Date: 9th September, 2026

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

Scrip Code: 540386

Subject- Revised Notice of Annual General Meeting of Ontic Finserve Limited

Dear Sir/Madam,

In Compliance with provisions of Regulation 30 Read with PART A of Schedule III of The SEBI (Listing Obligation & Disclosure Requirement) Regulation 2015, we enclose herewith Notice of Annual General Meeting of the company for the Financial Year ended 2025- 2026 scheduled to be held on Wednesday, 30th September, 2026 at 01:00 P.M at Registered office of the Company. This notice is also sent to Members of the company as a part of Annual Report for the Financial Year 2025-2026.
You are requested to kindly take the same on record for your further needful.
Thanking you,

Yours Faithfully,

For Ontic Finserve Limited

RAIYANI BHUPENDRAKUMAR DHANJIBHAI

Digitally signed by RAIYANI BHUPENDRAKUMAR DHANJIBHAI
DN: c=IN, postalCode=380024, st=GUJARAT, street=AHMADABAD,INDIA COLONY ROAD ,380024, l=AHMADABAD, o=Personal, serialNumber=9fe47a0ce09d55feda0e3c667d8472841f356def603a4b6fdc496c29d7e26271, pseudonym=0494a589174945e88518cd2c312c896a, 2.5.4.20=95ab07fb0d95d5466c3126799acd9aab5e401754d72c359a2ffa0ecdfb4ed1d8, email=BDRAIYANI@GMAIL.COM, cn=RAIYANI BHUPENDRAKUMAR DHANJIBHAI
Date: 2026.09.09 17:49:51 +05'30'

Bhupendra Raiyani
Director
DIN: 08104918

NOTICE

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF ONTIC FINSERVE LIMITED WILL BE HELD ON WEDNESDAY, 30TH SEPTEMBER, 2026 AT 1.00 P.M. AT REGISTERED OFFICE OF THE COMPANY TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS:

1) **To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2026 and Balance sheet as at that date together with Directors Report and Auditors Report thereon.**

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

"RESOLVED THAT the Audited financial statement of the Company for the financial year ended March 31, 2026, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

SPECIAL BUSINESS:

2) **Approval of Reduction & Consolidation of Share Capital**

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

"RESOLVED THAT pursuant to Section 66 read with Section 61 and all other applicable provisions, if any, of the Companies Act, 2013, read with the National Company Law Tribunal (Procedure for Reduction & Consolidation of Capital of Company) Rules, 2016, Article 41 of Articles of Association of the Company and subject to confirmation by the Hon'ble National Company Law Tribunal, Bench at Ahmedabad and subject to such other approvals, consents, permissions or sanctions of any other authority, body or institution (hereinafter collectively referred to as "the concerned authorities") as may be required, and subject to such other conditions or guidelines, if any, as may be prescribed or stipulated by any of the concerned authorities, from time to time, while granting such approvals, consents, permissions or sanctions, and which may be agreed to by the Board of

Directors of the Company, the consent and approval of members of the Company be and is hereby accorded for:

(a) reduction of existing paid up equity share capital of the Company from Rs. 9,00,03,000/- (Rupees Nine Crores Three Thousand Only) divided into 9,00,03,000 (Nine Crores Three Thousand) equity shares of Re. 1/- each to Rs. 90,00,300/- (Rupees Ninety Lakhs Three Hundred Only) divided into 90,00,300 (Ninety Lakhs Three Hundred) equity shares of Re. 1/- each, by cancelling and extinguishing 8,10,02,700 (Eight Crore Ten Lakh Two Thousand Seven Hundred) equity shares of Re. 1/- each, aggregating Rs. 8,10,02,700/- (Rupees Eight Crore Ten Lakh Two Thousand Seven Hundred only) and utilising the same towards setting off the accumulated losses of the Company to that extent, as set out in the Scheme of Reduction of Share Capital ("Scheme") as circulated to the members and placed before the meeting and initialled by the Chairperson for the purpose of identification; and

(b) consolidation of the post reduction capital of Rs. 90,00,300/- (Rupees Ninety Lakhs Three Hundred Only) divided into 90,00,300 (Ninety Lakhs Three Hundred) equity shares of Re. 1/- each to Rs. 90,00,300/- (Rupees Ninety Lakhs Three Hundred Only) comprising 9,00,030 (Nine Lakh Thirty) fully paid up equity shares of Rs.10/- (Rupees Ten only) each."

"RESOLVED FURTHER THAT, the proposed accounting treatment, i.e. "an amount of Rs. 8,10,02,700/- (Rupees Eight Crore Ten Lakh Two Thousand Seven Hundred only) shall be reduced from the Paid Up Equity Share Capital Account of the Company and correspondingly an amount equivalent to the amount of reduction shall be added to the Reserves and Surplus Account (i.e. reduced from the accumulated losses) of the Company appearing on the liabilities side of the balance sheet of the Company", be and is hereby approved."

"RESOLVED FURTHER THAT, upon the reduction of capital becoming effective, 8,10,02,700 (Eight Crore Ten Lakh Two Thousand Seven Hundred) equity shares of Re. 1/- each shall be cancelled and extinguished on a proportionate basis in accordance with the shareholding of the equity shareholders of the Company whose names appear in the register of members maintained by the Company and/or its Registrar and Share Transfer Agent as on the Record Date."

"RESOLVED FURTHER THAT, upon the reduction and consolidation of capital becoming effective, each equity shareholder of the Company whose name appears in the register of members maintained by the Company and/or its Registrar and

Share Transfer Agent as on the Record Date shall be entitled to equity shares representing the reduced share capital, aggregating 9,00,030 (Nine Lakh Thirty) equity shares of Re. 10/- each, in proportion to their respective shareholding, subject to such adjustments as may be required on account of fractional entitlements, if any."

"**RESOLVED FURTHER THAT** upon the Scheme becoming effective:

1. The issued, subscribed, and paid-up share capital of the Company shall be reduced and consolidated as per the terms of the approved Scheme.
2. The capital reduction shall not involve any cash outflow or payout to Members.
3. The necessary accounting adjustments shall be made in the books of accounts to reflect the impact of the reduction."

"**RESOLVED FURTHER THAT,** upon the reduction and consolidation of capital becoming effective, in respect of equity shares held in physical form, the existing share certificates shall, if so required by the Company, be surrendered by the shareholders for cancellation. Notwithstanding the foregoing, from the date of issuance of new share certificates by the Company, the existing share certificates shall be deemed to have been cancelled, extinguished and rendered invalid, without any further act or deed and the Company may, at its discretion, issue and dispatch new share certificates in lieu of the existing share certificates without requiring their prior surrender. In respect of equity shares held in dematerialized form, the reduction in shareholding shall be effected through the depositories by making appropriate adjustments in the accounts of the shareholders, in accordance with applicable procedures."

"**RESOLVED FURTHER THAT,** pursuant to the reduction and consolidation of capital, if any fractional entitlements arise, the Company shall not issue fractional shares but shall aggregate all such fractional entitlements and consolidate them into whole equity shares. The aggregate number of equity shares so arising shall be allotted to a trustee nominated by the Board of Directors of the Company, who shall hold such shares in trust for the benefit of the shareholders entitled to such fractional entitlements. The trustee shall, within a period of 90 (ninety) days from the Record Date, sell the same in the market and distribute the net sale proceeds (after deduction of applicable taxes and expenses, if any) to the concerned shareholders in proportion to their respective fractional entitlements. Any unclaimed amounts shall be transferred to the Investor Education and Protection Fund within 120 (one hundred and twenty) days from the expiry of the period prescribed for payment, in accordance with applicable law, and the Company shall file the necessary reports with BSE and CSE confirming compliance with the aforesaid requirements."

