

RITA FINANCE AND LEASING LIMITED

CIN: L67120DL1981PLC011741

Registered Office: 325, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, Delhi-110085

Corp Off: 303, Tilakraj Complex, Opp. Surya Rath, Panchavati First Lane, Ambawadi,
Ahmedabad – 380006

E-mail: ritaholdingsltd@gmail.com; **Website:** www.ritafinance.in; **Tel.:** +91-9810260127

POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22(1) of the Companies (Management and Administration) Rules, 2014

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for holding general meetings / conducting postal ballot through e-voting, vide Ministry's General Circular No. 14/2020 date 08th April, 2020, Circular No. 03/2022 dated 05th May, 2022, Circular No 11/ 2022 dated 28th December, 2022 and Circular No. 09/2023 dated 25th September, 2023 and Circular No. 09/2024 dated 19th September, 2024 03/2025 dated September 22, 2025 (in continuation to the circulars issued earlier in this regard), and Circular no SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07th October, 2023 (in continuation to the circulars issued earlier in this regard) Issued by SEBI and Secretarial Standard – 2 (“SS-2”) on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, approval of the Members of the Company is sought for the proposals contained in the resolutions forming part of this Notice of Postal Ballot (“Notice”).

In compliance with the aforesaid circulars issued by MCA and SEBI, Regulation 44 of the Listing Regulations and the provisions of Sections 108, 110 and other applicable provisions of the Act read with the Rules, as amended from time to time, and SS – 2 on General Meetings, Notice is being sent by the Company only through electronic mode to all its Members who have registered their email addresses with the Company and / or Skyline Financial Services Private Limited, Registrar and Transfer Agent of the Company or their respective depository participants (NSDL/CDSL). Hard copy of the Notice along with Postal Ballot form and pre-paid business reply envelope will not be sent to the Members for this postal ballot and they are required to communicate their assent or dissent through electronic means by remote e-voting system only. This postal ballot is accordingly being initiated in compliance with the circulars issued by MCA and SEBI.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company, at its meeting held on 26th March, 2026 has appointed Mr. Ankur Dineshchandra Gandhi, Practicing Company Secretaries, (Membership No. 48016, C.O.P. No. 17543) as the Scrutinizer for conducting the postal ballot only through the remote e-voting process in a fair and transparent manner.

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In accordance with the MCA circulars, Members can vote only through the remote voting process. Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company is pleased to offer remote voting facility to all its Members to cast their votes by electronic means through the remote e-voting process. Members are requested to read the instructions in the Notes under the section "Voting through remote e-voting facility" at note #13 of this Notice to cast their vote by electronic means through the remote e-voting process. The Company has appointed National Securities Depository Limited (NSDL) to provide remote e-voting facility for its Members. The remote e-voting facility is available from 9:00 am (IST) on Sunday, 29th March, 2026 up to 5.00 pm (IST) on Monday, 27th April, 2026. Remote e-voting module will be blocked by National Securities Depository Limited (NSDL) at 5.00 pm (IST) on Monday, 27th April, 2026 and voting shall not be allowed beyond the said date and time. Members are requested to cast their vote through the remote e-voting process not later than 5:00 pm (IST) on Monday, 27th April, 2026 to be eligible for being considered, failing which it will be strictly considered that no vote has been received.

Based on the Scrutinizer's report, the results of the remote e-voting will be declared on or before Wednesday, 29th April, 2026 i.e. within two (2) working days from close of voting period. The declared results, along with the Scrutinizer's report, will be available forthwith on the website of the Company i.e. <https://www.ritafinance.in/> and will also be forwarded to BSE Limited and Metropolitan Stock Exchange of India Limited, where the equity shares of the Company are listed. National Securities Depository Limited (NSDL), who has provided the platform for facilitating remote e-voting, will also display these results on its website.

The last date of remote e-voting shall be the date on which the resolutions shall be deemed to have been passed, if approved by requisite majority.

RESOLUTION NO.1:

INCREASE IN THE AUTHORIZED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION

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

"RESOLVED THAT pursuant to the provisions of **Sections 13, 61, 64** and all other applicable provisions, if any, of the **Companies Act, 2013**, read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the provisions of the **Memorandum and Articles of Association of the Company**, and subject to such approvals as may be required from the statutory authorities, the consent of the members of the Company

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be and is hereby accorded to **increase the Authorised Share Capital of the Company** from ₹10,00,00,000/- (**Rupees Ten Crores Only**) divided into **1,00,00,000 (One Crore) Equity Shares of ₹10/- (Rupees Ten Only) each** to ₹16,00,00,000/- (**Rupees Sixteen Crores Only**) divided into **1,60,00,000 (One Crore Sixty Lakhs) Equity Shares of ₹10/- (Rupees Ten Only) each.**

RESOLVED FURTHER THAT this resolution shall be **in supersession of all earlier resolutions** passed by the members of the Company in connection with the increase of Authorised Share Capital, to the extent they are inconsistent with this resolution.

RESOLVED FURTHER THAT pursuant to the aforesaid increase in the Authorised Share Capital of the Company, **Clause V of the Memorandum of Association** of the Company be and is hereby **altered by substituting** the existing Clause V with the following:

“V. The Authorised Share Capital of the Company is ₹16,00,00,000/- (Rupees Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lakhs) Equity Shares of ₹10/- (Rupees Ten Only) each.”

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, **any Director or Key Managerial Personnel** of the Company be and is hereby **severally authorised** to do all such acts, deeds, matters and things, including filing of necessary forms with the **Registrar of Companies**, payment of applicable fees, and execution of all such documents as may be necessary or expedient.”

