



36<sup>TH</sup> ANNUAL  
REPORT

**FINANCIAL YEAR**

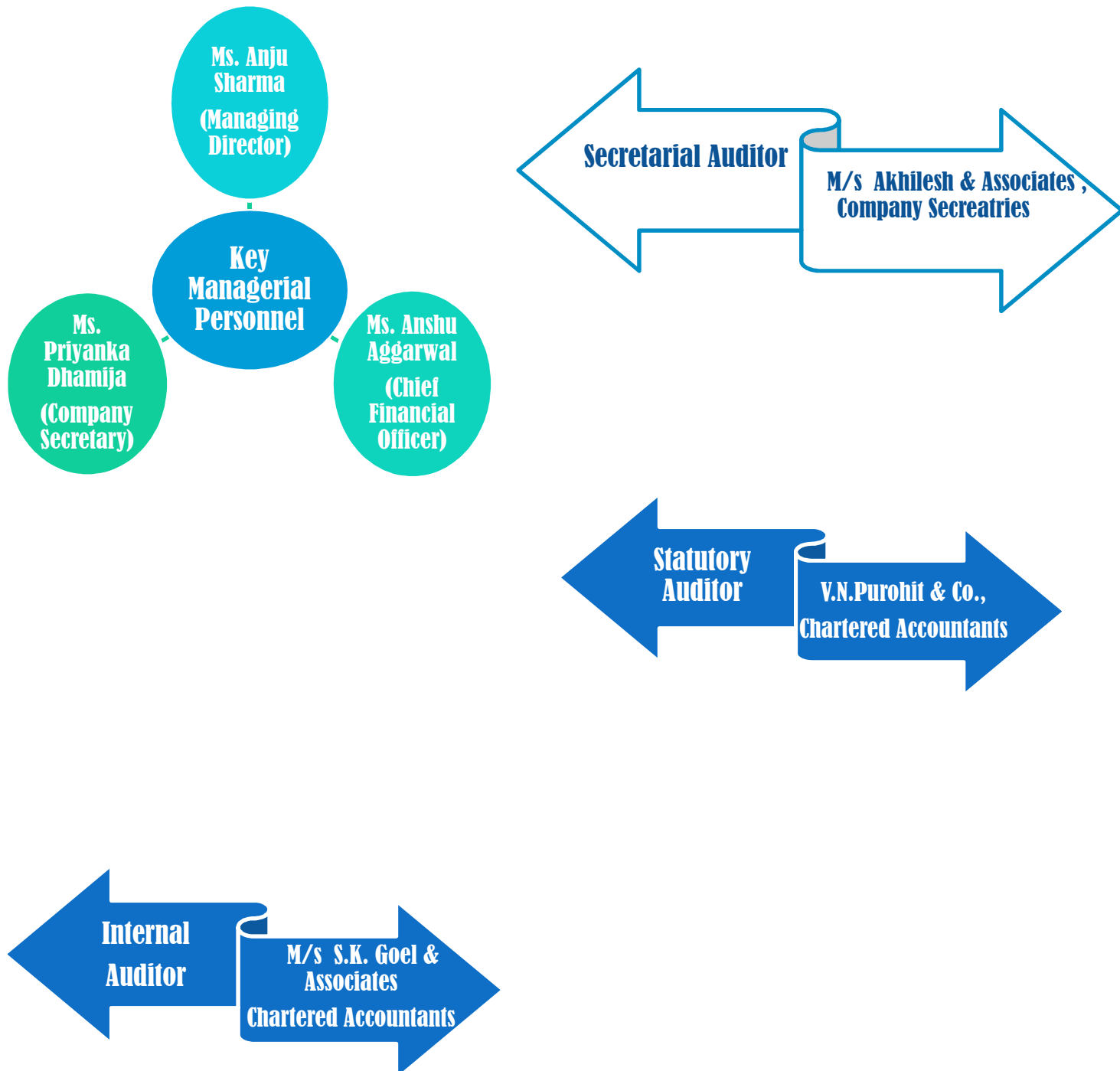
**2016-2017**

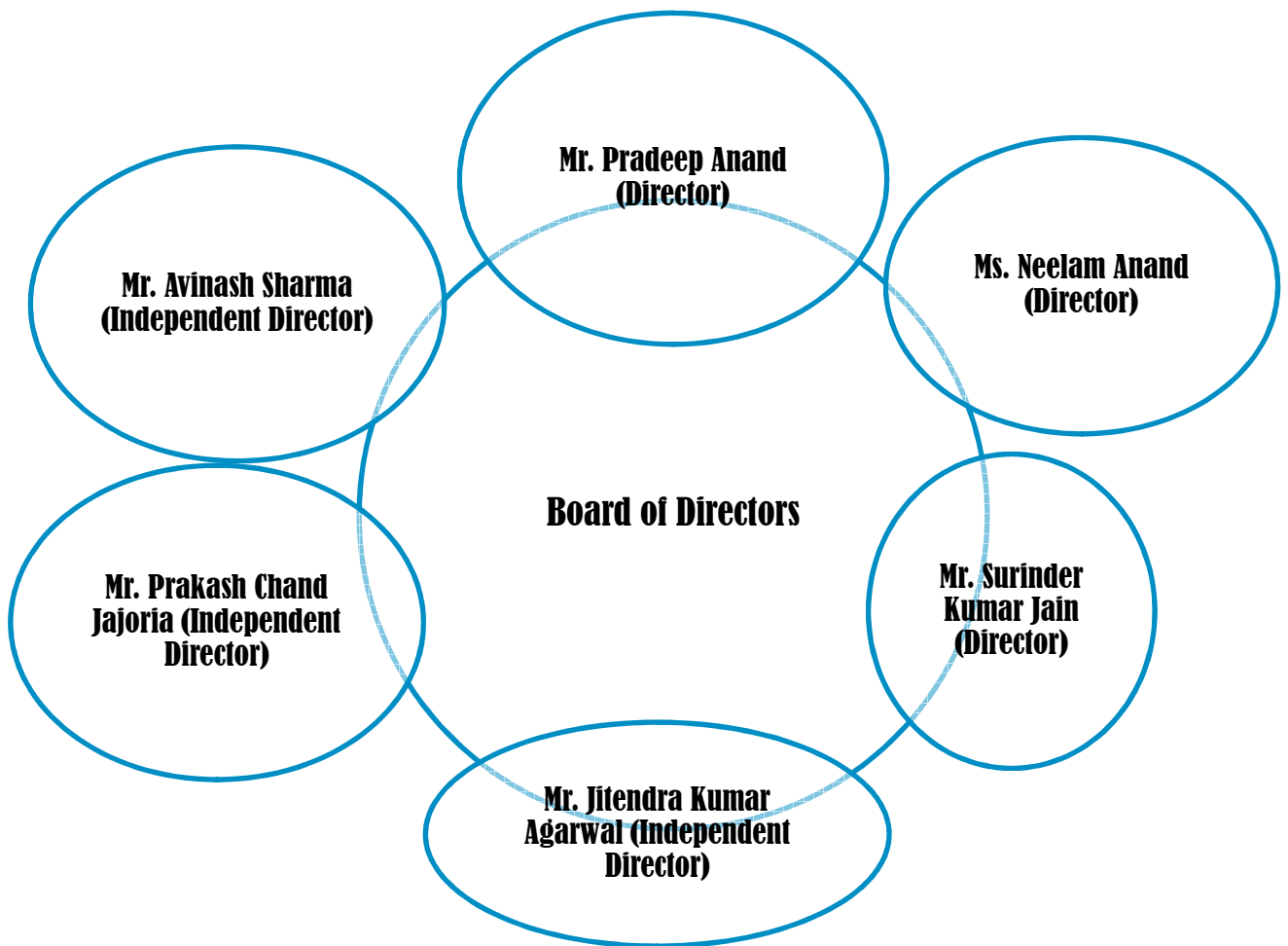
RITA FINANCE AND LEASING  
LIMITED

(FORMERLY KNOWN AS RITA  
HOLDINGS LIMITED)

CIN:L67120DL1981PLC011741

## COMPANY INFORMATION





## **BOARD COMMITTEES**

### **Audit Committee**

Prakash Chand Jajoria (Chairman)  
Avinah Sharma  
Anju Sharma

### **Nomination and Remuneration Committee**

Jitendra Kumar Agarwal (Chairman)  
Prakash Chand Jijoria  
Avinash Sharma

### **Stakeholders' Relationship Committee**

Prakash Chand Jajoria (Chairman)  
Anju Sharma  
Avinash Sharma

## **BANKERS**

### **Punjab National Bank**

N-46, Connaught Circus, New Delhi-110001

## **REGISTRAR & SHARE TRANSFER AGENT**

### **Skyline Financial Services Private Limited**

D-153A, First Floor, Okhla Industrial Area,

Phase-I New Delhi-110020

Ph: (011)- 64732681-88

E-mail Id: admin@skylinerta.com

## **REGISTERED OFFICE**

324A, IIIrd Floor, Aggarwal Plaza, Sector-14,

Rohini, New Delhi-110085

Ph.: (011) 65448440

Website: [www.ritaholdings.in](http://www.ritaholdings.in)

E-mail -Id: ritaholdingsltd@gmail.com

## **STOCK EXCHANGE**

Metropolitan Stock Exchange of India Limited (MSEI)

## **ANNUAL GENERAL MEETING**

Date: 23rd September, 2017

Time: 11:00 a.m.

Day: Saturday

Venue: 324A, IIIrd Floor, Aggarwal Plaza, Sector-14

Rohini, New Delhi-110085

**DECLARATION ON AUDITED FINANCIAL RESULTS**

**(pursuant to the second proviso to Regulation 33(3)(d) of the Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements ) Regulations, 2016**

Pursuant to Regulation 33(3)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, by the SEBI (LODR) (Amendments) Regulations, 2016 vide notification No. SEBI/LAD-NRO/GN/2016-17/001 dated May 25, 2016 read with Circular No. CIR/CFD/CMD/56/2016 dated May 27, 2016, I, Anshu Aggarwal, Chief Financial officer on behalf of the Board of Directors of Rita Finance and Leasing Limited (Formerly known as Rita Holdings Limited) ("Company") (CIN: L67120DL1981PLC011741) having its registered office at 324A, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085 hereby confirm that M/s. V.N. Purohit & Co., Chartered Accountants (FRN: 304040E), the Statutory Auditors of the Company have issued their Audit Report with unmodified opinion on Audited Standalone Financial Results of the Company for the quarter and year ended 31st March, 2017.

Kindly take this declaration on your records.

Yours Sincerely

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

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

Sd/-

Anshu Aggarwal  
CFO(KMP)  
PAN: ACKPA7147A

Sd/-

Anju Sharma  
Managing Director  
DIN: 02591877

Date: 27/05/2017

Place: New Delhi

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

Dear Member(s)

**NOTICE** is hereby given that the Thirty Sixth Annual General Meeting ("AGM") of the members of RITA FINANCE AND LEASING LIMITED (Formerly Known as Rita Holdings Limited) will be held on Saturday, September 23, 2017, at 11:00 A.M. at 324A, III<sup>rd</sup> Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110 085, to transact the following business:

**ORDINARY BUSINESS:**

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

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

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

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

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

**"RESOLVED THAT** Mr. Pradeep Anand (DIN: 00088653), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, and being eligible offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company."