"RESOLVED FURTHER THAT, the Effective Date of the reduction & consolidation of capital of the Company shall be the date on which the certified copy of the Order of the Hon'ble National Company Law Tribunal, Bench at Ahmedabad, confirming the reduction & consolidation of share capital of the Company, together with the minute approved by the Tribunal, is filed with the Registrar of Companies, at Gujarat and the Registrar of Companies issues a certificate of registration thereof."

"RESOLVED FURTHER THAT, upon the reduction & consolidation of capital becoming effective (after the Effective Date), the Board of Directors of the Company shall fix the Record Date within a period of 90 days, for the purpose of determining the equity shareholders whose shareholding shall be taken into account for giving effect to the reduction & consolidation of share capital and the consequent adjustment of their shareholding in the records of the depositories and/or for issuance of share certificates representing the reduced share capital."

"RESOLVED FURTHER THAT, the Scheme of Reduction & Consolidation of Share Capital between Ontic Finserve Limited and its Shareholders and Creditors ("**Scheme**"), as circulated to the members and placed before the meeting, be and is hereby approved and adopted."

"RESOLVED FURTHER THAT, for the purpose of giving effect to the above resolutions, approval of the Members of the Company be and is hereby accorded to the Board and the Board and/or a duly authorized committee, be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to the foregoing resolutions, including filing of applications and petitions before the National Company Law Tribunal, execution of documents, modifications, if any, appointment of professionals, and to settle any questions, difficulties or doubts that may arise in this regard without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board, to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed, in all respects".

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to delegate all or any of the powers pertaining to the reduction & consolidation of capital of the Company in such manner as it may deem fit to any of the directors of the Company, with power to further delegate such authority to any officer(s) of the Company or any other person(s), subject to such conditions as the Board or such director may deem fit.”

DATE: 04.09.2026
PLACE: AHMEDABAD

BY ORDER OF THE BOARD

SD/-
BHUPENDRA RAIYANI
DIRECTOR
DIN: 08104918

NOTES:

1. Explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special Business as set out in the Notice is annexed hereto and forms part of this Notice.

2. A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies and that a proxy need not be a member of the company. Proxies in order to be effective must be deposited not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10 (ten) percent of the total share capital of the Company. However, a member holding more than 10% (ten percent) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member. Proxies submitted on behalf of the Companies, Societies, etc., must be supported by an appropriate resolution/authority as applicable.

3. Members are requested to intimate about the change in address, if any.

4. As mandated by Securities and Exchange Board of India ("SEBI"), securities of the company can be transferred/traded only in dematerialized form. Members holding shares in physical form are advised to avail the facility of dematerialization. Members can Contact the Company or Our RTA for Assistance.

5. Members may note that the copy of the Notice of EGM is also available on the website of the Company.

6. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations2015, Members have been provided with the facility to cast their vote electronically, through the e-voting services provided by M/s. National Securities Depository Limited (NDSL) on resolution set forth in this Notice.

7. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued circular stating that service of notice/documents including Annual Report can be sent by e-mail to its members. We fully support the Ministry's green initiative. Accordingly, the members are requested to inform their e-mail addresses to RTA – M/s. Skyline Financial Services Pvt. Ltd, D – 153 – A, 1st Floor, Okhla Industrial Area, Phase – 1,New Delhi, Delhi, 110020, India or email at info@skylinerta.com

8. Members who have not registered their e-mail ID's are requested to register their email ID's with their respective Depository Participants (DPs). Alternatively, the members may also contact the R & T Agents at the email address info@skylinerta.com or the Company at the email address onticfinserveltd@gmail.com ; onticfinserve@gmail.com to register their e-mail address (es) or changes therein, if any, at the earliest, to receive the future communication. Members are requested to quote their client ID number with DP ID on all correspondence with the Company as the case may be. International Securities Identification Number given to your Company is INE989S01042.

9. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

10. In accordance with the provisions of section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from 23.09.2026 to 30.09.2026 (both days inclusive).

11. Notice of the Annual General Meeting of the Company inter alia, indicating the process and manner of e-voting is being sent to all the members whose email Ids are registered with the Company/Depository Participant(s) for communication purpose through electronic mode unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent through the permitted mode.

12. A route map showing direction to reach the venue of the Annual General meeting is provided at the end of the notice.

13. Electronic Copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent to all the members whose email IDs are registered with the company/Depository participants for communication purposes unless any member has requested for hard copy of the same. For members who have not registered their email address, physical copies of the notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent in the permitted mode.

14. Members may also note that the Notice of the Annual General Meeting will also be available on the Company's website www.onticfinserve.in for their downloading. The physical copies of the aforesaid documents will also be available at the Company's registered office at Ahmedabad, Gujarat for inspection during normal business hours on working days. Even after registering for a-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: onticfinserveltd@gmail.com ; onticfinserve@gmail.com

15. Corporate members intending to send their authorized representative(s) to attend and vote at the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.

16. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14. Members who are either not desiring to register for Nomination or would want to opt out, are requested to fill out and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website at www.skyline.com Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.

17. The Registers required to be maintained under the Companies Act, 2013 and all documents referred to in the Notice will be made available for inspection.

Members who seek inspection may write to us at onticfinserveltd@gmail.com ; onticfinserve@gmail.com

18. Members holding shares in the physical form are advised to complete KYC in the prescribed form no. ISR-1 to communicate the particulars of their PAN, bank account, change of postal address, email id, mobile number and nomination to our RTA i.e., Skyline Financial Services Pvt. Ltd, D – 153 – A, 1st Floor, Okhla Industrial Area, Phase – 1, New Delhi, Delhi, 110020. o r the Secretarial Department of the Company otherwise folio shall be frozen by the RTA. The shareholders can access the prescribed form for KYC of their folio via the link info@skylinerta.com

19. Mr. Jitendra Parmar (COP No.: 15863) Proprietor of M/s. Jitendra Parmar & Associates has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

20. The scrutinizer shall within a period of not exceeding Two working days from the conclusion of the e voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by the Chairman.

21. The results of the e-voting along with the scrutinizer's report shall be placed on company's website at www.onticfinserve.in within two days of passing of the resolution at the EGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.

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

The Board of Directors of Ontic Finserve Limited ("the Company"), at its meeting held on 4th September 2026, approved the Scheme for Reduction and Consolidation of Share Capital in accordance with Section 66 read with Section 61 of the Companies Act, 2013 and Rule 2 of the Companies (Reduction of Share Capital) Rules, 2016. The proposed reduction of share capital is intended to eliminate accumulated losses, optimize the capital structure, and strengthen the Company's financial position. By consolidating and restructuring the share capital, the Company aims to enhance operational efficiency and improve overall financial stability.

In accordance with Section 66(1)(b) of the Companies Act, 2013, the Company is undertaking this capital reduction to cancel its paid-up share capital that has been unrepresented by available assets. This will allow the Company to reflect its true financial position and effectively restructure its balance sheet.

The reduction of share capital will be effected through appropriate accounting adjustments and will not involve any cash outflow or payout to shareholders. This process is solely undertaken to improve the Company's financial position and capital efficiency without impacting the rights or interests of shareholders. The reduction and consolidation will not result in any change in the shareholding pattern or voting rights of members.

Pursuant to Section 66 and Section 61 of the Companies Act, 2013, the proposed reduction and consolidation of share capital requires approval by way of a Special Resolution passed by the Members of the Company at this Annual General Meeting (AGM). Upon receiving shareholders' approval, the Company will seek confirmation from the National Company Law Tribunal (NCLT), following which the reduction and consolidation will be given effect. The Company will also comply with all statutory requirements, including filings with the Ministry of Corporate Affairs (MCA) and Registrar of Companies (ROC). If required, notices and disclosures will be published for creditors and other authorities as per applicable rules. Further, necessary intimations will be made to the Stock Exchange(s) in compliance with SEBI (LODR) Regulations, 2015.

