

BULLISH BONDS & HOLDINGS LIMITED

(Formerly Ranken Bonds & Holdings Limited)

Regd. Off.: 216, 2nd Floor, 18-B, Brabourne Road, Kolkata,
West Bengal – 700 001.

CIN No.: L19202WB1981PLC034019

Phone No. 033 – 6508 0003

Website: www.bullishbonds.com **Email Id:** bullishbonds@gmail.com

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (hereinafter referred to as “**The Act**”), read together with the Companies (Management and Administration) Rules, 2014 (“**Rules**”) (including any statutory modification or re-enactment thereof for the time being in force) to the Members of **Bullish Bonds & Holdings Limited** (hereinafter referred to as “**The Company**”) that the resolutions appended below are proposed to be passed by way of postal ballot / e-voting as the case may be.

The explanatory statement pertaining to the said resolution setting out the material facts concerning each item and the reasons thereof are annexed hereto alongwith a postal ballot form (hereinafter referred to as “**The Postal Ballot Form**”) for your consideration, which form part of this Notice.

The Board of Directors of the Company has appointed Mrs. Isha Bothra, Practicing Company Secretary, Kolkata as the Scrutinizer, for conducting the postal ballot and e-voting process, in a fair and transparent manner.

The business of the postal ballot shall, in addition to physical voting, also be transacted through electronic voting system. Accordingly, the Company in compliance with, Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, is pleased to provide to the Members (whether holding shares in physical or in dematerialized form) the facility to exercise their right to vote on the matter included in the notice of the postal ballot by electronic means i.e. through e-voting services provided by National Securities Depository Limited (NSDL).

The e-voting period commences on Friday, the 25th November, 2016 at 9.00 a.m. and ends on Saturday, the 24th December, 2016, at 5.00 p.m. Please read carefully and follow the instructions as printed in this Notice for e-voting.

Those Members, who do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot Form attached herewith. Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the attached self-addressed, postage pre-paid business reply envelope, so as to reach the Scrutinizer before the close of the working hours 5.00 p.m. on Saturday, the 24th December, 2016. Please note that any Postal Ballot Form(s) received after 5.00 p.m. on Saturday, the 24th December, 2016 will be treated as not received.

The Scrutinizer will submit her report to the Chairman or in his absence, any Director authorised by the Board, after the completion of the scrutiny of the postal ballots (physical and e-voting). The results of the voting by postal ballot will be announced by the Chairman of the Company or in his absence; any person authorized by him, on Monday, 26th December, 2016 at 5.00 p.m. at the Registered Office of the Company and will be displayed on the notice board at the Registered office of the Company. The results of the postal ballot will also be posted on the Company's website: www.bullishbonds.com and on the website of National Securities Depository Limited, besides communicating to the stock exchange i.e. BSE Limited and Culcutta Stock Exchange Ltd.

ITEM NO.: 1

1. SHIFTING OF REGISTERED OFFICE 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 pursuant to the provisions of Section 12, 13, 14, 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other relevant rules applicable, if any, (including any statutory modification(s) or re-enactments thereof, for the time being in force), and subject to approval of the Central Government/ any other authority as may be prescribed from time to time and subject to such other approval(s), permission(s) and sanction(s), as may be required under the provisions of the said Act or under any other law for the time being in force, consent of the Shareholders be and is hereby accorded for shifting of Registered Office of the Company from the State of West Bengal to the State of Maharashtra”.

RESOLVED FURTHER THAT upon shifting of the registered office being effective, the existing Clause-II of the Memorandum of Association of the Company be and hereby substituted with the following new clause:

“II. ‘The Registered Office of the Company will be situated in the State of Maharashtra, i.e., within the jurisdiction of the Registrar of Companies, Maharashtra, at Mumbai.’”

