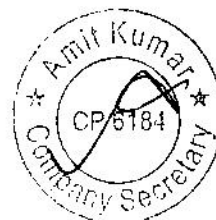
- (i) ~~Secretarial Standards issued by The Institute of Company Secretaries of India.~~
- (ii) The Listing Agreements entered into by the Company with Delhi Stock Exchange and Metropolitan Stock Exchange of India (MSEI) Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. *As per the explanations and information furnished to us by the officers and agents of the Company for not following Secretarial Standards issued by The Institute of Company Secretaries of India citing reason as it is not mandatory on the company.*

We further report that:

The constitution of Board of Directors of the Company only consists of Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.



CONTINUATION SHEET

1. *The Company doesn't have any Executive and/or Independent directors as required under the provisions of Companies Act, 2013 and Listing Agreement.*

As per the explanations and informations furnished to us by the officers and agents of the Company for not adhering to the aforesaid provisions, it was cited that the company will comply the same at earliest.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that:

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that:

1. During the audit period the company **M/s Rita Holdings Limited** got listed its existing Capital of Rs. 20,00,000/- (Twenty Lacs) divided into 2,00,000 (Two Lacs) Equity Shares on Metropolitan stock Exchange of India (MSEI) Limited by way of Direct Listing and obtained the Listing Approval on 13th March, 2015.

The Company is also listed on DSE Limited. However, SEBI vide its Order No. WTM/PS/45/MDR/DSA/NOV/2014 dated 19th November, 2014, had withdrawn the recognition granted to the Delhi Stock Exchange (DSE) Limited. So, the management of the company considered to go for direct listing on MSEI Limited.

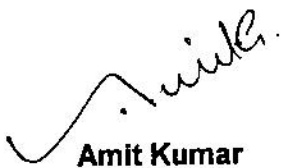
2. The Company has obtained In- Principle Approval for issue and allotment of 9,00,000 (Nine Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each at a premium of Rs. 2/- (Rupees Two) on Preferential Basis from Metropolitan Stock Exchange of India (MSEI) Limited on 24th March, 2015.
3. The Company has obtained Listing Approval for issue and allotment of 9,00,000 (Nine Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each at a premium of Rs. 2/- (Rupees Two) on Preferential Basis from Metropolitan Stock Exchange of India (MSEI) Limited on 24th April, 2015.
4. The Company has made the application for Trading Approval of the securities mentioned above, so issued and allotted on Preferential Basis with the MSEI Limited.



CONTINUATION SHEET

As only the application has been filed and the same is under process; hence unable to comment about the result of such action.

**For AMIT KUMAR
Company Secretaries**



**Amit Kumar
Proprietor
FCS-5917
CP-6184**



**Place: New Delhi
Date: 30-05-2015**

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i	CIN	L67120DL1981PLC011741
ii	Registration Date	19/05/1981
iii	Name of the Company	Rita Holdings Limited
iv	Category/Sub-category of the Company	Company having Share Capital
v	Address of the Registered office	Anand House 2, Community Centre, Saket, New Delhi-110017
vi	Whether listed Company	Yes
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Skyline Financial Services Private Limited, D- 153 A, 1st Floor, Okhla Industrial Area, Phase- I, New Delhi- 110020 Ph.: 011- 64732681-88, web.: www.skylinerta.com

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the Company
1.	Gains on Sale of Investment	N.A	NIL
2.	Earnings from Interest on Loans advanced	N.A.	NIL

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

SI No	Name & Address of the Company	CIN/GLN	HOLDING/SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
NOT APPLICABLE					



IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	% change during the year
A. Promoters									
(1) Indian	0	0	0	0	0	0	0	0	0
a) Individual/HUF	0	0	0	0	0	0	0	0	0
b) Central Govt. or State Govt.	0	0	0	0	0	0	0	0	0
c) Bodies Corporates	0	96951	96951	48.48	0	96951	96951	48.48	0
d) Bank/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
SUB TOTAL:(A) (1)	0	96951	96951	48.48	0	96951	96951	48.48	0
(2) Foreign									
a) NRI-Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any other...	0	0	0	0	0	0	0	0	0
SUB TOTAL (A) (2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)=	0	96951	96951	48.48	0	96951	96951	48.48	0



(A)(1)+(A)(2)									
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
C) Central govt.	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIS	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(1):	0	0	0	0	0	0	0	0	0
(2) Non Institutions									
a) Bodies corporate									
i) Indian	0	85400	85400	42.70	0	85400	85400	42.70	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	0	17649	17649	8.82	0	17649	17649	8.82	0
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	0	0	0	0	0	0	0	0	0
c) Others (HUF)	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(2):	0	103049	103049	51.52	0	103049	103049	51.52	0
Total Public Shareholding	0	103049	103049	51.52	0	103049	103049	51.52	0



(B)=									
(B)(1)+(B)(2)									
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	200000	200000	100.00	0	200000	200000	100.00	0