The proposed reduction and consolidation of share capital will have no adverse impact on the Company's financial position or its ability to meet its obligations towards creditors. The Company will continue to operate as a going concern, and all liabilities will be honoured in the normal course of business. If required, notices will be issued to creditors in accordance with the provisions of the Companies Act, 2013 and the National Company Law Tribunal (NCLT) Rules.

Further, the capital reduction and consolidation will not result in any changes to the employment terms, remuneration, or benefits of employees. The day-to-day business operations of the Company will remain unaffected, and the proposed restructuring will not have any impact on its operational continuity or growth plans.

A copy of the Scheme setting out in detail the terms and conditions, which has been duly approved by the Audit Committee and the Board of Directors of the Company at its meetings held on 4th September 2026, is enclosed to this Notice. A copy of the Scheme has been uploaded on the website of the Company at www.onticfinserve.in Members are requested to peruse the same in detail.

Auditors' Certificate: M/s. Nirav S. Shah., Chartered Accountants, Statutory Auditor of the Company, has issued a certificate stating that the accounting treatment proposed for the reduction of capital is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder, (as amended).

BSE and CSE Approval: In terms of Regulation 37(6)(b) of the SEBI (LODR) Regulations, 2015, as amended, the requirement of obtaining the No-objection Letter from BSE and CSE is not applicable in the present case as the Scheme of Reduction and Consolidation of Capital of the Company solely provides for writing off the accumulated losses against the share capital of the Company applied uniformly across all shareholders on a pro rata basis or against the reserves of the Company. However, the draft scheme shall be filed with the BSE and CSE for the purpose of disclosures in terms of the proviso to clause (b) of sub-regulation (6) of Regulation 37 of the SEBI (LODR) Regulations.

Scrutinizer: Mr. Jitendra Parmar (COP No.: 15863) Proprietor of M/s. Jitendra Parmar & Associates , Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Board of Directors of the Company has no material interest in the proposed Reduction of Capital except as shareholders in general.

No petition under Section 241 or 242 of the Companies Act, 2013, has been filed against the Company and there are no proceedings pending under Section 210 to 227 of Companies Act, 2013, against the Company.

There are no winding up or insolvency proceedings pending against the Company as of date.

No inquiry or investigation under sections 235 to 251 of the Companies Act, 1956, or under the corresponding sections under the Companies Act, 2013, is pending against the Company.

Inspection by the Equity Shareholders of the Company, of the following documents is allowed at the Registered Office of the Company between 11:00 am and 05:00 PM on all working days (except on Saturdays, Sundays and Public holidays) up to 30.09.2026:

a) Resolution passed by the Board of Directors of the Company approving the reduction of capital at its meetings held on 4th September, 2026

b) Memorandum and Articles of Association of the Company.

c) Audited financial statements of the Company for the financial year ended on 31.03.2026 and period ended June 30, 2026.

d) Scheme of Reduction and Consolidation of Capital between Shree Securities Limited and its shareholders and creditors.

e) Statutory auditor's certificate confirming the accounting treatment proposed for Reduction of Capital of the Company.

f) Notice calling the extra-ordinary general meeting of the shareholders of the Company seeking their approval by means of a special resolution to the proposed reduction of capital of the Company.

All the documents referred above are also made available on the Company's website at www. onticfinserve.in.com.

The Board of Directors believes that the proposed reduction and consolidation of capital as mentioned in the Scheme is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in Item No. 1 of the accompanying Notice for approval by Members of the Company by passing special resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way whether, concerned or interested (financially or otherwise) in the proposed resolution as set out at Item No. 1 of the Notice.

The Special Resolution, if approved by the Members of the Company, will be subject to the confirmation by NCLT as per Section 66 read with Section 61 of the Companies Act, 2013, read with the NCLT Rules.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on 27.09.2026 at 11.00 A.M. and ends on 29.09.2026 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 (record date) of 23.09.2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

Step 1 :Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistrat

	ion 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL),

	Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

(v) The shareholders should log on to the e-voting website www.evotingindia.com.

(vi) Click on "Shareholders" module.

(vii) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

(viii) Next enter the Image Verification as displayed and Click on Login.

(ix) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

(x) If you are a first time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(xi) After entering these details appropriately, click on “SUBMIT” tab.

(xii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xiii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xiv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xv) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xvi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xvii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xviii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xix) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xx) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xxi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xxii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; onticfinserveltd@gmail.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

SCHEME OF REDUCTION & CONSOLIDATION OF SHARE CAPITAL

UNDER SECTION 66 READ WITH SECTION 61 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND NATIONAL COMPANY LAW TRIBUNAL (PROCEDURE FOR REDUCTION OF SHARE CAPITAL OF COMPANY) RULES, 2016

AND

IN THE MATTER OF

ONTIC FINSERVE LIMITED

(FORMERLY KNOWN AS MARAL FINANCE LIMITED)

AND

ITS SHAREHOLDERS

CIN: L65910GJ1995PLC025904

REGISTERED OFFICE: UL/8, ANKUR COMPLEX, B/H TOWN HALL, OPP. X-RAY HOUSE, ELLISBRIDGE, AHMEDABAD-380006, GUJARAT, INDIA.

PREAMBLE

This Scheme of Reduction & Consolidation of Share Capital is presented by Ontic Finserve Limited, a company limited by shares, for reduction & consolidation of its issued, subscribed and paid-up equity share capital pursuant to Section 66 read with Section 61 and other applicable provisions of the Companies Act, 2013, the rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all other applicable laws, rules, regulations, circulars, notifications and approvals.

The Scheme provides for cancellation and extinguishment of 8,10,02,700 fully paid-up equity shares of Re. 1/- each, on a proportionate basis, and consequent reduction of the issued, subscribed and paid-up equity share capital of the Company from Rs. 9,00,03,000/- divided into 9,00,03,000 equity shares of Re. 1/- each to Rs.90,00,300/- divided into 90,00,300 equity shares of Re. 1/- each. The amount of Rs.8,10,02,700/- so reduced shall be adjusted against the accumulated losses appearing in the books of account of the Company.

PARTS OF THE SCHEME

This Scheme is divided into following parts:

a) PART I - Background and Rationale;

b) PART II - Definitions and Interpretation;

c) PART III - Operative Provisions of The Scheme;

d) PART IV - Compliances, Approvals and Conditions;

e) PART V - Effect of The Scheme; and

f) PART VI - Conditions Precedent and Miscellaneous.

PART I - BACKGROUND AND RATIONALE

1. The Company

1.1 Ontic Finserve Limited was incorporated under the Companies Act, 1956 in the State of Gujarat in the year 1995. The Company was originally incorporated as Maral Finance Limited and is presently known as Ontic Finserve Limited. The Company is a company limited by shares and is listed on BSE Limited.

1.2 The registered office of the Company is situated at UL/8, Ankur Complex, B/h Town Hall, Opp. X-Ray House, Ellisbridge, Ahmedabad - 380006, Gujarat, India, The corporate identification number of the Company is L65910GJ1995PLC025904.

1.3 The Memorandum of Association of the Company records the objects for which the Company was established and, as amended from time to time specifically mentioned in the point no. 6 of Part I. The Company shall continue to carry on such activities as are authorised by its Memorandum of Association and Articles of Association, subject to applicable law.

2. Share Capital

2.1 The authorised, issued, subscribed and paid-up equity share capital of the Company is as follows:

Particulars	**Amount in Rs.**
Authorised Share Capital	
60,00,00,000 (Sixty Crores) Equity Shares of Re.1/- (Rupees One only) each.	60,00,00,000.00
Total	60,00,00,000.00
Issued, Subscribed & Fully Paid-Up Capital	
9,00,03,000 (Nine Crores Three Thousand) Equity Shares of Re. 1/- (Rupees One only) each.	9,00,03,000.00
Total	9,00,03,000.00

2.2 The reduction and consolidation of share capital shall be implemented uniformly across all shareholders on a proportionate basis. Save and except the reduction in the number of equity shares held by each shareholder, the percentage shareholding and inter se rights of the shareholders shall remain unchanged, subject to treatment of fractional entitlements as provided in this Scheme.