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

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

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the resolution passed by the members at the AGM held on September 20, 2016, the appointment of M/s V.N. Purohit &

Co., Chartered Accountants (FRN: 304040E) as the Statutory Auditors of the Company till the conclusion of 40th AGM be and are hereby ratified and that the Board of Directors be and is hereby authorized to fix their remuneration payable to them for the financial year ending March 31, 2018, as may be determined by the Audit Committee in consultation with Statutory Auditors."

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

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

**Date:** August 29, 2017

**Place:** New Delhi

#### **NOTES**

- 1. A Member entitled to attend and vote at the Thirty Sixth Annual General Meeting ("AGM") is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and a proxy need not be a member of the company. A Proxy Form is enclosed herewith. However, be at the registered office of the company not less than forty eight hours before the commencement of annual general meeting.**
2. Members are requested to note that a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. Member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.
3. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Pursuant to section 91 of the Companies Act, 2013 read with regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that the Register of Members and the Share Transfer Book of the Company will remain closed from September 13, 2017 to September 23, 2017 (both days inclusive) for the purpose of Annual General Meeting.
5. The ISIN of the Equity Shares of Rs.10/- each is INE018S01016.



6. Members may also note that the Notice of the AGM and the Annual Report for FY 2016-17 will also be available on the Company's website [http:// www.ritaholdings.in/](http://www.ritaholdings.in/).
7. The following Statutory Registers are open for inspection of members and others at the registered office of the Company as prescribed in the respective sections of the Companies Act, 2013 as specified below:
  - a. Register of contracts with related party and contracts and bodies etc. in which directors are interested under section 189 of the Companies Act, 2013 shall be open for inspection on all working days during business hours.
  - b. Register of directors and key managerial personnel and their shareholding under section 170 of the Companies Act, 2013 shall be open for inspection on all working days during business hours.

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

8. Members are requested to notify change in address, if any, to the Share Transfer Agent and to the Company quoting their Folio Numbers, number of shares held etc.
9. Members are requested to register their e-mail addresses for receiving communications including Annual Reports, Notices, and Circulars etc. by the Company electronically.
10. Members are requested :
  - (a) To bring their attendance slip along with their copy of Annual Report to the Meeting.
  - (b) To quote their folio nos./ ID nos. in all correspondence.
  - (c) To note that no gifts will be distributed in the AGM.
11. For security reasons, no article/baggage will be allowed at the venue of the meeting.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
13. All documents referred to in accompanying Notice shall be open for inspection and shall be available at the registered office of the Company on all working days during business hours from the date of this Notice up to the date of AGM.

14. The route map of the venue of the Meeting is given in the Notice. The prominent landmark for the venue is, it is near to Babosa Chowk, Prashant Vihar.
15. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
16. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 entered with the Stock Exchange, the Company is pleased to provide the Members the facility to exercise their right to vote at the Thirty Sixth Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by NSDL. Details and Instructions for e-Voting are enclosed along with the Notice.
17. All documents referred to in accompanying Notice shall be open for inspection and shall be available at the registered office of the Company on all working days during business hours from the date of this Notice up to the date of AGM.
18. **Members are requested to get their securities in dematerialize form at the earliest through their DP as Per the SEBI Circular no. SEBI/Cir /ISD/1/2010 dated September 2,2010 read with Circular No. SEBI/cir/ ISD/2/2010 dated october 26,2010 and SEBI Circular no. SEBI/cir/ ISD/1/2012 dated March 30,2012.**

**Voting through Electronic Means:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the Members' facility to exercise their right to vote at the Thirty Sixth Annual General Meeting (AGM) by electronic means and as the Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility. So, the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The e- Voting facility is available at the link <https://www.evoting.nsdl.com>

The e- Voting facility will be available during the following voting period:

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

**INSTRUCTIONS FOR E-VOTING**

1. The Notice of the Thirty Sixth Annual General Meeting (AGM) of the Company, inter-alia, indicating the process and manner of e-Voting is being sent to all the Members.
2. NSDL shall be sending the User ID and Password to those Members whose shareholding in the dematerialized format and whose e-Mail addresses are registered with the Company/Depository Participants. For Members who have not registered their e-Mail Address, can use the details as provided in this document.
3. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
4. Click on Shareholder – Login
5. Put User ID and Password as provided in this document and click Login. If you are already registered with NSDL for e-Voting then you can use your existing User ID and Password for the Login.
6. If you are logging in for the first time, the Password change menu will appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
7. Once the home page of e-voting opens. Click on e-voting: Active Voting Cycles.
8. Select “EVEN (Electronic Voting Event Number)” of Rita Finance and Leasing Limited (Formerly Known as Rita Holdings Limited).

9. Once you enter the Cast Vote page will open. Now you are ready for e-voting.
10. Cast your Vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
11. Upon confirmation, the message “Vote cast successfully” will be displayed.
12. Once you have voted on the resolution, you will not be allowed to modify your vote.
13. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.), if any, are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter etc. together with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at **amitkumar\_cs@hotmail.com** with a copy marked to **evoting@nsdl.co.in**.

*It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that login to e-Voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through “Forget Password” option available on the site to reset the same.*

#### **GENERAL INSTRUCTIONS:**

1. In case of any queries, you may refer the Frequently Asked Question (FAQs) for Shareholders and e-Voting user manual for Shareholders available to the Downloads section of <https://www.evoting.nsdl.com>
2. The member can also update his/her mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s).

The e-voting period commences on Wednesday, 20<sup>th</sup> September, 2017 at 09:00 a.m. (IST) and ends on Friday, 22<sup>nd</sup> September, 2017 at 05:00 p.m. (IST). During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Saturday, 16<sup>th</sup> day of September, 2017 may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

3. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Saturday, 16<sup>th</sup> day of September, 2017.
4. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
5. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding either in physical form or in dematerialized form, as on the cut-off date of Saturday, 16<sup>th</sup> day of September, 2017 and not casting their vote electronically, may only cast their vote at the Thirty Sixth Annual General Meeting.

6. Pursuant to section 91 of the Companies Act, 2013, the register of members and the share transfer books of the Company will remain closed from Wednesday, 13<sup>th</sup> September, 2017 to Saturday, 23<sup>rd</sup> September, 2017 (both days inclusive) for the purpose of Annual General Meeting.
7. The Board of Directors has appointed Mr. Amit Kumar, Practicing Company Secretary (Membership No.: FCS 5917 C.P. No.: 6184), Delhi, as the Scrutinizer to scrutinize the poll on demand and e-Voting process in a fair and transparent manner.
8. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the voting cast at the meeting, thereafter unblock the votes cast through remote e-Voting in the presence of at least two (2) witnesses not in the employment of the Company and make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and to submit the same to the Chairman of the AGM not later than three working days from the conclusion of the AGM.
9. The Results shall be declared forthwith after the submission of Consolidated Scrutinizer's Report either by Chairman of the Company or by any person authorized by him in writing and the resolutions shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.

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

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

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

**Date:** August 29, 2017  
**Place:** New Delhi

## Directors' Report

To  
The Shareholders,

Your Directors take pleasure in presenting the 36th Annual Report on the business and operations of your Company along with the audited standalone financial statements for the year ended March 31, 2017.

### **BACKGROUND**

Rita Finance and Leasing Limited (Formerly Known as 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 Metropolitan Stock Exchange of India Limited (MSEI) (formerly known as MCX Stock Exchange Limited).

### **FINANCIAL SUMMARY/HIGH LIGHTS/PERFORMANCE OF THE COMPANY (STANDALONE)**

The Company's financial results are as under:

Particular	(Amount in Rs. `)	
	Current Year 2016-17	Previous Year 2015-16
Revenue from Operations	1,863,766	1,535,223
<b>Total revenue (including other income)</b>	<b>1,869,285</b>	<b>1,535,462</b>
<b>Total Expenses:</b>	<b>1,861,751</b>	<b>1,449,606</b>
<b>Profit before tax</b>	<b>7,534</b>	<b>85,856</b>
Tax Expenses:		
Less: Current tax	<b>(2,462)</b>	<b>(10,500)</b>
Deferred tax	<b>108</b>	<b>148</b>
<b>Profit after tax</b>	<b>5,180</b>	<b>75,504</b>

## **BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR**

The Company is a Non-Banking Financial Company registered with the Reserve Bank of India.

The total revenue from operations of your Company for the year ended March 31, 2017 stood at 1,869,285 as against 1,535,462 for the year ended March 31, 2016. The Profit before tax stood at 7,534 as compared to 85,856 in the previous year. The Profit after tax for the year ended March 31, 2017 stood at 5,180 as compared to 75,504 in the previous year ended March 31, 2016.

## **STATE OF COMPANY'S AFFAIRS**

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.

## **RESERVES**

During the year under review, In terms of Section 45-IC of Reserve Bank of India Act, 1934, your Company has transferred 1,036 /- to Special Reserve Fund. Besides this, your Company has not transferred any amount to reserve out of the profits of the year.

## **DIVIDEND**

The Company needs further funds to enhance its business operations. The Directors, therefore, do not recommend any dividend on Equity Shares for the financial year 2016-17.

## **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

The Company has Proposed to issue and allot 17,00,000 fully paid equity shares of Rs. 10 each at a price of Rs. 15 (Including Rs. 5 per equity shares) on the preferential basis for which board resolution was passed on 15th December, 2016 and taken approval from shareholders of the company in the Extra Ordinary General Meeting held on 12th January, 2017 and company has taken the in-principal approval from Metropolitan Stock Exchange of India Limited (Formerly Known as MCX Stock Exchange Limited). The Company has made the application to RBI for Change in Control & Management of the Company for which the approval is pending.

As per the RBI directions, company has applied for Name Change of the Company from Rita Holdings Limited to Rita Finance and Leasing Limited (Formerly Known as Rita Holdings Limited)

*The Company has passed board resolution on 12<sup>th</sup> August, 2016 and taken approval from shareholders of the company in the Annual General Meeting on 20<sup>th</sup> September, 2016 for change of its name from Rita Holdings Limited to Rita Finance and Leasing Limited and received fresh certificate of incorporation dated 31<sup>st</sup> Day of March, 2017.*

#### **SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES**

The Company does not have any Subsidiary, Joint Venture or Associate Company.

#### **SHARE CAPITAL**

During the year, there has been no change in the share capital of the company.

#### **RISK MANAGEMENT**

Your Company being a NBFC is subjected to both Business and Financial risk. While the business risk associated with operating environment, ownership structure, Management, System & Policy, the financial risk lies in Asset Quality, Liquidity, Profitability and Capital Adequacy. The company recognizes these risks and makes best effort to mitigate them in time. Risk Management is also an integral part of the Company's business strategy.

