

# EAST WEST HOLDINGS LIMITED

(Formerly Bullish Bonds & Holdings Limited)

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

Tel : +91-22-4221 9000 /2820 0792 E-mail: info@ewhl.in Web: www.ewhl.in

CIN: L74110MH1981PLC298496

24th December, 2021

To,  
The Department of Corporate Services,  
**BSE Limited**  
14<sup>th</sup> Floor, P.J. Towers,  
Dalal Street, Mumbai - 400 001.  
Scrip Code: "540006"

To,  
**The Calcutta Stock Exchange Limited,**  
7, Lyons Range, Kolkata - 700 001

Scrip Code: "028105"

**Subject: Notice of Extra Ordinary General Meeting to be held 20/01/2022**

Dear Sir/Madam,

In continuation of our intimation dated 23th December, 2021 wherein we have uploaded the copy of the Notice of the Extra Ordinary General Meeting (EOGM) to be held on Thursday, the 20th day of January, 2022, at 10.00 a.m. IST, at SUBA International, Plot No. 211, Chakala, Sahar Road, Opposite Cigarette Factory, Andheri East, Mumbai - 400099.

In this connection please note that there is a minor correction in the Notice at Item No .4 (B)( viii) on page No.23.

It was mentioned that "The Directors of Yashodhara Stock and Shares Private Limited are Mr. Vivek Anand Oberoi and Mr. Kedar Darpan Singh".

The correct statement is "The Directors of Yashodhara Stock and Shares Private Limited are Mr. Vivek Anand Oberoi and Mrs. Priyanka Oberoi".

Apart from the above there is no change in the Notice of EOGM.

We are enclosing herewith the revised Notice of EOGM.

Please arrange to take the same on your record.

Thanking You,

Yours Faithfully,  
For East West Holdings Limited

  
(E. Kanojia)  
Company Secretary &  
Compliance Officer



# EAST WEST HOLDINGS LIMITED

CIN: L74110MH1981PLC298496

**Registered Office:** - 62, Adarsh Industrial Estate, Sahar Chakala Road,  
Andheri (East) Mumbai – 400 099 Phone No: - 022 42219000  
Website: [www.ewhl.in](http://www.ewhl.in) Email Id: [cs@ewfcpl.com](mailto:cs@ewfcpl.com) / [info@ehwl.in](mailto:info@ehwl.in)

## NOTICE FOR EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting (“EOGM”) of the members of East West Holdings Limited (“Company”) will be held on Thursday, the 20<sup>th</sup> day of January, 2022, at 10.00 a.m. IST, at SUBA International, Plot No. 211, Chakala, Sahar Road, Opposite Cigarette Factory, Andheri East, Mumbai – 400099 to transact the following businesses:

### SPECIAL BUSINESS

#### ITEM NO. 1: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

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

"RESOLVED THAT pursuant to provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, or any statutory modification(s), amendment or re-enactment thereof and subject to such approvals, permissions, and sanctions, if any, as may be necessary from any concerned authorities, the Authorized Share Capital of the Company be and is hereby increased from Rs.23,00,00,000/- (Rupees Twenty Three Crore only) divided into 11,50,00,000 (Eleven Crore Fifty Lakhs only) Equity Shares of Rs.2/- (Rupees Two only) each to Rs. 27,00,00,000/- (Rupees Twenty-Seven Crores only) divided into 13,50,00,000 (Thirteen Crore Fifty Lakhs only) Equity Shares of Rs.2/- (Rupees Two only) each."

#### ITEM NO. 2: ALTERATION OF MEMORANDUM OF ASSOCIATION 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 13 and all other applicable provisions, if any, of the Companies Act, 2013(including any statutory modification or re-enactment thereof for the time being in force) and Rules made thereunder, the Memorandum of Association of the Company be and is hereby altered by Substituting the existing clause with the following:

- V. The Authorized Share Capital of the Company is Rs.27,00,00,000/- (Rupees Twenty - Seven Crores only) divided into 13,50,00,000 (Thirteen Crore Fifty Lakhs) Equity Shares of Rs.2/- (Rupees Two only) each. The Company shall have power to increase the said capital

and to issue any part of its capital, original or increased, with or without any preferential rights, privileges, conditions or advantages over or as compared with any shares previously issued or to be thereafter issued, whether in respect of dividend or repayment of capital or both and whether with any special rights of voting or without any right of voting and generally on such terms as the Company may from time to time determine, nevertheless that in the event of the Capital of the Company (including the original Capital) being or becoming divided into shares of different classes, the rights or privileges attached to any class, may be affected, altered, modified or dealt with only in accordance with the provisions in that behalf contained in the Articles of Association of the Company for the time being subject to the provisions of the Companies Act, 2013.

The Company shall have power from time to time to increase or reduce its capital. The shares forming part of the Capital (original, increased or reduced) of the Company may be subdivided, consolidated or divided into such classes, with any preferential, deferred, qualified, special or other rights, privileges or conditions attached thereto and be held upon such terms as may be determined by the Articles of Association and Regulations of the Company for the time being or otherwise."

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company."

**ITEM NO. 3: RAISING OF FUNDS THROUGH ISSUE OF EQUITY SHARES ON PREFERENTIAL ALLOTMENT BASIS TO THE NON-PROMOTERS - PUBLIC CATEGORY FOR CASH**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), the Companies (Prospectus and Allotment of Securities) Rules 2014, the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable laws (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, Listing Agreements entered into by the Company with the Stock Exchanges where the Equity Shares of the Company are listed, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (the "**SEBI (LODR)Regulations**"), and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("**SEBI**"), including Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the "**SEBI (ICDR) Regulations**"), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011,

as amended from time to time (**the "SEBI Takeover Regulations"**), and Foreign Exchange Management Act, 1999, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, Master Direction on Foreign Investment in India issued by the RBI, Foreign Exchange Management (Non- debt Instruments) Rules, 2019 etc. and other foreign exchange regulation provisions in India as may be applicable and subject to necessary approvals, permissions, sanctions and consents as may be required, as may be applicable or any regulatory and other appropriate authorities (including but not limited to the Securities and Exchange Board of India ("**SEBI**"), the Government of India, MCA, RBI etc.) if any and all such other approvals, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent, authority and approval of the Members of the Company ("**Members**") be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, up to 1,09,12,500 (One Crore Nine Lakhs Twelve Thousand Five Hundred Only) fully paid-up Equity Shares of Rs.2/- each of the Company, for cash at a price which shall not be less than the minimum specified price as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, to the proposed allottees under Non Promoter category (Public) as mentioned in the Explanatory Statement annexed hereunto to this Notice, by way of Preferential Allotment in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit;