3. Financial Position

3.1 As per the audited financial statements of the Company for the period ended on June 30, 2026, the Company's financial position is summarised below.

Particulars	Amount (₹ in Lakhs)
Total assets as at June 30,2026	223.70
Total liabilities as at June 30,2026	134.02
Equity share capital as at June 30,2026	900.03
Other equity as at June 30,2026	(853.57)
Net worth as at June 30,2026	46.46
Net loss for the period ended on June 30,2026	(287.39)

3.2 The statutory auditors' report on the audited financial statements for the relevant period, and the relevant management explanations, shall be annexed to the petition/application and other filings, as may be required.

4. Authority under Articles and Law

4.1 The Articles of Association of the Company under Clause 59 authorise reduction & consolidation of share capital subject to confirmation by the Tribunal, approval of the members by special resolution and such other approvals, permissions or consents as may be required under law.

4.2 The proposed reduction & consolidation is being undertaken pursuant to Section 66 read with Section 61 and other applicable provisions of the Companies Act, 2013, the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016, and other applicable provisions of law.

5. Rationale

5.1 to set off and adjust a substantial portion of the accumulated losses appearing in the books of account of the Company;

5.2 to present a clearer, fairer and more realistic picture of the capital structure and financial position of the Company;

5.3 to rationalise and reorganise the equity share capital of the Company without changing the percentage shareholding of the existing shareholders;

5.4 to improve the net worth position and financial ratios of the Company to the extent permitted by law;

5.5 to simplify the capital structure and facilitate future business plans, capital raising and operational efficiency, subject to applicable law;

5.6 The proposed capital reduction and consolidation does not compromise the ability of the Company to meet its liabilities in the ordinary course, subject to the declarations, certificates and confirmations required under applicable law.

6. Main Objects of The Company

i. To carry on and undertake the business of finance, bills discounting, trading, hire-purchase, leasing and to finance lease operations of all kinds, purchasing, selling, hiring or letting on hire all kinds of plants and machineries and equipments that the Company may think fit and to assist in financing of all and every kind and description of hire purchase or deferred payment or similar transactions and to subsidise, finance, or assist in subsiding or financing the sale and maintenance of any goods, articles or commodities of all and every kind and description upon any terms whatsoever and to purchase or otherwise deal in all forms of immovable and movable properties including land and buildings, plants and machineries, equipments, ships, aircrafts, automobiles, computers and all consumer, commercial and industrial items and to lease or otherwise deal with them in any manner whatsoever including resale thereof regardless of whether the property purchased and leased by new and/or used.

ii. To carry on business of commodity trading by way of (including commodity derivatives) broking, trading and hedging and to act as brokers and traders in all commodities and commodity derivatives, and to act as market makers, finance brokers, underwriters, sub-underwriters, providers of service for commodity related activities buy, sell, take hold deal in, convert, modify, add value, transfer or otherwise dispose of commodities and commodity derivatives, and to carry on the business of commodity warehousing, processing and consumption.

iii. To Carry on the business to manufacturer, produce, dye, print, calendar, tailor, cut, size, wash, purify, embroidery, bleach, import, export and otherwise deal in all kinds, types and size of sarees, textiles, cotton, jute, silk, rayon, manmade fabrics, fibres and synthetics, woolen, yarn, threads, garments, rexin cloth, dress materials, suiting and shirtings, furnishing materials and hosiery of all or any type, kind of description and whether natural or manmade, canvas fabrics, quoted and treated with any chemicals or any other preparation, water proof cloth, rubber cloth, imitation cloth, leather cloth, carpets, tailoring materials and dress materials and to process, mercerize, spin, comb, twist, reel, weave, knit, crimp, bleach, wash, print colour, embroidery or otherwise deal in yarn and garments manufactured out of cotton, silk, jute, wool, leather, rubber, synthetic, staple or any other substances, whether natural or manmade.

iv. To carry on in India or elsewhere the business of goldsmiths, silver smiths, jewelers, gem and diamond merchants and of producing, acquiring and trading, importing, exporting, buying, selling in all kind of metals, bullion, gold, silver, platinum, diamonds, precious stones and pearls and other complimentary item including watches, sunglasses etc;

v. To carry on in India or elsewhere the business to manufacture, produce, process, prepare, commercialize, cut, polish, set, design, display, exchange, examine, finish, grind, grade, assort, import, export, buy, sell, resale, demonstrate, market and to act as agent, broker, indenter, liasioner, adatias, representative, C & F agents, export house, valuer, sales promoter, supplier, provider, merchants, stockiest, distributor, wholesaler, retailer or otherwise to deal in all shapes, sizes, varieties, description, specifications, applications & designs of rough, raw cut, uncut, polished or processed, natural & man made precious semiprecious & natural stones such as diamonds, ruby, pearls, gemstones, blue sapphires, cat's eye stone, coral, topaz, opal, zircon, tourmaline, jade, spinel ruby, aquamarine, turquoise, peidot, agate, garnet, corundum, amethyst, malachite, citrine, alexandrite, smoky quartz, lapis lazuli, rock crystal, onyx, moon stone, jasper, blood stone, gold stone, bismuth, jet, diopside, tiger eye, sunstone, spinal, Jews stone, load stoner, sardonyx, touch stone, amber and their ornaments, jewelries, articles, goods, or things, made in the combination of gold, silver, platinum, or other metals, and alloys thereof and for the benefit to act as goldsmith, silversmith, jewelers, gem merchants, electroplaters, polishers, purifiers, and to do all incidental acts and things necessary for the attainment of above objects;

vi. To carry on the business of designing, engineering, manufacturing, producing, assembling, altering, repairing, buying, selling, trading, acquiring, representing manufacturers, storing, packing, transporting, forwarding, distributing, importing, exporting and disposing of all types of ornaments, jewels, diamonds, gold, silver, platinum, metal alloys, pearls, precious and semi- precious stones of all kinds and other complimentary consumer items and accessories including watches, umbrella, sunglasses etc. and to carry on the business and activities of manufacturing, cleaving, sawing, cutting, polishing, processing, assorting and of buying, selling, importing, exporting, supplying, distributing, disposing and dealing as whole-sellers for self and as agents and retailers in cut and uncut diamonds, industrial diamonds, Board cut and uncut precious and semi-precious stones and pearls and to act as recognized export house and Trading house;

vii. To establish factories to manufacture cut, cleave, polish set or otherwise prepare for the market of such rough diamonds, industrial diamonds precious and to act as agent, broker, traders, liasioner, representative, C & F agents, export house, valuer, sales promoter, supplier, provider, merchants, stockiest, distributor, wholesaler, retailer for all kind of diamonds, precious and semi- precious stones and metals, bullion gold, silver, platinum, pearls, ornaments, jewellery, silver utensils and to carry on the business of on line shopping, e-retail trading, net marketing, multi-level marketing of all types of ornaments, jewels, diamonds, gold, silver, platinum, metal alloys, pearls, precious and semiprecious stones of all kinds and other complimentary consumer items like watches, sunglasses etc. and other consumer goods, internet advertising and marketing, creating virtual malls, stores, shops, creating shopping catalogues, providing secured payment processing, net commerce solutions for business to business and business to consumers, online trading in and outside India but does not include banking and money circulating business.

viii. To carry on business as importer, exporter, trader, buyers, sellers, retailers, wholesalers, suppliers, indenters, bottlers, packers, movers, preservers, stockists, agents, sub-agents, merchants, distributers, consignors, jobbers, brokers, concessionaries or otherwise dealers in all kind of seeds, agriculture product, fertilizer, manures, plants and animal foods, pesticides, including insecticides, herbicides and fungicides and all type of chemicals processed or extracted from agricultural product.