RESOLUTION NO. 2:

ISSUANCE OF CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS AND MATTERS RELATED THEREWITH

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) read with Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with the relevant stock exchange(s) where the shares of the Company are listed (“Stock Exchange(s)”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2018, as amended, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Master Direction – Reserve Bank of India (Non-Banking Financial

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Company – Scale Based Regulation) Directions, 2023 as amended, RBI Circulars and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India and subject to the approvals, consents, permissions and/or actions, as may be required from any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the board of directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and are hereby accorded to create, issue, offer and allot, on a preferential basis, up to **60,00,000 (Sixty Lakhs)** Convertible Warrants (“Warrants”), at a price **₹20.00/- (Twenty Only)** per Warrant, each convertible into, or exchangeable for, One (01) fully paid-up equity share of the Company having face value of ₹ 10/- (Rupees Ten Only) each (“The Equity Shares”) at a premium of **Rs.10/- (Ten Only)** per share to persons / entities (Proposed allottees) on a preferential basis, for cash and in accordance with the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and/or other applicable Laws and on such terms and conditions as the board may, in its absolute discretion think fit and without requiring any further approval or consent from the members, to the below-mentioned Proposed Equity Allottees in the manner as follows:

Sr. No.	Name	No. of Shares Proposed to Be issue	Category of the Proposed Allottes	Pre-holding	Post holding
1	Rajnikant C Shukla Huf	790000	Non – Promoter Category	0	790000
2	Sellwin Traders Limited	790000	Non – Promoter Category	0	790000
3	Hetalben Monilbhai Vora	600000	Non – Promoter Category	0	600000
4	Shilpa Buildcon Private Limited	50000	Non – Promoter Category	0	50000
5	Neela Falgun Yagnik	395000	Non – Promoter Category	0	395000
6	Falgun A Yagnik Huf	380000	Non – Promoter Category	0	380000
7	Reshma Karan Morani	50000	Non – Promoter Category	0	50000

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8	Nitinbhai J Mistry	50000	Non – Promoter Category	0	50000
9	Priyanka Mittal	300000	Non – Promoter Category	0	300000
10	Rahul Mittal	300000	Non – Promoter Category	0	300000
11	Long View Financial Services Pvt Ltd	600000	Non – Promoter Category	0	600000
12	Pankaj Manilal Sheth	10000	Non – Promoter Category	0	10000
13	Amit B Shah	25000	Non – Promoter Category	0	25000
14	Abhay Bipinchandra Shah	25000	Non – Promoter Category	0	25000
15	Helly Jayeshbhai Raval	475000	Non – Promoter Category	0	475000
16	Mitesh Patel	365000	Non – Promoter Category	0	365000
17	Mideast Healthcare Private Limited	790000	Non – Promoter Category	0	790000
18	Montukumar Ganpatbhai Patel	5000	Non – Promoter Category	0	5000

“**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the Warrants issued shall be subject to the following terms and conditions:

1. In accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, 25% (Twenty-Five Per Cent) of the Warrant Issue Price, shall be paid by the Warrant Holders to the Company on or before allotment of the Warrants and the balance consideration i.e., 75% (Seventy-Five Per Cent) of the Warrant Issue Price shall be paid in one or more trench before exercise of option to apply for fully paid –up Equity shares of ₹10/- each of the Company, against each such Warrant held by the Warrant Holder.

2. The Warrant Holders shall be entitled to exercise his/her option to convert any or all of the warrants into equity shares of the Company in one or more tranches after giving a written notice to the Company, specifying the number of warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of equity shares of the Company to the Warrant Holders.

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3. The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into to the designated bank account of the Company.

4. In terms of Regulation 166 of the ICDR Regulations, the price of Warrants determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, if applicable. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Warrants shall continue to be locked- in till the time such amount is paid by the Warrant Holder.

5. Upon exercise of the option by Warrant Holder(s), the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to securities demat account of the Warrant Holder.

6. The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant Holders within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant Holders to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holders on such Warrants shall stand forfeited.

7. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank paripassu with the then existing Equity Shares of the Company, including entitlement to voting powers and dividend.

8. The Warrants by itself, until exercised and converted into equity shares, shall not give to the Warrant Holders thereof any rights with respect to that of an Equity shareholder of the Company.

9. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

“RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the “Relevant Date” for the purpose of determining the floor price for the proposed Preferential Allotment of Equity Shares be and is hereby fixed as **Friday, 27th March, 2026**, being the date determined in terms of the said Regulations.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above

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resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to BSE for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, (“ROC”), National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders, and to delegate all or any of the powers conferred on it by this resolution to any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

RESOLUTION NO. 3:

REGULARISATION OF ADDITIONAL DIRECTOR OF MRS. RESHMA KARAN MORANI (DIN: 00762924) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT, in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, read with Schedule IV of the Act, Regulation 16 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Reshma Karan Morani (DIN: 00762924) who was appointed as an Additional Director of the Company w.e.f 13th February, 2026 pursuant to Section 161 of the Act and who has submitted a declaration that she meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office

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for a term of up to 5 (five) consecutive years with effect from 13th February, 2026 and ending on 12th February, 2031.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the Directors or Key Managerial Personnel, be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto.”