(ii) SHARE HOLDING OF PROMOTERS

SI No	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the Company	% of shares Pledged encumbered	No. of shares	% of total shares of the Company	% of shares pledged encumbered to total shares	% change in share holding during the year
1	Shree Worstex Limited	29001	14.50	0	29001	14.50	0	0
2	Jyoti Construction Company New Delhi Private Limited	31450	15.73	0	31450	15.73	0	0
3	Pradeep Anand	100	0.05	0	100	0.05	0	0
4	Koshish Investment and Finance Private Limited	36400	18.20	0	36400	18.20		
	Total	96951	48.48	0	96951	48.48	0	0

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

SI. No.	Particulars	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the Company	No. of shares	% of total shares of the Company



1	At the beginning of the year	96951	48.48	0	0
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment of Preferential Shares/transfer/bonus/sweat equity etc)	0	0	0	0
3	At the end of the year	96951	48.48	0	0

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Atam Impex Enterprises Pvt. Ltd.	38250	19.13	38250	19.13
2	CLA Investment & Trading Co. Pvt. Ltd.	11600	5.8	11600	5.8
3	Tripta Impex Enter Pvt. Ltd.	35500	17.75	35500	17.75
4	Mr. Siddarath Kumar	1001	0.50	1001	0.50
5	Mr. D.L. Duggal	984	0.50	984	0.50

***NOTE:** The rest of the Shareholders of the Company hold 50 Shares each, at the beginning as well as at the end of the Financial Year.

(v) Shareholding of Directors & KMP

Sl. No.	For Each of the Directors & KMP	Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Pradeep Anand	100	0.05	100	0.05
2	Neelam Anand Jt. Dipti Anand	5911	2.95	5911	2.95
3.	Neelam Anand - Jt. Aditi Sehgal	5801	2.90	5801	2.90

(vi) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment					
Indebtness	at the	Secured	Unsecured	Deposits	Total



beginning of the financial year	Loans excluding deposits	Loans		Indebtedness
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year				
Additions	0	0	0	0
Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time Director and/or Manager:

Sl. No.	Name of the MD/WTD/Manager	Total Amount
1	Gross salary	--
	(a) Salary as per provisions contained in section 17(1) of the Income Tax 1961	0
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0
2	Stock option	0
	Sweat Equity	0
	Commission	0
	as % of profit	0
	others (specify)	0
	Others, please specify	0
	Total (A)	0
	Ceiling as per the Act	0



B. Remuneration to other Directors:

Sl. No.	Particulars of Remuneration	Name of the Directors			Total Amount
		--	--	--	
1	Independent Directors	--	--	--	
	(a) Fee for attending board committee meetings	0	0	0	0
	(b) Commission	0	0	0	0
	(c) Others, please specify	0	0	0	0
	Total (1)	0	0	0	0
2	Other Non Executive Directors	-	-	-	-
	(a) Fee for attending board committee meetings	0	0	0	0
	(b) Commission	0	0	0	0
	(c) Others, please specify.	0	0	0	0
	Total (2)	0	0	0	0
	Total (B)=(1+2)	0	0	0	0
	Total Managerial Remuneration	0	0	0	0
	Overall Ceiling as per the Act.	0	0	0	0

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	Company Secretary	CFO	
1	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	-	-	-	-
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission as % of profit others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	0	0	0	0

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Compa	Brief Description	Details of Penalty/ Punishment/	Authority (RD/ NCLT/ Court)	Ap peal made if



	nies Act		Compounding fees imposed		any (give details)
A. COMPANY					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compoundin g	N.A.	N.A.	N.A.	N.A.	N.A.
B. DIRECTORS					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment			N.A.	N.A.	N.A.
Compoundin g	N.A.	N.A.	N.A.	N.A.	N.A.
C. OTHER OFFICERS IN DEFAULT					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compoundin g	N.A.	N.A.	N.A.	N.A.	N.A.

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


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



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

**Date: 01/09/2015
Place: New Delhi**

RITA HOLDINGS LIMITED

Regd. Off: Anand House -2, Community Centre, Saket, New Delhi - 110017
Tel: +91-11-26515675 Email ID: ritaholdingsltd@gmail.com
CIN: L67120DL1981PLC011741

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

I. INDUSTRY STRUCTURE AND DEVELOPMENT:

The year witnessed a highly dynamic situation of our Country; India must be consistent in regaining its position as a leading emerging market investment destination. This can only be possible if consistency and clarity continues in our policies.

Rita Holdings Limited is a registered NBFC and is engaged mainly in the business of providing loans and advances to various Corporates. The main objective of the company is to finance Industrial Enterprises by way of making loans and advances to industrial enterprises in India and to carry out all such activities as may be ancillary to the achievement of main objectives of the Company. The industry structure relevant to the Company's operations is mainly concerned with the capital market.

Indian economy is going through a period of rapid 'financial liberalization'. The NBFC sector is undergoing a significant transformation at present and has come to be recognized as an important element of the financial system. Today, the 'intermediation' is being conducted by a wide range of financial institutions through a plethora of customer friendly financial products. RBI has been setting right its regulatory and supervising policies from time to time to keep pace with the changes in the economic environment. The segment consisting of NBFCs, such as equipment leasing/hire purchase finance, providing loans and investment to other companies, etc. have made great strides in recent years and are meeting the diverse financial needs of the economy. They are being recognized as complementary to the banking sector due to their customer-oriented services, simplified procedures, attractive rates of return on deposits, flexibility and timeliness in meeting the credit needs of specified sector.