Business Risk Evaluation and Management is an ongoing process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risk as also identify business opportunities.

#### **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.



## **VIGIL MECHANISM**

The Company believes in the conduct of its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior. The Company is committed to develop a culture in which every employee feels free to raise concerns about any poor or unacceptable practice and misconduct.

In order to maintain the standards has adopted lays down this Whistle Blower Policy to provide a framework to promote responsible and secure whistle blowing. The Board of Directors of your Company has adopted the Vigil Mechanism and Whistle Blower Policy in compliance of Section 177 of the Companies Act, 2013.

## **HUMAN RESOURCES**

People remain the most valuable asset of your Company. Your Company follows a policy of building strong teams of talented professionals. Your Company continues to build on its capabilities in getting the right talent to support different products and geographies and is taking effective steps to retain the talent. It has built an open, transparent and meritocratic culture to nurture this asset.

The Company recognizes people as its most valuable asset and 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.

## **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 Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 erstwhile Listing Agreement executed with the Stock Exchanges, and other applicable rules/regulations/guidelines issued from time to time.

## **DEPOSITS**

During the year under review, the Company has not accepted any deposits from the public under Section 73 of the Companies Act, 2013 and rules made there under. There is no unclaimed or unpaid deposit lying with the Company.

## **RBI GUIDELINES**

As a Non Deposit taking Non-Banking Finance Company, your Company always aims to operate in compliance with applicable RBI laws and regulations and employs its best efforts towards achieving the same.

### **DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)**

During the year under review, the following changes were taken place in the Directors' and Key Managerial Personnel of the Company:

#### **BOARD OF DIRECTORS:**

- Ms. Vandana Gupta has resigned from the directorship of the Company w.e.f. August 12, 2016 . The Board places on record her profound appreciation for the contributions made by her during her tenure as a Director.
- Mr. Avinash Sharma has appointed as Additional Director (in capacity of Independent Director) w.e.f August 12, 2016.
- In accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Pradeep Anand will retire at the ensuing AGM and being eligible, seek re-appointment. The Board recommends his re-appointment.

#### **KEY MANAGERIAL PERSONNEL:**

No Change take place in the Key Managerial Personnel of the Company.

### **BOARD EVALUATION**

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc. In a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that

followed the meeting of the independent directors, at which the performance of the board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

### **PARTICULAR OF EMPLOYEES AND RELATED DISCLOSURES**

The information required under Section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

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

<b>Directors</b>	<b>Ratio to median remuneration*</b>
Mr. Pradeep Anand	NA
Ms. Neelam Anand	NA
Mr. Surinder Kumar Jain	NA
Ms. Anju Sharma	NA
Mr. Jitendra Kumar Agarwal	NA
Ms. Vandana Gupta	NA
Mr. Prakash Chand Jajoria	NA
Mr. Avinash Sharma	NA

\*the expression "median" mean the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one. Not applicable, as no remuneration is paid to director except sitting fees.

- ii) **The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager, if any, in the Financial Year:** During the Financial Year, there is an increase in salary of Ms. Priyanka Dhamija, Company Secretary and Compliance officer of the Company 18.18%. No remuneration was paid to Ms. Anju Sharma, Managing Director of the Company for the Current Year. However remuneration was paid in the Previous Year.
- iii) **The percentage increase in the median remuneration of employees in the financial year:** NIL
- iv) **the number of Permanent employees on the rolls of the company :** 03 (Three)

- v) **average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:** Not Applicable
- vi) **the key parameters for any variable component of remuneration availed by the directors:** Nil
- vii) **Affirmation that the remuneration is as per the remuneration policy of the company:** It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.

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

There is no directors/employees in the Company for which disclosure have to be made under the provisions of Rule 5 (2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**A. Names of top ten employees in terms of remuneration drawn during the financial year 2016-17:**

<b>Name &amp; Designation</b>	<b>Age (in Years)</b>	<b>Remuneration Received</b>	<b>Nature of Employment</b>	<b>Qualification &amp; Experience</b>	<b>Date of commencement of Employment</b>	<b>Last Employment</b>	<b>% of Equity Share held</b>	<b>Whether related to Director or Manager</b>
Anshu Aggarwal (Chief Financial Officer)	42	40,000 P.M.	Regular	Graduate	26/03/2016	Dolf Leasing Limited	NIL	No
Priyanka Dhamija (Company Secretary)	25	22,000 P.M.	Regular	C.S.	13/02/2016	NA	NIL	No
Ram Kumar	30	15,000 P.M.	Ir-regular	Graduate	01/10/2016	NA	NA	No

**B. Names of employees who are in receipt of aggregate remuneration of not less than rupees one crore and two lakh if employed throughout the financial year 2016-17:**

Name & Designation	Age (in Years)	Remuneration Received	Nature of Employment (Contractual or otherwise)	Qualification & Experience	Date of commencement of Employment	Last Employment	% of Equity Share held	Whether related to Director or Manager
NIL								

**C. Name of employee whose remuneration in aggregate was not less than eight lakh and fifty thousand per month if employed for part of the financial year 2016-17:**

Name & Designation	Age (in Years)	Remuneration Received	Nature of Employment (Contractual or otherwise)	Qualification & Experience	Date of commencement of Employment	Last Employment	% of Equity Share held	Whether related to Director or Manager
NIL								

**DIRECTORS' APPOINTMENT AND REMUNERATION POLICY**

The Company's policy on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub section (3) of Section 178 of the Companies Act, 2013, as is adopted by the Board.

The Company has adopted a comprehensive policy on Nomination and Remuneration of Directors on the Board. As per such policy, candidates proposed to be appointed as Directors on the Board shall be first reviewed by the Nomination and Remuneration Committee in its duly convened Meeting.

The Nomination and Remuneration Committee shall formulate the criteria for determining the qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the Remuneration for the Directors, Key Managerial Personnel and other employees. The Nomination and Remuneration Committee shall ensure that—

a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;

b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

c) Remuneration to directors and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

During the year under review, none of the Directors of the company receive any remuneration except sitting fees.

#### **STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTOR OF THE COMPANY**

All the Independent Directors are well appointed on the Board of Company in compliance with the Companies Act, 2013. The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of Independence under sub-section (6) of section 149 of the Act.

#### **SEPARATE MEETING OF INDEPENDENT DIRECTORS**

In due compliance with the provisions of the Companies Act, 2013 read with the rules made there under, a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole was evaluated, taking into account the views of directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the Board, its committees and individual directors was discussed.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE U/S 186**

Rita Finance and Leasing Limited (Formerly Known as Rita Holdings Limited) is a registered NBFC and the main objects 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 there under w.r.t its investment and lending activities. Details of Loans, Guarantees and Investments are given in the notes to the Financial Statements.

#### **PARTICULARS OF CONTRACT OR ARRANGEMENT WITH RELATED PARTIES U/S 188**

During the year under review, there are no transactions within the purview of Section 188 of the Companies Act, 2013.

**MEETINGS OF THE BOARD**

The agenda and Notice for the Meetings is prepared and circulated in advance to the Directors. The Board of Directors of the Company met Six (6) times during the financial year 2016-17 on 15.04.2016, 10.05.2016, 12.08.2016, 11.11.2016, 15.12.2016, and 31.01.2017. Details of attendance of board meetings by directors are as follows:

<b>Name of the Director</b>	<b>No. of meetings attended</b>
Anju Sharma	06
Pradeep Anand	01
Neelam Anand	01
Surinder Kumar Jain	01
Jitendra Kumar Agarwal	05
Prakash Chand Jajoria	04
Vandana Gupta	02
Avinash Sharma	03

The necessary quorum was present in all the meetings. The intervening gap between any two meetings was not more than one hundred and twenty days as prescribed by the Companies Act, 2013.

**COMMITTEES OF THE BOARD:****AUDIT COMMITTEE:**

The Board has re-constituted its Audit Committee in accordance with the requirement of Companies Act, 2013 and other applicable provisions. All members of Audit Committee are financially literate and 2 Directors out of 3 members have financial management expertise. This Committee comprises of the following Directors as on date:

S. No.	Name of the Member	Category
1.	Mr. Prakash Chand Jajoria (DIN: 07020057)	Chairman
2.	Mr. Avinash Sharma (DIN:07510278)	Member
3.	Ms. Anju Sharma (DIN:02591877)	Member

The Audit Committee met 4 (Four) time during the financial year 2016-17 on 09.05.2016, 08.08.2016, 08.11.2016, 20.01.2017 Details of attendance of meeting by directors are as follows:

Name of the Member	Nos. of meetings attended
Mr. Prakash Chand Jajoria (DIN: : 07020057)	04
Ms. Vandana Gupta(DIN: 00013488)*	02
Ms. Anju Sharma (DIN: 02591877)	04
Mr. Avinash Sharma (DIN: 07510278)	02

#During the year under review, Audit Committee has been re-constituted in the board meeting held on 12th August, 2016 to induct Mr. Avinash Sharma in place of Ms. Vandana Gupta.

During the year under review, the Board accepted all the recommendations made by the Audit Committee.

#### **NOMINATION AND REMUNERATION COMMITTEE:**

The Company had re-constituted the Remuneration Committee (renamed as Nomination and Remuneration Committee) to decide and fix payment of remuneration and sitting fees to the Directors of the Company as per provisions u/s 178 of the Companies Act, 2013 . This committee will look after the functions as enumerated u/s 178 of the Companies Act, 2013. This Committee comprises of the following Directors as on date:



S. No.	Name of the Member	Category
1.	Mr. Prakash Chand Jajoria (DIN: 07020057)	Chairman
2.	Mr. Avinash Sharma (DIN: 07510278)	Member
3.	Mr. Jitendra Kumar Agarwal (DIN:00850314)	Member

The Nomination and Remuneration Committee met 1 (One) time during the financial year 2016-17 on 08.08.2016. Details of attendance of meetings by directors are as follows:

Name of the Member	Nos. of meetings attended
Mr. Jitendra Kumar Agarwal (DIN:00850314)*	01
Mr. Prakash Chand Jajoria (DIN: : 07020057)	01
Ms. Vandana Gupta(DIN: 00013488)#	01
Mr. Avinash Sharma (DIN: 07510278)	

\*During the Year under review, Mr. Jitendra Kumar Agarwal was inducted in Place of Ms. Anju Sharma in the Board Meeting held on May 10,2016.

#Mr. Avinash Sharma has been inducted in the Place of Ms. Vandana Gupta in the Board Meeting held on August 12,2016.

During the year under review, the Board accepted all the recommendations made by the Nomination and Remuneration Committee of the Board.