**RESOLVED FURTHER THAT:**

- i. The relevant date for the purpose of issue of Equity Shares as per Chapter V of the SEBI (ICDR) Regulations, 2018, as amended upto date for the purpose of determination of the applicable price of equity shares is being the date, which is 30 days prior to the date of this Extra Ordinary General Meeting i.e. Tuesday, the 21<sup>st</sup> December, 2021 and other relevant provisions of the Companies Act, 2013, to consider the proposed issue."
- ii. The Offer, Issue and Allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide.
- iii. The Proposed Allottees of equity shares shall be required to bring in 100% of the consideration on or before the date of allotment thereof;
- iv. The consideration for allotment of equity shares shall be paid to the Company by the Proposed Allottees from their respective bank accounts;
- v. Allotment of equity shares shall only be made in dematerialized form.
- vi. The equity shares shall be issued and allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said equity shares is pending on account of pendency of any approval by any Regulatory Authority (including, but not limited to

the RBI, BSE Limited and/or SEBI, MCA or the Government of India), the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

- vii. The Equity shares to be allotted to the Non-Promoters pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.
- viii. The equity shares issued to the Proposed Allotees will be listed on the stock exchanges where the existing equity shares of the Company are listed subject to the receipt of necessary permissions and approvals, as the case may be.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Shares as may be required or as may be necessary in accordance with the terms of the offer, and all such equity shares shall be ranking *pari passu* with the then existing equity shares of the Company in all respects including dividend;

**RESOLVED FURTHER THAT** the monies to be received by the Company from the allottees / Investor towards application for subscription of the Equity Shares pursuant to this Preferential Issue shall be kept by the Company in a separate bank account opened by the Company and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment, listing thereof with stock exchange and to resolve and settle all questions and difficulties that may arise in the proposed issue, allotment, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders 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;

**RESOLVED FURTHER THAT** the Board be and is authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-Committee of Directors or the Chairman or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub-Committee of the Board to further delegate all or any of its powers/duties to any of its members and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard."

**ITEM NO. 4: RAISING OF FUNDS THROUGH ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL ALLOTMENT BASIS TO THE PROMOTERS AND NON - PROMOTERS FOR CASH**

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

**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act and read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and all other applicable Rules under Companies Act, 2013 (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, Listing Agreements entered into by the Company with the Stock Exchanges where the Equity Shares of the Company are listed, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (the "**SEBI (LODR) Regulations**") and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("**SEBI**"), including Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the "**SEBI (ICDR) Regulations**"), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time (the "**SEBI Takeover Regulations**"), Securities And Exchange Board Of India (Foreign Portfolio Investors) Regulations, 2019 and Foreign Exchange Management Act, 1999, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, Master Direction on Foreign Investment in India issued by the RBI, Foreign Exchange Management (Non- debt Instruments) Rules, 2019 etc. and other foreign exchange regulation provisions in India as may be applicable and subject to necessary approvals, permissions, sanctions and consents as may be required, or any regulatory requirements from any other authorities (including but not limited to the SEBI, the Government of India, RBI, MCA etc.) if any and all such other approvals, which may be agreed by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, upto 95,00,000 (Ninety Five Lakhs) convertible warrants (Warrants) at a price of Rs.9/- per warrant to the "Proposed Allottees" under Promoter ( 71,00,000 Warrants) and Non Promoters (24,00,000 Warrants) category as mentioned in the Explanatory Statement annexed hereunto to this Notice, at a conversion price of Rs. 9/- per Equity Share, each convertible into 1 (One) Equity Share of the face value of Rs. 2/- (Rupees Two only) each fully paid up and a security premium of Rs. 7/- (Rupees Seven only) per share or such higher price which shall not be less than the minimum specified price as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, within a period of 18 months from the date of allotment of the Warrants, in one or more tranches by way of Preferential

Allotment in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit;

**RESOLVED FURTHER THAT** the “Relevant date” for this proposed issue of Warrants as per Chapter V of the SEBI (ICDR) Regulations and other applicable provisions under the Companies Act, 2013 for determination of the applicable price of warrants is Tuesday the 21<sup>st</sup> December, 2021, being the date, which is 30 days prior to the date of the Extra Ordinary General Meeting i.e. Thursday, the 20<sup>th</sup> day of January, 2022

**RESOLVED FURTHER THAT:**

- i. The Board is authorized to issue and allot upto 95,00,000 (Ninety-Five Lakhs) warrants at a price of Rs. 9/- per warrant aggregating upto Rs. 8,55,00,000/- (Rupees Eight Crore Fifty-Five Lakhs only), or such higher price which shall not be less than the minimum specified price as per the SEBI (ICDR) Regulations, which will entitle the holders to exercise and apply for 95,00,000 Equity Share of the face value of Rs.2/- (Rupees Two only) each at a securities premium of Rs. 7/- (Rupees Seven only) per Equity share of the Company against each warrant.
- ii. Each Warrant held by the Proposed Allottees shall entitle them to apply for and obtain allotment of 1 (One) Equity Share of the face value of 2/- (Rs. Two only) at a security premium of Rs.7/- per share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment.
- iii. The Proposed Warrant Allottees shall, on the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant issue price of the Equity Shares. The balance 75% of the Warrant issue price shall be payable by the Warrant holders at the time of exercising the Warrants.
- iv. The consideration for allotment of Warrants shall be paid to the Company by the Proposed Allottees from their respective bank accounts;
- v. Allotment of Warrants and Equity Shares arising out of conversion of warrants shall only be made in dematerialized form.
- vi. In the event the Warrant holders does not exercise the option for Equity Shares within a period of 18 months, the unexercised warrants shall expire and the consideration paid in respect of such warrants shall stand forfeited.
- vii. The Warrants shall be convertible into Equity Shares of the Company on subscription, exercise and application, without any further approval of the shareholders prior to or at the time of conversion.
- viii. Upon receipt of the consideration against Warrants, the Board (or a Committee thereof) shall allot one equity share per warrant by appropriating Rs. 2/- towards equity share capital and Rs.7/- towards securities premium.