Your Company's performance for the year 2014- 15 has to be viewed in the context of aforesaid economic and market environment.

II. OPPORTUNITIES:

The sector uses the loans for various business activities ranging from the business of hire Purchase Company and to acquire, to provide on all type of hire purchase basis of industrial and official plant, equipment machinery, vehicles, Agriculture, Handicrafts, Trading, Services, Shops, Livestock, and Production to others. As banks are unable to appraise the credit requirements of the micro and small businesses they are unable to extend credit facilities with collateral security. The banking system will not be able to



meet this demand and a wide gap exists giving the Company an opportunity to grow in its financing of Small Business/ Industrial Loans.

III. THREAT:

Major threat faced by Rita Holdings Limited would be circumstances of not being able to raise funds for its future business operations.

IV. SEGMENT-WISE PERFORMANCE:

The Company is engaged in a single segment i.e. finance/lending. Details of performance have been provided in this report.

V. OUTLOOK:

Rita Holdings Limited expects to improve its performance in financial year 2015- 16 and hopes to grow at rate faster than the growth of bank credit. The approach would be to continue with the growth momentum while balancing risk. The Company will continue to invest in strengthening risk management practices; and in maintaining its investment in human resources to consolidate its position as a potentially big NBFC in India.

VI. RISK MANAGEMENT:

Risk Management is an integral part of our Company's business strategy. A dedicated team is a part of the management processes governed by the senior management team. This team reviews compliance with risk policies, monitors risk tolerance limits, reviews and analyzes risk exposure related to specific issues and provides oversight of risk across the organization. The team nurtures a healthy and independent risk management function to avoid any kind of misappropriations in the Company. As part of the Risk Management framework, the management of Credit Risk, Market Risk, Operational Risk and Fraud Risk are placed under the Head - Risk. The Credit Risk management structure includes separate credit policies and procedures for various businesses. The risk policies define prudential limits, portfolio criteria, exceptional approval metrics, etc. and cover risk assessment for new product offerings. Concentration Risk is managed by analyzing counter-party, industry sector, geographical region, single borrower and borrower group. Retail Finance credit approval is based on product / programs and monitoring is primarily done at the portfolio level across products and programs. Casual analysis is carried out and corrective actions are implemented on key risk indicators. A Senior Management oversight committee meets periodically to review the operational risk profile of the organization. Fraud risks are mitigated through a fraud risk management team.

VII. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations. The internal control system is



supported by an internal audit process for reviewing the adequacy and efficiency of the Company's internal controls, including its systems and processes and compliance with regulations and procedures. Internal Audit Reports are discussed with the Management and are reviewed by the Audit Committee of the Board which also reviews the adequacy and effectiveness of the internal controls in the Company. The Company's internal control system is commensurate with the size, nature and operations of the Company.

VIII. HUMAN RESOURCES:

We recognize people as our most valuable asset and we have built an open, transparent and meritocratic culture to nurture this asset. Talent Management is a key people planning tool that provides an integrated means of identifying, selecting, developing and retaining top talent within our Organization. Attrition has been managed well and has been below industry benchmarks. Rita Holdings Limited has kept a sharp focus on Employee Engagement. We follow 360 degree feedback to ensure the satisfaction of our people. We have a strong system of grievance handling too. No concern of our people goes without addressing. We strive for excellence by thriving on Rita Holding Limited's positivity.

IX. INFORMATION AND TECHNOLOGY:

Our IT team has proved to be one of the most efficient and highly technical team in the industry. Their objective is to use the highly efficient operations, technologies and processes of modern financial institutions to act as a strong backbone to bring economies of scale to financial operations. We have developed a sound and secured IT infrastructure that supports the full scale operations and back office. The system is entirely automated and interactive that enables us to execute and take quick decisions. We have an in-house server that houses our database.

X. COMPLIANCE:

The Company has complied and continues to comply with all the applicable regulations, circulars and guidelines issued by the SEBI and Stock Exchange such as Securities/Debentures Issues, Net Owned Funds, Concentration of Credit and Investment, filings, etc.

The Company has complied with all applicable provisions of the Companies Act, 1956 and the Companies Act, 2013, Reserve Bank of India (RBI) and the SEBI Act, and Listing Agreement and other applicable rules/regulations/guidelines issued from time to time.

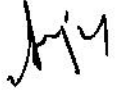
XI. RESPONSIBILITY FOR THE MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Board of Directors have reviewed the Management Discussion and Analysis prepared by the Management, and the Independent Auditors have noted its contents. Statement in this report of the Company's objective, projections, estimates, exceptions, and predictions are forward looking statements subject to the applicable laws and regulations. The statements may be subjected to certain risks and



uncertainties. Company's operations are affected by many external and internal factors which are beyond the control of the management. Thus the actual situation may differ from those expressed or implied. The Company assumes no responsibility in respect of forward looking statements that may be amended or modified in future on the basis of subsequent developments, information or events.