ix. To carry on business as manufactures, producers, processors, makers, converters, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockiest, agents, sub-agents, merchants, distributors, consignors, consultants, liasioner, jobbers, brokers, concessionaires or otherwise deal in all kinds, specification, strengths of pharmaceuticals in all its branches, tonics, vitamins, Bulk drugs, vaccines, medical gases, diagnostic agents, surgical & non-surgical articles, A.P.I, Drugs Intermediates, medical, Pharmaceutical Chemicals, preparations and compound drugs and formulations, solvents, catalyst and ayurvedic, homeopathic, herbal, unani, siddha, bio-chemic Health care products.

x. To carry on the Business as manufacturers, traders, processors, formulators, buyers, sellers, importers, exporters, suppliers and dealers of all kinds of chemicals, chemical intermediates, (organic and inorganic) drugs, drug intermediates, pharmaceuticals, active pharmaceutical ingredients of any nature and kind whatsoever, and all chemical by products, joint products and intermediates thereof.

xi. To carry on in India or elsewhere the business of prospecting, exploring, operating and working on mines, quarries and to win, set, crush, smelt, manufacture, process, excavate, dig, break, acquire, develop, exercise, turn to account, survey, produce, prepare, remove, undertake, barter, convert, finish, load, unload, handle, transport, buy sell, import, export, supply, and to act as agent, broker, Adatia, stockiest, distributor, consultant, contractor, manager, operator or otherwise to deal in all sorts of presents and future ores, minerals, deposits, goods, substances & materials, including sands, stones, and soils, chalk, clay, china clay, betonies, broils, calcite and coal, lignite, rockphoscate , brimstone, brine, bauxite, limestone, precious and other stones, gold, silver, diamonds, iron, aluminum, titanium, vanadium, mica, apalite, chrome, copper, gypsum, rutile, sulphate, tin, zinc, zircon, tungsten, silicon, brass, and other allied materials, by products, mixtures, blends, residues & substances, and to do all incidental acts and things necessary for the attainment of the objects under these presents.

xii. To carry on the business of Software designing, development, customisation, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions, and to import, export, sell, purchase, distribute, host (in data centers or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up Information technology related assignments on sub-contracting basis, offering services on-site/ offsite or through development centers using owned /hired or third party infrastructure and equipment, providing solutions/ Packages/ services through applications services provider mode via internet or otherwise, to undertake IT enabled services like call Centre Management, Medical and legal transcription, data processing, Back office processing, data warehousing and database management.

xiii. To carry on the business of dealing and maintenance of computer hardware, computer systems and assemble data processors, program designs and to buy, sell or otherwise deal in such hardware and software packages and all types of tabulating machine, accounting machines, calculators, computerized telecommunication systems and network, their components, spare parts, equipments and devices and to carry on the business of establishing, running and managing institutions, school, and academics for imparting education in computer technology, offering equipment, solutions and services for networking and network management, data centre management and in providing consultancy services in all above mentioned areas.

xiv. To develop, provide, undertake, design, import, export, distribute and deal in Systems and application software for microprocessor based information systems, off shore software development projects, internet service provider, and solutions in all areas of application including those in Emerging niche segments like Internet and Intranet website applications solutions software enterprise, resource planning, e-commerce, value added products and other business applications either for its own use for sale in India or for export outside India and to design and develop such systems and application software for and on behalf of manufacturers owners and users of computer, telecom, digital, electronic equipments in India or elsewhere in the world.

xv. To carry on the business of providing outsourcing services for all processes, sub Processes, transactions, activities and all other work performed by business in various industries within India and across the world. This includes those process or sub processes that are enabled by information technology. It also includes date, voice or video collection and processing, call centre services including in bound and out bound calling services of all kinds, technical support, managed data centre, managed technical centre, training centre, web support back office, business or financial analysis, scientific analysis, research work and analysis, storage, disaster recovery, accounting, pay roll, inventory management, customer relationship management, enterprises resources planning and to develop software, provide consultancy, software solution and services that are normally offered by the outsourcing business and information technology services providers, the software development houses and application services providers.

xvi. To offer training, consultancy, advisory and all related services in all areas of information technology including computer hardware and software, data communication, telecommunications, manufacturing and process control and automation, artificial intelligence, natural language processing and to undertake research and development, promote excellence and leadership and computer science, modern mathematics, vedic methodology, vedantic philosophy and universal and eternal value premises and to provide for such research and development including conducting and participating in seminars, workshops, exhibitions, conferences and the like and to obtain technical know-how, literature, brochures, technical data etc. from abroad and export/disseminate them to other countries and engage in manpower recruitment for overseas requirements and also bring in necessary skilled personnel into the country and to develop, market, implement systems and application software packages and related products for Indian and export markets to conduct software and hardware courses, to offer consultancy including hardware selection, system design, manpower selection, software development, implementation and training and to spread computer literacy and computer aided education in rural and urban areas through application of modern techniques, media communications and to operate data and information processing enters and to render all such services as are required by the customers in relation to processing of information and also in the interpretation, application and use of processed data.

xvii. To carry on all the business of builders, real estate-developers, contractors, sub-contractors, dealers and by advancing money to and enter into contracts and arrangements of all kinds with builders, tenants, occupiers and others, land development, service apartments ,serviced plots, constructions of residential and commercial premises including business centers and offices, securing lands ,private or Government for formation and development of town ships, and to deal in and act as agents for lands ,buildings, factories, houses, flats and other residential and commercial plots and construct/maintain and alter residential, commercial , industrial plots and properties and sale or lease them out by providing with all modern amenities and development thereof and securing capital, funds and raising loans for construction and advancing to other organizations for similar purposes.

xviii. To provide City and region level urban infrastructure facilities, to lay-out, develop, construct, build, acquire, erect, demolish, re-erect, alter, modify, repair, re-model, or to do any other work in connection with any building or building works, roads, highways, bridges, sewers, canals, wells, dams, power plants, reservoirs, tramways, railways, sanitary, water, gas, electric lights, telephonic and telegraphic works, and such purposes to prepare in designing, estimating, planning, modeling.

xix. To carry on the business of construction, builders, contractors, engineers, colonizers, town planners, surveyors, values, appraisers, decorators, furnishers, manufacturers of prefabricated and precasted houses, and to acts agents and contractors for the purposes of real estates, residential complexes / flats / enclave / commercial complexes / multi storied buildings etc., and to carry on all tvoes of construction activities, and act as consultants. advisors, technical consultants, collaborators, designers and architects for all kinds of construction activities in India and abroad and to undertake all civil, mechanical, electrical works, all types of infrastructure facilities like BOOT (Built. Operate, Own and Transfer), BOT (Built, operate and Transfer), BOLT (Built, Operate, Lease and Transfer), BOO (Built, Operate and Own) in India or abroad either or its own or with joint venture with an other Indian or Foreign participant."

7. Compliance With Tax Laws

The Scheme has been drawn up to comply with the provisions of the Income-Tax Act, 2026 to the extent applicable. If any terms or the provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the Act at a later date including resulting from a retrospective amendment of law or for any other reason whatsoever, till the time the Scheme becomes effective, the provisions of the Income-Tax Act, 2026 shall prevail and the Scheme shall stand modified to that extent determined necessary to comply with the provisions of the Income-Tax Act, 2026.

PART II - DEFINITIONS AND INTERPRETATION

1. Act means the Companies Act, 2013 and shall include any statutory modification, amendment, re-enactment or replacement thereof for the time being in force.

2. Applicable Law means all laws, statutes, rules, regulations, notifications, circulars, orders, guidelines and directions applicable to the Company and this Scheme.

3. Accumulated Losses shall mean the debit balance in the profit and loss account as shown in the audited financial statements of the Company for the period ended June 30, 2026;

4. Appropriate Authority means any governmental, statutory, regulatory, departmental or public body or authority of the relevant jurisdictions, including (without limitation) if applicable, National Company Law Tribunal, Registrar of Companies, Regional Director, Ministry of Corporate Affairs, BSE Limited, and Securities and Exchange Board of India and other regulatory authorities.