RESOLUTION NO. 4:

REGULARISATION OF ADDITIONAL DIRECTOR OF MR. NILESH PRAFULBHAI THAKKAR (DIN: 11519752) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

“**RESOLVED THAT**, in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, read with Schedule IV of the Act, Regulation 16 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Nilesh Prafulbhai Thakkar (DIN: 11519752) who was appointed as an Additional Director of the Company w.e.f 13th February, 2026 pursuant to Section 161 of the Act and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of up to 5 (five) consecutive years with effect from 13th February, 2026 and ending on 12th February, 2031.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the Directors or Key Managerial Personnel, be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto.”

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RESOLUTION NO. 5:

TO APPOINT M/S. PARTH R. SHAH & CO. (FRN: 153846W), CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Section 139 (8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions of the Act, including any statutory modifications, amendments or re-enactments thereof for the time being in force, and pursuant to the recommendation made by the Audit Committee and Board of Directors, the consent of the members of the Company be and is hereby accorded to appoint M/s. Parth R. Shah & Co. (FRN: 153846W), as Statutory Auditor of the company up to the conclusion of the 45th Annual General Meeting and M/s. Parth R. Shah & Co. (FRN: 153846W) shall conduct the Statutory Audit for the period ended 31st March, 2026 and such other audit/review/certification/work as may be required and/or deemed expedient, on such remuneration and out-of-pocket expenses, as may be fixed by the Board of Directors and Audit Committee of the Company, in consultation with them.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the Directors or Key Managerial Personnel, be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto.”

**By Order of the Board of Directors
Rita Finance and Leasing Limited**

Place: Ahmedabad

Date: 26/03/2026

**Sd/-
Sandipbhai Patel
Director
DIN: 10849576**

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Notes:

1. The explanatory statements pursuant to Section 102 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) pertaining to the resolutions of the Company is annexed herewith.
2. In compliance with circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, the Company is sending this Notice of Postal Ballot (“Notice”) to the Members in electronic form only. The communication of assent or dissent of the Members shall take place through the process of remote e-voting only.
3. The Notice is being sent through e-mail only to Members whose names appear in the Register of Members of the Company or the Register of Beneficial Owners maintained by the depositories viz. National Securities Depository Limited (“NSDL”) or Central Depository Services (India) Limited (“CDSL”) as on Friday, 20th March, 2026 (“Cut-off Date”) and whose email addresses are registered in the records of the Company or the depositories, as on the Cut-off Date.
4. Members may note that the Notice is also available on the website of the Company i.e. <https://www.ritafinance.in/>, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and Metropolitan Stock Exchange of India Limited (MSE) i.e. <https://www.msei.in/> on the website of NSDL at <https://nsdl.co.in/> A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.
5. After dispatch of the Notice through email, advertisement shall be published in one English daily newspaper having country-wide circulation and in one Hindi newspaper, having wide circulation in the district where the registered office of the Company is situated and will also be uploaded on the website of the Company i.e. <https://www.ritafinance.in/> and websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and Metropolitan Stock Exchange of India Limited (MSE) i.e. <https://www.msei.in/>
6. Members desirous of receiving communication from the Company in electronic form, may register their e-mail address with their respective depository participant.
7. Members who have not registered their e-mail addresses with the Company / Skyline Financial Services Private Limited, Registrar and Transfer Agent (“RTA”) / depository participant are requested to log in to the website of our RTA i.e. <https://www.skylinerta.com/>, upload the required documents and submit.

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Further, Members are also requested to approach their depository participant to register / revise their e-mail address in their demat account details as per the process defined by the respective depository participant.

8. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date
9. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csankurgandhi@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
10. All document(s) mentioned in the Notice will be available for electronic inspection without any fee, from the date of circulation of this Notice up to the date of conclusion of remote e-voting period i.e. up to 27th April, 2026 Members who wish to inspect the relevant document(s) may send an email to ritaholdingsltd@gmail.com in by mentioning their DP ID and Client ID in case of dematerialised shareholding / Folio no. in case of physical shareholding.
11. The last date specified in this Notice for e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
12. Contact details of the person responsible to address the queries / grievances connected with the voting by electronic means, if any:

Ms. Deepika Vaid, Company Secretary, 303, Tilakraj Complex, Opp. Surya Rath, Panchavati First Lane, Ambawadi, Ahmedabad – 380006, Gujarat, India, Contact: +919727378818, Email: ritaholdingsltd@gmail.com
13. The Detailed Procedure with respect to remote e-voting is mentioned below in the notice

RITA FINANCE AND LEASING LIMITED

CIN: L67120DL1981PLC011741

Registered Office: 325, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, Delhi-110085

Corp Off: 303, Tilakraj Complex, Opp. Surya Rath, Panchavati First Lane, Ambawadi,
Ahmedabad – 380006

E-mail: ritaholdingsltd@gmail.com; **Website:** www.ritafinance.in; Tel.: +91-9810260127

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- (i) The voting period begins on 9:00 am (IST) on Sunday, 29th March, 2026 up to 5.00 pm (IST) on Monday, 27th April, 2026. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 20th March, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available

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	<p>under ‘IDEAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none">2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;"> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;"></div>
Individual Shareholders holding securities in demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested

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	<p>to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

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Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID

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	For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

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8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csankurgandhi@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.

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3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to ritaholdingsltd@gmail.com

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ritaholdingsltd@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility

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Annexure to the Notice

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

SPECIAL BUSINESSES:

Resolution No. 1 Increase in the Authorized Share Capital and Consequent Alteration of Memorandum of Association

The Company propose to increase Authorised Capital to **₹16,00,00,000/- (Rupees Sixteen Crores Only)** divided into **1,60,00,000 (One Crore Sixty Lakhs)** Equity Shares of ₹10/- each to facilitate fund raising in future via issuing of Equity shares of the Company.

