

NOTICE IS HEREBY GIVEN THAT THE 37TH ANNUAL GENERAL MEETING OF THE MEMBERS OF BULLISH BONDS & HOLDINGS LIMITED WILL BE HELD ON THURSDAY, 27TH SEPTEMBER, 2018 11.00 AM AT KRIISH COTTAGE, C-101/201, MANAS BUILDING, NEAR ST. LAWRENCE HIGH SCHOOL, DEVIDAS LANE, BORIVALI (WEST), MUMBAI - 400 103, TO TRANSACT THE FOLLOWING BUSINESS:-

ORDINARY BUSINESS:

1. To consider and approve the Audited Financial Statements (Including Standalone and Consolidated Audited Financial Statement) of the Company for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and the Statutory Auditors' and the Annexure thereto.
2. To declare a dividend on Equity Shares for the financial year ended 31st March 2018.

SPECIAL BUSINESS:

3. Appointment of Mrs. Minaxiben Khetani as Director:

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

"RESOLVED THAT pursuant to the provisions of Sections 149 & 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mrs. Minaxiben Khetani (DIN: 08034257), appointed as an Additional Director by the Board of Directors with effect from 14th December, 2017, in terms of Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member, proposing her candidature for the office of Director of the Company, be and is hereby appointed as Independent Director of the Company for a period of 5 years."

4. Appointment of Mr. Mohammad Saoodul Hasan as Director:

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

"RESOLVED THAT pursuant to the provisions of Sections 149 & 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Mohammad Saoodul Hasan (DIN: 08144468), appointed as an Additional Director by the Board of Directors with effect from 22nd May, 2018, in terms of Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member, proposing his candidature for the office of Director of the Company, be and is hereby appointed as Independent Director of the Company for a period of 5 years."

5. **Appointment Mr. Mohammed Ajaz Shafi as Director:**

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

"RESOLVED that Mr. Mohammed Ajaz Shafi (DIN: 00176360), who was appointed as an Additional Director of the Company with effect from 22nd May, 2018, by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Executive Director of the Company, liable to retire by rotation."

6. **To Appoint Mr. Mohammed Ajaz Shafi as Managing Director & CEO:**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the appointment of Mr. Mohammed Ajaz Shafi (DIN: 00176360) as the Managing Director of the Company and upon the following terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Mohammed Ajaz Shafi (DIN: 00176360) in the best interests of the Company and as may be permissible at law, viz.:

A. Tenure:

5 years w.e.f. 22th May, 2018 with the liberty to either party to terminate the appointment on three months' notice in writing to the other.

B. Remuneration:

At present Mr. Mohammed Ajaz Shafi will work on Honorary basis and will not be paid any remuneration. However, during his tenure, the Board of Directors of the Company (which term shall be deemed to include any Committee constituted / to be constituted by the Board) be and is hereby authorized to consider and pay him remuneration and perquisites pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government at the relevant time, without seeking further approval of the shareholders.

C. Retirement and Sitting Fees:

Mr. Mohammed Ajaz Shafi shall not be subject to retirement by rotation during his tenure as the Managing Director of the Company. So long as Mr. Mohammed Ajaz Shafi functions as the Managing Director, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

7. To appoint Mr. Shafi Mohammad as Executive Director of the Company:

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

"RESOLVED THAT Mr. Shafi Mohammad (DIN: 01645162), who was appointed as an Additional Director of the Company with effect from 22nd May, 2018, by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as Executive Director of the Company, liable to retire by rotation."

8. Re-classification and re-constitution of the promoters and promoter group of the Company:

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

"RESOLVED THAT pursuant to the provisions of Regulation 31A and other relevant provisions of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable provisions of the Companies Act, 2013, if any, consequent to acquisition of 64.87 % of the total issued capital of the Company as on 31st March, 2018 by Mr. Mohammad Shafi (hereinafter referred to as the "Acquirers"), alongwith Mr. Mohammed Ajaz Shafi, Mr. Mohammed Iqbal, Ms. Mushtari Begum, Ms. Sharifalqbal, Ms. Sabahat Begum, Ms. Mussarrat Asif and Ms. Dilshad Shaikh(hereinafter referred to as the "Persons action in concert –PAC's") pursuant to Regulation 3(1) and 4 of SEBI(Substantial Acquisition of Shares and Takeovers) Regulations, 2011 by way of Preferential allotment and through Share Purchase Agreement dated February 07, 2018 between the M/s. Shree Gopal Finance Private Limited "Erstwhile Promoter" represented by Mr. Dinesh Agrawal and Mr. Mohammed Shafi and subject to necessary approvals from Stock Exchange(s) and other appropriate Regulatory authorities, M/s. Shree Gopal Finance Private Limited having ceased to hold any shares in, or exercising any control over the company, nor have any special rights through formal and informal arrangement be and are hereby reclassified as Non-Promoters in Public Category.