RESOLVED FURTHER THAT the existing Article I (1) (h) of the Articles of Association of the Company be and is substituted with the following new Article:

Article I (1) (h):- “The Registrar” means the Registrar of Companies, Maharashtra at Mumbai

RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from the 216, 2nd Floor, 18-B, Brabourne Road, Kolkata, West Bengal – 700 001 from the state of West Bengal to such place in the State of Maharashtra as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include any person (s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) or any officers so authorized by the Board be and is hereby authorised on behalf of the Company to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of Registered Office from the concerned authorities and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.”

“RESOLVED FURTHER THAT any one of the above Directors or Company Secretary be hereby authorized to certify a copy of this resolution and furnish to all such authorities as may be necessary.

**Registered Office:
216, 2nd Floor, 18-B, Brabourne
Road, Kolkata, West
Bengal – 700 001**

**By Order Of the Board
FOR BULLISH BONDS & HOLDINGS LIMITED
(Formerly Ranken Bonds & Holdings Limited)**

**Date: 14th November, 2016
Place: Mumbai**

**Sd/-
Mr. Mitesh Dani
Managing Director
DIN: 03327315**

NOTES:

1. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company offers e-voting option to the Members as an alternative to enable them to cast their votes.
2. The Company has engaged the services of M/s. National Securities Depository Limited (NSDL) for the purpose of e-voting facility to all its members. Members desiring to exercise their vote by using e-voting facility are requested to carefully follow the instructions in the notes under section "voting through electronic means" in the notice.
3. Explanatory Statement for the proposed resolution mentioned above, pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 setting out material facts is appended herewith.
4. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the date of declaration of results of postal ballot i.e. Monday, 26th December, 2016.
5. The notice, together with the documents accompanying the same, is being sent to all the members, by permitted mode (and electronically by e-mail to those members who have registered their e-mail ids with the Company's Registrar and share Transfer agents / CDSL/NSDL) whose names appear in the Register of Members/ list of beneficial owners as received from CDSL and NSDL as on the close of working hours on Friday, the 18th November, 2016 i.e. "the cut-off date". Any person who acquires shares of the Company and becomes a member of the company after the dispatch of the notice and holding shares may cast their vote by e-voting. The notice will be displayed on the website of the Company www.bullishbonds.com and on the website of NSDL
6. The date of dispatch of the notice and the Explanatory Statement will be announced through advertisement in the following newspapers: - (i) Business Political in English language and (ii) Sukhabar in Bengali language having wide circulation in the district where the Registered Office of the Company is situated.
7. The Company has appointed Mrs. Isha Bothra, Practicing Company Secretary as the Scrutinizer for conducting the E-voting/ Postal Ballot in a fair and transparent manner.
8. The Postal Ballot form together with the self-addressed business reply envelope is enclosed for the use of the Members. Members voting in physical form are requested to carefully read the instructions printed on the enclosed Postal Ballot form. Members who have received the postal ballot notice by e-mail and who

wish to vote through the postal ballot form can download the postal ballot form from the following url on the Company's corporate website www.bullishbonds.com or seek duplicate postal ballot form from M/s. Adroit Corporate Services Private Limited, the Registrar and Share Transfer Agent or Registered Office of the Company. Members shall fill in the requisite details and send the duly completed, and signed postal ballot form in the enclosed self addressed postage pre-paid envelope to the Scrutinizer before the close of working hours i.e. 5.00 p.m. on Saturday, the 24th December, 2016. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered post / speed post at the expense of the Members will also be accepted. Assent / Dissent received after 5.00 p.m. on Saturday, the 24th December, 2016, would be strictly treated as if reply from the Members has not been received.

9. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected. There will be only 1 (one) postal ballot form for every registered folio / client ID irrespective of the members of joint Members.
10. The postal ballot form should be completed and signed by the member as per specimen signature registered with the Company and/or furnished by the Depositories. In case, shares are jointly held, this form should be completed and signed by the first named Member and, in his/her absence, by the next named Member. Holder(s) of Power of Attorney ("POA") on behalf of a Member may vote on the postal ballot mentioning the registration number of the POA with the Company or enclosing a copy of the POA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution/ authorization giving the requisite authority to the person voting on the postal ballot form. The Scrutinizer will submit her report to the Chairman after completion of the scrutiny of the postal ballots including e-votes submitted. The Scrutinizer's decision on the validity of the votes (including e-votes) shall be final. The results of the postal ballot including e-voting will be announced on Monday, the 26th December, 2016 at the Registered office of the Company.
11. The results, together with the Scrutinizer's Report, will be displayed at the registered Office of the Company and on the website of Company (www.bullishbonds.com), besides being communicated to BSE Limited and the National Securities Depository Limited. The result of the Postal Ballot shall also be announced through newspaper advertisement. In the event, the resolutions are assented to by the requisite majority of Members by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolutions.

12. Kindly note that the Members can opt only one mode for voting i.e. either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical and vice versa. However, in case Member(s) cast their vote both via physical ballot and e-voting, then voting validly done through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.

13. The vote on postal ballot cannot be exercised through proxy.

14. Voting through electronic means:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:

1. Open email and open PDF file viz; “**Bullish Bonds & Holdings Limited**” e-Voting.pdf” with your Client ID or Folio No. as password.

The said PDF file contains your user ID and password / PIN for e-voting. Please note that the password is an initial password.

2. Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com>

3. Click on Shareholder – Login

4. Put user ID and password as initial password / PIN noted in step (i) above. Click Login.

5. Password change menu appears.

Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

6. Home page of e-voting opens. Click on e-voting: Active Voting Cycles.

7. Select “EVEN” of **Bullish Bonds & Holdings Limited**.

8. Now you are ready for e-voting as Cast Vote page opens.

9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.

10. Upon confirmation, the message “Vote cast successfully” will be displayed.

11. Once you have voted on the resolution, you will not be allowed to modify your vote.

12. 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. together with attested specimen signature of the duly

authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to isha.nahata86@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Postal Ballot Notice [for members whose email IDs are not registered with the Company / Depository Participant(s)] or requesting physical copy:

1. Initial password is provided at the bottom of the Attendance Slip for the Postal Ballot Form: EVEN (E-voting Event Number) USER ID PASSWORD/PIN.
2. Please follow all steps from Sl. No. 1 to Sl. No. 12 Above, to cast vote.

OTHER INSTRUCTIONS

1. 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 Downloads section of www.evoting.nsdl.com
2. If you are already registered with NSDL for e-voting then you can use your existing user ID and password /PIN for casting your vote.
3. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
4. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 18th November, 2016, are entitled to vote on the Resolutions set forth in this Notice.
5. The remote e-voting period will commence at 9.00 a.m. on 25th November, 2016 and will end at 5.00 p.m. 24th December, 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th November 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
6. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 18th November, 2016.
7. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 18th November, 2016 may obtain the login ID and password by sending an email to bullishbonds@gmail.com or evoting@nsdl.co.in by mentioning their Folio No. /DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on www.evoting.nsdl.com

8. The Scrutinizer shall, immediately after the conclusion of voting through postal ballot, count the votes cast through postal ballot, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall within 3 days of conclusion of Postal ballot, submit a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.
9. This Notice has been updated with the instructions for voting through electronic means as per the Amended Rules 2015.

**By Order Of the Board
FOR BULLISH BONDS & HOLDINGS LIMITED
(Formerly Ranken Bonds & Holdings Limited)**

**Sd/-
Mr. Mitesh Dani
Managing Director
DIN: 03327315**

**Date: 14th November, 2016
Place: Mumbai**

ANNEXURE TO THE NOTICE

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

ITEM NO. 1

Presently, the Company's Registered Office is located at Kolkata, in the State of West Bengal. The Board of Directors of the Company at their meeting held on 14th November, 2016 has proposed to shift the Registered Office of the Company from the State of West Bengal" to the "State of Maharashtra"

The Shifting of Registered office will facilitate improvement in the business of the Company which will assist the Company to function more economically, efficiently and with better operational and administrative convenience.