Increase in the Authorised Capital will also require consequential amendment in clause V of Memorandum of Association of the Company.

Pursuant to Section 13, 61 and Section 64 of the Companies Act, 2013 alteration of Capital Clause requires approval of the member of Company.

The Board of Directors are hereby recommending this resolution for the approval of the members by way of Special Resolution.

A copy of Memorandum of Association is available for any inspection on any working day except Saturday and Sunday between 11.00 a.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) at the Office of the Company.

Resolution No. 2 Issuance of Convertible Warrants on A Preferential Basis and Matters Related therewith

The Board of Directors of the Company, at its meeting held on **26th March, 2026**, subject to the approval of the members of the Company and such other approvals as may be required, approved the proposal for raising funds by way of issuance and allotment of up to **60,00,000 (Sixty Lakhs)** Convertible Warrants ("Warrants") on a preferential basis, at a price of **₹20/- (Rupees Twenty Only)** per Warrant, each Warrant being convertible into, or exchangeable for, one (1) fully paid-up equity share of the Company having a face value of ₹10/- (Rupees Ten Only) each at a premium of ₹10/- per share, aggregating to **₹12,00,00,000/- (Rupees Twelve Crores Only)**, to persons belonging to the Non-Promoter Category ("Proposed Allottees").

Since the Company is a listed entity, the proposed preferential issue shall be in compliance with the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Sections 42 and 62(1)(c) of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014,

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and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions, as amended from time to time.

The details of the issue and other particulars as required in terms of Regulation 163 of the SEBI (ICDR) Regulations, 2018 and other applicable statues in relation to the proposed Special Resolution are given hereunder:

a) Objects of the preferential issue:

The funds are required by the Company for the following objects:

1. To meet the working capital requirements for lending business;

The quantum of funds required on different dates may vary therefore, the Broad Range of intended use of the Issue Proceeds of the Issue is as under:

Sr. No.	Particulars	Total estimated Amount to be utilized (Rs.in Lakhs)	Tentative timelines for utilization of issue receipt of funds within
1	To meet the working capital requirements for lending business	1200.00	Upto 1.5 Years from the Date of receipts of Fund

The Main Object Clause of Memorandum of Association of the Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Preferential Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the Object Clause of our Memorandum of Association.

Our fund requirements and deployment of the proceeds of the Preferential Issue are based on the internal management estimates and it may change subject to range gap shall not exceed +/-10% of the amount specified for that object of size of the Preferential Issue depending upon future circumstances since the same is dependent on a variety of factors such as financial, market and sectorial conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilisation of the net proceeds at the discretion of the Board, subject to compliance with applicable laws, in

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accordance with BSE Notice No. 20221213-47 and NSE Circular No. NSE/CML/2022/56 both dated Decembers 13, 2022.

Further, if the proceeds are not utilised (in full or in part) for the Objects during the period stated above table, the remaining proceeds, if any shall be utilised in subsequent periods of 12 months in accordance with the objectives of the issue and applicable laws. Till the committed funds are utilised towards the stated objects above, they will be used by the Company for its working capital requirements.

b) Monitoring of utilization of funds: Since the proceeds from the Issue are less than ₹100 Crores, the Regulation 162A of Chapter V of SEBI (ICDR) Regulations, 2018 is not applied.

c) Relevant Date: In terms of the provisions of Regulation 161 of the SEBI ICDR Regulations, the Relevant Date for determining of the floor price for Warrants to be issued is **Friday, 27th March, 2026**.

d) Amount which the company intends to raise by way of such securities: ₹ 12,00,00,000/- (Rupees Twelve Crore Only)

e) Particulars of the Preferential Issue including date of passing of Board resolution: The Board, at its meeting held on 26th March, 2026 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 60,00,000 Warrants to the Proposed Allottees, each at an issue price of INR.20.00/- per Warrant (including a premium of INR 10.00/- per Warrant), aggregating up to INR 12,00,00,000, for a cash consideration, by way of a preferential issue on a private placement basis.

f) Basis or justification for the price (including the premium, if any) has been arrived at: The Equity Shares of the Company are listed on the BSE Limited ("BSE"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and BSE, being the Stock Exchange with higher trading volumes for the preceding 90 (Ninety) trading days prior to the **Relevant Date**, has been considered for determining the floor price in accordance with Chapter V of the SEBI ICDR Regulations.

In terms of the applicable provisions of Chapter V of the SEBI ICDR Regulations, the floor price for the Preferential Issue is **INR 19.59 (Indian Rupees Nineteen and Fifty Nine paisa only)** per Warrant, being the higher of the following:

a) 90 (Ninety) trading days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE preceding the Relevant Date: INR 19.59 (Indian Rupees Nineteen and Fifty Nine paisa only) per Equity Share; or

b) 10 (Ten) trading days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE preceding the Relevant Date: INR.14.40 (Indian Rupees Fourteen and Forty Paisa only) per Equity Share; and

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c) Floor price determined in accordance with the provisions of the Articles of Association of the Company. However, the Articles of Association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

The price per warrant to be issued pursuant to the Non-Promoter Preferential Issue is fixed at **INR 20.00/- (Indian Rupees Twenty only)**, being a price that is not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws from time to time.

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the ICDR Regulations are not applicable.

