BOSTON COMMERCE LIMITED
(Formerly known as Boston Bio Systems Limited)
Registered office: A.828, Sun West Bank, Ashram Road P.O, Ahmedabad, City Taluka, Gujarat, India, 380009
CIN: L62013GJ1995PLC025476; E-mail: bostonsystem@yahoo.com
Website: www.bostonbio.in

NOTICE OF EXTRAORDINARY GENERAL MEETING

Date: July 14, 2026

To,
The General Manager,
Department of Corporate Services
BSE Limited,
Phirozen Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001

Scrip Code: 531458
Symbol: BOSTON

Sub: Notice of the Extra-Ordinary General Meeting scheduled on August 5, 2026

Dear Sir/ Madam,

The Extra-ordinary General Meeting of the Company will be held on Wednesday, August 05, 2026, at 12:00 P.M. (IST) through Video Conferencing / Other Audio-Visual Means. Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Notice of Extraordinary General Meeting of the Company, which is being sent through electronic mode only to the members who have registered their e-mail addresses with the Company /Registrar & Transfer Agent/ Depositories. The above notice is also available on the website of the Company. You are requested to kindly take the same on record.

Kindly take the above information on record.

Thanking You.
For and on behalf of
Boston Commerce Limited
(Formerly known as Boston Bio Systems Limited)

GHANSHYAM DHANANJAY GAVALI
Digitally signed by GHANSHYAM DHANANJAY GAVALI
Date: 2026.07.14 18:44:47 +05'30'

Ghanshyam Dhananjay Gavali
Managing Director
DIN : 03343352

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NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY

NOTICE is hereby given that the Extra-Ordinary General Meeting ("**EGM**") of the Shareholders of BOSTON COMMERCE LIMITED will be held on Wednesday, 5th August, 2026 at 12:00 Noon (IST) through Video Conferencing ("**VC**")/ Other Audio-Visual Means ("**OAVM**") to transact the following Special Businesses:

SPECIAL BUSINESS:

1. Appointment of M/s. S Parth & Company, Chartered Accountants, as Statutory Auditors of the Company

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

RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the rules made thereunder, and all other applicable laws, rules, regulations, circulars, notifications and guidelines (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, permissions and sanctions as may be necessary, consent of the Members be and is hereby accorded, M/s. S Parth & Company, Chartered Accountants (Firm Registration No. 154463W), Ahmedabad, be and are hereby appointed as the Co-Statutory Auditors of the Company, to act jointly with the existing Statutory Auditors, for a term of five (5) consecutive financial years, commencing from the conclusion of this Extraordinary General Meeting, at such remuneration and reimbursement of out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Co-Statutory Auditors.

RESOLVED FURTHER THAT M/s. S Parth & Company, Chartered Accountants, shall act jointly with the existing Statutory Auditors in carrying out the statutory audit of the Company during the aforesaid tenure, in accordance with the applicable provisions of the Companies Act, 2013 and other applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, writings and filings as may be necessary, proper or expedient to give effect to this resolution.

2. Approval of the Scheme of Reduction of Share Capital

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

RESOLVED THAT pursuant to Section 66 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") and the rules made thereunder including the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 ("**NCLT Rules**") and any other applicable provisions of law (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), Article 37 of the Articles of Association of the Company and subject to the confirmation by the Hon'ble National Company Law Tribunal having appropriate jurisdiction ("**NCLT**") and such other approvals, consents, permissions and sanctions as may be required to be obtained from appropriate Governmental authorities, departments, offices, institutions, bodies, agencies and/or third parties and subject to the terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions by the NCLT and/or any other appropriate Governmental authorities, departments, offices, institutions, bodies, agencies and/or third parties connected with the Reduction of Share Capital and which may be agreed to by the Board of Directors of the Company ("**Board**") (which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board), the approval of the Shareholders of the Company ("**Members**") be and is hereby accorded to the Scheme of Reduction of Share Capital as submitted to BSE Limited ("**Scheme**") and to reduce the accumulated losses of the Company by cancellation and extinguishment of 66,52,090 (Sixty-Six Lakh Fifty-Two Thousand Ninety) fully paid-up equity shares of ₹10/- (Rupees Ten only) each on a proportionate basis.