By the order of the Board
For Rita Holdings Limited



Anju Sharma
(Chairperson)

DIN: 02591877

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

Date: 01/09/2015

Place: New Delhi

RITA HOLDINGS LIMITED

Regd. Off: Anand House -2, Community Centre, Saket, New Delhi - 110017

Tel: +91-11-26515675 Email ID: ritaholdingsltd@gmail.com

CIN: L67120DL1981PLC011741

TO WHOMSOEVER IT MAY CONCERN

DECLARATION ON CODE OF CONDUCT UNDER CLAUSE 49 OF THE LISTING AGREEMENT

As provided under Clause 49 of the Listing Agreement with the stock exchange, I hereby affirm that the Company has obtained from all the members of the Board affirmation that they have complied with the Code of Conduct adopted by the Company for the Financial Year ended as on 31st March, 2015.

For and on behalf of the Board of Directors,
Rita Holdings Limited




Anju Sharma
(Chairperson & Director)

DIN: 02591877

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

Date: 30/05/2015

Place: New Delhi



CERTIFICATE OF COMPLIANCE AS STIPULATED UNDER CLAUSE 49 OF THE LISTING AGREEMENT

**To the Members of
Rita Holdings Limited**

We have examined the compliance of conditions of Corporate Governance by Rita Holdings Limited, for the year ended on 31st March 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with Delhi Stock Exchange (DSE) Limited and Metropolitan Stock Exchange of India (MSEI) Limited.

The compliance of conditions of Corporate Governance is the responsibility of management. Our examination was limited to a review of procedures and implementations thereof, adopted by the Company for ensuring the compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion of financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and representations made by the Directors and Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Clause 49 of the Listing Agreement.

We further state that such compliance is neither an assurance as to future viability of the Company nor efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Shamsher & Co.
Chartered Accountants

FRN.: 017269N



Shamsheer Singh
(Proprietor)

Membership Number: 083898

Date: 30/05/2015
Place: New Delhi



Independent Auditors' Report

TO,

THE MEMBERS OF RITA HOLDINGS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of M/S Rita Holdings Limited, which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.



An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2015, issued by the Central Government of India in term of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.

As required by section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with in this Report are in agreement with the books of account.

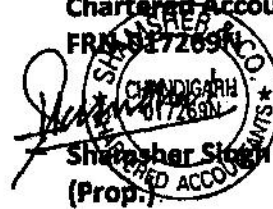


d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) The going concern matter described in sub-paragraph (b) under the Emphasis of Matters paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.

f) On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.

For Shamsheer & Co.
Chartered Accountants
FRN 817269N



Shamsheer Singh
(Prop.)

Membership No. : 083898

Place: Chandigarh
Date: 30-05-2015



Rita Holdings Limited

Annexure to the Auditors' Report

The Annexure referred to in our report to the members of M/S Rita Holdings Limited for the year Ended on 31st March 2015. We report that:

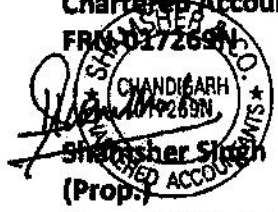
1. (a) The company has sold all the assets during the year. is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
2. (a) There is no inventory with the company, hence the point is not applicable.
3. (a) The Company has granted unsecured interest free loan of Rs. 10,00,000.00 to one Company covered in the Register maintained under section 189 of the Companies Act, 2013 ('the Act').
 - (b) Since loan is interest free, the point is not applicable.
 - (c) The Loan is outstanding before the implementation of The Companies Act, 2013.
4. There is an adequate internal control procedure commensurate with the size of the company and the nature of its business for the purchase of fixed assets. No major weaknesses in internal control were observed by us.
5. Company has not accepted any deposits from the public.
6. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- 7.(a) Company is regular in depositing undisputed applicable statutory dues including Provident Fund, Investor Education and Protection fund, Employees' State Insurance, Income Tax, Sales Tax Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess and any other statutory dues with the appropriate authorities.
 - (b) There is no dispute in respect of sales tax/income tax/custom tax/wealth tax/service tax/excise duty/cess.
 - (c) No such amount is applicable for the Company to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under.
8. The Company is not having any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.



9. There are no outstanding dues to financial institutions, banks or debenture holders during the year.
10. In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
11. The Company is not having any term loans outstanding during the year.
12. According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

For Shamsheer & Co.
Chartered Accountants

FRN 027269N



Shamsheer Singh
(Prop.)