#### **STAKEHOLDER RELATIONSHIP COMMITTEE:**

The Company had re-constituted the **STAKEHOLDER RELATIONSHIP** Committee to look into the redressal of the shareholders complaints in respect of any matter including transfer of shares, non -receipt of annual report, non -receipt of declared dividend etc. This Committee comprises of the following Directors as on date:

S. No.	Name of the Member	Category
1.	Mr. Prakash Chand Jajoria (DIN: 07020057)	Chairman
2.	Mr. Avinash Sharma (DIN:07510278)	Member
3.	Ms. Anju Sharma (DIN: 02591877)	Member

The Stakeholder Relationship Committee has not met during the financial year 2016-17

## **AUDITORS**

### **STATUTORY AUDITORS**

M/s V.N. Purohit & Co., Chartered Accountants were appointed as Statutory Auditors of the Company to hold office until the conclusion of the 40th AGM which was subject to the ratification at every AGM.

As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Statutory Auditors is required to be ratified by members at every Annual General Meeting. Accordingly, the appointment of M/s. V.N. Purohit & Co., Chartered Accountants, as Statutory Auditor of the Company is placed for ratification by the shareholders..

### **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.

### **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 Board of Directors of the Company has appointed M/s. Akhilesh & Associates, Practicing Company Secretary to undertake the Secretarial Auditor of the Company for the Financial Year 2016-17. The Secretarial Audit Report is annexed herewith as "**Annexure A**". The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

**INTERNAL AUDITORS**

Pursuant to the provision of Section 138 of the Companies Act, 2013 has mandated the appointment of Internal Auditor in the Company. Accordingly, the Board had appointed M/s S.K. Goel & Associates, Chartered Accountants, as the Internal Auditors of the Company for the financial year 2016-17.

**EXTRACT OF ANNUAL RETURN**

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of the annual return in Form MGT- 9 is annexed herewith as “Annexure B”.

**CONSERVATION OF ENERGY, 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 Rule 8(3) of the Companies (Accounts) Rules, 2014 relating to conservation of energy and technology absorption, are not applicable to the Company. However, the Company makes all efforts towards conservation of energy, protection of environment and ensuring safety. During the year under review, the Company had no earnings and expenditure in foreign exchange.

**DIRECTORS' RESPONSIBILITY STATEMENT**

In terms of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, your directors hereby confirm that:

- (a) in the preparation of the annual accounts for the financial year ended March 31, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) the directors have taken proper and sufficient care 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) the directors have prepared the annual accounts for the financial year ended March 31, 2017, on a going concern basis;
- (e) the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

- (f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### **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 Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 endeavor 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.

### **CORPORATE SOCIAL RESPONSIBILITY**

The Company is not required to spend any amount in respect of Corporate Social Responsibility as provisions relating to Corporate Social Responsibility under Section 135 of Companies Act, 2013 is not applicable to Company.

### **DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013**

Pursuant to the requirements of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013 read with Rules there under, the Company has not received any complaint of sexual harassment during the year under review.

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/ TRIBUNALS**

During the year under review, your company had made an application dated 28.04.2016 to the RBI for name change and for the same, the No Objection Certificate ("order") has been passed by the Bank regulator i.e. Reserve Bank of India dated 04.08.2016 but that would not impact the going concern status of the Company and its future operations.

### **DISCLOSURE OF FRAUDS IN THE BOARD'S REPORT U/S 143 OF THE COMPANIES ACT, 2013**

During the year under review, your Directors do not observe any transactions which could result in a fraud. Your Directors hereby declares that the Company has not been encountered with any fraud or fraudulent activity during the Financial Year 2016-2017.

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a detailed Management Discussion and Analysis Report has been appended separately, which forms part of this report and the Annual Report.

## **ACKNOWLEDGMENT**

Your Directors wish to express their sincere appreciation for the support and cooperation, which the Company continues to receive from its clients, Banks, Government Authorities, Financial Institutions and associates and are grateful to the shareholders for their continued support to the Company. Your Directors place on record their appreciation for the contributions made and the efforts put in by the management team and employees of the Company at all levels.

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

**Date:** August 29, 2017  
**Place:** New Delhi

**Sd/-**  
Anju Sharma  
Managing Director  
DIN-02591877

**Sd/-**  
Avinash Sharma  
Director  
DIN-07510278

**Form MR-3**  
**SECRETARIAL AUDIT REPORT**

For the financial year ended March 31, 2017

*[Pursuant to Section 204, 9(1) of the Companies Act, 2013 and Rule No. 09 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

**To,**

**The Member,**

**RITA FINANCE AND LEASING LIMITED**

(Formerly Known as Rita Holdings Limited)

324A, IIIrd Floor,

Aggarwal Plaza, Sector- 14,

Rohini, New Delhi- 110085

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **RITA FINANCE AND LEASING LIMITED** (Formerly Known as Rita Holdings Limited) (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our 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, 2017** complied with the Statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the extent, in the manner and subject to the reporting made 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, 2017** according to the provisions of;

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956(SCRA) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment; **(Not Applicable)**

5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India , 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; **(Not Applicable)**
  - (e) The Securities and Exchange Board of India ( Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable)**
  - (f) The Securities and Exchange Board of India ( Registration to an Issue and Share Transfers Agents ) Regulations, 1993;
  - (g) The Securities and Exchange Board of India ( Delisting of Equity Shares) Regulations, 2009; **(Not Applicable)**
  - (h) The Securities and Exchange Board of India (Buyback of Securities ) Regulations, 1998; **(Not Applicable)**

6. **OTHER LAWS** applicable to the Company;

We have examined the framework, processes and procedures of compliance of laws applicable on the Company in detail. We have examined reports, compliances with respect to applicable laws on test basis

**Other Miscellaneous and state laws.**

- a) Reserve Bank of India Act, 1934
- b) Income Tax Act, 1961;
- c) Service Tax Act, 1994;
- d) The Indian Stamp Act 1899

(The Company has paid Stamp Duty on various instruments according to stamp rate prescribed by respective states)

We have also examined compliance with the applicable clause of the following;

- I. The Secretarial Standards issue by the Institute of Company Secretaries of India.
- II. The Listing Agreements entered into by the Company with **Metropolitan Stock Exchange of India Limited (MSEI)**

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above. We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent 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.

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 (except where the shorter notice was applicable), and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

All decision at Board Meetings and Committee Meetings are carried unanimously as recorded in the minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.

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 during the audit period the Company had following events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc

- 1- *The Company has passed board resolution on 12<sup>th</sup> August, 2016 and taken approval from shareholders of the company in the Annual General Meeting on 20<sup>th</sup> September, 2016 for change of its name from Rita Holdings Limited to Rita Finance And Leasing Limited and received fresh certificate of incorporation dated 31<sup>st</sup> Day of March, 2017.*
- 2- *The Company has passed board resolution on 15th December, 2016 and taken approval from shareholders of the company in the Extra Ordinary General Meeting held on 12<sup>th</sup> January, 2017 to issue and allot 17, 00,000 fully paid equity shares of Rs. 10 each at a price of Rs. 15 (Including Rs. 5 per equity shares) on the preferential basis.*

For **AKHILESH & ASSOCIATES**

Sd/-

**(Akhilesh Kumar Jha)**

Proprietor

FCS: 9031,CP: 18250

Place: Delhi

Date: 04/08/2017

Note: This report is to be read with our letter of even date which is annexed as "ANNEXURE A" and forms an integral part if this report.



To,  
**The Member,**  
**RITA FINANCE AND LEASING LIMITED**  
**(Formerly Known as Rita Holdings Limited)**  
324A, IIIrd Floor,  
Aggarwal Plaza, Sector- 14,  
Rohini, New Delhi- 110085

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **AKHILESH & ASSOCIATES**

**Sd/-**  
**(Akhilesh Kumar Jha)**  
Proprietor  
FCS: 9031,CP: 18250  
Place: Delhi  
Date: 04/08/2017

**FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN**

**As on financial year ended on March 31, 2017**

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I REGISTRATION & OTHER DETAILS:**

<b>I</b>	<b>CIN</b>	L67120DL1981PLC011741
<b>II</b>	<b>Registration Date</b>	19/05/1981
<b>III</b>	<b>Name of the Company</b>	RITA FINANCE AND LEASING LIMITED (FORMERLY KNOWN AS RITA HOLDINGS LIMITED)
<b>IV</b>	<b>Category/Sub-category of the Company</b>	Company Limited by shares
<b>V</b>	<b>Address of the Registered office and contact details</b>	324A, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085
<b>VI</b>	<b>Whether Listed Company</b>	Yes
<b>VII</b>	<b>Name, Address and Contact details of Registrar and Transfer Agent, if any:-</b>	<b>Skyline Financial Services Private Limited</b> Address: D-153 A, 1 <sup>st</sup> Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 Ph.: 011-64732681

**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:-

<b>S. No</b>	<b>Name and Description of main products/services</b>	<b>NIC Code of the Product /service</b>	<b>% to total turnover of the Company</b>
1.	Earnings from Interest on Loans advanced	99711400	100

**III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES**

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

#### IV SHAREHOLDING PATTERN (Equity Share capital Break up as percentage of Total Equity)

##### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year#
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares #	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	-	100	100	0.01%	-	100	100	0.01%	-
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	-
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	-
d) Bodies Corp.	-	96851	96851	8.80%	-	96851	96851	8.80%	-
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	-
f) Any other	-	-	-	0.00%	-	-	-	0.00%	-
<b>Sub Total (A) (1)</b>	-	<b>96951</b>	<b>96951</b>	<b>8.81%</b>	-	<b>96951</b>	<b>96951</b>	<b>8.81%</b>	-
<b>(2) Foreign</b>									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	-
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	-

c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	-
d) Any other	-	-	-	0.00%	-	-	-	0.00%	-
<b>Sub Total (A) (2)</b>	-	-	-	0.00%	-	-	-	0.00%	-
<b>TOTAL (A)</b>	-	<b>96951</b>	<b>96951</b>	<b>8.81%</b>	-	<b>96951</b>	<b>96951</b>	<b>8.81%</b>	-
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	-
b) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	-
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	-
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	-
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	-
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	-
g) FIs	-	-	-	0.00%	-	-	-	0.00%	-
h) Foreign Venture	-	-	-	0.00%	-	-	-	0.00%	-

Capital Funds										-
i) Others (specify)	-	-	-	0.00%	-	-	-	-	0.00%	-
<b>Sub-total (B)(1):-</b>	-	-	-	0.00%	-	-	-	-	0.00%	-
<b>2. Non-Institutions</b>										
a) Bodies Corp.										
i) Indian	-	73800	73800	6.71%	-	73800	73800	6.71%	-	-
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	-	-
b) Individuals										
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	29249	29249	2.66%	-	29249	29249	2.66%	-	-
ii) Individual shareholders holding nominal share capital in excess	700000	-	700000	63.64%	700000	-	700000	63.64%		

of Rs 1 lakh									
c) Others (HUF)	200000	-	200000	18.18%	200000	0	200000	18.18%	-
Non Resident Indians	-	-	-	0.00%	0	0	-	0.00%	-
Overseas Corporate Bodies	-	-	-	0.00%	-	-	-	0.00%	-
Foreign Nationals	-	-	-	0.00%	-	-	-	0.00%	-
Clearing Members	-	-	-	0.00%	-	-	-	0.00%	-
Trusts	-	-	-	0.00%	-	-	-	0.00%	-
Foreign Bodies - DR	-	-	-	0.00%	-	-	-	0.00%	-
<b>Sub-total (B)(2):-</b>	<b>900000</b>	<b>103049</b>	<b>1003049</b>	<b>91.19%</b>	<b>900000</b>	<b>103049</b>	<b>1003049</b>	<b>91.19%</b>	<b>-</b>
<b>Total Public (B)</b>	<b>900000</b>	<b>103049</b>	<b>1003049</b>	<b>91.19%</b>	<b>900000</b>	<b>103049</b>	<b>1003049</b>	<b>91.19%</b>	
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0.00%	-	-	-	0.00%	-
<b>Grand Total (A+B+C)</b>	<b>900000</b>	<b>200000</b>	<b>1100000</b>	<b>100%</b>	<b>900000</b>	<b>200000</b>	<b>1100000</b>	<b>100%</b>	<b>0.00%</b>