5. Board means the Board of Directors of the Company and includes any committee or authorised person empowered by the Board.

6. BSE shall mean ‘BSE Limited’ or ‘BSE’;

7. Company means Ontic Finserve Limited, CIN L65910GJ1995PLC025904.

8. **‘Effective Date’** means the date on which the certified copy of the Order of the Hon’ble NCLT Confirming the
8. Reduction of Share Capital of the Company as set out in this Scheme, together with the minute approved by the
8. Tribunal, is filed with the ROC and the ROC issues a certificate of registration thereof, such date of issuance of
8. the certificate of registration being the date on which the reduction and consolidation of share capital shall take
8. effect. Any reference in this Scheme to “coming into effect of the Scheme”, “effectiveness of the Scheme”, “upon
8. this Scheme becoming effective” or similar expressions shall be construed to mean the Effective Date.

9. Employees mean all the permanent employees, temporary employees and / or part-time employees of the Company as on the Effective Date;

10. Equity Shares means fully paid-up equity shares of Re.1/- each issued by the Company;

11. Income-tax Act, 2025 or ‘IT Act means the Income-tax Act, 2025 as may be amended or supplemented from time to time, including any statutory modifications, re-enactments or replacement thereof together with all applicable rules, regulations, by-laws, orders, ordinances, directions, notifications, policies, clarifications and the like issued thereunder;

12. Listing Agreement shall mean the agreement that is entered into between a recognized stock exchange and an entity, on the application of that entity to the recognized stock exchange, undertaking to comply with conditions for listing of designed securities as per the provisions of Listing Regulations;

13. National Company Law Tribunal or 'NCLT' means the National Company Law Tribunal, Ahmedabad Bench, including all its benches whose jurisdiction the registered office of the Company is situated.

14. Registrar of Companies or 'ROC' means the Registrar of Companies, Ahmedabad, Gujarat.

15. RSC Procedure Rules means NCLT (Procedure for Reduction of Share Capital of Company) Rules, 2016;

16. Rs. or Rupee(s) means Indian Rupee, the lawful currency of the Republic of India;

17. Record Date means the date to be fixed by the Board for determining the shareholders whose equity shares shall be reduced and consolidated under this Scheme.

18. Scheme means this Scheme of Reduction & Consolidation of Share Capital in its present form or with such modifications as may be approved or imposed by the Tribunal or any competent authority and accepted by the Company.

19. SEBI means Securities and Exchange Board of India;

20. SEBI Circular means SEBI Master Circular No SEBI/HO/DDHS/PoD1/P/CIR/2023/108 dated July 29, 2022 (updated as on June 30, 2023) read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;

21. SEBI LODR Regulations means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;

22. Tax or Taxes or Taxation shall mean all taxes (direct / indirect) on net income, gross income, gross receipts, sales, use, services, ad valorem, value-added, capital gains, corporate income tax, minimum alternate tax, buyback distribution tax, dividend distribution tax, transfer, franchise and profits; withholding tax; property tax; water tax; any tax payable in a representative capacity, goods and service tax; service tax, value-added tax, duties of custom and excise, octroi duty, entry tax, stamp duty, other governmental charges or duties or other taxes or statutory payments in relation to contract labour and/ or other contractors and/ or sub-contractors, statutory pension or other employment benefit plan contributions, fees, assessments or charges of any kind whatsoever, including any surcharge or cess thereon, together with any interest and any penalties, additions to tax or additional amount with respect thereto; and Taxation will be construed accordingly;

23. Words and expressions used but not defined in this Scheme shall, unless repugnant to the context, have the meanings assigned to them under the Act, the SEBI LODR Regulations, 2015, and other applicable laws.

PART III - OPERATIVE PROVISIONS OF THE SCHEME

6. Reduction and Consolidation of Equity Share Capital

Upon this Scheme becoming effective, the issued, subscribed and paid-up equity share capital of the Company shall stand reduced from Rs. 9,00,03,000/- divided into 9,00,03,000 equity shares of Re. 1/- each to Rs. 90,00,300/- divided into 90,00,300 equity shares of Re. 1/- each, by cancellation and extinguishment of 8,10,02,700 fully paid-up equity shares of Re. 1/- each on a proportionate basis.

Simultaneously, upon the reduction of the share capital as outlined above, the equity shareholders who are holding 10 equity shares of Re. 1/- each will be entitled to 1 equity share of Rs. 10/- each. This will result in the Consolidation of the Company's paid-up share capital as follows:

- The total number of equity shares will be reduced to 9,00,030 equity shares of Rs. 10/- each, in place of the previous 90,00,300 equity shares of Re. 1/- each.
- There will be no issuance of fractional shares, and the shares will be rounded off accordingly.

The pre and post consolidation share capital of the Company shall be as follows:

Particulars	No. of Shares	Paid-Up Value per share (Re./Rs.)	Total Value (Rs.)
Pre- Consolidation	90,00,300	1.00	90,00,300.00
Post- Consolidation	9,00,030	10.00	90,00,300.00

The shareholding pattern shall be adjusted as per the Consolidation of 90,00,300 shares of Re. 1/- each into 9,00,030 share of Rs. 10/- each, The aggregate paid-up equity share capital of the Company will remain consistent before and after the consolidation.

7. Adjustment against Accumulated Losses

The aggregate amount of Rs. 8,10,02,700/- represented by the equity shares cancelled and extinguished under this Scheme shall be credited to a capital reduction account or such other appropriate account as may be determined by the Board and shall be utilised to set off and adjust accumulated losses appearing in the books of account of the Company, in accordance with applicable accounting standards and law.

8. Consideration or Payout

The consideration, if any, arising in respect of the cancellation and extinguishment of equity shares pursuant to this Scheme shall be payable only to such shareholders as may be entitled to receive such consideration, including in respect of any fractional entitlement, in accordance with the terms of this Scheme. The reduction of share capital pursuant to this Scheme shall not involve any diminution of liability in respect of unpaid share capital, repayment of paid-up share capital, or distribution of any assets of the Company, except to the extent expressly provided for the settlement of fractional entitlements under the Scheme, and shall not otherwise result in any cash outflow from the Company.

9. Proportionate Treatment

The reduction shall be applied uniformly and proportionately to all shareholders holding equity shares of the Company as on the Record Date. The percentage shareholding of each shareholder shall, as far as practicable, remain the same after the reduction.

10. Fractional Entitlements

If the implementation of the proportionate reduction and consolidation results in any fractional entitlement, no shareholder shall be left without any consideration on account of such fraction. All such fractional entitlements shall be consolidated, and the Board shall appoint a trustee or authorised person to hold the equity shares representing such consolidated fractions and to sell the same in the open market, at such time and in such manner as the Board may determine, and to distribute the net sale proceeds thereof to the shareholders entitled thereto in proportion to their respective fractional entitlements, in accordance with applicable law and the directions of the Tribunal, if any. For the avoidance of doubt, mere rounding down of a fractional entitlement to zero, without consolidation and distribution of proceeds as aforesaid, shall not be adopted.

11. Cancellation and Extinguishment

The equity shares proposed to be reduced shall, upon the Scheme becoming effective, stand cancelled and extinguished without any further act, deed or instrument. The Company, its registrar and share transfer agent and the depositories shall give effect to such cancellation in the register of members, beneficiary position records and other relevant records.

12. Post-Reduction Capital Clause

Upon this Scheme becoming effective and subject to such consequential alteration as may be approved by the members and the Tribunal, the capital clause of the Memorandum of Association shall be deemed to be amended to reflect the reduced issued, subscribed and paid-up share capital of the Company as set out in this Scheme, the authorised share capital of the Company remaining unchanged.