The proposed reduction shall be carried out whereby every 20 (Twenty) existing fully paid-up equity shares of ₹10/- (Rupees Ten only) each held by the shareholders of the Company shall stand reduced to 1 (One) fully paid-up equity share of ₹10/- (Rupees Ten only) each.

Consequently, the issued, subscribed and paid-up equity share capital of the Company shall stand reduced from ₹7,00,22,000/- (Rupees Seven Crore Twenty-Two Thousand only) comprising of 70,02,200 (Seventy Lakh Two Thousand Two Hundred) equity shares of ₹10/- (Rupees Ten only) each to ₹35,01,100/- (Rupees Thirty-Five Lakh One Thousand One Hundred only) divided into 3,50,110 (Three Lakh Fifty Thousand One Hundred Ten) equity shares of ₹10/- (Rupees Ten only) each by cancelling and extinguishing 66,52,090 (Sixty-Six Lakh Fifty-Two Thousand Ninety) equity shares of ₹10/- (Rupees Ten only) each, subject to approval of the Members, BSE Limited, the Hon'ble National Company Law Tribunal and such other statutory and regulatory authorities as may be required.

RESOLVED FURTHER THAT the issued, subscribed and paid-up equity share capital of the Company be reduced from ₹7,00,22,000/- (Rupees Seven Crore Twenty-Two Thousand only) comprising of 70,02,200 (Seventy Lakh Two Thousand Two Hundred) equity shares of ₹10/- (Rupees Ten only) each to ₹35,01,100/- (Rupees Thirty-Five Lakh One Thousand One Hundred only) divided into 3,50,110 (Three Lakh Fifty Thousand One Hundred Ten) equity shares of ₹10/- (Rupees Ten only) each by cancelling and extinguishing 66,52,090 (Sixty-Six Lakh Fifty-Two Thousand Ninety) equity shares of ₹10/- (Rupees Ten only) each, as on the Record Date.

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded for Reduction of Share Capital of the Company by making corresponding adjustments by way of debit to the paid-up equity share capital for 66,52,090 (Sixty-Six Lakh Fifty-Two Thousand Ninety) equity shares of ₹10/- (Rupees Ten only) each amounting to ₹6,65,20,900/- (Rupees Six Crore Sixty-Five Lakh Twenty Thousand Nine Hundred only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to implement, give effect to, finalise, modify, amend, vary and/or alter the Scheme of Reduction of Share Capital of the Company in such manner as may be required, deemed necessary or expedient, in accordance with the Order of the Hon'ble National Company Law Tribunal having appropriate jurisdiction and/or subject to such approvals, consents, permissions, sanctions and conditions as may be imposed or prescribed by the Hon'ble National Company Law Tribunal, BSE Limited, the Securities and Exchange Board of India, the Registrar of Companies, any Stock Exchange, Governmental, statutory or regulatory authorities, and to do all such acts, deeds, matters and things as may be necessary in this regard, including but not limited to fixing the Book Closure and/or Record Date, issuing necessary corporate actions, filings, intimations and disclosures.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid Scheme and this Resolution, the Board be and is hereby authorised to appoint, engage and/or retain any advocates, solicitors, legal counsel, consultants, valuers, auditors, merchant bankers, registrars, advisors or any other professionals, agencies or intermediaries as may be considered necessary or expedient, on such terms and conditions, including remuneration, as the Board may deem fit.

RESOLVED FURTHER THAT upon confirmation of the Scheme by NCLT and the aforesaid authorities and becoming effective and operative, without any further act or deed by the equity shareholders (including but not limited to sending appropriate instructions to the depository participants NSDL and CDSL), the aforesaid 66,52,090 (Sixty-Six Lakh Fifty-Two Thousand Ninety) equity shares of ₹10/- each on the Record Date shall stand cancelled, extinguished and rendered invalid without any obligations and consequences of whatsoever nature to the Company.