- ix. The Warrants by itself, until conversion and allotment of equity shares, does not give to the holders thereof any right including voting rights similar to the shareholders of the company.
- x. The Warrants shall be issued and allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Warrants is pending on account of pendency of any approval by any Regulatory Authority (including but not limited to the BSE Limited and/or SEBI, MCA or the Government of India), the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approval(s).
- xi. The equity shares arising out of conversion of warrants shall be listed on the stock exchanges where the existing equity shares of the Company are listed.
- xii. In the event of the company making a bonus issue of shares or making rights issue of shares or any other securities or any other corporate restructuring or arrangement including merger/ demerger/ acquisitions, in whatever proportion prior to the exercise of the rights attached to the Warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequence of such bonus / rights issues / corporate restructuring and that the exercise price of the Warrants be adjusted accordingly, subject to such approvals as may be required.
- xiii. The Warrants and Equity shares arising out of exercise of right attached to the warrant(s) to be allotted to the promoters and Non-Promoters pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations, 2018 as amended from time to time.

**RESOLVED FURTHER THAT** the monies to be received by the Company from the Proposed Allottees towards application for subscription of the Warrants pursuant to this Preferential Issue shall be kept by the Company in a separate bank account opened by the Company and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue / offer or allotment or conversion of the aforesaid warrants, listing thereof with stock exchange(s) and to resolve and settle all questions and difficulties that may arise in the proposed issue/ offer, allotment and conversion of any of the aforesaid warrants, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders 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;



**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Securities as may be required, including issue and allotment of equity shares upon conversion of any warrants referred to above or as may be necessary in accordance with the terms of the offer, and all such equity shares shall be ranking *pari passu* with the then existing equity shares of the Company in all respects including dividend;

**RESOLVED FURTHER THAT** the Board be and is authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-Committee of Directors or the Chairman or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub-Committee of the Board to further delegate all or any of its powers/duties to any of its members and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.”

Place: Mumbai  
Dated: 23<sup>rd</sup> December, 2021

**By Order of the Board of Directors  
For East West Holdings Limited,**

Registered Office:  
62, Adarsh Industrial Estate, Sahar Chakala  
Road, Andheri (East) Mumbai - 400 099  
CIN: L74110MH1981PLC298496

**Sd/-  
Fulchand Kanojia  
Company Secretary and  
Compliance Officer**

## **NOTES**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LATER THAN FORTY-EIGHT (48) HOURS BEFORE THE MEETING.**

Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
3. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.

4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
5. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at its registered office of the Company between 10:00 a.m. to 1:00 p.m. on all working days (except Saturday, Sundays and Public holidays) up to the date of the Extra - Ordinary General Meeting.
6. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting info@satellitecorporate.com with a copy marked to info@ewhl.in.
7. Electronic copy of the Notice of the Extra Ordinary General Meeting of the Company indicating, inter alia, 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 Participant(s)/RTA 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 Extra Ordinary General Meeting of the Company indicating, inter alia, the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates nominations, power of attorney, bank details to their Depository Participant's in Case the shares are held by them in electronic form and in case the Shares are held by them in Physical form with the Company's Registrar and Share Transfer Agent, Satellite Corporate Services Pvt. Ltd. situated at office no.106 & 107, Dattani Plaza, East West Compound, Andheri Kurla Road, Safedpul, Sakinaka- Mumbai-400072. Website: www.satellitecorporate.com. Phone no.022-28520461, 022-28520462, e-mail: info@satellitecorporate.com.
9. In compliance with the MCA Circulars, the Company has published a public notice by way of advertisements in newspaper in Active Times (English) and Mumbai Lakshadeep (Marathi) on 29th August, 2021 inter alia, advising the Members whose e-mail address are not registered/updated with the Company or the Depository Participant(s) ("DP's"), as the case may be, to register/update their e-mail address with them at the earliest.

#### **PROCEDURE AND INSTRUCTIONS FOR E-VOTING**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015 executed by the company with the BSE, the company is pleased to provide members the facility to exercise their right to vote at the Extra Ordinary General Meeting (EOGM) by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).

A member may exercise his votes at any General Meeting by electronic means and company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.

During the e-voting period, members of the company holding shares either in physical form or dematerialized form, as on the cutoff date i.e., 13<sup>th</sup> January, 2022 may cast their votes electronically.

Once the vote on a resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently.

The said Notice sent to the Members will also be available on the Company's website <http://ewhl.in> / <http://investor.html> and on the website of the Stock Exchanges i.e. BSE Limited <https://www.bseindia.com> and on the website of NSDL <https://www.evoting.nsdl.com>.

The process and instructions for e-voting are as under:

- (i) The voting period commences on Monday the 17<sup>th</sup> January, 2022 at 9.00 a.m. and ends on Wednesday, the 19<sup>th</sup> January, 2022 at 5.00 p.m. During this period, shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday the 13<sup>th</sup> January, 2022, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the venue.

#### **Instructions for E-voting are as follows**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### **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](http://www.evoting.nsdl.com).
  - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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. 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](http://www.evoting.nsdl.com) to reset the password.
2. 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](mailto:evoting@nsdl.co.in) or call on.: 1800 1020 990 and 1800 22 44 30.
3. CS Naveen Karn (Membership No. ACS 60273/ CP No. 22655) of M/s. Naveen Karn & Co. Practicing Company Secretary has been appointed by the Board of Directors of the Company as Scrutinizer for scrutinizing the remote e-voting process as well as voting through electronic means at the EOGM, in a fair and transparent manner.
4. The Scrutinizer shall, immediately after the conclusion of voting at the Extra Ordinary General Meeting (EOGM) 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 two days of conclusion of the Meeting a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.

5. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://ewhl.in/investor.html> and on the website of the Stock Exchanges i.e. BSE Limited <https://www.bseindia.com> and on the website of NSDL <https://www.evoting.nsdl.com> within two (2) days of passing of the resolution at the EOGM of the Company and communicated to the BSE.
6. The resolutions shall be deemed to be passed on the date of the EOGM, subject to receipt of sufficient votes through a compilation of Voting results (i.e., remote e-Voting and the voting held at the EOGM).