Membership No. : 083898

Place: Chandigarh
Date: 30-05-2015



RITA HOLDINGS LTD			
ANAND HOUSE, 2 COMMUNITY CENTRE, SAKET NEW DELHI-110017			
CIN- L67120DL1981PLC011741			
BALANCE SHEET AS AT 31st MARCH 2015			
	Notes	AMOUNT AS AT 31.03.2015	AMOUNT AS AT 31.03.2014
I EQUITY AND LIABILITIES			
1 Shareholders' Funds			
i	Share Capital	2,000,000	1,992,625
ii	Reserves & Surplus	5,962,224	5,898,992
iii	Money Reserved against share warrants	-	-
Shareholder's Funds		7,962,224	7,891,617
2 Share Application Money Pending Allotment		10,800,000	-
3 Non Current Liabilities			
i	Long Term Borrowings	-	-
ii	Deferred tax Liabilities (Net)	-	-
iii	Long term provisions	-	-
Non Current Liabilities		-	-
4 Current Liabilities			
i	Short Term Borrowings	-	-
ii	Trade Payables	21,354	31,018
iii	Other Current Liabilities	-	-
iv	Short Term Provisions	21,446	-
Current Liabilities		42,800	31,018
EQUITY AND LIABILITIES		18,805,024	7,922,636
II ASSETS			
Non Current Assets			
1 Fixed Assets			
i	Tangible Assets	-	154,371
ii	Intangible Assets	-	-
iii	Capital Work in Progress	-	-
iv	Intangible Assets under Development	-	-
Fixed Assets		-	154,371
2 Non Current Investments			
3 Deferred Tax (Net)		153,650	1,379,150
4 Long Term Loans and Advances			
5 Other Non Current Assets		4,506,000	5,506,000
Non Current Assets		4,659,650	6,885,150
Current Assets			
i	Current Investments	-	-
ii	Inventories	-	285,928
iii	Trade Receivables	-	-
iv	Cash and Cash Equivalents	13,495,750	129,815
v	Short Term loans and Advances	88,345	131,292
vi	Other Current Assets	561,279	336,080
Current Assets		14,145,374	883,115
ASSETS		18,805,024	7,922,636

Accounting policies
Notes to Accounts

1
2 to 17

AUDITOR'S REPORT
AS PER OUR SEPARATE REPORT
OF EVEN DATE
SHAMSHER SINGH
CHANDIGARH
REGISTERED ACCOUNTANTS
CHANDIGARH
CA SHAMSHER SINGH
FCA REGD. NO. 081336
REGD. NO. 017269N

PLACE: CHANDIGARH
DATED: 30/05/2015

Anju Sharma
DIRECTOR
Anju Sharma
DIN- 02591877

Atul Mittal
DIRECTOR
Atul Mittal
DIN- 00059920



RITA HOLDINGS LTD			
ANAND HOUSE, 2 COMMUNITY CENTRE, SAKET NEW DELHI-110017			
CIN- L67120DL1981PLC011741			
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2015			
	Notes	YEAR ENDED 31.03.2015	YEAR ENDED 31.03.2014
I Revenue from operations	13	907,247	120,000
II Other Income	14	58,730	46,524
III Total Revenue (I + II)		965,977	166,524
IV Expenses			
i Cost of Material Consumed		285,928	-
ii Purchases of Stock in Trade		-	-
iii Changes in Inventories of finished goods work in progress and stock in trade		-	-
iv Other Manufacturing Expenses		-	-
v Employee Benefit Expense	15	28,000	52,000
vi Finance Cost	16	1,443	65
vii Depreciation and Amortisation Expense	6	55,216	49,930
viii Other Expenses	17	510,714	258,397
ix Provision for standard assets		11,250	-
Total Expense		892,550	360,392
V Profit before exceptional and extraordinary items and tax (III - IV)		73,427	(193,868)
VI Exceptional Items		-	-
VII Profit before extraordinary items and tax (V - VI)		73,427	(193,868)
VIII Extraordinary Items		-	-
IX Profit before Tax (VII - VIII)		73,427	(193,868)
X Tax Expense			
i Current Tax		10,196	-
ii Deferred Tax		-	-
iii MAT Credit Entitlement		-	-
XI Profit (Loss) for the period		63,231	(193,868)
XII Prior Period Items		-	-
XIII Earnings per equity share			
i Basic		0.32	(0.97)
ii Diluted		0.06	(0.97)

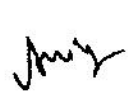
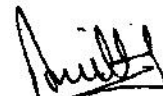
**AUDITOR'S REPORT
AS PER OUR SEPARATE REPORT
OF EVEN DATE.**