**(ii) SHARE HOLDING OF PROMOTERS**

S.No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year#
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company#	% of Shares Pledged / encumbered to total shares	
1	Pradeep Anand	100	0.01%	0	100	0.01%	0	-
2	Shree Worstex Limited	29001	2.64%	0	29001	2.64%	0	-
3	Jyoti Construction Company New Delhi Private Limited	31450	2.86%	0	31450	2.86%	0	-
4	Koshish Investment And Finance Private Limited	36400	3.31%	0	36400	3.31%	0	-
	<b>Total</b>	<b>96951</b>	<b>8.81%</b>	<b>0</b>	<b>96951</b>	<b>8.81%</b>	<b>0</b>	<b>-</b>

**(iii) CHANGE IN PROMOTERS' SHAREHOLDING (please specify if there is no change)**

No Change in Promoter Shareholding during the year

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

S.No	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	<b>Rekha Garg</b>				
	At the beginning of the year	100,000	9.10%	100,000	9.10%
	Shares acquired/sold during the year	-	-	-	-
	At the end of the year	100,000	9.10%	100,000	9.10%

<b>2</b>	<b>Sunita</b>				
	At the beginning of the year	100,000	9.10%	100,000	9.10%
	Shares acquired/sold during the year	-	-	-	-
	At the end of the year	100,000	9.10%	100,000	9.10%
<b>3</b>	<b>Anshul Aggarwal</b>				
	At the beginning of the year	100,000	9.10%	100,000	9.10%
	Shares acquired/sold during the year	-	-	-	-
	At the end of the year	100,000	9.10%	100,000	9.10%
<b>4</b>	<b>Girdhari Lal Mangal HUF</b>				
	At the beginning of the year	100,000	9.10%	100,000	9.10%
	Shares acquired/sold during the year	-	-	-	-
	At the end of the year	100,000	9.10%	100,000	9.10%
<b>5</b>	<b>Lalita Mittal</b>				
	At the beginning of the year	100,000	9.10%	100,000	9.10%
	Shares acquired/sold during the year	-	-	-	-
	At the end of the year	100,000	9.10%	100,000	9.10%
<b>6</b>	<b>Nikhat Aslam</b>				
	At the beginning of the year	50,000	4.54%	50,000	4.54%
	Shares acquired/sold during the year	-	-	-	-
	At the end of the year	50,000	4.54%	50,000	4.54%
<b>7</b>	<b>Mohd Aslam Baqui</b>				
	At the beginning of the year	50,000	4.54%	50,000	4.54%
	Shares acquired/sold during the year	-	-	-	-
	At the end of the year	50,000	4.54%	50,000	4.54%
<b>8</b>	<b>Ashish Goyal</b>				
	At the beginning of the year	50,000	4.54%	50,000	4.54%
	Shares acquired/sold during the year	-	-	-	-
	At the end of the year	50,000	4.54%	50,000	4.54%
<b>9</b>	<b>Pradeep Kumar Goyal</b>				
	At the beginning of the year	50,000	4.54%	50,000	4.54%
	Shares acquired/sold during the year	-	-	-	-



	At the end of the year	50,000	4.54%	50,000	4.54%
10	<b>Shivani Agarwal</b>				
	At the beginning of the year	50,000	4.54%	50,000	4.54%
	Shares acquired/sold during the year	-	-	-	-
	At the end of the year	50,000	4.54%	50,000	4.54%

**(v) Shareholding of Directors and Key Managerial Personnel**

S. No	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	Pradeep Anand	100	.01	100	.01

**(vi) INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	50	-	50
ii) Interest due but not paid	-	0.46	-	0.46
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	50.46	-	50.46
<b>Change in Indebtedness during the financial year</b>				
* Addition	-	65.00	-	65.00
* Reduction	-	50.00	-	50.00

Net Change	-	15.00	-	15.00
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	64.97	-	64.97
ii) Interest due but not paid	-	4.85	-	4.85
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	69.82	-	69.82

**(Vii) Remuneration of Directors and Key Managerial Personnel**

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

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

**b. Remuneration to Other Directors:**

Sl. No.	Particulars of Remuneration	Name of the Directors				Total Amount
		Mr. Prakash Chand Jajoria	Mr. Jitendra Kumar Agarwal	Ms. Vandana Gupta	Mr. Avinash Sharma	
1	Independent Directors					
	(a) Fee for attending board committee meetings	18,000	18,000	12,000	9000	57,000
	(b) Commission	0	0	00	00	0
	(c ) Others, please specify	0	0	0	0	0
	Total (1)	0	0	0	0	0
2	Other Non Executive Directors	-				-
	(a) Fee for attending board committee meetings	0	0	0	0	0
	(b) Commission	0	0	0	0	0
	(c ) Others, please specify.	0	0	0	0	0
	Total (2)	0	0	0	0	0
	Total (B)=(1+2)	18,000	18,000	12,000	9000	57,000
	Total Managerial Remuneration	0				0
	Overall Ceiling as per the Act.	-				-

**c. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:**

Sl. No.	Particulars of Remuneration				
		Gross Salary	CS Ms. Priyanka Dhamija	CFO Ms. Anshu Aggarwal*	CEO
1	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	2,47,231	4,80,000	-	7,27,231

	(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	-	-	-	-
	<b>Total</b>	<b>2,47,231</b>	<b>4,80,000</b>	-	<b>7,27,231</b>

**Viii PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/ Court)	Appeal made if any (give details)
<b>A. COMPANY</b>					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
<b>B. DIRECTORS</b>					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment			N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.

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

**Date:** August 29, 2017  
**Place:** New Delhi

**Sd/-**  
**Anju Sharma**  
**Managing Director**  
**DIN-02591877**

**Sd/-**  
**Avinash Sharma**  
**Director**  
**DIN-07510278**

## 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 Finance and Leasing Limited (Formerly Known as Rita Holdings Limited)** is an NBFC and is engaged mainly in the business of providing loans and advances to various Corporate or Individuals. The main objective of the Company is to carry on the business of finance Industrial Enterprises and to make loans, give guarantee and provide securities to or on behalf of Body corporate or other person. 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, and attractive rates of return on deposits, flexibility and timeliness in meeting the credit needs of specified sector.

Your Company's performance for the financial year 2016- 17 has to be viewed in the context of aforesaid economic and market environment.

### OPPORTUNITIES AND THREATS:

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 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. Major threat faced by Rita Finance and Leasing Limited

(Formerly Known as Rita Holdings Limited) would be circumstances of not being able to raise funds for its future business operations.

#### **SEGMENT-WISE PERFORMANCE:**

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

#### **OUTLOOK:**

Rita Finance and Leasing Limited (Formerly Known as Rita Holdings Limited) expects to improve its performance in financial year 2016- 17 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.

#### **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 fraud risk management team.

#### **II. 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.

#### **DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE.**

The financial performance of the Company during the year under reference was reasonably good. For detailed information, please refer to Directors' Report, which forms part of this Annual Report.

#### **MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:**

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 Finance and Leasing Limited (Formerly Known as 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 Finance and Leasing Limited (Formerly Known as Rita Holdings Limited) positivity. As on March 31, 2017, total number of employee on the pay roll of the Company is Three.

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

**Date:** August 29, 2017

**Place:** New Delhi

**Sd/-**  
**Anju Sharma**  
**Managing Director**  
**DIN-02591877**

**Sd/-**  
**Avinash Sharma**  
**Director**  
**DIN-07510278**

## **INDEPENDENT AUDITOR'S REPORT**

To

**The Shareholders of**

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

**Report on Financial Statements**

We have audited the accompanying financial statements RITA FINANCE AND LEASING LIMITED (Formerly Known as Rita Holding Limited), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2017, 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 stated 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 maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting 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 adequate internal financial controls, 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 the 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

**Rita Finance and Leasing Limited (Formerly Known as Rita Holdings Limited)**  
**36th Annual Report**  
**2016-2017**



Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place the adequate internal financial control system over financial reporting and the operating effectiveness of such controls.

An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the 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 the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India:

- i. In case of the Balance Sheet, of the **state of affairs** of the company as at 31<sup>st</sup> March 2017;
- ii. In case of Statement of Profit and Loss, of the **profit** for the year ended on that date; and
- iii. In case of Cash Flow Statement, of the **cash flows** for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order 2016 (the Order), as amended, issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the **Annexure- A**, a statement on the matters specified in paragraphs 3 and 4 of the said Order.
2. The Company is a Non-Banking Financial Company not accepting public deposit and holding certificate of registration no.14.01024 dated 10<sup>th</sup> August, 1998 from Reserve Bank of India has been issued to the company.
  - a. The Board of Directors has passed resolution for the non-acceptance of any public deposits.
  - b. The company has not accepted any public deposits during the relevant year.
  - c. The company has complied with the prudential norms relating to income recognition, accounting standards, assets classification and provisioning for bad and doubtful debts as applicable to it.
3. 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 it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by 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) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) The observation of financial transactions does not reveal any matter which has any adverse effect on the functioning of the Company.
- g) With respect to adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure- B**.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Company does not have any pending litigations in its financial statements;
- ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses. However, company doesnot enter into any long-term contracts including derivative during the specified period;
- iii) The Company is not required to transfer any amount to the Investor Education and Protection Fund.
- iv) The company had provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the company  
Signed for the purpose of identification

**FOR V.N. PUROHIT & CO.**

**Chartered Accountants**

Firm Regn. No. 304040E

Sd/-

**O.P. Pareek**

Partner

Membership No. 014238

New Delhi, the 27<sup>th</sup> day of May 2017

The Annexure referred to in Paragraph 1 under the heading of "Report on other Legal and Regulatory Requirements" of our report of even date to the members of RITA FINANCE AND LEASING LIMITED (Formerly Known as Rita Holding Limited) (the Company) for the year ended on 31<sup>st</sup> March 2017.

- (i) (a) As per information and explanation given to us, the company is maintaining proper records showing full disclosures of the fixed assets.  
  
(b) As per information and explanation given to us, physical verification of fixed assets has been conducted once in a year by the management and no material discrepancies were noticed during the course of verification.  
  