In case, the Company is required to re-compute the price then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the ICDR Regulations, the Warrants proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees.

g) Intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer: None of the Promoters, Directors or Key Managerial Personnel or Senior Management Personnel of the Company intends to subscribe to the proposed Preferential Issue of Convertible Equity Warrants and are not directly or indirectly interested in above subscription.

h) The class or classes of persons to whom the allotment is proposed to be made: The Preferential Issue of Warrants is proposed to be made to the Proposed Allottees, who are belongs to non-promoter, public category.

i) number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price: The Company has not made any preferential allotment of equity during the period from April 1, 2025 till the date of this Notice.

The Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2025-26 will not exceed the limit specified in the Act and Rules made thereunder.

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j) Shareholding pattern of the issuer before and after the preferential issue:

Sr.No.	Category	No. of Shares	Percentage (%)	No. of Shares	Percentage (%)
		Pre-Holding 31.12.2025		*Post-Holding	
(A)	Promoter and Promoter Group				
1.	Indian				
	Individuals/Hindu Undivided Family	2871190	28.71	2871190	17.94
	Bodies Corporate	36251	0.36	36251	0.23
	Sub Total(A)(1)	2907441	28.71	2907441	18.17
2.	Foreign	-	-	-	-
	Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	2907441	28.71	2907441	18.17
(B)					
1	Institutions				
	Mutual Funds	-	-	-	-
	Financial Institutions/Banks	-	-	-	-
	Provident Funds/ Pension Funds	-	-	-	-
	NBFCs Registered with RBI	1375	0.01	1375	0.01
	Any other (Specify)	-	-	-	-
	Sub Total (B) (1)	1375	0.01	1375	0.01
2	Non-Institutions				
	i)Individuals	6282310	62.82	8882310	55.51
	ii)Clearing Member	-	-	-	-

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	iii) Bodies Corporate	388478	3.88	2618478	16.37
	*Non-Resident Indians	3837	0.04	3837	0.02
	Any-other includes HUF	416559	4.17	1586559	9.92
	Trusts				
	Sub Total (B) (2)	7091184	70.91	13091184	81.82
Total	Public	7092559	70.92	13092559	81.83
Shareholding					
(B)=(B)(1)+(B)(2)					
Total(A)+(B)		10000000	100	16000000	100

*The above post-issue shareholding is prepared to assume full conversion of Warrants into equity shares issued pursuant to this preferential issue.

k) maximum number of securities to be issued: The resolution set out in the accompanying notice authorises the Board to raise funds aggregating upto INR 12,00,00,000/- by way of issuance of upto 60,00,000 warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of INR 10/- each at an issue price of INR 20/- each payable in cash.

Minimum amount of INR 5/- (Indian Rupees Five Only) per warrants, which is equivalent to 25% (Twenty Five Percent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The Warrant Holder(s) will be required to make further payments of Rs.15/- (Indian Rupees Fifteen Only) for each Warrant, which is equivalent to 75% (seventy five percent) of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to Equity Share(s).

l) Principal terms of assets charged as securities: Not Applicable

m) material terms of raising such securities:

The material terms for the Preferential Issue of Warrants to the Proposed Allottees is set out below:

A. Tenure:

The Warrants shall be convertible into equity shares within a period of 18 (Eighteen) months from the date of allotment of the Warrants.

B. Conversion and other related matters:

a) The Warrant holder shall have the right to convert the Warrants into fully paid-up Equity Shares of the Company of face value of INR 10.00 (Indian Rupees Ten only) each, in one or more tranches, by delivering a notice of conversion ("Conversion Notice") to the Company requesting the conversion of

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the relevant number of Warrants into Equity Shares, on the date designated as the specified conversion date in the Conversion Notice ("Conversion Date").

- b) The conversion ratio is 1 (One) equity share in lieu of 1 (One) Warrant.
- c) Prior to the Conversion Date, the Warrant Holder(s) shall pay the Warrant exercise amount for the relevant Warrants it proposes to convert, and the Company shall, upon receipt of such payment in the designated bank account, on the Conversion Date, in accordance with applicable law to issue and allot equity shares (free and clear of all encumbrances other than any lock-in prescribed under applicable law) to the Warrant holder in lieu of the relevant Warrants.
- d) The Company shall file the certificate from its statutory auditor with the Stock Exchanges, confirming that the Company has received the Warrant exercise amount in compliance with Regulation 169 of the SEBI ICDR Regulations from the Warrant Holder(s) and the relevant documents thereof are maintained by the Company as on the date of certification.
- e) Upon exercise of the option by Warrant Holder(s) to convert Warrant(s) into the Equity Shares of the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated demat account of the respective Warrant Holders.
- f) The Warrant holder shall make the relevant disclosures required under applicable law, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, in relation to the Preferential Issue and conversion of the Warrants.
- g) The procedure for conversion of Warrants into Equity Shares set out above shall be applicable for conversion of each Warrant into equity shares, irrespective of the number of tranches in which the Warrant Holder(s) issues a Conversion Notice in accordance with Paragraph B (a) above.

C. Rights:

The Warrants shall not carry any voting rights until they are converted into Equity Shares.

n) Time frame within which the preferential issue shall be completed:

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Warrants shall be completed within a period of 15 (Fifteen) days from the date of passing of the Special Resolution by the Shareholders, provided that where the allotment is pending on account of the pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment shall be completed by the Company within 15 (Fifteen) days from the date of such approval/ permission or within such further period as may be prescribed or allowed by SEBI, Stock Exchange or other concerned authorities.