"RESOLVED FURTHER THAT in accordance with Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions, and subject to necessary approvals from the SEBI Board, Stock Exchange and other appropriate statutory authorities as may be necessary, the consent of the Members of the Company be and is hereby accorded to reclassify the following persons/entities (hereinafter individually and jointly referred to as the 'applicants') forming part of the Promoter Group from 'Promoter & Promoter Group Category' to 'Public Category':

| Name of the Shareholders | No of shares held | % of the paid up capital |
|-------------------------------------|-------------------|--------------------------|
| Shree Gopal Finance Private Limited | 0 | 0 |
| Dinesh Gangaram Agrawal | 23,000 | 0.13 |
| Hariyana Metals Limited | 47,350 | 0.27 |
| TOTAL | 70,350 | 0.40 |

RESOLVED FURTHER THAT re-classification of promoter as public shareholders shall be subject to the following conditions:

- a) Such promoter shall not directly or indirectly exercise control over the affairs of the entity.
- b) Increase in the level of public shareholding pursuant to re-classification of promoter shall not be counted towards achieving compliance with minimum public shareholding requirement under rule 19A of the Securities Contracts (Regulation) Rules, 1957, and the provisions of these regulations.
- c) The event of re-classification shall be disclosed to the stock exchange as a material event in accordance with the provisions of these regulations.
- d) Board may relax any condition for re-classification in specific cases, if it is satisfied about non-exercise of control by the outgoing promoter or its person acting in concert.

RESOLVED FURTHER THAT after such reclassification following shall be the Promoters of the Company:

| Name of the Shareholders | No of shares held | % of the paid up capital |
|--------------------------|--------------------|--------------------------|
| MOHAMMAD SHAFI | 71,85,167 | 40.99 |
| MOHAMMED AJAZ SHAFI | 14,52,575 | 8.29 |
| MOHAMED IQBAL | 12,69,308 | 7.24 |
| MUSHTRI BEGUM SHAFI | 7,38,053 | 4.21 |
| SABAHAT BEGUM SHAFI | 2,71,644 | 1.55 |
| MUSSARRAT ASIF PURKAIT | 2,71,644 | 1.55 |
| SHARIFA IQBAL MOHAMMED | 1,83,264 | 1.05 |
| DILSHAD R SHAIKH | 250 | - |
| Total | 1,13,71,905 | 64.87 |

RESOLVED FURTHER THAT on approval of the SEBI Board/ Stock Exchange upon application for reclassification of the aforementioned applicants, the Company shall effect such reclassification in the Statement of Shareholding Pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions.

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

Registered Office:

62, Adarsh Industrial Estate,
Sahar Chakala Road, Andheri East
Mumbai - 400099

**By order of the Board
FOR BULLISH BONDS & HOLDINGS LIMITED**

Date: 14/08/2018

Place: Mumbai

**Sd/-
Mr. Mohammed Ajaz Shafi
Managing Director
DIN: 00176360**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**
2. **IN ORDER THAT THE APPOINTMENT OF A PROXY IS EFFECTIVE, THE INSTRUMENT APPOINTING A PROXY MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY EIGHT HOURS**
3. **A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN (10) PERCENT OF THE TOTAL SHARECAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON ONLY AS A PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR OTHER SHAREHOLDER.**
4. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting pursuant to Section 113 of the Companies Act 2013, are requested to send the Company, a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
5. Members, proxies and Authorized representative are requested to bring to the meeting; the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID / Folio No.
6. In case of joint holders attending the Meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from, Friday, 21st September, 2018 to Thursday, 27th September, 2018 (both days inclusive). For the purpose of Annual General Meeting for the financial year ended 31st March, 2018.
9. Members holding shares in physical form are requested to forward all applications for transfers and all other share related correspondence (including intimation for change of address) to the Share Transfer Agents of the Company Satellite Corporate Services Pvt. Ltd. Unit No. 49, Bldg. No. 13-A-B, 2nd Floor Samhita Commercial Co-Op. Soc. Ltd. Off. Andheri Kurla Lane, MTNL Lane Sakinaka, Mumbai - 400072. Email: info@satellitecorporate.com.
10. The transfer of Unclaimed Dividend to Investor Education & Protection Fund of the Central Government as required in terms of Section 124 of the Companies Act, 2013, during the current Financial Year is not applicable.
11. Members are requested to kindly notify changes including email address, if any, in their address to the Company's Registrar & Transfer Agent, The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in dematerialized form should inform their DP and members holding shares in physical form should inform the Company their PAN details alongwith proof thereon.