RESOLVED FURTHER THAT subject to confirmation of the Scheme by NCLT and all other approvals from any other appropriate authorities, the Company shall not be required to add the words "And Reduced" to its name subsequent to such reduction of equity share capital of the Company.

RESOLVED FURTHER THAT the Board and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, expedient, proper or desirable to give effect to the resolution and the Scheme, including making any modifications to the Scheme, statutory form filings, making applications to authorities, regulatory or otherwise, and settling any matter, question, difficulty or doubt that may arise in regard to the Scheme.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, writings and filings as may be necessary, proper or expedient to give effect to this resolution.

3. Approval for Borrowing Powers under Section 180(1)(c) of the Companies Act, 2013

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

RESOLVED THAT pursuant to the section 180(1)(c) and other applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the rules made thereunder, and all other applicable laws, rules, regulations, circulars, notifications and guidelines (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, permissions and sanctions as may be necessary, consent of the Members be and is hereby accorded, to borrow monies from time to time, including by way of inter-corporate loans, term loans, working capital facilities, issuance of non-convertible instruments and other permissible borrowings, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total outstanding borrowings shall not exceed ₹100 Crores (Rupees One Hundred Crores only) at any time during each financial year up to and including the Financial Year 2028-29.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, writings and filings as may be necessary, proper or expedient to give effect to this resolution.

4. Approval for Acquisition of Business(es)/Business Undertaking(s)/Business Unit(s)/ Strategic Asset(s)

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

RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the rules made thereunder, and all other applicable laws, rules, regulations, circulars, notifications and guidelines (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, permissions and sanctions as may be necessary, consent of the Members be and is hereby accorded, to evaluate, negotiate, approve and undertake acquisition of businesses, business undertakings, business units and strategic business assets from time to time by way of purchase, merger, arrangement or any other legally permissible mode, for an aggregate investment not exceeding ₹100 Crores (Rupees One Hundred Crores only) during each financial year up to and including the Financial Year 2028-29.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, writings and filings as may be necessary, proper or expedient to give effect to this resolution.

5. To adopt new set of Memorandum of Association and Articles of Association of the Company in Accordance with Companies Act, 2013

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

RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the rules made thereunder, and all other applicable laws, rules, regulations, circulars, notifications and guidelines (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, permissions and sanctions as may be necessary, consent of the Members be and is hereby accorded, to adopt the new set of the Memorandum of Association of the Company and Articles of Association of the Company.

RESOLVED FURTHER THAT the copy of the Memorandum of Association of the Company and Articles of Association is annexed herewith and initialed by the Chairman for the Identification purpose.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, writings and filings as may be necessary, proper or expedient to give effect to this resolution.

6. Regularization of Appointment of Ms. Jansi Falgunkumar Patel (DIN: 11705723) as a Non-Executive Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the

Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Articles of Association of the Company and other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Jansi Falgunkumar Patel (DIN: 11705723), who was appointed by the Board of Directors as an Additional Director (Non-Executive Independent Director) of the Company with effect from May 12, 2026 pursuant to Section 161 of the Act and who holds office up to the date of this Extraordinary General Meeting, and who has submitted a declaration confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for appointment as an Independent Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of five (5) consecutive years commencing from May 12, 2026 and ending on May 11, 2031.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be considered necessary, desirable or expedient to give effect to this Resolution."

7. Regularization of Appointment of Ms. Gunjan Jyotishbhai Leuva (DIN: 11705839) as a Non-Executive Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Articles of Association of the Company and other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Gunjan Jyotishbhai Leuva (DIN: 11705839), who was appointed by the Board of Directors as an Additional Director (Non-Executive Independent Director) of the Company with effect from May 12, 2026 pursuant to Section 161 of the Act and who holds office up to the date of this Extraordinary General Meeting, and who has submitted a declaration confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for appointment as an Independent Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of five (5) consecutive years commencing from May 12, 2026 and ending on May 11, 2031.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be considered necessary, desirable or expedient to give effect to this Resolution."