13. No Change in Rights

Save as expressly provided in this Scheme, the rights, privileges and obligations attached to the remaining equity shares of the Company shall continue unchanged and shall rank pari passu in all respects.

14. Pre And Post Shareholding Pattern

14.1 There were no convertible warrants to be converted into equity shares pending for allotment in the company.

14.2 The company does not have any partly paid-up shares as on date.

14.3 The shareholding pattern of the Company and the percentage of holdings shall remain unchanged on account of reduction of capital of the Company. The Pre & post Shareholding pattern of the company as effective date as under:

Table A – Pre and Post Shareholding pattern of Reduction

Category	Particulars	Pre Reduction		Post Reduction	
		No. of Shares	% to Total	No. of Shares	% to Total
(A)	Promoters & Promoter Group	0	0.00	0	0.00
(B)	Public	9,00,03,000	100.00	90,00,300	100.00
(C)	Shares Underlying DRS.	0	0.00	0	0.00
(D)	Shares held by the employee trust	0	0.00	0	0.00
	Total	**9,00,03,000**	**100.00**	**90,00,300**	**100.00**

Table B – Pre and Post Shareholding pattern of Consolidation

Category	Particulars	Pre Consolidation		Post Consolidation	
		No. of Shares	% to Total	No. of Shares	% to Total
(A)	Promoters & Promoter Group	0	0.00	0	0.00
(B)	Public	90,00,300	100.00	9,00,030	100.00
(C)	Shares Underlying DRS.	0	0.00	0	0.00
(D)	Shares held by the employee trust	0	0.00	0	0.00
	Total	**90,00,300**	**100.00**	**9,00,030**	**100.00**

15. Designated Stock Exchange

The Company is listed exclusively on BSE. Hence, the designated stock exchange for interaction with SEBI shall be BSE.

PART IV - COMPLIANCES, APPROVALS AND CONDITIONS

16. Board Approval

The Board of Directors of the Company, at its meeting scheduled to be held on Friday, 4th September 2026, shall consider and, if thought fit, approve/recommend the Scheme of Reduction & Consolidation of Share Capital of the Company on account of accumulated business losses, subject to approval of the shareholders and requisite statutory and regulatory approvals. The outcome of the said Board meeting shall be disclosed to the stock exchange(s) within the timeline prescribed under Regulation 30 of the SEBI LODR Regulations, read with Para A of Part A of Schedule III thereto, the approval of the Scheme being a deemed material event.

17. Shareholders' Approval

The Scheme shall be subject to approval of the members of the Company by way of special resolution or such other mode as may be directed or permitted under applicable law, including approval at the Annual general meeting proposed to be held on Wednesday, 30th September 2026 or such other date as may be approved by the Board. In terms of Regulation 44 of the SEBI LODR Regulations, the Company shall provide its members the facility of remote e-voting, in addition to voting at the meeting venue, for the said special resolution.

18 Tribunal Confirmation

The Scheme shall be subject to confirmation by the Hon'ble National Company Law Tribunal under Section 66 read with Section 61 of the Act and the relevant rules.

19. Creditor and Statutory Notices

The Company shall issue notices, publish advertisements and serve copies of the application/petition on the Registrar of Companies, Regional Director, Securities and Exchange Board of India, stock exchange(s), creditors, debenture holders, if any, and such other authorities or persons as may be required under applicable law or directed by the Tribunal.

20. SEBI and Stock Exchange Compliance

The Company is a listed entity and shall comply with the SEBI LODR Regulations, 2015, including Regulation 37 and Regulation 37(6)(b), the applicable SEBI master circulars/circulars on schemes of arrangement and listing obligations, including the SEBI Master Circular on Scheme of Arrangement dated 20 June 2023, the SEBI Master Circular for compliance with the SEBI LODR Regulations dated 30 January 2026, and all amendments, clarifications and circulars in force at the relevant time.

21. Record Date and Regulation 42 Compliance

The Record Date for determining the shareholders whose equity shares shall stand reduced under this Scheme shall be fixed by the Board, and advance intimation of the Record Date shall be given to the stock exchange(s) within the timeline prescribed under Regulation 42 of the SEBI LODR Regulations, as amended from time to time, and the Company shall verify and apply the timeline (currently three working days, excluding the date of intimation and the Record Date, at the time of finalisation of this Scheme) in force on the date of such intimation.

22. Trading Window Closure and PIT Compliance

As the proposed reduction & consolidation of capital constitutes unpublished price sensitive information until disclosure thereof, the Company shall ensure closure of the trading window in accordance with the Code of Conduct framed under the SEBI (Prohibition of Insider Trading) Regulations, 2015 prior to the Board considering the Scheme, shall make the requisite entries in the structured digital database maintained under Regulation 3(5) of the said Regulations, and shall re-open the trading window only in accordance with the said Code of Conduct following disclosure of the Scheme to the stock exchange(s).

23. Minimum Public Shareholding

The Company does not have any promoter or promoter group, and 100% of its issued and paid-up equity share capital is held by public shareholders. As the reduction of share capital is being effected uniformly and proportionately across all shareholders, the shareholding pattern shall remain unchanged upon the Scheme becoming effective. Accordingly, the Company shall continue to comply with the minimum public shareholding requirements under Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Rules 19(2)(b) and 19A of the Securities Contracts (Regulation) Rules, 1957, after giving effect to the Scheme, including the treatment of fractional entitlements referred to in Clause 10 above.

24. Filing for Disclosure

As the Scheme solely provides for writing off accumulated losses against the share capital of the listed Company and is proposed to be applied uniformly across all shareholders on a pro-rata basis, the Company shall take the position that prior no-objection/observation letter under Regulation 37 is not required by virtue of Regulation 37(6)(b). This position, and the Company's ability to proceed on the basis of a disclosure-only filing, shall be confirmed in writing by legal advisers and by the designated stock exchange(s) before the Scheme is filed before the Tribunal, and such written confirmation from the stock exchange(s) is a condition precedent under Clause 28. The Scheme, together with the documents specified in the applicable stock exchange checklist, shall be filed with the recognised stock exchange(s) for disclosure and record purposes within the timeline prescribed by the stock exchange(s)/SEBI circulars in force, and in any event prior to the general meeting convened to approve the Scheme.

25. Accounting Treatment

The accounting treatment under the Scheme shall be in compliance with the applicable Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and specified under Section 133 of the Act, the rules made thereunder, and such certificates from the statutory auditors as may be required by the Tribunal, SEBI, stock exchange(s) or any other authority.

26. No Prejudice to Creditors

The reduction & consolidation of share capital under the Scheme is a book adjustment against the accumulated losses of the Company and does not involve any distribution of assets or payment to shareholders. As on the Effective Date, the Company has no secured or unsecured creditors. Accordingly, the Scheme does not affect the rights or interests of any creditors. The Company shall file such certificates, affidavits, confirmations and other documents as may be required under the applicable provisions of the Companies Act, 2013 and the applicable rules, demonstrating that the Company has no creditors and confirming its solvency.

27. Investigations and Proceedings

There was no inquiry, inspection, investigation or proceeding is pending against it under the Companies Act, 1956, the Companies Act, 2013, SEBI laws or any other applicable law.

PART V - EFFECT OF THE SCHEME

28. Effect on Shareholders

Upon the Scheme becoming effective, each shareholder's number of equity shares shall stand reduced proportionately and consolidated, subject to treatment of fractional entitlements. No shareholder shall receive any payment or other consideration in respect of the shares cancelled under the Scheme, other than the net sale proceeds distributable in respect of consolidated fractional entitlements under Clause 10.

29. Effect on Promoter/Promoter Group

The Company does not have any promoter or promoter group. No shareholder shall derive any special or differential benefit under the Scheme. The proposed reduction & consolidation of share capital shall be implemented uniformly and proportionately across all shareholders, and no shareholder shall receive any preferential treatment or advantage pursuant to the Scheme.