Further, Mumbai is a hub of Financial Services Industry and it will facilitate smooth and regular interface with the key regulatory bodies.

Change of Registered Office will not be prejudicial to the interest of any employees, shareholders, creditors or any other stakeholders.

As per provisions of Section 12, 13, 14, 110 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, such shifting of Registered Office requires the Company to alter Memorandum of Association and Article of

Association of the Company and to obtain necessary approval of the Shareholders by way of special resolution through Postal Ballot.

Accordingly, it is proposed that Clause II of the Memorandum of Association and Article I(1)(h) Article of Association of the Company should be amended to reflect that the registered office of the Company be situated in the State of Maharashtra and all the material documents related to this item will be available for inspection at the Registered Office of the Company.

Your Directors recommend the resolution proposed at Item No.1 for the approval of Shareholders by way of special resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their Directorship.

By Order Of the Board
FOR BULLISH BONDS & HOLDINGS LIMITED
(Formerly Ranken Bonds & Holdings Limited)

Sd/-
Mr. Mitesh Dani
Managing Director
DIN: 03327315

Date: 14th November, 2016
Place: Mumbai

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(Formerly Ranken Bonds & Holdings Limited)

Regd. Off.: 216, 2nd Floor, 18-B, Brabourne Road, Kolkata,
West Bengal – 700 001.

CIN No.: L19202WB1981PLC034019

Phone No. 033 – 6508 0003

Website: www.bullishbonds.com Email Id: bullishbonds@gmail.com

POSTAL BALLOT NOTICE

Sr. No. :

1. Name and Registered Address of the Sole/ /first named Member :
2. Name(s) of the Joint Holder(s), if any :
3. Registered Folio No./DP ID and Client ID No. :
4. No. of Shares held :
5. I/ We hereby exercise my/ our vote in respect of the following Special resolutions to be passed through Postal Ballot for the businesses stated in the Notice of Postal Ballot dated 14th November, 2016 of the Company, by sending my/ our assent or dissent to the said resolutions by placing a tick (✓) mark at the appropriate box below:

Sr. no.	Description	No. of Shares	Type of the Resolution	(For) I/We assent to the Resolution	(Against)I/We dissent to the Resolution
1.	Shifting of Registered office of the Company.		Special		

Place :

Date :

Signature of the Member/Beneficial Owner

EVEN (Electronic Voting Event Number)	User ID	*Default PAN / Password

* Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN Field.

Note:

1. If the voting rights are exercised electronically, there is no need to use this form.
2. Please read the instructions overleaf before exercising your vote. For E-voting instructions, kindly refer the Notice of Postal Ballot.

IMPORTANT INSTRUCTIONS

1. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier / Speed Post / Registered Post at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this postal ballot form only. The assent or dissent received in any other form or manner shall be considered as invalid.
2. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar/Depository. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered/recorded with the Registrar/Depository) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA.
4. Unsigned, incomplete, improperly or incorrectly tick marked postal ballot forms will be rejected. A form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or the votes in favour or against or of the signature cannot be verified.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than Saturday, the 24th December, 2016 at 5.00 p.m. Postal Ballot Forms received after the aforesaid date and time will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Postal Ballot Forms well before the last date, providing sufficient time for postal transit.
6. Members can opt only one mode for voting i.e. either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical and vice versa. However, in case Member(s) cast their vote both via physical ballot and e-voting, then voting validly done through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.
7. In case of shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution/ authorization giving the requisite authority to the person voting on the postal ballot form.
8. Voting rights in the Ballot / e-voting cannot be exercised by a proxy. However corporate and institutional shareholders shall be entitled to vote through their authorized representative with proof of their authorization, as stated above.