12. Electronic copy of the Notice of the 37th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 37th Annual General Meeting of the Company inter alia indicating the process and manner of E-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
13. The Notice of the AGM and the Annual Report of the company for the year ended March 31, 2018 will also be available on the Company's website www.bullishbonds.com and may be accessed by the Members. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
14. **INFORMATION / PROFILE ABOUT DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE AGM As Follows:**

| Particulars | MOHAMMED AJAZ SHAFI | SHAFI MOHAMMAD |
|---|--|--|
| Directors Identification Number (DIN) | 00176360 | 01645162 |
| Date of Birth | 14/05/1979 | 13/06/1952 |
| Date of Appointment | 22/05/2018 | 22/05/2018 |
| Qualification | BBA (Management) Waldorf College- USA | Commerce Graduate |
| Experience in specific functional area | Mr. Mohammed Ajaz Shafi is a BBA (Management) Waldorf College- USA and has 17 of experience in the field of Logistic. Mr. Mohammed Ajaz Shafi joined East West Freight Carriers Limited (EWFCPL) in 2001 and is responsible for the strategic planning and growth of the Company | Mr. Shafi Mohammad is a Commerce graduate and has 34 years of experience in the field of Logistic and is the Founder & Managing Director of East West Freight Carriers Limited (EWFCPL). He is widely regarded as one of the doyens of the industry and has successfully built EWFCPL from its inception. Had anticipated the potential in the perishable air freight lane and capitalized by organizing the first perishable charters. The company has grown manifolds due to his vision and execution skills |
| Directorship in other Indian Public Limited Companies* | EAST WEST FREIGHT CARRIERS LIMITED | EAST WEST FREIGHT CARRIERS LIMITED |
| No. of Shares held | 1452575 | 7125167 |

*This does not include Directorship in Private Limited Companies

| | | |
|--|--|--|
| Particulars | MINAXIBEN KHETANI | MOHAMMAD SAOODUL HASAN |
| Directors Identification Number (DIN) | 08034257 | 08144468 |
| Date of Birth | 12/04/1965 | 01/07/1953 |
| Date of Appointment | 22/05/2018 | 22/05/2018 |
| Qualification | Commerce Graduate | B.A, LLB |
| Experience in specific functional area | Mr. Minaxiben Khetani is a Commerce graduate and has 12 years of experience in the area of human resource and management | Mr. Saood UL Hasan after competing in Civil Services exam, joined the Department of Custom & Central Excise as Assessing Officer in 1982. Worked in various capacities with department of Central Excise, Customs and Service tax at Kolkata, Thane, Bombay, Patna. Also worked as Joint Assessor in Delhi Municipal corporation in the department of Taxation being Zonal head of various zones between 2005 to 2010. Retired as Additional Commissioner of Customs, Central Excise & Service Tax in June 2013. Since then working as Consultant, Indirect Taxes, with office at Gurgaon. He is also associated with Amtek Auto Ltd, since April 2014. Giving them advice on issues related to indirect Taxes/ GST |
| Directorship in other Indian Public Limited Companies | Not Applicable | Not Applicable |
| No. of Shares held | Not Applicable | Not Applicable |

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1: Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:
<https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL 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 will be as per details given below :

- 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 (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. Your password details are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. 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 enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you 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'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a. 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.
 - b. "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

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:

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 **deepika.chandak31@gmail.com** to with a copy marked to **evoting@nsdl.co.in**.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on **www.evoting.nsdl.com** to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of **<https://www.evoting.nsdl.com>** or contact NSDL by email at **evoting@nsdl.co.in** or call on.: 1800 222 990.

Other Instructions:

1. The e-voting period commences on Monday, 24th September, 2018 (9.00 a.m. IST) and ends on Wednesday, 26th September, 2018 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Thursday, 20th September 2018, i.e. cut-off date, 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 Member, he/she shall not be allowed to change it subsequently or cast the vote again.
2. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting, either through remote e-voting or voting at the AGM through electronic voting system or poll paper.

3. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
4. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
5. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.bullishbonds.com and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

Registered Office:

62, Adarsh Industrial Estate,
Sahar Chakala Road, Andheri East
Mumbai - 400099

Date: 14/08/2018

Place: Mumbai

**By order of the Board
FOR BULLISH BONDS & HOLDINGS LIMITED**

**Sd/-
Mr. Mohammed Ajaz Shafi
Managing Director
DIN: 00176360**

STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING AND RELATING TO THE ORDINARY AND SPECIAL BUSINESS TO BE TRANSACTED AT THE MEETING PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM No. 3

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mrs. Minaxiben Khetani as an Additional Director on 14/12/2017 and is now proposed to be appointed as an Independent Director.

Mr. Minaxiben Khetani is a Commerce graduate and has 12 years of experience in the area of human resource and management.

Further details of Mrs. Minaxiben Khetani have been given in the Annexure to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mrs. Minaxiben Khetani as an Independent Director is now being placed before the Members for their approval.

The Board recommends the Resolution at Item No. 3 of this Notice for approval of the Members.

Except Mrs. Minaxiben Khetani and his relative, none of the other Directors / Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested in the Resolution at Item No.3.

ITEM No. 4

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Mohammad Saoodul Hasan as an Additional Director on 22/05/2018 and is now proposed to be appointed as an Independent Director.

Mr. Mohammad Saoodul Hasan after competing in Civil Services exam, joined the Department of Custom & Central Excise as Assessing Officer in 1982. Worked in various capacities with department of Central Excise, Customs and Service tax at Kolkata, Thane, Bombay, Patna. Also worked as Joint Assessor in Delhi Municipal Corporation in the department of Taxation being Zonal head of various zones between 2005 to 2010. Retired as Additional Commissioner of Customs, Central Excise & Service Tax in June 2013.

Since then working as Consultant, Indirect Taxes, with office at Gurgaon. He is also associated with Amtek Auto Ltd, since April 2014. Giving them advice on issues related to indirect Taxes/ GST. Further details of Mr. Mohammad Saoodul Hasan have been given in the Annexure to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Mohammad Saoodul Hasan as an Independent Director is now being placed before the Members for their approval.

The Board recommends the Resolution at Item No. 4 of this Notice for approval of the Members.

Except Mr. Mohammad Saoodul Hasan and his relative, none of the other Directors / Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested in the Resolution at Item No.4.

Item No. 5 & 6

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Mohammed Ajaz Shafi as an Additional Director on 22/05/2018 and is now proposed to be appointed as an Executive Director. He was also appointed as the Managing Director of the Company with effect from 22/05/2018, subject to the approval of the Members.

Mr. Mohammed Ajaz Shafi is a BBA (Management) Waldorf College- USA and has 17 years of experience in the field of Logistic. Mr. Mohammed Ajaz Shafi joined East West Freight Carriers Limited (EWFCPL) in 2001 and is responsible for the strategic planning and growth of the Company.

Further details of Mr. Mohammed Ajaz Shafi have been given in the Annexure to this Notice.

The Board recommends the Resolution at Item No. 5 & 6 of this Notice for approval of the Members.

The remuneration and other terms and conditions of Mr. Mohammed Ajaz Shafi appointment as Managing Director as set out in the resolution is subject to your approval.

Except Mr. Mohammed Ajaz Shafi and his relatives and Director Mr. Shafi Mohammad, none of the other Directors / Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested in the Resolution at Item Nos.5 & 6.

ITEM No. 7

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Shafi Mohammad as an Additional Director on 22/05/2018 and is now proposed to be appointed as an Executive Director.

Mr. Shafi Mohammad is a Commerce graduate and has 34 years of experience in the field of Logistic and is the Founder & Managing Director of East West Freight Carriers Limited (EWFCPL). He is widely regarded as one of the doyens of the industry and has successfully built EWFCPL from its inception. Had anticipated the potential in the perishable air freight lane and capitalized by organizing the first perishable charters. The company has grown manifolds due to his vision and execution skills.

Further details of Mr. Shafi Mohammad have been given in the Annexure to this Notice.

The Board recommends the Resolution at Item No. 6 of this Notice for approval of the Members.

Except Mr. Shafi Mohammad and his relative, none of the other Directors / Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested in the Resolution at Item No.