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Proposed Allottees of Warrants shall be entitled to convert the same into an equal number of Equity Shares, in one or more tranches, within a period of 18 (Eighteen) months from the date of allotment of the Warrants.

Upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares pursuant to the exercise of the Warrants is completed within 15 (Fifteen) days from the date of such exercise by the allottee of such Warrants.

o) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

Sr. No.	Name	Category (Promoter/ Non - Promoter)	Name of Ultimate Beneficial Owners of the Proposed Allottee
1	Rajnikant C Shukla Huf	Non – Promoter Category	Leena Amitkumar Joshi
2	Sellwin Traders Limited	Non – Promoter Category	Rajendra Sabavat Dakana Naik
3	Hetalben Monilbhai Vora	Non – Promoter Category	Not Applicable
4	Shilpa Buildcon Private Limited	Non – Promoter Category	Ashok Kumar Gupta
5	Neela Falgun Yagnik	Non – Promoter Category	Not Applicable
6	Falgun A Yagnik Huf	Non – Promoter Category	Falgun Anilkumar Yagnik
7	Reshma Karan Morani	Non – Promoter Category	Not Applicable
8	Nitinbhai J Mistry	Non – Promoter Category	Not Applicable
9	Priyanka Mittal	Non – Promoter Category	Not Applicable
10	Rahul Mittal	Non – Promoter Category	Not Applicable
11	Long View Financial Services Pvt Ltd	Non – Promoter Category	Mona Viral Shah
12	Pankaj Manilal Sheth	Non – Promoter Category	Not Applicable
13	Amit B Shah	Non – Promoter Category	Not Applicable
14	Abhay Bipinchandra Shah	Non – Promoter Category	Not Applicable

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15	Helly Jayeshbhai Raval	Non – Promoter Category	Not Applicable
16	Mitesh Patel	Non – Promoter Category	Not Applicable
17	Mideast Healthcare Private Limited	Non – Promoter Category	Mangesh Narayan Jadhav
18	Montukumar Ganpatbhai Patel	Non – Promoter Category	Not Applicable

p) The percentage of the post-preferential issue capital that may be held by the Proposed Allottees (as defined hereinabove) and change in control, if any, in the Company consequent to the Preferential Issue:

Sr. No.	Proposed Allottees	Pre issue shareholding		Warrants to be allotted	Shareholding post conversion of Warrants ^{Note 1}	
		No. of Shares	%		No. of Shares	%
1	Rajnikant C Shukla Huf	0	0	790000	790000	4.94%
2	Sellwin Traders Limited	0	0	790000	790000	4.94%
3	Hetalben Monilbhai Vora	0	0	600000	600000	3.75%
4	Shilpa Buildcon Private Limited	0	0	50000	50000	0.31%
5	Neela Falgun Yagnik	0	0	395000	395000	2.47%
6	Falgun A Yagnik Huf	0	0	380000	380000	2.38%
7	Reshma Karan Morani	0	0	50000	50000	0.31%
8	Nitinbhai J Mistry	0	0	50000	50000	0.31%
9	Priyanka Mittal	0	0	300000	300000	1.88%
10	Rahul Mittal	0	0	300000	300000	1.88%
11	Long View Financial Services Pvt Ltd	0	0	600000	600000	3.75%
12	Pankaj Manilal Sheth	0	0	10000	10000	0.06%
13	Amit B Shah	0	0	25000	25000	0.16%
14	Abhay Bipinchandra Shah	0	0	25000	25000	0.16%

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15	Helly Jayeshbhai Raval	0	0	475000	475000	2.97%
16	Mitesh Patel	0	0	365000	365000	2.28%
17	Mideast Healthcare Private Limited	0	0	790000	790000	4.94%
18	Montukumar Ganpatbhai Patel	0	0	5000	5000	0.03%

Note: 1. The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares of the Company.

q) The proposed non-promoters allottees are relatives or related parties and, therefore, are considered as persons acting in concert. Their combined shareholding, post-issue, is as outlined in the table below:

Sr. No.	Proposed Allottees	Pre issue shareholding		Warrants to be allotted	Shareholding post conversion of Warrants	
		No. of Shares	%		No. of Shares	%
1	Neela Falgun Yagnik	0	0	395000	395000	2.47%
2	Falgun A Yagnik Huf	0	0	380000	380000	2.38%

Total Holding of above relatives or related parties and, therefore, are considered as persons acting in concert is 4.85%.

Sr. No.	Proposed Allottees	Pre issue shareholding		Warrants to be allotted	Shareholding post conversion of Warrants	
		No. of Shares	%		No. of Shares	%
1	Priyanka Mittal	0	0	300000	300000	1.88%
2	Rahul Mittal	0	0	300000	300000	1.88%

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Total Holding of above relatives or related parties and, therefore, are considered as persons acting in concert is 3.76%.

r) Change in control, if any, in the Company that would occur consequent to the preferential offer: There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Warrants and including the conversion thereof into Equity Shares of the Company.

s) Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects: Nil

t) Lock-in period: The Warrants and the Equity Shares being allotted pursuant to exercise of such Convertible Warrants shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations, 2018.

u) Listing: The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued on conversion of such Warrants. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

v) Practicing Company Secretary's Certificate: The Company has obtained the Certificate from **Mr. Ankurkumar Dineshchandra Gandhi**, Practicing Company Secretary, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations 2018. The same shall be available and will be kept open for inspection on all working days between Monday to Friday of every week, upto the voting period of Postal Ballot Notice and the same may be accessed on the Company's website at the link: https://ritafinance.in/files/pref-issue/pi_01.pdf

w) The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter: Current and proposed status of the Proposed Allottees shall be classified under Non-Promoters Public Category.

x) Valuation and Justification for the allotment proposed to be made for consideration other than cash.: Not applicable as the Company has not proposed to issue the Warrants for consideration other than cash.

y) Other disclosures:

a) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.