30. Effect on Employees and Contracts

The Scheme shall not affect the employment of any employee or the subsisting contracts, deeds, bonds, agreements, arrangements, guarantees, commitments, obligations or rights of the Company, save and except to the extent expressly provided in this Scheme.

31. Effect on Legal Proceedings

All legal or other proceedings by or against the Company shall continue unaffected by the Scheme, unless otherwise ordered by the Tribunal or required by applicable law.

32. Books and Records

The Company shall make necessary entries in its books of account, register of members, share capital records, depository records and other statutory records to give effect to the reduction.

33. Impact Of the Scheme on Creditors / Lenders / Financial Institutions

The Scheme shall not in any way adversely affect the ordinary operations of the Company or its financial position. The proposed reduction & consolidation of share capital is a book adjustment and does not involve any outflow of funds or distribution of assets to the shareholders. As on the Effective Date, the Company has no secured or unsecured creditors, lenders, financial institutions or deposit holders. Accordingly, the Scheme does not affect or prejudice the rights or interests of any creditor or any other person. The Company has neither accepted nor renewed any fixed deposits, and there are no outstanding dues payable to any deposit holders. The Scheme does not affect the payment of any statutory dues payable by the Company in the ordinary course of business.

PART VI - CONDITIONS PRECEDENT AND MISCELLANEOUS

35. Conditions Precedent

The Scheme shall be conditional upon approval of the Board, approval of the members (including compliance with the e-voting requirement under Clause 15), written confirmation from the designated stock exchange(s) that a no-objection/observation letter under Regulation 37 is not required by virtue of Regulation 37(6)(b) and that the Scheme may be filed on a disclosure-only basis, confirmation by the Tribunal, filing of the certified copy of the Tribunal order with the Registrar of Companies, the certificate confirming continued compliance with minimum public shareholding requirements referred to above, and receipt of such other approvals, permissions or sanctions as may be required.

36. Effective Date

The Scheme shall become effective from the Effective Date and shall be operative in the manner set out in the order of the Tribunal and this Scheme.

37. Modification or Amendment

The Board shall be authorised to accept, make or consent to any modifications, amendments, limitations or conditions that may be required or imposed by the Tribunal, stock exchange(s), SEBI, Registrar of Companies, Regional Director or any other competent authority, provided such modifications are in the interest of the Company and its stakeholders and are not inconsistent with the substance of this Scheme.

38. Withdrawal

The Board may withdraw this Scheme at any time before it becomes effective if it considers that the Scheme is no longer in the interest of the Company or its stakeholders, or if any condition or approval is not obtained or becomes incapable of fulfilment.

39. Costs and Expenses

All costs, charges, taxes, duties, levies and expenses arising out of or in connection with this Scheme shall be borne and paid by the Company.

40. Severability

If any part of this Scheme is held invalid, illegal or unenforceable, the remaining parts shall continue to be effective, subject to such modifications as may be approved by the Board and, where required, the Tribunal.

41.Conduct of business by the company

The Company shall carry on and conduct its business and affairs in the ordinary course consistent with its past practices and in accordance with applicable laws. The Company shall preserve and protect its assets and business and shall take all reasonable steps necessary for the implementation of this Scheme.

The reduction of share capital contemplated under this Scheme is solely a book adjustment against the accumulated losses of the Company and shall not affect the day-to-day operations, business activities, contractual obligations or legal rights and obligations of the Company.

Nothing contained in this Scheme shall restrict the Company from carrying on its business or undertaking such activities as may be necessary in the ordinary course of business or as may be required under applicable law.

42.Change of management or shareholding

The proposed reduction and consolidation of share capital under this Scheme is being effected uniformly and proportionately amongst all shareholders of the Company. Accordingly, the Scheme shall not result in any change in the management, control or shareholding pattern of the Company, and the inter se percentage holding of all shareholders shall remain unchanged upon the Scheme becoming effective.

43.Legal proceeding

Without prejudice to the foregoing, if any suit, cause of actions, appeal or other legal, quasi-judicial, arbitral or other administrative proceedings of whatever nature by or against the Company is pending on the Effective Date, the same shall not abate, be discontinued or be in any way prejudicially affected by reason of this reduction & consolidation of share capital or of anything contained in this Scheme, but the proceedings of the Company will be continued, prosecuted and enforced by or against the Company in the same manner and to the same extent as it would be or might have been continued, prosecuted and enforced by or against the Company before this Scheme.

44.Contracts, Deeds, Agreements And Other Instruments

Subject to other provisions contained in the Scheme, all contracts, deeds, bonds, insurance, letters of intent, undertakings, arrangements, policies, agreements and other instruments, if any, of whatsoever nature to which the Company is a party subsisting or having effect immediately on the Effective Date, shall remain in full force and effect against or in favour of the Company, as the case may be, and shall be enforced by or against the Company as fully and as before this Scheme.

45.FORM OF MINUTE UNDER SECTION 66(5) READ WITH SECTION 61 OF THE ACT

The form of minute proposed to be registered under Section 66(5) read with Section 61 of the Act, is as follows:

The Capital of M/s. Ontic Finserve Limited is henceforth Rs.90,00,300/- (Rupees Ninety Lakhs Three Hundred only) comprising 9,00,030 (Nine Lakhs Thirty) fully paid up equity shares of Rs. 10/- (Rupees One only) each reduced from Rs.9,00,03,000/- (Rupees Nine Crores Three Thousand only) comprising 9,00,03,000 (Nine Crores Three Thousand) fully paid up equity shares of Re. 1/- (Rupees One only) each.

Notwithstanding the reduction of capital of the Company in pursuance of this Scheme, the Company shall not be required to add the words "And Reduced" to its name as the last words thereof.

At the date of registration of this minute, of the total authorised share capital of the Company of Rs. 60,00,00,000/- (Rupees Sixty Crores only) divided into 6,00,00,000 equity shares of Rs. 10/- each, 9,00,030 (Ninety Lakhs Thirty) fully paid up equity shares have been issued and are deemed to be fully paid up and the remaining 5,90,99,970 (Five Crores Ninety Lakhs Ninety Nine Thousand Nine Hundred Seventy) shares are unissued.

For, Ontic Finserve Limited

Sd/-

Raiyani Bhupendrakumar Dhanjibhai
Director and CFO
DIN: 08104918
Date: 4th September, 2026
Place: Ahmedabad

---- End of Scheme ----

SCHEDULE A

I. SHARE CAPITAL BEFORE AND AFTER REDUCTION

Particulars	Before Reduction	Reduction	After Reduction
No. of equity shares	9,00,03,000	8,10,02,700	90,00,300
Face value per equity share	Re. 1/-	Re. 1/-	Re. 1/-
Paid-up equity share capital	Rs. 9,00,03,000	Rs. 8,10,02,700	Rs. 90,00,300

II. SHARE CAPITAL BEFORE AND AFTER CONSOLIDATION

Particulars	Before Consolidation	After Consolidation
No. of equity shares	90,00,300	9,00,030
Face value per equity share	Re. 1/-	Rs. 10/-
Paid-up equity share capital	Rs. 90,00,300	Rs. 90,00,300

SCHEDULE B - INDICATIVE ACCOUNTING ENTRY

The final accounting entries shall be passed in accordance with applicable accounting standards and the certificate of the statutory auditors. Indicatively, the following entry may be passed upon the Scheme becoming effective:

Debit / Credit	Account	Amount
Debit	Equity Share Capital Account	Rs. 8,10,02,700/-
Credit	Capital Reduction / Accumulated Losses Adjustment Account	Rs.8,10,02,700/-
Debit/Credit	Capital Reduction / Accumulated Losses Adjustment Account to Accumulated Losses	As per final audited books and approvals

For, Ontic Finserve Limited

Sd/-

Raiyani Bhupendrakumar Dhanjibhai
Director and CFO
DIN: 08104918
Date: 4th September, 2026
Place: Ahmedabad