Place: Mumbai  
Dated: 23<sup>rd</sup> December, 2021

**By Order of the Board of Directors  
For East West Holdings Limited,**

Registered Office:  
62, Adarsh Industrial Estate, Sahar Chakala  
Road, Andheri (East) Mumbai - 400 099  
CIN: L74110MH1981PLC298496

**Sd/-  
Fulchand Kanojia  
Company Secretary and  
Compliance Officer**

## ANNEXURE TO NOTICE

### EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

#### ITEM 1 AND 2

The Board of Directors at item Nos. 3 and 4 proposes to issue and allot Equity Shares and Warrants. Hence it is therefore deemed appropriate to increase the Authorized Equity Share Capital of the Company to accommodate the issue of Equity Shares and Equity shares arising on conversion of warrants into Equity Shares as envisaged at item no. 3 and 4 and for that purpose, the Capital Clause No. V of the Memorandum of Association of the Company is required to be suitably altered as set out at Item No.1 and 2 of the accompanying Notice.

The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for Increase of the Authorized Share Capital and for the Consequent Amendment to the capital clause of the Memorandum and Articles of Association of the Company.

The Current Authorized Share Capital post sub division as envisaged in item no.1 and 2 of the said notice, of the Company is Rs. 23,00,00,000/- (Rupees Twenty-Three Crores only) divided into 11,50,00,000 Equity shares of Rs.2/- each. The Issued, Subscribed and Paid-up Capital of the Company is Rs.21,91,25,000/- (Rupees Twenty-One Crore Ninety-One Lakhs Twenty-Five Thousand only) divided into 10,95,62,500 Equity Shares of Rs. 2/- each.

Further, considering the proposed issue of Fully-paid Equity Shares and in order to accommodate the issue of Equity Shares arising out of conversion of warrants into Equity Shares, the Board of Directors considers that, the existing Authorized Share Capital of the Company is proposed to be increased from Rs 23,00,00,000/- (Rupees Twenty-Three Crores only) divided into 11,50,00,000 (Eleven Crores Fifty Thousand) Equity Shares of Rs. 2/- (Rupees Two) each to Rs. 27,00,00,000/- (Rupees Twenty-Seven Crores only) divided into 13,50,00,000 (Thirteen Crore Fifty Lakhs) Equity Shares of Rs.2/- (Rupees Two only) each.

Further, the increased Authorized Share Capital will have to be reflected in the Memorandum and Articles of Association of the Company.

The Board of Directors accordingly recommends the resolutions set out at Item No. 1 and 2 of the accompanying Notice for the approval of the Members.

None of the Directors, Managers and Key Managerial Personnel of the Company and their relatives is concerned in any way or interested in the resolution.

Your Directors commend the resolutions at item nos. 1 and 2 for your approval as an Ordinary Resolutions.

### ITEM NO.3

- A. In terms of section 102 of the Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) and any other applicable law, the Explanatory Statement set out all the material facts relating to the special business mentioned in the accompanying notice dated 23<sup>rd</sup> December, 2021.**

The Board of Directors in its meeting held on Thursday, the 23<sup>rd</sup> day of December, 2021, have approved issuance of upto 1,09,12,500 Equity Shares for cash on preferential basis to the Investor (non-promoter / Public Category).

The Equity Shares allotted shall rank *pari- passu* in all respects including dividend with the existing Equity Shares of the Company.

The preferential allotment of Securities to investors who are non-promoters would be in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 and the following parameters would be subject to such changes as may be required to conform to the SEBI (ICDR) Regulations, 2018.

The Equity shares to be allotted to investors who are non - promoters - Public Category, pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

- B. The details of the issue and other particulars as required in terms of Regulation 163 (1) of SEBI (ICDR) Regulations, 2018 in relation to the resolution for the proposed preferential issue are given as under:**

**(i) The Objects of the Preferential Issue:**

Subject to the applicable law, the funds to be raised from the proposed issue of Equity Shares will be utilized for a combination of part funding of the capital expenditure, support growth plans of the Company, working capital requirements, investments and general corporate purposes to pursue the main object of the company as stated in its Memorandum of Association (MOA).

**(ii) Maximum number of specified securities issued:**

Upto 1,09,12,500 (One Crore Nine Lakhs Twelve Thousand Five Hundred) Equity Shares at a Face Value of Rs.2/- per Equity Share at a securities Premium of Rs. 7/- per Equity share aggregating upto Rs. 9,82,12,500/- (Rupees Nine Crore Eighty-Two Lakhs Twelve Thousand Five Hundred only), or such higher price, which shall not be less than the minimum specified price as per the SEBI (ICDR) Regulations.

**(iii) The intention of the promoters / Directors / key management persons to subscribe to the Preferential Issue:**

None of the promoters / directors / key managerial person intends to subscribe to the Preferential Issue of Equity Shares.

**(iv) Pricing of Securities and basis on which the price has been arrived at :**

The issue of Equity Shares on preferential basis to the non-Promoters of the Company will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018.



In terms of SEBI (ICDR) Regulations, 2018, the price per Equity Share for frequently traded shares shall not be lower than the price determined in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 which is higher of the following:

- a. Average of the weekly high and low of the Volume Weighted Average prices of the Equity Shares of the Company quoted on the Stock Exchange, during the Twenty-Six weeks preceding the Relevant Date; or
- b. Average of the weekly high and low of the Volume Weighted Average prices of the Equity Shares of the Company quoted on the Stock Exchange, during the Two weeks preceding the Relevant Date.

The Equity shares of the Company are listed on BSE Limited and frequently traded in accordance with SEBI (ICDR) Regulations.

The provisions in Chapter V of the SEBI (ICDR) Regulations prescribe the minimum price at which the Preferential Issue may be made. For the purpose of computation of the minimum specified price per Equity Share is Rs. 8.75/- (Rupees Eight and Paise Seventy-Five only) per Equity Share and the price at which the Preferential Issue is being made (as determined in accordance with the SEBI (ICDR) Regulations is Rs. 9/- (Rupees Nine only) per Equity Share which has been higher than the minimum specified price per Equity Share.