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- b) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable;
- c) The Company shall re-compute the price of the equity shares to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so;
- d) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the warrant holder.
- e) The proposed allottee has not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.
- f) Neither the Company nor any of its directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulter(s) issued by the Reserve Bank of India. Further, neither the Company nor any of its directors or Promoters is a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- g) Neither the Company nor any of its directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- h) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- i) No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company during the last one year.
- j) All the Equity Shares to be allotted pursuant to the exercise of the Warrants held by the Proposed Allottees in the Company will be in dematerialized form.
- k) Since the equity shares of the Company are listed on the Stock Exchanges and the allottee or allottees acting in concert have been issued less than 5% (five percent) of the post-issue fully diluted share capital of the Company through a preferential issue, a valuation report from an independent registered valuer is not required in accordance with the provisions of the second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 and the applicable provisions of the SEBI ICDR Regulations.
- l) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of equity shares under the Preferential Issue is for a cash consideration. The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date. The Proposed Allottees have further confirmed that they are eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Warrants to the Proposed Allottees is being sought by way of a Special Resolution as set out in the Notice. Issue of the Equity Shares pursuant to the exercise of the rights attached to Warrants would be within the Authorised Share Capital of the Company.

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The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution accompanying Notice for approval by the Members of the Company as a Special Resolution.

Documents referred to in the Notice/ Explanatory Statement will be available for inspection by the Members of the Company as per applicable law.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out of this notice except and to the extent of their shareholding in the Company.

RESOLUTION NO. 3: REGULARISATION OF ADDITIONAL DIRECTOR OF MRS. RESHMA KARAN MORANI (DIN: 00762924) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Mrs. Reshma Karan Morani (DIN: 00762924) has been appointed as an Additional Director (Non-Executive - Independent) on the Board of the Company with effect from 13th February, 2026 pursuant to Section 149, 150, 152 read with Schedule IV and Section 161(1) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions thereof. In terms of the provisions of Section 161 of the Companies Act, 2013, she holds office up to Next General Meeting. However, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a listed entity shall ensure that the approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received a consent Mrs. Reshma Karan Morani (DIN: 00762924) in writing to act as Independent Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Mrs. Reshma Karan Morani (DIN: 00762924) satisfies all the conditions set out in Schedule V to the Companies Act, 2013 as also conditions set out under subsection (6) of Section 149 of the Companies Act, 2013 for being eligible for her appointment. She is not disqualified from being appointed as Director in terms of Section 164 of the Act. Her name has been included in the databank of Indian Institute of Corporate Affairs, as per rule 6 of The Companies (Appointment and Qualifications of Directors) Rules, 2014.

The Board recommends to pass the said resolution as a Special Resolution.

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Pursuant to Section 102 of the Companies Act, 2013, The Board of Directors of the Company do hereby confirm that none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, in the aforesaid resolution.

Further, as stipulated under Secretarial Standard-2, brief profile Mrs. Reshma Karan Morani (DIN: 00762924) below in Table:

Brief Profile

Name	Mrs. Reshma Karan Morani
DIN	(DIN: 00762924)
Date of Birth & Age	14/09/1980 45 Years
Nationality	Indian
Qualifications	Mrs. Reshma Karan Morani holds a Bachelor of Commerce (B.Com) degree.
Experience	<p>Mrs. Reshma Karan Morani holds a Bachelor of Commerce (B.Com) degree and possesses practical experience in the loans and advances business. She has developed sound knowledge of financial operations, credit evaluation, and customer relationship management within the lending sector.</p> <p>She brings hands-on experience in handling loan processing, documentation, client servicing, and monitoring of advances. Her exposure to credit assessment and recovery processes has enabled her to understand risk management practices and regulatory compliance requirements in financial services operations.</p> <p>Mrs. Morani has been actively involved in managing customer relationships and supporting business growth in the lending segment. Her understanding of financial documentation, operational procedures, and market dynamics contributes to strengthening governance and operational oversight.</p> <p>Her key competencies include:</p> <ul style="list-style-type: none">• Loans and Advances Operations• Credit Assessment & Documentation• Customer Relationship Management• Financial Record Management• Compliance & Process Monitoring• Business Support & Operational Coordination

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	With her academic background in commerce and practical exposure to lending operations, Mrs. Reshma Karan Morani is expected to contribute effectively to the strategic and operational growth of the Company as a Director.
Terms and Conditions of appointment	Appointed as an Independent Director by Board of Directors in the Meeting held on 13 th February, 2026 subject to approval of Shareholders. Term of Appointment: Five years from the date of appointment i.e. 13 th February, 2026 to 12 th February, 2031
Details of remuneration	No remuneration except the sitting fees and Commission as permitted under the Companies Act, 2013.
Date of first appointment	13 th February, 2026
Shareholding in the Company	Nil
Relationship with other director/Manager and other KMP	Mrs. Reshma Karan Morani is not related to any Director/Manager and Other KMP of the Company.
Directorships of other Board	1. Sinclair Builders Private Limited 2. Chirag Holdings Limited