Registered Office:

By order of the Board
For, Boston Commerce Limited

BOSTON COMMERCE LIMITED

(Formerly known as Boston Bio Systems Limited)

Registered office: A.828, Sun West Bank, Ashram Road P.O, Ahmedabad, City Taluka, Gujarat, India, 380009

CIN: L62013GJ1995PLC025476; E-mail: bostonsystem@yahoo.com

Website: www.bostonbio.in

A.828, Sun West Bank,
Ashram Road P.O.,
Ahmedabad, City Taluka,
Gujarat - 380009, India.

Sd/-
Ghanshyam Dhananjay Gavali
Managing Director
DIN: 03343352

Date: 14th July, 2026
Place: Ahmedabad

NOTES:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("**Act**") each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.

2. The Extra-Ordinary General Meeting ("EGM") of the Company will be held on **Wednesday, 5th August, 2026 at** 12:00 Noon **(IST)** through Video Conferencing ("VC")/Other Audio Visual Means ("**OAVM**"), in compliance with the applicable provisions of the Companies Act, 2013, the Rules made thereunder, the applicable Circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI"), as amended from time to time. The deemed venue of the EGM shall be the Registered Office of the Company.

3. All documents referred to in the accompanying Notice shall be open for inspection by the Members by writing an e-mail to the Company at bostonsystem@yahoo.com

4. The Company is sending this Notice to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories and the Company's Registrar and Transfer Agent ("**RTA**") as on **30TH July, 2026** ("**Cut-off Date**"). The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the **Cut-off Date, i.e., 30TH July, 2026**.

5. Members whose e-mail addresses are registered with the Company / RTA / Depositories will receive the notice of Extra-Ordinary General Meeting ("**EGM**") in electronic form.

6. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.

7. Since this EGM is being held through VC/OAVM pursuant to MCA Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. Members have to attend and participate in the ensuing EGM though VC/OAVM. However, the Body Corporates are entitled to appoint Authorised Representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.

8. Members of the Company under the category of "**Institutional Investors**" are encouraged to attend and vote at the EGM through VC/OAVM. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to Email at bostonsystem@yahoo.com, a certified copy of the Board Resolution/ authorization letter authorizing their representative to attend and vote on their behalf at EGM through E-voting.

9. The Members can join the Extra-Ordinary General Meeting ("**EGM**") in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Extra-Ordinary General Meeting through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the Extra-Ordinary General Meeting without restriction on account of first come first served basis.

10. The attendance of the Members attending the Extra-Ordinary General Meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

11. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote E-voting to its Members in respect of the business to be transacted at the Extra-Ordinary General Meeting. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL") for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote E-voting system as well as venue voting on the date of the Extra-Ordinary General Meeting will be provided by NSDL.

12. In line with the Ministry of Corporate Affairs ("**MCA**") Circular No. 17/2020 dated April 13, 2020, the Notice calling the Extra-Ordinary General Meeting has been uploaded on the website of the Company www.bostonbio.in. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited ("**BSE**") at www.bseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote E-voting facility) i.e. www.evoting.nsdl.com.

13. Extra-Ordinary General Meeting has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

14. The Board of Directors has appointed **M/s. CS Jay Pandya, Practising Company Secretaries, Ahmedabad**, as the Scrutinizer to scrutinize the remote e-voting process and e-voting during the EGM in a fair and transparent manner. Scrutinizer Email ID: csjaypandya@gmail.com.

15. The Scrutinizer will submit his consolidated report to the Chairperson, or any other person authorised by him, after completion of scrutiny of the votes cast, and the result of the voting will be announced by the Chairperson or any other person authorized by him. The Scrutinizer's decision on the validity of votes cast will be final.