(v) **Relevant Date:**

The relevant date for the purpose of issue of Equity Shares as per Chapter V of the SEBI (ICDR) Regulations, 2018, for the purpose of determination of the applicable price of equity shares is Tuesday the 21<sup>st</sup> December, 2021 being the date, which is 30 days prior to the date of the Extra Ordinary General Meeting (EOGM) i.e. Thursday, the 20<sup>th</sup> day of January, 2022.

(vi) **Particulars of Subscriber to Equity Shares**

The Company proposes to issue Equity Shares by way of preferential issue to the Non-Promoter - Public category for cash as per the details given herein below:

Name of the Proposed subscriber	Pre-Preferential Issue		Post Preferential Issue		
	No. of Shares held	% Of Holding	New Allotment No. of Equity Shares	No of shares held (*)	% of Holding (*)
Anandkumar Desai	0	0.00	1,50,000	1,50,000	0.12
Devshi Lakhman Bhatu	0	0.00	3,00,000	3,00,000	0.23
Ajit Hardas Khodbhaya	0	0.00	3,00,000	3,00,000	0.23
Mitesh Bhaskarraai Desai	0	0.00	1,50,000	1,50,000	0.12
Ruchi Harshad Naik	0	0.00	1,50,000	1,50,000	0.12
Naik Prachi Harshadrai	0	0.00	1,50,000	1,50,000	0.12
Drashti Anup Desai	0	0.00	1,50,000	1,50,000	0.12
Mohammad Nulwala	1,858	0.00	1,50,000	1,51,858	0.12
Murtuza Nulwala	0	0.00	1,50,000	1,50,000	0.12

Nitin Chunilal Mehta	0	0.00	1,50,000	1,50,000	0.12
Balbir Singh Randhawa	0	0.00	10,00,000	10,00,000	0.77
Patel Akash Rajendra	0	0.00	7,50,000	7,50,000	0.58
Shah Shakuntala A	0	0.00	6,25,000	6,25,000	0.48
Rohit Anand	0	0.00	6,25,000	6,25,000	0.48
Zulekha Alam	10,000	0.01	3,25,000	3,35,000	0.26
Deepenkumar Mahendra Patel	0	0.00	22,50,000	22,50,000	1.73
Bakul Natwarlal Kotak	0	0.00	37,500	37,500	0.03
Deepak Khushalani	0	0.00	7,50,000	7,50,000	0.58
Manohar G Jeswani	0	0.00	7,50,000	7,50,000	0.58
Neeleshwar Bhatnagar	0	0.00	7,50,000	7,50,000	0.58
Priyanka Oberoi	0	0.00	12,50,000	12,50,000	0.96
<b>Total</b>	<b>11,858</b>	<b>0.01</b>	<b>1,09,12,500</b>	<b>1,09,24,358</b>	<b>8.40</b>

(\*) **Assuming full conversion of Warrants into Equity shares issued through this Notice.**

(vii) **Shareholding Pattern Pre and Post Preferential Issue:** Please refer *Annexure I*

(viii) **Change in Management:**

The issue of Equity Shares pursuant to the said resolution shall not result in any change in the management or control of the Company.

(ix) **Lock in Equity Shares**

The Equity shares to be allotted to the non-promoters on a preferential basis as set out in the resolution shall be locked in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

(x) **Proposed time within which the allotment shall be completed: -**

As required under the SEBI (ICDR) Regulations, 2018, the Equity Shares shall be issued and allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval by any Regulatory Authority (including but not limited to the BSE Limited and/or SEBI, MCA or the Government of India), the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

(xi) **No. of persons to whom allotment on Preferential Basis has already been made during the year, in terms of Number of Securities as well as Price:**

The Company has not made any preferential allotment during the year commencing from 01<sup>st</sup> April, 2021 till the date of this Notice.

(xii) **The Company undertakes that:**

a) It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2018 where it is required to do so.

b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

(xiii) **Disclosure pertaining to willful defaulters:**

Neither the Company nor any of its Promoters or Directors is willful defaulter and hence disclosures as specified in Schedule VI of the ICDR Regulations are not applicable.

(xiv) **Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not Applicable.

(xv) **Listing:**

The Company will make an application to stock Exchanges where the existing Equity Shares are presently listed, for listing of the Equity Shares. Such Equity Shares, once allotted, shall rank *pari passu* with the then existing Equity Shares of the Company, including voting rights and dividend.

(xvi) **Auditor's certificate:**

The Certificate issued by M/s. Mittal & Associates, Chartered Accountants (Firm Regn. No. 106456W), having office at 5<sup>th</sup> Floor, Empress, Nucleus Gaothan Road, Near Little Flower School, Gundavali, Andheri (East) Mumbai - 400 023, the Statutory Auditor of the Company, certifying that the present preferential issue is being made in accordance with the requirements contained under Chapter V of the SEBI (ICDR) Regulations will be placed before the Members at the EOGM and will be kept open for inspection upto the last date of EOGM i.e. Thursday, the 20<sup>th</sup> day of January, 2022. The members desirous to inspect the same may send an email at [cs@ewfcpl.com](mailto:cs@ewfcpl.com) / [info@ehwl.in](mailto:info@ehwl.in) for inspection of the said certificate during the EOGM at least 5 days in advance before the date of EOGM.

(xvii) **Other disclosures / Undertaking:**

The Proposed Allottees have not sold any equity shares during the six months preceding the Relevant Date.

In terms of the provisions of Section 23, Section 42 and Section 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 as amended and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), Regulation 160 (b) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), Chapter V of ICDR Regulations the said Equity Shares issue requires prior approval of the shareholders of the Company by way of a special resolution.

The Board of Directors of the Company believes that the proposed Preferential Issue is in the best interest of the Company and its Members. The Board, therefore, recommends the Resolution at Item No. 3 of the accompanying Notice for the approval of Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Special Resolution as set out at Item No. 3 of the Notice, except to the extent of their Shareholding, if any, in the Company.

Your directors commend the resolution for your approval as a Special Resolution.