SHAMSHER & CO
REGISTERED ACCOUNTANTS

CHANDIGARH
151001

PLACE: CHANDIGARH CA SHAMSHER SINGH
DATED: 30/05/2015 FCA 1981/2008

REGD NO 017269N



 DIRECTOR DIRECTOR
 Anju Sharma Atul Mittal
 DIN- 02591877 DIN- 00059920



RITA HOLDINGS LIMITED

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015
(PURSUANT TO CLAUSE 32 OF THE LISTING AGREEMENT)**

**FIGURES AS
AT 31.03.2015
(RS.)**

A. <u>CASH FLOW FROM OPERATING ACTIVITIES :</u>	
NET PROFIT BEFORE TAX, INTEREST	
APPROPRIATION AND EXTRA ORDINARY ITEMS	73,427
LESS : PROFIT ON SALE OF FIXED ASSET	55,216
LESS : INTEREST RECEIVED	-
	<u>18,211</u>
ADD: INTEREST	-
ADD : DEPRECIATION	55,216
OPERATION PROFIT BEFORE WORKING CAPITAL CHANGES	<u>73,427</u>
<u>ADJUSTMENT FOR WORKING CAPITAL CHANGES :</u>	
CHANGE IN STOCK	285,928
TRADE PAYABLE & OTHER PROVISIONS	(8,664)
TRADE AND OTHER RECEIVABLES	<u>(182,252)</u>
CASH GENERATED FROM OPERATIONS	167,439
INCOME TAX PAID	-
INTEREST PAID	-
NET CASH FLOW FROM OPERATING ACTIVITIES	<u>167,439</u>
B. <u>CASH FLOW FROM INVESTING ACTIVITIES</u>	
SALE OF FIXED ASSETS	154,371
PURCHASE OF FIXED ASSETS	-
SALE OF INVESTMENTS	1,225,500
PURCHASE OF INVESTMENTS	-
DIVIDEND RECEIVED	-
NET CASH USED IN INVESTING ACTIVITIES	<u>1,379,871</u>
C. <u>CASH FLOW FROM FINANCING ACTIVITIES :</u>	
RECEIPT OF LOANS AND ADVANCES	1,000,000
ISSUE OF SHARE CAPITAL	10,800,000
CALLS IN ARREARS RECEIVED	7,375
NET CASH USED IN FINANCIAL ACTIVITIES	<u>11,807,375</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	13,354,685
CASH AND CASH EQUIVALENTS (OPENING BAL.)	129,815
CASH AND CASH EQUIVALENTS (CLOSING BAL.)	13,484,500
(FIGURES IN BRACKET REPRESENT OUTFLOW)	

AUDITORS REPORT ON CASH FLOW STATEMENT

WE HAVE CHECKED THE ABOVE CASH FLOW STATEMENT OF RITA HOLDINGS FOR THE YEAR ENDED ON 31ST MARCH, 2015 FROM THE BOOKS OF RECORDS MAINTAINED BY THE COMPANY AND FOUND THE SAME TO BE DRAWN IN ACCORDANCE THEREWITH AND ALSO WITH REQUIREMENTS OF CLAUSE 32 OF THE LISTING AGREEMENTS WITH THE STOCK EXCHANGE.

SHAMSHER & CO.
CHARTERED ACCOUNTANTS

17269N
HANGI
2200N
SHAMSHER SINGH
FCI 2702 ACC 2898

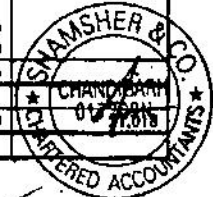
Anju
DIRECTOR
Anju Sharma
DIN- 02591877



RITA HOLDINGS LTD		
B: NOTES ON ACCOUNTS FORMING PART OF BALANCE SHEET AND PROFIT & LOSS ACCOUNT AS AT 31-03-2015		
<p>1 Accounting Policies</p> <p>A General</p> <p>i The accounts have been prepared on historical cost convention. The company follows the mercantile system of accounting and recognises significant items of income & expenditure on accrual basis.</p> <p>B Fixed Assets:-</p> <p>i Fixed Assets are valued at cost of acquisition inclusive of inward freight, duties & taxes & incidental expenses related to acquisition.</p> <p>C Previous year figures</p> <p>i The Previous Year figures have been re-grouped & re-casted, where necessary, to suit Current year's layout.</p>		
PARTICULARS	AMOUNT AS AT 31.03.2015	AMOUNT AS AT 31.03.2014
2 Share Capital		
1 Authorized Share Capital		
I		
Authorized Equity Share Capital 3500000 Equity Shares of Rs. 10/- Each	35,000,000	2,000,000
Authorized Share Capital	35,000,000	2,000,000
2 Issued Subscribed Share Capital		
I		
Issued Share Capital		
i Equity Share Capital Issued 200000 Equity Shares of Rs. 10/- Each	2,000,000	2,000,000
Issued Share Capital	2,000,000	2,000,000
II		
Subscribed Share Capital		
i Equity Share Capital Subscribed 200000 Equity Shares of Rs. 10/- Each	2,000,000	2,000,000
Subscribed Share Capital	2,000,000	2,000,000
3 Paid up Share Capital		
I		
Paidup Equity Share Capital 200000 Equity Shares of Rs. 10/- Each	2,000,000	2,000,000
II		
less: Calls in arrears	-	7,375
Paid up Share Capital	2,000,000	1,992,625
A Reconciliation of number of shares		
	As at March 31, 2015	As at March 31, 2014
	Number of shares	Amount
Opening balance	200,000	2,000,000
Change during the year	-	-
Closing balance	200,000	2,000,000
	As at March 31, 2014	As at March 31, 2014
	Number of shares	Amount
Opening balance	200,000	2,000,000
Change during the year	-	-
Closing balance	200,000	2,000,000
Details of shares held by shareholders holding more than 5% of the aggregate shares in the company		
Equity shares		
Atam Impex Enterprises Pvt Ltd.	38,250	38,250
	19.12%	19.12%
Innovative Interactive Infotainment Pvt. Ltd.	-	-
	0.00%	0.00%
Jyoti Construction Co.(ND) Pvt.Ltd.	31,450	31,450
	15.72%	15.72%
Koshish Investment & Finance Pvt.Ltd.	36400	36400
	18.20%	18.20%
Shree Worstex Ltd.	29001	29001
	14.50%	14.50%
Tripta Impex Enterprises Pvt.Ltd.	35500	35500
	17.75%	17.75%