16. The Results declared along with the Scrutinizer's Report shall be communicated to the Stock Exchange, where the equity shares of the Company are listed (i.e. BSE Limited) and be made available on its website viz. www.bseindia.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on **Sunday, 2nd August, 2026 at 09:00 A.M.** and ends on **Tuesday, 4th August, 2026 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the **record date (cut-off date) i.e. Friday, 30th July, 2026**, may cast their vote electronically. The voting rights of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Friday, 30th July, 2026**.

<u>How do I vote electronically using NSDL e-Voting system?</u>

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. 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 options available against company name or **e-Voting service provider – NSDL** and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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 held 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 options available against company name or **e-Voting service provider - NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their 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/loginor www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on **NSDL** to cast your vote.

	3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistratio n. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 options available against company name or **e-Voting service provider-NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com. or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

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

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

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bostonsystem@yahoo.com with a copy marked to evoting@nsdl.com.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.com

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

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

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

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

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

Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access E-voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER: -

1. The procedure for E-voting on the day of the EGM is same as the instructions mentioned above for remote E-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote E-voting and are otherwise not barred from doing so, shall be eligible to vote through E-voting system in the EGM.
3. Members who have voted through Remote E-voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for E-voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at (bostonsystem@yahoo.com). The same will be replied by the Company suitably.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO. 1: TO APPOINT M/S. S PARTH & COMPANY, CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY

The Board of Directors of the Company, based on the recommendation of the Audit Committee, at its meeting held on 07.07.2026, considered and approved the appointment of M/s. S Parth & Company, Chartered Accountants (Firm Registration No. 154463W), Ahmedabad, as the Co-Statutory Auditors of the Company, to act jointly with the existing Statutory Auditors, subject to the approval of the Members of the Company.

The proposed appointment is in accordance with the applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the rules made thereunder, and other applicable laws. The Company has received the written consent and a certificate from M/s. S Parth & Company, Chartered Accountants, confirming that they satisfy the criteria provided under Section 141 of the Companies Act, 2013 and that their appointment, if approved, shall be in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

It is proposed to appoint M/s. S Parth & Company, Chartered Accountants, as the Co-Statutory Auditors of the Company for a term of five (5) consecutive financial years, commencing from the conclusion of this Extraordinary General Meeting. During their tenure, they shall act jointly with the existing Statutory Auditors in carrying out the statutory audit of the Company. Their remuneration and reimbursement of out-of-pocket expenses shall be as may be mutually agreed upon between the Board of Directors of the Company and the Co-Statutory Auditors.

Accordingly, the approval of the Members is sought by way of an Ordinary Resolution for the appointment of M/s. S Parth & Company, Chartered Accountants (Firm Registration No. 154463W), Ahmedabad, as the Co-Statutory Auditors of the Company on the terms set out in the accompanying Notice.

None of the Directors, Key Managerial Personnel ("KMP") of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the Ordinary Resolution set out in the accompanying Notice for the approval of the Members.

ITEM NO. 2: APPROVAL FOR SCHEME OF REDUCTION OF SHARE CAPITAL OF BOSTON COMMERCE LIMITED

The proposed reduction of the equity share capital of Boston Commerce Limited ("Company") is being undertaken in accordance with the provisions of Section 66 read with other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made thereunder, including the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 ("NCLT Rules"), which permit a company to undertake reduction of its share capital in such manner as it may deem fit, subject to the approval of its shareholders and confirmation by the Hon'ble National Company Law Tribunal ("NCLT").

The proposed reduction is also governed by the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the listing requirements applicable to the equity shares of the Company listed on BSE Limited, and the Articles of Association of the Company.

The Scheme of Reduction of Share Capital ("Scheme") provides for reduction of the paid-up equity share capital of the Company by cancellation and extinguishment of equity shares on a proportionate basis amongst all shareholders, thereby enabling financial restructuring and writing off accumulated losses to the extent permissible, so as to present a true and fair view of the Company's financial position and operate with a rationalised balance sheet.