#### **ITEM NO. 4**

- A. In terms of section 102 of the Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) and any other applicable law, the Explanatory Statement set out all the material facts relating to the special business mentioned in the accompanying notice dated 23<sup>rd</sup> December, 2021.**

The Board of Directors in its meeting held on Thursday, the 23<sup>rd</sup> day of December, 2021 approved to raise the funds required by way of issuance of warrants on the preferential basis. The Board decided to issue, offer and allot upto 95,00,000 Warrants convertible into upto 95,00,000 Equity Shares for cash on preferential basis to the Promoters and non-promoters.

The Equity Shares to be allotted on exercise of option by Warrant holder pursuant to the above Resolution shall rank *pari- passu* in all respects including dividend with the existing Equity Shares of the Company.

The preferential allotment of Securities to investors who are Promoters and non-promoters would be in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018. The Preferential issue would comprise of upto 95,00,000 Warrants with a right exercisable by the Warrant holder to subscribe for one Equity Share per Warrant. The holders of the Warrants shall have the option to exercise the Warrants to subscribe to Equity Shares of the Company within eighteen (18) months of its allotment.

The Equity shares arising out of exercise of right attached to the warrants to be allotted to the Promoters and non - promoters, pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

- B. The details of the issue and other particulars as required in terms of Regulation 163 (1) of SEBI (ICDR) Regulations, 2018 in relation to the resolution for the proposed preferential issue are given as under:**

**(i) The Objects of the Preferential Issue:**

Subject to the applicable law, the funds to be raised from the proposed issue of Warrants will be utilized for a combination of part funding of the capital expenditure for expansion, support growth plans of the Company, working capital requirements, investments and general corporate purposes and to pursue the main object of the company as stated in its Memorandum of Association (MOA).

**(ii) Maximum no. of securities to be issue**

Upto 95,00,000 (Ninety-Five Lakhs) warrants at a price of Rs. 9/- per warrant aggregating upto Rs. 8,55,00,000/- (Rupees Eight Crore Fifty Lakhs only), or such higher price which shall not be less than the minimum specified price as per the SEBI (ICDR) Regulations, which will entitle the holders to exercise and apply for upto 95,00,000 Equity Share at a conversion price of Rs.9/- having the face value of Rs. 2/- (Rupees Two only) each and at a premium of Rs. 7/- (Rupees Seven only) per Equity share of the Company against each warrant

**(iii) The intention of the promoters / Directors / key management persons to subscribe to the Preferential Issue:**

The promoters / directors / key managerial person intends to subscribe to the Preferential Issue of warrants to the extent of 71,00,000 Warrants.

The Public intends to subscribe to the extent of 24,00,000 Warrants.

**(iv) Pricing of Securities to be issued and basis on which the price has been arrived at:**

The issue of Warrants on preferential basis to the Promoters and non-Promoters of the Company will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018.

The Equity shares of the Company are listed on BSE Limited and frequently traded in accordance with SEBI ICDR Regulations.

In terms of SEBI (ICDR) Regulations, 2018, the price per Equity Share for frequently traded shares shall not be lower than the price determined in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 which is higher of the following:

- a. Average of the weekly high and low of the Volume Weighted Average prices of the Equity Shares of the Company quoted on the Stock Exchange, during the Twenty-Six weeks preceding the Relevant Date; or
- b. Average of the weekly high and low of the Volume Weighted Average prices of the Equity Shares of the Company quoted on the Stock Exchange, during the Two weeks preceding the Relevant Date.

The provisions in Chapter V of the SEBI ICDR Regulations prescribe the minimum price at which the Preferential Issue may be made. For the purpose of computation of the minimum specified price per Equity Share is Rs.8.75/- (Rupees Eight and Paise Seventy-Five only) per Equity Share and the price at which the Preferential Issue is being made (as determined in accordance with the SEBI ICDR Regulations) is Rs. 9/- (Rupees Nine only) per warrant which has been higher than the minimum specified price per Equity Share

**(v) Relevant Date:**

The relevant date for the purpose of issue of Warrants as per Chapter V of the SEBI (ICDR) Regulations, 2018, for the purpose of determination of the applicable price of equity shares is Tuesday the 21<sup>st</sup> day of December, 2021 being the date, which is 30 days prior to the date of the Extra Ordinary General Meeting (EOGM) i.e. Thursday, the 20<sup>th</sup> day of January, 2022 and other relevant provisions of the Companies Act, 2013, to consider the proposed issue."

**(vi) Terms of Issue of Warrants to Proposed Allottee who is a non-promoter:**

- a) The Board is authorized to issue and allot upto 95,00,000 (Ninety-Five Lakhs) warrants at a price of Rs. 9/- per warrant aggregating upto Rs. 8,55,00,000/- (Rupees Eight Crore Fifty-Five Lakhs only), or such higher price which shall not be less than the minimum specified price as per the SEBI (ICDR) Regulations, which will entitle the holders to exercise and apply for 95,00,000 Equity Share of the face value of Rs. 2/- (Rupees Two only) each at a security premium of Rs.7/- (Rupees Seven only) per Equity share of the Company against each warrant.

- b) Each Warrant held by the Proposed Allottee shall entitle her to apply for and obtain allotment of 1 (One) Equity Share of the face value of 2/- (Rs. Two only) at a security premium of Rs.7/- per share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment.
- c) The proposed Warrant allottees shall, on the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant issue price of the Equity Shares. The balance 75% of the Warrant issue price shall be payable by the Warrant holder at the time of exercising the Warrants.
- d) The consideration for allotment of Warrants shall be paid to the Company by the Proposed Allottee from their respective bank accounts;
- e) Allotment of Warrants and Equity Shares arising out of conversion of warrants shall only be made in dematerialized form.
- f) In the event the Warrant holder does not exercise the option for Equity Shares within a period of 18 months, the unexercised warrants shall expire and the consideration paid in respect of such warrants shall stand forfeited.
- g) The Warrants shall be convertible into Equity Shares of the Company on subscription, exercise and application, without any further approval of the shareholders prior to or at the time of conversion.
- h) Upon receipt of the consideration against warrant the Board (or a Committee thereof) shall allot one equity share per warrant by appropriating Rs. 2/- towards equity share capital and Rs.7/- towards Securities Premium.
- i) The warrant by itself, until conversion and allotment of equity shares, does not give to the holder thereof any rights including voting rights similar to the shareholders of the company.
- j) The Warrants shall be issued and allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said warrants is pending on account of pendency of any approval by any Regulatory Authority (including but not limited to the BSE Limited and/or SEBI, MCA or the Government of India), the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approval(s).
- k) The equity shares arising out of conversion of warrants shall be listed on the stock exchanges where the existing equity shares of the Company are listed.
- l) In the event of the company making a bonus issue of shares or making rights issue of shares or any other securities or any other corporate restructuring or arrangement including merger/ demerger/ acquisitions, in whatever proportion prior to the exercise of the rights attached to the Warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequence of such bonus / rights issues / corporate restructuring and that the exercise price of the Warrants be adjusted accordingly, subject to such approvals as may be required.