RESOLUTION NO.4: REGULARISATION OF ADDITIONAL DIRECTOR OF MR. NILESH PRAFULBHAI THAKKAR (DIN: 11519752) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Mr. Nilesh Prafulbhai Thakkar (DIN: 11519752) has been appointed as an Additional Director (Non-Executive - Independent) on the Board of the Company with effect from 13th February, 2026 pursuant to Section 149, 150, 152 read with Schedule IV and Section 161(1) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions thereof. In terms of the provisions of Section 161 of the Companies Act, 2013, He holds office up to Next General Meeting. However, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a listed entity shall ensure that the approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received a consent Mr. Nilesh Prafulbhai Thakkar (DIN: 11519752) in writing to act as Independent Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

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Mr. Nilesh Prafulbhai Thakkar (DIN: 11519752) satisfies all the conditions set out in Schedule V to the Companies Act, 2013 as also conditions set out under subsection (6) of Section 149 of the Companies Act, 2013 for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. His name has been included in the databank of Indian Institute of Corporate Affairs, as per rule 6 of The Companies (Appointment and Qualifications of Directors) Rules, 2014.

The Board recommends to pass the said resolution as a Special Resolution.

Pursuant to Section 102 of the Companies Act, 2013, The Board of Directors of the Company do hereby confirm that none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, in the aforesaid resolution.

Further, as stipulated under Secretarial Standard-2, brief profile Mr. Nilesh Prafulbhai Thakkar (DIN: 11519752) below in Table:

Brief Profile

Name	Mr. Nilesh Prafulbhai Thakkar
DIN	(DIN: 11519752)
Date of Birth & Age	08/07/1987 39 Years
Nationality	Indian
Qualifications	Mr. Nilesh Prafulbhai Thakkar holds a Bachelor of Commerce (B.Com) degree.
Experience	<p>Mr. Nilesh Thakkar is a seasoned professional with extensive experience in the insurance and stock broking industry. He possesses strong expertise in strategic business development, financial advisory, and market expansion, supported by deep industry knowledge and a client-centric approach.</p> <p>With significant hands-on experience in insurance advisory and distribution (both life and general insurance) as well as stock broking and investment advisory services, Mr. Thakkar has consistently demonstrated his ability to drive revenue growth, strengthen market presence, and build sustainable financial service operations. His professional journey reflects a disciplined and structured approach toward business expansion and performance execution.</p>

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	<p>Mr. Thakkar has been actively involved in client advisory, portfolio management, and business development initiatives. He has successfully developed and implemented growth strategies, expanded distribution networks, and leveraged strong professional relationships to deliver consistent and measurable business outcomes.</p> <p>A proven leader, Mr. Thakkar is recognized for his ability to build, mentor, and lead high-performing teams. His leadership style is rooted in ethical business practices, transparent communication, and long-term relationship building. He has consistently converted professional networks into enduring strategic partnerships.</p> <p>His core competencies include:</p> <ul style="list-style-type: none">• Insurance Advisory & Distribution (Life and General)• Stock Broking & Investment Advisory• Business Strategy and Market Expansion• Team Leadership & Sales Management• Client Relationship Management• Revenue Growth & Performance Management• Financial Planning & Wealth Advisory Solutions
Terms and Conditions of appointment	<p>Appointed as an Independent Director by Board of Directors in the Meeting held on 13th February, 2026 subject to approval of Shareholders.</p> <p>Term of Appointment: Five years from the date of appointment i.e. 13th February, 2026 to 12th February, 2031</p>
Details of remuneration	No remuneration except the sitting fees and Commission as permitted under the Companies Act, 2013.
Date of first appointment	13 th February, 2026
Shareholding in the Company	Nil
Relationship with other director/Manager and other KMP	Mr. Nilesh Prafulbhai Thakkar is not related to any Director/Manager and Other KMP of the Company.
Directorships of other Board	NIL

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RESOLUTION NO.5: TO APPOINT M/S. PARTH R. SHAH & CO. (FRN: 153846W), CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY:

As the members are aware that M/s. J. Singh & Associates (FRN: 110266W), Chartered Accountants, Statutory Auditor of the Company have been resigned w.e.f. 12th January, 2026 and said resignation resulting into a casual vacancy in the office of Statutory Auditors of the Company under the provision of Section 139(8) of the Companies Act, 2013.

Since, a casual vacancy, in terms of Section 139(8) of the Companies Act, 2013, caused by the resignation of auditors to be filled by the Board of Directors within thirty days, but if such casual vacancy is as a result of the resignation of an auditor, such appointment shall also be approved by the company at a general meeting convened within three months of the recommendation of the Board and as per recommendation of Audit Committee, the Board of Directors proposes to appoint M/s. Parth R. Shah & Co. (FRN: 153846W), Chartered Accountants as the Statutory Auditors of the Company who shall hold the office as statutory auditor till the conclusion of ensuing Annual General Meeting on such remuneration as may be decided by the Board, to fill the casual vacancy caused by the resignation of M/s. J. Singh & Associates (FRN: 110266W), Chartered Accountants, Statutory Auditor.

M/s. Parth R. Shah & Co. (FRN: 153846W), Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the section 139(1) of the Companies Act, 2013.

The Board recommends the Resolutions set forth in Item Nos. 5 for the approval of the Members as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item Nos. 5 of the Notice.

**By Order of the Board of Directors
Rita Finance and Leasing Limited**

Place: Ahmedabad

Date: 26/03/2026

**Sd/-
Sandipbhai Patel
Director
DIN: 10849576**