RITA HOLDINGS LTD			AMOUNT AS AT 31.03.2015	AMOUNT AS AT 31.03.2014
PARTICULARS				
3 Reserve & Surplus				
i	General Reserve		1,200,000	1,200,000
ii	Special Reserve		-	-
	Opening Balance		1,102,765	1,102,765
	Add: Transfer from P&L Account		15,808	-
	Closing Balance		1,118,573	1,102,765
	TOTAL		2,318,573	2,302,765
iii	Profit & Loss Account, Opening Balance		3,596,227	3,790,095
	Changes Profit Loss Account		-	-
i	Additions Profit Loss Accounts		63,231	(193,868)
ii	Transfer to special reserve		15,808	-
	Profit & Loss Account, Closing Balance		3,643,651	3,596,227
	Reserves Surplus		5,962,224	5,898,992
CURRENT LIABILITIES				
4 Trade Payables				
i	- Others			
ii	Audit Fee Payable		16,854	16,854
iii	Expenses Payable		4,500	10,164
iii	Salary Payable		-	4,000
	TOTAL		21,354	31,018
5 Short Term Provisions				
i	Provision for Income Tax		10,196	-
ii	Provision for standard assets		11,250	-
	TOTAL		21,446	-
	TOTAL CURRENT LIABILITIES		42,800	-



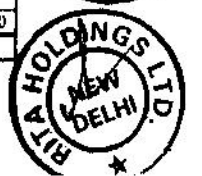
RITA HOLDINGS LTD
FIXED ASSETS

Fixed Assets	Gross Block			Date (%)	As on 31.03.15	As on 01.04.14	Accumulated Depreciation			As on 31.03.15	As on 01.04.14	Net Block As on 31.03.15
	At the beginning of the year	Additions/ (Disposals)	Acquired through business combinations				Revaluation / (Impairment)	Depreciation charge for the year	Adjusted due to revaluation			
Tangible Assets												
BIRDS MACHINE	11,482	(674)			12,808	12,710	48.07%				773	0.00
FURNITURE & FIXTURE	1,400	(91)			1,369	1,369	25.89%				11	0.00
TELEPHONE	15,465	(825)			15,690	14,600	45.07%		1,070		1,285	0.00
U.P.S	6,300	(305)			6,555	6,106	45.87%		449		784	0.00
COMPUTER	68,000	(3,250)			61,750	57,770	63.18%		3,980		7,270	0.00
CYCLE	2,828	(46)			2,782	2,782	25.89%				46	0.00
FAX	6,250	(113)			7,857	6,925	45.07%		912		1,325	0.00
EUROCLEAN VACUUM CLEANER	11,990	(4,059)			7,993	2,730	56.17%		5,201		9,260	0.00
Vehicles:												
MARUTI AUTO	234,205	(11,705)			221,360	220,628	31.23%		1,732		222,360	0.00
	136,366	(77,008)			257,561	215,007	34.92%		41,754		257,561	0.00
TOTAL	695,799	(99,135)			596,644	541,428			85,216		596,644	0.00

Note: The company has sold all the assets during the year. The current year depreciation has been charged/adjusted according to new provisions of the companies Act, 2013.



RITA HOLDINGS LTD			AMOUNT AS AT 31.03.2015	AMOUNT AS AT 31.03.2014
PARTICULARS				
NON CURRENT ASSETS				
7	Non- Current Investments			
	I	Other Investments(quoted and valued at cost)		
		Investment in equity of associated companies		
	i	Delta Colonisers Limited	-	50,000
		5000 shares of Rs. 10/- each)		
	ii	Shree Worstex limited	153,650	153,650
		(43900 shares of Rs. 10/- each)		
	II	(Unquoted and valued at cost)		
	i	Tarapur Synth. Pvt Ltd.	-	500
		(5 shares of Rs. 100/- each)		
	ii	AWM Mfg. Co.Pvt Ltd.	-	500,000
		(5000 shares of Rs. 100/- each)		
	iii	Anand Zenner Co. Pvt Ltd.	-	275,000
		(2750 shares of Rs. 100/- each)		
	iv	Jyoti Construction Co.(ND) Pvt.Ltd.	-	400,000
		(4000 shares of Rs. 100/- each)		
	TOTAL		153,650	1,379,150
		The market value of the quoted investment is not available as these shares are not traded.		
8	Long term loans and advances			
	I	Security deposits		
	i	Telephone	6,000	6,000
	II	Loans and Advances to related parties		
	i	Ansal Housing & Constuction Ltd.	1,000,000	1,000,000
	ii	AWM Mfg. Co Pvt Ltd.	-	600,000
	III	Others		
	i	Global Consultants & Designers Pvt Ltd	3,500,000	3,500,000
	ii	Tarapur Synth. Pvt Ltd	-	400,000
	TOTAL		4,506,000	5,506,000
	TOTAL NON CURRENT ASSETS		4,659,650	6,885,150
		Note: The loans at II(ii) and III(ii) are interest bearing intercorporate deposits and others are interest free intercorporate deposits not covered by definition of deposits.		
CURRENT ASSETS				
9	Inventories			
	I	Equity Shares(Unquoted fully paid shares)		
	i	Toshiba Anand Batteries Limited.	-	2,553
	ii	Kalpna Associates Pvt. Ltd.	-	5,000
	iii	Nav Bharat Investment & Trading P Ltd.	-	5,000
	iv	Shree Luxmi holdings Ltd.	-	273,375
	TOTAL		-	285,928
		Closing stock as on 31-03-2015 valued at cost or market price whichever is less except for unquoted investment at cost.		
10	Cash and Cash Equivalents			
	I	Balances with Banks		
		Current Accounts		
	i	Bank of India	3,661,22	12,809
	ii	Citi Bank	3,631	116,349
	iii	Punjab National Bank	2,614,616	-
	iv	PNB Preferential Issue A/C	10,800,000	-
	II	Cash in hand & as Imprest	73,842	657
	TOTAL		13,495,750	129,815
11	Short Term Loans & Advances			
	I	Others		
	i	Prepaid Expenses	937	5,289
	ii	Tax deducted at Source	87,408	123,723
	iii	Advance Rent Telephone	-	2,280
	TOTAL		88,345	131,292
12	Other Current Assets			
	I	Interest Receivable		336,080
	TOTAL		336,080	336,080