(c ) According to information and explanation given to us, the company does not hold any immovable property during the period dealt with by this report.
- (ii) The Company does not have any physical inventory, and therefore, provisions of sub clause (ii) of the Paragraph 3 of the order are not applicable on Company;
- (iii) According to information and explanations given to us, the Company has granted unsecured loans to parties covered in register maintained under section 189 of the Companies Act, 2013: -
  - a) According to information and explanations given to us, the terms and conditions of the grant of such loans are not prejudicial to the company's interest;
  - b) According to information and explanation given to us, the schedule of repayment of principal and payment of interest has been stipulated and the receipts are regular as per stipulations; the receipt of principal and interest on above are regular as per stipulations between the parties; and
  - c) According to information and explanation given to us, there were no overdue amount exceeding ninety days considering stipulations with parties, hence the question for recovery of same does not arise.
- (iv) According to information and explanations given to us, the Company has complied with the provisions of section 185 and section 186 of the Companies Act, 2013.
- (v) According to information and explanations given to us, the Company has not accepted public deposits and the provision of section 73 to 76 or other relevant provisions of the Companies Act, 2013 and rules framed thereunder are not applicable to the Company;
- (vi) According to information and explanations given to us, the Company is not liable to maintain cost records as prescribed under section 148(1) of the Companies Act, 2013;
- (vii) (a) According to information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including income-tax and any other applicable statutory dues to the appropriate authorities and there are no outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable;

- (b) According to information and explanations given to us, there are no outstanding statutory dues on the part of Company which is not deposited on account of dispute.
- (viii) According to information and explanations given to us, the company has not obtained any loans and borrowings from any financial institution, bank, government or dues to debenture holders, and hence question of default of repayment does not arise;
- (ix) According to information and explanations given to us, the Company has not raised money by way of initial public offer or further public offer. The Company has not taken any term loans from any bank or financial institution;
- (x) According to information and explanations given to us, there is no noticed or unreported fraud on or by the Company during the year under audit;
- (xi) According to information and explanations given to us, no managerial remuneration has been paid by the company, hence the provisions of the Companies Act, 2013 are not applicable;
- (xii) As per information, the Company is not a Nidhi Company, hence provisions of sub- clause (xii) of the Paragraph 3 of the Order are not applicable;
- (xiii) According to information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 wherever applicable and the details have been disclosed in the financial statements etc., as required by the applicable accounting standards;
- (xiv) According to information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review;
- (xv) According to information and explanations given to us, the Company has not entered into non- cash transactions with directors or persons connected with him;
- (xvi) According to information and explanations given to us, the Company is a Non- Banking Financial Company and registered under Section 45-IA of the Reserve Bank of India Act, 1934.

Signed for the purpose of identification

**FOR V.N. PUROHIT & CO.**  
**Chartered Accountants**  
**Firm Regn. No. 304040E**

**Sd/-**  
**O.P. Pareek**  
**Partner**  
**Membership No. 014238**

New Delhi, the 27th day of May 2017

**Report on the Internal Financial Controls under Clause (i) of Sub- section (3) of Section 143 of the Companies Act, 2013**

We have audited the internal financial controls over financial reporting of RITA FINANCE AND LEASING LIMITED (Formerly Known as Rita Holding Limited) (the Company) as on 31<sup>st</sup> March 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for the Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of fraud and errors, the accuracy and completeness of accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the Guidance Note) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013 to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material aspects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidences we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that: -

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and the receipt and expenditures of the Company are being only in accordance with authorisations of management and directors of the Company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and could not be detected. Also, projections of any evaluation of the internal financial control over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material aspects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2017, based on "the internal financial controls over financial reporting criteria considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India".

**FOR V.N. PUROHIT & CO.**

**Chartered Accountants**

Firm Regn. No. 304040E

Sd/-

**O.P. Pareek**

Partner

Membership No. 014238

New Delhi, the 27<sup>th</sup> day of May 2017

**RITA FINANCE AND LEASING LIMITED**  
 (Formerly known as Rita Holdings Limited)  
 CIN: L67120DL1981PLC011741  
 BALANCE SHEET AS ON 31ST MARCH, 2017

	Notes	31st March 2017 (Rupees)	31st March 2016 (Rupees)
<b><u>EQUITY AND LIABILITIES</u></b>			
<b>Shareholders' fund</b>			
Share capital	2	11,000,000	11,000,000
Reserves and surplus	3	7,811,499	7,796,293
<b>Non Current liabilities</b>			
Long term borrowings	4	2,249,334	5,045,615
<b>Current liabilities</b>			
Short term borrowings	5	4,732,717	-
Other current liabilities	6	162,514	117,960
Short term provisions	7	63,356	73,382
<b>Total</b>		<b>26,019,420</b>	<b>24,033,250</b>
<b><u>ASSETS</u></b>			
<b>Non- Current Asset</b>			
<b>Fixed Assets:</b>			
<b>Tangible Assets</b>			
Tangible Assets	8	364	1,007
Non Current Investments	9	153,650	153,650
Deferred tax assets (net)	10	256	148
Long term loans & advances	11	14,032,233	20,652,886
<b>Current Assets</b>			
Short- term loans & advances	12	11,617,485	212,999
Cash and cash equivalents	13	215,240	2,998,666
Other current assets	14	192	13,894
<b>Total</b>		<b>26,019,420</b>	<b>24,033,250</b>
Summary of significant accounting policies	1		

The accompanying notes are an integral part of the financial statements.  
 As per our report of even date

**FOR V.N. PUROHIT & CO.**  
**Chartered Accountants**  
 Firm Regn. No. 304040E

For and on behalf of the Board of Directors of  
**RITA FINANCE AND LEASING LIMITED**  
 (Formerly known as Rita Holdings Limited)

Sd/-  
**O. P. Pareek**  
 Partner  
 Membership No. 014238

Sd/-  
**Anju Sharma**  
 Managing Director  
 DIN: 02591877

Sd/-  
**Avinash Sharma**  
 Director  
 DIN:07510278

New Delhi, the 27th day of May 2017

Sd/-  
**Anshu Aggarwal**  
 CFO  
 PAN- ACKPA7147A

Sd/-  
**Priyanka Dhamija**  
 Company Secretary  
 PAN- BULPP2517B

**RITA FINANCE AND LEASING LIMITED**

(Formerly known as Rita Holdings Limited)

CIN: L67120DL1981PLC011741

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2017

	Notes	31st March 2017 (Rupees)	31st March 2016 (Rupees)
<b>Income</b>			
Revenue from Operations	15	1,863,766	1,535,223
Other Income	16	5,519	239
<b>Total Revenue (I)</b>		<b>1,869,285</b>	<b>1,535,462</b>
<b>Expenses</b>			
Employee Benefit Expenses	17	813,531	597,601
Finance Charges	18	496,144	83,782
Depreciation	8	643	643
Other expenses	19	551,433	767,580
<b>Total (II)</b>		<b>1,861,751</b>	<b>1,449,606</b>
<b>Profit/ (loss) before tax</b>		<b>7,534</b>	<b>85,856</b>
Tax Expense			
Current Tax		(2,462)	(10,500)
Deferred Tax		108	148
<b>Profit/ (loss) for the year</b>		<b>5,180</b>	<b>75,504</b>
<b>Earning per equity share (EPS)</b>			
[nominal value of share Rs. 10]			
Basic		0.00	0.02
Diluted		0.00	0.02

Summary of significant accounting policies 1

The accompanying notes are an integral part of the financial statements.  
As per our report of even date

FOR V.N. PUROHIT &amp; CO.

Chartered Accountants

Firm Regn. No. 304040E

Sd/-

O. P. Pareek

Partner

Membership No. 014238

New Delhi, the 27th day of May 2017

For and on behalf of the Board of Directors of  
RITA FINANCE AND LEASING LIMITED  
(Formerly known as Rita Holdings Limited)

Sd/-

Anju Sharma

Managing Director

DIN: 02591877

Sd/-

Avinash Sharma

Director

DIN:07510278

Sd/-

Anshu Aggarwal

CFO

PAN- ACKPA7147A

Sd/-

Priyanka Dhamija

Company Secretary

PAN- BULPP2517B



<b>RITA FINANCE AND LEASING LIMITED</b>			
<b>(Formerly known as Rita Holdings Limited)</b>			
<b>CIN: L67120DL1981PLCO11741</b>			
<b>CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH 2017</b>			
		<b>31st March 2017</b>	<b>31st March 2016</b>
		<b>(Rupees)</b>	<b>(Rupees)</b>
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net profit/ (loss) before tax and after extra- ordinary items		7,534	34,224
<b>Adjustments for items: -</b>			
Depreciation		643	643
Operating Profit before working capital changes		8,177	34,867
<b>Working capital adjustments: -</b>			
(Increase)/ decrease in Short term loans and advances		(11,342,972)	422,731
(Increase)/ decrease in Long term loans and advances		6,620,653	-
(Increase)/ decrease in Other Current Assets		13,702	-
Increase/ (decrease) in short term Borrowings		4,732,717	-
Increase/ (decrease) in Other current liabilities		44,554	148,238
Cash generated from operations		76,831	605,836
Direct Taxes Paid		(63,976)	-
<b>Net cash flow from operating activities (A)</b>		<b>12,855</b>	<b>605,836</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Purchase of Fixed Assets		-	(1,650)
<b>Net cash flow from Investing activities (B)</b>		<b>-</b>	<b>(1,650)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
Repayment of Borrowings		(2,796,281)	(11,101,271)
<b>Net cash flow from financing activities (C)</b>		<b>(2,796,281)</b>	<b>(11,101,271)</b>
<b>Net cash flow during the year (A + B + C)</b>		<b>(2,783,426)</b>	<b>(10,497,085)</b>
Add: Opening cash and cash equivalents		2,998,666	13,495,751
<b>Closing cash and cash equivalents</b>		<b>215,240</b>	<b>2,998,666</b>
<b>Components of cash and cash equivalents</b>			
Cash in hand		127,845	343,118
Deposit with banks in current accounts		87,395	2,655,548
<b>Total cash and cash equivalents (Note 13)</b>		<b>215,240</b>	<b>2,998,666</b>
The accompanying notes are an integral part of the financial statements.			
As per our report of even date			
<b>FOR V.N. PUROHIT &amp; CO.</b>		<b>For and on behalf of the Board of Directors of</b>	
<b>Chartered Accountants</b>		<b>RITA FINANCE AND LEASING LIMITED</b>	
Firm Regn. No. 304040E		<b>(Formerly known as Rita Holdings Limited)</b>	
		<b>Sd/-</b>	<b>Sd/-</b>
<b>Sd/-</b>		<b>Anju Sharma</b>	<b>Avinash Sharma</b>
<b>O. P. Pareek</b>		Managing Director	Director
Partner		DIN: 02591877	DIN:07510278
Membership No. 014238			
		<b>Sd/-</b>	<b>Sd/-</b>
New Delhi, the 27th day of May 2017		<b>Anshu Aggarwal</b>	<b>Priyanka Dhamija</b>
		CFO	Company Secretary
		PAN- ACKPA7147A	PAN- BULPP2517B

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017

**1. SIGNIFICANT ACCOUNTING POLICIES****a. Basis of preparation of Financial Statements**

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles (Indian GAAP), including Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies not specifically referred, are consistently applied from the past accounting periods.