Item No. 8:

Mr. Mohammad Shafi (hereinafter referred to as the "Acquirers"), alongwith Mr. Mohammed Ajaz Shafi, Mr. Mohammed Iqbal, Ms. Mushtari Begum, Ms. Sharifalqbal, Ms. Sabahat Begum, Ms. Mussarrat Asif and Ms. Dilshad Shaikh(hereinafter referred to as the "Persons action in concert -PAC's") had made an Open Offer pursuant to Regulation 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, for the acquisition of 45,57,800 fully paid-up equity shares of Rs.10/- each representing 26% of the Diluted Share & Voting Capital at Rs. 39/- per fully paid-up equity share payable in Cash.

The Board of Directors in its meeting held on 7th February, 2018 had proposed to issue 10,00,000 Equity Shares of face value Rs 10/- each to Mr. Mohammad Shafi, Mr. Mohammed Ajaz Shafi, Mr. Mohammed Iqbal, Ms. Mushtari Begum, Ms. Sabahat Begum and Ms. MussarratAsif(Promoters of East West Freight Carriers Limited), subject to approvals of the shareholders and the regulatory authorities. The Board also further approved the transfer of 60,000 Equity Shares pursuant to Share Purchase Agreement dated 7th February, 2018 from

M/s. Shree Gopal Finance Private Limited (hereinafter referred to as the “Erstwhile Promoter”) to Mr. Mohammad Shafi (hereinafter referred to as the “Acquirers”).

Post completion of open offer under SEBI (SAST) Regulations, 2011 these 60,000 Equity shares held by the existing promoter will be transferred to Mr. Mohammad Shafi and the shareholding of existing Promoter (M/s. Shree Gopal Finance Private Limited) will become NIL and Mr. Mohammad Shafi, the acquirer and the PACs who have shown as Non Promoter under the preferential issue, will become the Promoters of the company and their combined shareholding will be 1,13,71,905 (64.87%) equity shares.

Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has provided a regulatory mechanism for re-classification of promoters as Public Shareholders, where the new promoter replaces the previous promoter subsequent to the Open Offer, subject to fulfillment of conditions as provided therein.

Under these regulations, the person is not desirous to be classified as the promoter of the Company, must submit a request to the Company stating the same, which is to be accepted by the Company subject to the approval of the shareholders and concerned Stock Exchanges where the shares of the Company are listed.

Post successful completion of the Open Offer, preferential allotment and transfer of shares from M/s. Shree Gopal Finance Private Limited (Erstwhile Promoter) to Mr. Mohammad Shafi (Acquirer) pursuant to Share Purchase Agreement, the Board of the Directors at their meeting held on 22/05/2018 had inducted the Acquirers and the PAC’s as new promoters of the Company. Post induction of new promoters, erstwhile promoters group i.e M/s. Shree Gopal Finance Private Limited, Mr. Dinesh Gangaram Agrawal and M/s. Hariyana Metals Limited (residual promoters) are required to be re-classified as Public Shareholders pursuant to the provisions of Regulation 31A of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

The Board of Directors of the Company have received a request from the erstwhile promoters i.e M/s. Shree Gopal Finance Private Limited, Mr. Dinesh Gangaram Agrawal and M/s. Hariyana Metals Limited to re-classify them as Non-promoters hence, the Board recommends the aforesaid Special Resolution for your approval. As on date, the erstwhile promoter & promoter group shareholding in the Company is as under:

| Name of the erstwhile promoter & promoter group | No. of Shares | Percentage (%) |
|--|----------------------|-----------------------|
| Shree Gopal Finance Private Limited | NIL | NIL |
| Dinesh Agrawal | 23,000 | 0.13 |
| Hariyana Metals Limited | 47,350 | 0.27 |

The aforesaid erstwhile promoter’s i.e M/s. Shree Gopal Finance Private Limited, Mr. Dinesh Gangaram Agrawal and M/s. Hariyana Metals Limited are not connected, directly or indirectly, whatsoever, with any activity of the Company nor they directly or indirectly, exercise control, over the affairs of the Company. They also do not have any special rights through formal or informal arrangements with the Company or Promoters or any person in the Promoter Group. They are also never privy to any price sensitive information of the Company.

In view of the explanations given by the applicants as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, 2015 the Board of Directors of the Company at their meeting held on 22/05/2018, have approved the applications

for reclassification received by the Company as above from, Promoter group category to Public category subject to approval by the members and relevant regulatory authorities.

None of the concerned persons/entities, acting individually and in concert, directly or indirectly exercise control over the management and affairs of the Company. Their shareholding along with persons acting in concert does not exceed 1% of the total share capital of the Company.