- m) The Warrants and Equity shares arising out of exercise of right attached to the warrant(s) to be allotted to the Promoters and non-promoters pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

**(vii) Particulars of Subscriber to Warrants**

The Company proposes to issue Warrants by way of preferential issue to the Non-Promoter - Public category for cash as per the details given herein below:

Name of the Proposed subscriber	Pre-Preferential Issue		Post Preferential Issue		
Category - Promoter	No. of Shares held	% of Holding	New Allotment No. of Warrants issued	No of shares held	% of Holding (*)
Mushtri Begum Shafi	46,12,831	4.21	4,60,804	50,73,635	3.90
Mohammed Ajaz Shafi	90,78,594	8.29	9,06,916	99,85,510	7.68
Mohamed Iqbal	79,33,175	7.24	7,92,493	87,25,668	6.71
Mussarrat Asif Purkait	16,97,775	1.55	1,69,601	18,67,376	1.44
Sharifa Iqbal Mohammed	11,45,400	1.05	1,14,421	12,59,821	0.97
Sabhat Begum Shafi	16,97,775	1.55	1,69,601	18,67,376	1.44
Mohammad Shafi	4,49,06,726	40.99	44,86,164	4,93,92,890	38.00
<b>Total (a)</b>	<b>7,10,72,276</b>	<b>64.87</b>	<b>71,00,000</b>	<b>7,81,72,276</b>	<b>60.14</b>
Category - Non Promoter	No. of Shares held	% of Holding	New Allotment No. of Warrants issued	No of shares held	% of Holding (*)
Yashodhara Stock And Shares Private Limited	19,93,488	1.82	24,00,000	43,93,488	3.38
<b>Total (b)</b>	<b>19,93,488</b>	<b>1.82</b>	<b>24,00,000</b>	<b>43,93,488</b>	<b>3.38</b>
<b>Total (a+b)</b>	<b>7,30,65,764</b>	<b>1.82</b>	<b>95,00,000</b>	<b>8,25,65,764</b>	<b>63.52</b>

(\*) Assuming full conversion of Warrants into Equity shares issued through this Notice.

- (viii) 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 Allottee, the percentage of post preferential issue capital that may be held by them:

Name (I)	Name of the Shareholders and Who are Ultimate Beneficial Owners (II)	% of Pre and Post Preferential issue Capital Holding (III)
Yashodhara Stock And Shares Private Limited	1) Mr. Vivek Anand Oberoi 2) Mrs. Priyanka Oberoi	Pre-Shareholding - 1.82% and Post Shareholding - 3.38 % (*)

\* Assuming full conversion of Warrants into Equity shares issued through this Notice.

**Notes:**

1. There will be no change in the control of the Company consequent to the said issue.

2. The governance and decision making with respect to the shares held by the shareholder is with Mr. Vivek Anand Oberoi.
3. Mr. Vivek Anand Oberoi holds 93.75% shares and Mrs. Priyanka Oberoi holds 6.25% shares in Yashodhara Stock and Shares Private Limited respectively. There are only two (2) shareholders.
4. The Directors of Yashodhara Stock and Shares Private Limited are Mr. Vivek Anand Oberoi and Mrs. Priyanka Oberoi.

**(ix) Shareholding Pattern Pre and Post Preferential Issue: Please refer Annexure I**

**(x) Change in Management:**

The issue of Warrants pursuant to the said resolution shall not result in any change in the management or control of the Company.

**(xi) Lock in of Warrants / Equity Shares**

The Warrants and Equity shares arising out of conversion of warrants into Equity shares to be allotted to the Promoters and non-promoters on a preferential basis as set out in the resolution shall be locked in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

**(xii) Proposed time within which the allotment shall be completed: -**

As required under the SEBI (ICDR) Regulations, 2018, the Warrants shall be issued and allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Warrants is pending on account of pendency of any approval by any Regulatory Authority (including but not limited to the BSE Limited and/or SEBI, MCA or the Government of India), the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

**(xiii) No. of persons to whom allotment on Preferential Basis has already been made during the year, in terms of Number of Securities as well as Price:**

The Company has not made any preferential allotment during the year commencing from 01<sup>st</sup> April, 2021 till the date of this Notice.

**(xiv) The Company undertakes that:**

- a. It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2018 where it is required to do so.
- b. If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

**(xv) Disclosure pertaining to willful defaulters:**

Neither the Company nor any of its Promoters or Directors is wilful defaulter and hence disclosures as specified in Schedule VI of the ICDR Regulations are not applicable.

**(xvi) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable.**



**(xvii) Listing:**

The Company will make an application to the stock Exchanges where the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of warrants. Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, including voting rights and dividend.

**(xviii) Auditor's Certificate:**

The Certificate issued by M/s. Mittal & Associates, Chartered Accountants (Firm Regn. No. 106456W), having office at 5<sup>th</sup> Floor, Empress, Nucleus Gaothan Road, Near Little Flower School, Gundavali, Andheri (East) Mumbai - 400 023, the Statutory Auditor of the Company, certifying that the present preferential issue is being made in accordance with the requirements contained under Chapter V of the SEBI (ICDR) Regulations will be placed before the Members at the EOGM and will be kept open for inspection upto the last date of EOGM i.e. Thursday, the 20<sup>th</sup> day of January, 2022. The members desirous to inspect the same may send an email at [cs@ewfcpl.com](mailto:cs@ewfcpl.com) / [info@ehwl.in](mailto:info@ehwl.in) for inspection of the said certificate during the EOGM at least 5 days in advance before the date of EOGM.