**b. Fixed assets**

Fixed assets are carried at the cost of acquisition or construction less accumulated depreciation. The cost of fixed assets includes non-refundable taxes, duties, freight and other incidental expenses related to the acquisition and installation of the respective assets.

**c. Depreciation on Fixed assets**

Depreciation on fixed asset is provided on the Written Down Value (WDV) Method. Depreciation is provided based on useful life of the asset as prescribed in Schedule II to the Companies Act 2013.

**d. Investments**

Current investments are carried at lower of cost and quoted/ fair value, computed category-wise. Non Current investments are stated at cost. Provision for diminution in the value of Non Current investments is made only if such a decline is other than temporary.

**e. Revenue Recognition**

Having regard to the size, nature and level of operation of the business, the company is applying accrual basis of accounting for recognition of income earned and expenses incurred in the normal course of business.

**f. Tax Expenses**

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. Deferred income tax reflect the current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years/period. Deferred tax assets and liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date.

**g. Earnings Per Share**

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

For and on behalf of the Board of Directors of  
**RITA FINANCE AND LEASING LIMITED**  
(Formerly known as Rita Holdings Limited)

Sd/-  
Anju Sharma  
Managing Director  
DIN: 02591877

Sd/-  
Avinash Sharma  
Director  
DIN:07510278

Sd/-  
Anshu Aggarwal  
CFO  
PAN- ACKPA7147A

Sd/-  
Priyanka Dhamija  
Company Secretary  
PAN- BULPP2517B

## 2. Share capital

	As at 31st March 2017		As at 31st March 2016	
	No.	(Rupees)	No.	(Rupees)
<b>Authorised shares</b>				
35,00,000 (31 March 2016: 35,00,000) equity shares of Rs.10 each	3,500,000	35,000,000	3,500,000	35,000,000
<b>Total Authorised Share Capital</b>	<b>3,500,000</b>	<b>35,000,000</b>	<b>3,500,000</b>	<b>35,000,000</b>
<b>Issued, subscribed and fully paid- up shares</b>				
11,00,000 (31 March 2016: 11,00,000) equity shares of Rs.10 each	1,100,000	11,000,000	1,100,000	11,000,000
<b>Total issued, subscribed and fully paid- up share capital</b>	<b>1,100,000</b>	<b>11,000,000</b>	<b>1,100,000</b>	<b>11,000,000</b>

## a. Reconciliation of Shares outstanding at the beginning and at the end of reporting period

	As at 31st March 2017		As at 31st March 2016	
	No.	(Rupees)	No.	(Rupees)
Equity shares at the beginning of the period	1,100,000	11,000,000	200,000	2,000,000
Issued during the year:	-	-	900,000	9,000,000
<b>Outstanding at the end of the period</b>	<b>1,100,000</b>	<b>11,000,000</b>	<b>1,100,000</b>	<b>11,000,000</b>

## b. Details of shareholders holding more than 5% shares in the company

	As at 31st March 2017		As at 31st March 2016	
	Nos.	% holding	Nos.	% holding
Anshul Agarwal	100,000	9.09%	100,000	9.09%
Sunita Aggarwal	100,000	9.09%	100,000	9.09%
Girdhari Lal Mangal	100,000	9.09%	100,000	9.09%
Lalita Mittal	100,000	9.09%	100,000	9.09%
Rekha Mittal	100,000	9.09%	100,000	9.09%

## 3. Reserves and Surplus

	As at 31st March 2017 (Rupees)		As at 31st March 2016 (Rupees)	
<b>General reserve</b>				
Balance as per Last Balance Sheet	1,200,000		1,200,000	
Add: Transfer From surplus	-		-	
		1,200,000		1,200,000
<b>Securities premium</b>				
Balance as per Last Balance Sheet	1,800,000		-	
Add: Transfer From surplus	-		1,800,000	
		1,800,000		1,800,000
<b>Special Reserve u/s 45- IC of RBI Act, 1934</b>				
Balance as per Last Balance Sheet	1,123,348		1,118,573	
Add: Transfer From surplus	1,036		4,775	
		1,124,384		1,123,348
<b>Surplus in statement of profit &amp; loss</b>				
Balance as per last financial statements	3,672,945		3,643,651	
Profit/ (loss) for the year	5,180		75,504	
Contingent provision on standard assets	(474)		(51,632)	
Transfer to Special Reserve u/s 45-IC	(1,036)		(4,775)	
Excess Provision written back	10,500		10,197	
<b>Net surplus in statement of profit and loss</b>		<b>3,687,115</b>		<b>3,672,945</b>
		<b>7,811,499</b>		<b>7,796,293</b>

For and on behalf of the Board of Directors of  
RITA FINANCE AND LEASING LIMITED  
(Formerly known as Rita Holdings Limited)

Sd/-  
Anju Sharma  
Managing Director  
DIN: 02591877

Sd/-  
Avinash Sharma  
Director  
DIN:07510278

Sd/-  
Anshu Aggarwal  
CFO  
PAN- ACKPA7147A

Sd/-  
Priyanka Dhamija  
Company Secretary  
PAN- BULPP2517B

RITA FINANCE AND LEASING LIMITED  
(Formerly known as Rita Holdings Limited)  
NOTES TO THE FINANCIAL STATEMENTS

4	Long Term Borrowings	As at 31st March 2017 (Rupees)	As at 31st March 2016 (Rupees)
	From body corporate	2,249,334	5,045,615
		<u>2,249,334</u>	<u>5,045,615</u>
5	Short Term Borrowings	As at 31st March 2017 (Rupees)	As at 31st March 2016 (Rupees)
	Loans repayable on demand		
	From Others	4,732,717	-
		<u>4,732,717</u>	<u>-</u>
6	Other current liabilities	As at 31st March 2017 (Rupees)	As at 31st March 2016 (Rupees)
	Audit Fees Payable	31,500	20,000
	Expenses Payable	-	9,151
	Salary Payable	79,020	77,243
	Professional Fee Payable	-	6,498
	TDS Payable	51,994	5,068
		<u>162,514</u>	<u>117,960</u>
7	Short term provisions	As at 31st March 2017 (Rupees)	As at 31st March 2016 (Rupees)
	For Income Tax (net of advances)	-	10,500
	<u>Contingent provisions against standard assets*</u>		
	Opening Balance	62,882	11,250
	Addition/ (written off) during the year	474	51,632
	Closing Balance	<u>63,356</u>	<u>62,882</u>
		<u>63,356</u>	<u>73,382</u>
<p>*A contingent provision of 0.25% (0.30% till 31st March, 2016) against standard assets has been created on their respective outstanding amount considering RBI circular Ref. No. DNBR (PD) CC.No. 002/03.10.001/2014-15 dated November 10, 2014.</p>			
9	Non Current Investments	As at 31st March 2017 (Rupees)	As at 31st March 2016 (Rupees)
	<u>Investment in Equity Shares (Quoted)</u>		
	43,900 (31 March 2016: 43,900) fully paid up equity shares of	153,650	153,650
	Rs. 10 each in Shree Worstex Limited		
		<u>153,650</u>	<u>153,650</u>
10	Deffered Tax Assets	As at 31st March 2017 (Rupees)	As at 31st March 2016 (Rupees)
	Timing difference on account of WDV of fixed assets under Companies Act and Income Tax Act	256	148
		<u>256</u>	<u>148</u>

For and on behalf of the Board of Directors of  
RITA FINANCE AND LEASING LIMITED  
(Formerly known as Rita Holdings Limited)

Sd/-  
Anju Sharma  
Managing Director  
DIN: 02591877

Sd/-  
Avinash Sharma  
Director  
DIN:07510278

Sd/-  
Anshu Aggarwal  
CFO  
PAN- ACKPA7147A

Sd/-  
Priyanka Dhamija  
Company Secretary  
PAN- BULPP2517B

RITA FINANCE AND LEASING LIMITED  
(Formerly known as Rita Holdings Limited)  
NOTES TO THE FINANCIAL STATEMENTS

11 Long- term loans and advances	As at 31st March 2017 (Rupees)	As at 31st March 2016 (Rupees)
Security deposits	6000	6,000
Unsecured, considered good		
Loan to Body Corporates	10,175,000	14,633,054
Loan to Others	3,851,233	6,013,832
	<u>14,032,233</u>	<u>20,652,886</u>
12 Short Term Loans & Advances	As at 31st March 2017 (Rupees)	As at 31st March 2016 (Rupees)
Unsecured, considered good		
Loan to Body Corporates	11,316,177	-
Tax deducted at source	260,015	205,022
MAT Credit	10,998	4,477
Advance service tax	30,295	-
Others Advances	-	3,500
	<u>11,617,485</u>	<u>212,999</u>
13 Cash and cash equivalents	31st March 2017 (Rupees)	31st March 2016 (Rupees)
<u>Balances with banks:</u>		
In current accounts	87,395	2,655,548
Cash in hand (as certified)	127,845	343,118
	<u>215,240</u>	<u>2,998,666</u>
14. Other Current Assets	As at 31st March 2017 (Rupees)	As at 31st March 2016 (Rupees)
Preliiminary Expenses	-	13,894
Prepaid expenses	192	-
	<u>192</u>	<u>13,894</u>
15. Revenue from Operations	For the year ended 31st March 2017 (Rupees)	For the year ended 31st March 2016 (Rupees)
Interest Income	1,863,766	1,535,223
	<u>1,863,766</u>	<u>1,535,223</u>
16. Other Incomes	For the year ended 31st March 2017 (Rupees)	For the year ended 31st March 2016 (Rupees)
Interest on Income Tax refund	5,519	239
	<u>5,519</u>	<u>239</u>

For and on behalf of the Board of Directors of  
RITA FINANCE AND LEASING LIMITED  
(Formerly known as Rita Holdings Limited)

Sd/-  
Anju Sharma  
Managing Director  
DIN: 02591877

Sd/-  
Avinash Sharma  
Director  
DIN:07510278

Sd/-  
Anshu Aggarwal  
CFO  
PAN- ACKPA7147A

Sd/-  
Priyanka Dhamija  
Company Secretary  
PAN- BULPP2517B

RITA FINANCE AND LEASING LIMITED  
(Formerly known as Rita Holdings Limited)  
NOTES TO THE FINANCIAL STATEMENTS