Further as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on the date of the notice fulfils the minimum public shareholding requirement of at least 25% and the proposed reclassification does not intend to increase the Public Shareholding to achieve compliance with the minimum public shareholding requirement.

None of the Directors and Key Managerial persons of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

The Board recommends a Special Resolution at Item No. 8 for approval by the Members.

Registered Office:

62, Adarsh Industrial Estate,
Sahar Chakala Road, Andheri East
Mumbai - 400099

**By order of the Board
FOR BULLISH BONDS & HOLDINGS LIMITED**

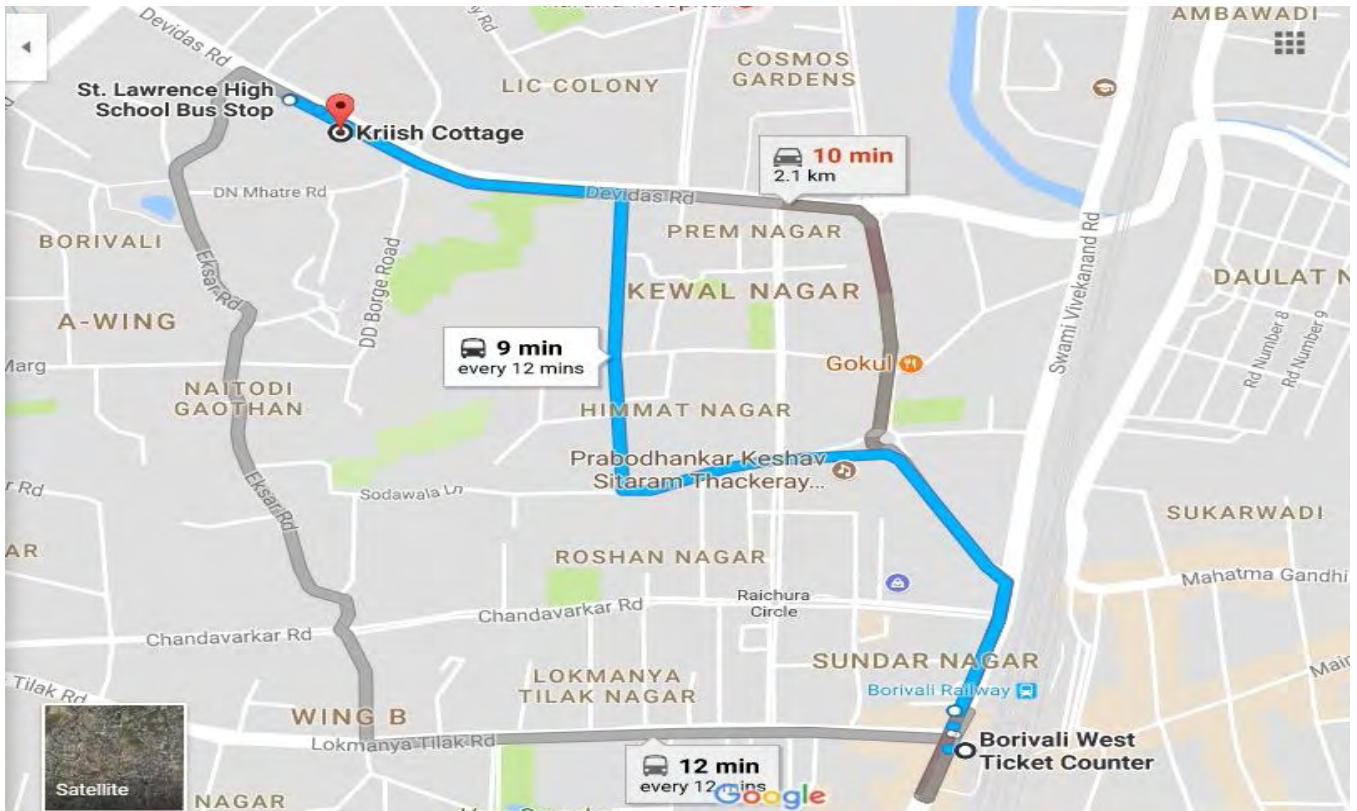
Date: 14/08/2018

Place: Mumbai

**Sd/-
Mr. Mohammed Ajaz Shafi
Managing Director
DIN: 00176360**

Route Map of the AGM Venue

Venue: Kriish Cottage, C-101/201, Manas Building, Near St. Lawrence High School,
Devidas Lane, Borivali (West), Mumbai – 400 103.



Landmark: Near St. Lawrence High School