**(xix) Other Undertaking:**

The Proposed Allottees have not sold any equity shares during the six months preceding the Relevant Date.

In terms of the provisions of Section 23 , Section 42 and Section 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 as amended and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), Regulation 160(b) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended , Chapter V of ICDR Regulations the said warrants issue requires prior approval of the shareholders of the Company by way of a special resolution.

The Board of Directors of the Company believes that the proposed Preferential Issue is in the best interest of the Company and its Members. The Board, therefore, recommends the Resolution(s) at Item No. 4 of the accompanying Notice for the approval of Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Special Resolution as set out at Item No. 4 of the Notice, except to the extent of their Shareholding, if any, in the Company.

Your directors commend the resolution for your approval as a Special Resolution.

Place: Mumbai  
Dated: 23<sup>rd</sup> December, 2021

Registered Office: - 62, Adarsh Industrial Estate,  
Sahar Chakala Road, Andheri (East),  
Mumbai - 400 099  
CIN: L74110MH1981PLC298496

**By Order of the Board of Directors  
For East West Holdings Limited,**

**Sd/-  
Fulchand Kanojia  
Company Secretary and  
Compliance Officer**

**Annexure I**  
**Shareholding Pattern Pre and Post Preferential Issue:**

Table	A		B	
	Pre- issue % of Holding		Post issue % of Holding (*)	
Category of Shareholders	Total No. of Shares	% of Total Voting Rights	Total No. of shares (*)	% of Total Voting Rights
Promoters/Promoters' Group	1563	0.00	1563	0.00
Proposed Allottees (Warrants) (Promoter category) `	7,10,72,276	64.87	7,81,72,276	60.14
<b>Sub- Total (A)</b>	<b>7,10,73,839</b>	<b>64.87</b>	<b>7,81,73,839</b>	<b>60.14</b>
<b>Non promoters</b>				
Mutual Funds	0	0.00	0	0.00
Foreign Portfolio Investors	1,07,33,413	9.80	1,07,33,413	8.26
Foreign Institutional Investors	0	0.00	0	0.00
Bodies Corporate	12,90,651	1.18	12,90,651	0.99
Non-Resident Indians / Overseas Corporate bodies	1,18,55,553	10.82	1,18,55,553	9.12
Individual - Public	1,04,83,116	9.56	1,04,83,116	8.07
Hindu Undivided Family (HUF)	2,81,686	0.26	2,81,686	0.22
Firms	17,38,456	1.59	17,38,456	1.34
Others - Clearing Members	1,00,440	0.09	1,00,440	0.08
Proposed Allottee (Equity Shares (Public Category)	11,858	0.01	1,09,24,358	8.40
Proposed Allottee (Warrants) (Public category) `	19,93,488	1.82	43,93,488	3.38
<b>Sub-total (B)</b>	<b>3,84,88,661</b>	<b>35.13</b>	<b>5,18,01,161</b>	<b>39.86</b>
<b>Total (A+B)</b>	<b>10,95,62,500</b>	<b>100.00</b>	<b>12,99,75,000</b>	<b>100.00</b>

(\* ) Assuming full conversion of Warrants into Equity shares issued through this Notice.

Notes: -

I. Above pre- issue shareholding pattern is as on 17<sup>th</sup> December, 2021

# EAST WEST HOLDINGS LIMITED

CIN: L74110MH1981PLC298496

**Registered Office:** - 62, Adarsh Industrial Estate, Sahar Chakala Road,  
Andheri (East) Mumbai - 400 099 Phone No: - 022 42219000

Website: [www.ewhl.in](http://www.ewhl.in) Email Id: [cs@ewfcpl.com](mailto:cs@ewfcpl.com) /[info@ehwl.in](mailto:info@ehwl.in)

## Attendance Slip

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL Joint shareholders may obtain additional slip at the venue of the meeting.

DP Id*	
Client Id*	

Folio No.	
No. of Shares	

### NAME AND ADDRESS OF THE SHAREHOLDER:

I hereby record my presence at the Extra Ordinary General Meeting of the Company to be held on Thursday, the 20<sup>th</sup> January, 2022 at 10.00 a.m. at SUBA International, Plot No. 211, Chakala, Sahar Road, Opposite Cigarette Factory, Andheri East, Mumbai - 400099

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the EOGM Notice for reference at the Meeting.

\_\_\_\_\_  
Signature of Shareholder/Proxy

(\*) Applicable only in case of investors holding shares in Electronic Form.

# EAST WEST HOLDINGS LIMITED

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Website: [www.ewhl.in](http://www.ewhl.in) Email Id: [cs@ewfcpl.com](mailto:cs@ewfcpl.com) / [info@ehwl.in](mailto:info@ehwl.in)

## Proxy Form

**(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)**

Name of the Member(s): Registered address:		E-mail id: Folio No./ *Client Id: *DP Id:	
-----------------------------------------------	--	----------------------------------------------------	--

I/We, being the member(s) holding \_\_\_\_\_ shares of East West Holdings Limited, hereby appoint:

- 1) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
- 2) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
- 3) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Thursday, the 20<sup>th</sup> January, 2022 at 10.00 a.m. at SUBA International, Plot No. 211, Chakala, Sahar Road, Opposite Cigarette Factory, Andheri East, Mumbai - 400099 and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\*I wish my above proxy to vote in the manner as indicated in the box below:

Item No.	Resolutions	Type of Resolution	For	Against
1	Increase in Authorised Share Capital of the Company	Ordinary		
2	Alteration of Capital clause of Memorandum of Association	Ordinary		
3	Raising of Funds through issue of Equity Shares on Preferential Allotment basis to the Non-Promoters - Public Category for Cash	Special		
4	Raising of Funds through issue of Warrants Convertible into Equity Shares on Preferential Allotment basis to the Promoters And Non - Promoters for Cash	Special		

Signed this ----- day of \_\_\_\_\_

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of first Proxy  
Holder

\_\_\_\_\_  
Signature of Second Proxy  
Holder

\_\_\_\_\_  
Signature of third Proxy  
Holder

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting results. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. \*\*This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

## Route Map of the EOGM Venue

Venue: SUBA International, Plot No. 211, Chakala, Sahar Road, Opposite Cigarette Factory, Andheri East, Mumbai - 400099.