RITA HOLDINGS LTD

PARTICULARS		YEAR ENDED 31.03.2015	YEAR ENDED 31.03.2014
13	Revenue From Operations		
	i. Interest Income	608,872	120,000
	ii Sales	298,375	-
	TOTAL	907,247	120,000
14	Other Income		
	i Int. on Income Tax Refund	3,514	-
	ii Profit on Sale of Fixed Assets	55,216	-
	TOTAL	58,730	-
15	Employee Benefits		
	i Salary	28,000	52,000
	TOTAL	28,000	52,000
16	Finance Cost		
	i Bank Charges	1,443	65
	TOTAL	1,443	65
17	Other expenses		
	I Auditors Remuneration		
	i Audit Fee	8,427	8,427
	II Other Expenses		
	ii Conveyance	2,700	3,600
	iii Exgratia Expenses	2,000	-
	iv Filing Fee	7,675	1,270
	v Insurance	10,614	8,614
	vi Listing fee	325,844	5,618
	vii Printing Stationery	-	801
	viii Legal and Professional Fees	70,186	83,100
	ix Rent	-	6,742
	x Staff Welfare	-	2,000
	xi Telephone Expenses	38,220	1,78
	xii Vehicle Running & Maintenance	45,048	1,047
	TOTAL	510,714	1,047



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RITA HOLDINGS LIMITED

Regd. Off: Anand House -2, Community Centre, Saket, New Delhi - 110017
Tel: +91-11-26515675 Email ID: ritaholdingsltd@gmail.com
CIN: L67120DL1981PLC011741

ATTENDANCE SLIP

Venue of the Meeting: Anand House- 2, Community Centre, Saket, New Delhi- 110017

Date and Time: 29th September, 2015 at 10:00 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	
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).	

**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 Tuesday, the 29th day of September, 2015 at 10:00 a.m., at the Registered Office of the Company situated at Anand House- 2, Community Centre, Saket, New Delhi- 110017

Signature of the Member/Proxy
(To be signed at the time of handing over the slip)



RITA HOLDINGS LIMITED

Regd. Off: Anand House -2, Community Centre, Saket, New Delhi - 110017
Tel: +91-11-26515675 Email ID: ritaholdingsltd@gmail.com
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 Holdings Limited

Venue of the Meeting: Anand House- 2, Community Centre, Saket, New Delhi- 110017

Date and Time: 29th September, 2015 at 10:00 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	

**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 34th Annual General Meeting of the Company to be held on 29th September, 2015 at 10:00 a.m. at Anand House-2, Community Centre, Saket, New Delhi- 110017 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
ORDINARY BUSINESS:				
1	Adoption of audited Financial Statements for the financial year ended March 31, 2015 and reports of the Board of Directors and the Auditors thereon			
2	To appoint a director in place of Mr. Pradeep Anand, who retires by rotation and, being eligible, offers himself for re-appointment			
3	To appoint a director in place of Mr. Surinder Kumar Jain, who retires by rotation and, being eligible, offers himself for re-appointment			
4	Re- appointment of M/s Shamsher & Co., Chartered Accountants as Statutory Auditors			
SPECIAL BUSINESS:				
5	Appointment of Ms. Anju Sharma as Director			
6	Appointment of Ms. Anju Sharma as Managing Director			
7	Appointment of Mr. Jitendra Kumar Agarwal as an Independent Director			
8	Appointment of Mr. Prakash Chand Jajoria as an Independent Director			
9	Appointment of Ms. Vandana Gupta as an Independent Director			
10	Approval of Borrowing Limits of the Company			
11	Approval for Creation of Charge/ Mortgage on the Assets 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)

Signed this Day of 2015

Affix One
Rupee
Revenue
Stamp

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.



BOOK -POST

if undelivered, please return to:

RITA HOLDINGS LIMITED

Registered Office: Anand House 2, Community Centre, Saket, New Delhi- 110017