	For the year ended 31st March 2017 (Rupees)	For the year ended 31st March 2016 (Rupees)
<b>17. Employee Benefit Expenses</b>		
Salary & wages	813,531	597,601
	<b>813,531</b>	<b>597,601</b>
<b>18. Finance Charges</b>		
	For the year ended 31st March 2017 (Rupees)	For the year ended 31st March 2016 (Rupees)
Interest	484,930	4,095
Bank Charges	11,214	79,687
	<b>496,144</b>	<b>83,782</b>
<b>19. Other expenses</b>		
	For the year ended 31st March 2017 (Rupees)	For the year ended 31st March 2016 (Rupees)
Legal and Professional expenses	179,175	144,010
Membership Fees	18,625	42,060
Annual listing fees	42,365	46,133
Auditors Remuneration (Note No. 27)	35,000	20,000
Courier & postage	4,873	3,272
Advertisement Expenses	118,306	55,914
Printing & stationery expenses	-	-
Listing fees	25,000	-
Miscellaneous expenses	14,913	169
Penalty for Non-filing	-	34,350
Conveyance	-	-
Printing & stationery expenses	3,800	6,998
Filing fees	44,800	404,366
Sitting fees (Note No. 28)	57,000	2,000
Telephone expenses	5,977	3,480
Website expenses	1,599	3,891
Insurance	-	937
	<b>551,433</b>	<b>767,580</b>

For and on behalf of the Board of Directors of  
RITA FINANCE AND LEASING LIMITED  
(Formerly known as Rita Holdings Limited)

Sd/-  
Anju Sharma  
Managing Director  
DIN: 02591877

Sd/-  
Avinash Sharma  
Director  
DIN:07510278

Sd/-  
Anshu Aggarwal  
CFO  
PAN- ACKPA7147A

Sd/-  
Priyanka Dhamija  
Company Secretary  
PAN- BULPP2517B

**RITA FINANCE AND LEASING LIMITED**

(Formerly known as Rita Holdings Limited)

CIN: L67120DL1981PLC011741

Note No. 8

Tangible fixed assets

Description	Useful Life (in Years)	GROSS BLOCK			DEPRECIATION			NET BLOCK			
		Cost as at 01/04/2016	Additions during year	Sales	Cost as at 31/03/2017	Upto 01/04/2016	For the year	Adjusted in Sales	Upto 31/03/2017	As at 31/03/2017	As at 31/03/2016
Telephone	3	1,650	-	-	1,650	643	643	-	1,286	364	1,007
<b>Total</b>		<b>1,650</b>	<b>-</b>	<b>-</b>	<b>1,650</b>	<b>643</b>	<b>643</b>	<b>-</b>	<b>1,286</b>	<b>364</b>	<b>1,007</b>
Previous Year		-	1,650	-	1,650	-	643	-	643	1,007	-

For and on behalf of the Board of Directors of  
RITA FINANCE AND LEASING LIMITED  
(Formerly known as Rita Holdings Limited)

Sd/-  
Anju Sharma  
Managing Director  
DIN: 02591877

Sd/-  
Avinash Sharma  
Director  
DIN:07510278

Sd/-  
Anshu Aggarwal  
CFO  
PAN- ACKPA7147A

Sd/-  
Priyanka Dhamija  
Company Secretary  
PAN- BULPP2517B



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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017

20. There is no Micro, Small and Medium Enterprises as defined under Micro, Small & Medium Enterprises Development Act, 2006 to which Company owes dues which are outstanding for a period more than 45 days as on Balance Sheet Date.

The above information regarding Micro, Small and Medium Enterprises has been determined on the basis of information availed with the Company and has been duly relied by the auditors of the Company.

21. Provisions of Accounting Standard (AS) - 17 on 'Segment Reporting' are not been applicable to the Company.

22. **Disclosure of Specified Bank Notes**

	Specified Bank Notes	Other Denomination Notes	Total
<b>Closing Cash in Hand as on 08/11/2016</b>	<b>66,000</b>	<b>21,615</b>	<b>87,615</b>
<b>Add: Permitted Receipts</b>	Nil	Nil	Nil
<b>Less: Permitted Payments</b>	Nil	310	310
<b>Less: Amount Deposited in Banks</b>	<b>66,000</b>	Nil	<b>66,000</b>
<b>Closing Cash in Hand as on 30/12/2016</b>	<b>Nil</b>	<b>21,305</b>	<b>21,305</b>

23. Necessary disclosures as per requirements of Accounting Standard (AS)-18 on 'Related Party Disclosure' are made as under: -

(a) Related Parties Covered: -

Nature of Relation		Name of Related Party
(i)	Key Management Personnel	i. Pradeep Anand (Director); ii. Neelam Anand (Director); iii. Anju Sharma (Managing Director); iv. Surinder Kumar Jain (Director); v. Anshu Agrawal (CFO); vi. Priyanka Dhamija (Company Secretary);
(ii)	Relative of Key Management Personnel	None
(iii)	Enterprise controlled or significantly influenced by the Key Management Personnel	None

For and on behalf of the Board of Directors of  
**RITA FINANCE AND LEASING LIMITED**  
 (Formerly known as Rita Holdings Limited)

Sd/  
 Anju Sharma  
 Managing Director  
 DIN: 02591877

Sd/-  
 Avinash Sharma  
 Director  
 DIN:07510278

Sd/-  
 Anshu Aggarwal  
 CFO  
 PAN- ACKPA7147A

Sd/-  
 Priyanka Dhamija  
 Company Secretary  
 PAN- BULPP2517B

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017

**(b) Transaction with Related Parties:-**

Transaction with	Nature of Transaction	31/03/2017 (Rs.)	31/03/2016 (Rs.)
<b>Key Management Personnel:-</b>			
Anshu Aggarwal	Remuneration	4,80,000	40,000
Priyanka Dhamija	Remuneration	2,47,231	44,601
Anju Sharma	Remuneration	Nil	2,20,000
<b>Relatives of Key Management Personnel: None</b>			
<b>Enterprises owned or significantly influenced by the Key Management Personnel or their Relatives:- None</b>			

24. Balance shown under head Sundry Debtors, Creditors and Advances are subject to confirmation.

25. Particulars	31/03/2017 (Rs.)	31/03/2016 (Rs.)
Earnings/ Remittances and/ or Expenditure in Foreign Currency	Nil	Nil

26. In the opinion of Board of Directors and to the best of their knowledge and belief, the realisable value of Current Assets, Loans and Advances would not be less than the amount at which they are stated in the Balance Sheet.

27. Break- up of Payments made to Statutory Auditors (excluding Taxes) is disclosed as under: -

	31/03/2017 (Rs.)	31/03/2016 (Rs.)
In respect of Statutory Audit (including Tax Audit)	35,000	20,000
<b>TOTAL</b>	<b>35,000</b>	<b>20,000</b>

For and on behalf of the Board of Directors of  
RITA FINANCE AND LEASING LIMITED  
(Formerly known as Rita Holdings Limited)

Sd/  
Anju Sharma  
Managing Director  
DIN: 02591877

Sd/-  
Avinash Sharma  
Director  
DIN:07510278

Sd/-  
Anshu Aggarwal  
CFO  
PAN- ACKPA7147A

Sd/-  
Priyanka Dhamija  
Company Secretary  
PAN- BULPP2517B

**RITA FINANCE AND LEASING LIMITED**  
**(Formerly Known as Rita Holding Limited)**  
 NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017

28. Break-up of Payments made to Directors is disclosed as under:-

Transaction with	Nature of Transaction	31/03/2017 (Rs.)	31/03/2016 (Rs.)
Prakash Chand Jajoria	Sitting Fee	18,000	2,000
Jitendra Kumar Agarwal	Sitting Fee	18,000	Nil
Avinash Sharma	Sitting Fee	9,000	Nil
Vandana Gupta	Sitting Fee	12,000	Nil
<b>TOTAL</b>		<b>57,000</b>	<b>2,000</b>

29. Particulars
- |                                   | 31/03/2017<br>(Rs.) | 31/03/2016<br>(Rs.) |
|-----------------------------------|---------------------|---------------------|
| Contingent Liability provided for | Nil                 | Nil                 |
30. Previous Year's Figures have been re- arranged or re- grouped wherever considered necessary.
31. Figures have been rounded off to the nearest rupees.
32. Figures in brackets indicate negative (-) figures.

Signed for the purpose of Identification

FOR V.N. PUROHIT & CO.  
Chartered Accountants  
Firm Regn. No. 304040E

For and on behalf of the Board of Directors of  
RITA FINANCE AND LEASING LIMITED  
(Formerly known as Rita Holdings Limited)

Sd/-  
O. P. Pareek  
Partner  
Membership No. 014238

Sd/-  
Anju Sharma  
Managing Director  
DIN: 02591877

Sd/-  
Avinash Sharma  
Director  
DIN:07510278

Sd/-  
Anshu Aggarwal  
CFO  
PAN- ACKPA7147A

Sd/-  
Priyanka Dhamija  
Company Secretary  
PAN- BULPP2517B

New Delhi, the 27th day of May 2017

**ATTENDANCE SLIP**

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

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

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

I certify that I am a registered Shareholders/Proxy for the registered Shareholder of the Company. I/we hereby record my/our presence at the Annual General Meeting of the Company held on Saturday, the 23rd day of September, 2017 at 11:00 A.M., at the Registered Office of the Company situated at 324A, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085.

**Signature of the Member/Proxy**

**(To be signed at the time of handing over the slip)**

**Form No. MGT-11**  
**Proxy Form**  
**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies**  
**(Management and Administration) Rules, 2014]**

CIN: L67120DL1981PLC011741

Name of the Company: Rita Finance and Leasing Limited (Formerly known as Rita Holdings Limited)

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

Date and Time: 23rd September, 2017 at 11:00 A.M.

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

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 36th Annual General Meeting of the Company to be held on 23rd September, 2017 at 11:00 A.M. at registered office at 324A, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085 and at any adjournment thereof) in respect of such resolutions as are indicated below:

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him/her

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him/her

3. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him/her

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

S. No.	Resolution	Number of shares held	For	Against
<b>ORDINARY BUSINESS:</b>				
1	Adoption of Financial Statement			
2	Appointment of Mr. Pradeep Anand as a director Liable to retire by rotation			
3	To ratify the appointment of Statutory Auditor of the Company			

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

Signature of shareholder .....

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

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

Affix One Rupee Revenue Stamp
----------------------------------

**Note:**

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

**FORM NO. MGT-12****Polling Paper**

**[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]**

**Name of the Company:** Shree Worstex Limited

**Registered office:** 324A, IIIrd Floor, Aggarwal Plaza, Sector-14 Rohini New Delhi-110085

**BALLOT PAPER**

S No	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No./*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

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

No	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
Ordinary Business				
1.	Adoption of Financial Statement			
2.	Appointment of Mr. Pradeep Anand as a director Liable to retire by rotation			
3.	To ratify the appointment of Statutory Auditor of the Company			

Place:

Date:

(Signature of the shareholder)

ROUTE MAP

AGM VENUE: 324A, IIIIRD FLOOR, AGGARWAL PLAZA, SECTOR-14, ROHINI, NEW DELHI -110085



**Rita Finance and Leasing Limited (Formerly Known as Rita Holdings Limited)**  
**36th Annual Report**  
**2016-2017**



***If Undelivered Please return to:***

***RITA FINANCE AND LEASING LIMITED***

***(FORMERLY KNOWN AS RITA HOLDINGS LIMITED)***

***324A, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini New Delhi-  
110085***