The Company has accumulated losses of ₹8,27,37,000/- (Rupees Eight Crore Twenty-Seven Lakh Thirty-Seven Thousand only) as per the latest unaudited financial statements as on 31st March 2025, which have substantially eroded the value represented by the equity share capital of the Company. The Board of Directors, after considering the financial position of the Company and the need to reflect a realistic capital structure, has approved the Scheme, subject to necessary approvals including approval of Members and confirmation by the Hon'ble NCLT.

In terms of Regulation 37(6) of the Listing Regulations, where a draft scheme solely provides for writing off accumulated losses against share capital and is applied uniformly across all shareholders on a pro-rata basis, the requirement of obtaining prior observation letter/no-objection letter from the recognised stock exchange under Regulation 37 is not applicable. Accordingly, the Scheme shall be filed with BSE Limited for disclosure purposes as contemplated under Regulation 37(6). The salient features of the scheme are as follows:

1. **Capital Structure of the Company (Pre and Post Reduction)**

As on 31st March, 2026, the authorised share capital of the Company is ₹8,00,00,000 (Rupees Eight Crores only) The issued, subscribed and paid-up equity share capital of the Company is ₹7,00,22,000 (Rupees Seven Crore Twenty-Two Thousand only) comprising 70,02,200 (Seventy Lakh Two Thousand Two Hundred) equity shares of ₹10 each.

Subsequent to 31st March, 2026 and up to the date of approval of the Scheme by the Board, there has been no change in the authorised or paid-up share capital of the Company.

Particulars	**Prior to Scheme**	**Post Reduction under Scheme**
No. of Equity Shares	70,02,200	3,50,110
Face Value	₹10 each	₹10 each
Paid-up Equity Share Capital	₹7,00,22,000	₹35,01,100

The proposed reduction shall be carried out by cancellation and extinguishment of 66,52,090 equity shares of ₹10 each on a proportionate basis, whereby every 20 existing equity shares shall stand reduced to 1 equity share.

2. **Accumulated Losses and Justification**

The Company has accumulated losses of ₹8,27,37,000/- (Rupees Eight Crore Twenty-Seven Lakh Thirty-Seven Thousand only) as on 31st March 2026, which have significantly eroded the value represented by the share capital of the Company.

The proposed Scheme is intended to clean up the balance sheet by reducing the paid-up equity share capital to the extent of capital that has been lost due to accumulated losses. The Scheme will enable the Company to present a more realistic financial position and maintain a rational capital structure.

The reduction is purely a balance sheet restructuring measure and does not involve any payment, distribution or consideration to shareholders.

3. Effective Date and Record Date

The Scheme shall become effective from the date on which the certified copy of the order of the Hon'ble NCLT confirming the reduction of share capital under Section 66 of the Act is filed with the Registrar of Companies, NCLT of Ahmedabad, Gujarat.

The Board of Directors shall fix the Record Date for implementation of the Scheme.

4. Reduction of Paid-up Equity Share Capital against Accumulated Losses (Mechanism)

Upon the Scheme becoming effective and after obtaining necessary statutory approvals, consents and permissions, including confirmation by the Hon'ble National Company Law Tribunal ("NCLT"), the issued, subscribed and paid-up equity share capital of the Company shall stand reduced from ₹7,00,22,000 (Rupees Seven Crore Twenty-Two Thousand only) divided into 70,02,200 (Seventy Lakh Two Thousand Two Hundred) equity shares of ₹10/- (Rupees Ten only) each to ₹35,01,100 (Rupees Thirty-Five Lakh One Thousand One Hundred only) divided into 3,50,110 (Three Lakh Fifty Thousand One Hundred Ten) equity shares of ₹10/- (Rupees Ten only) each, by cancellation and extinguishment of 66,52,090 (Sixty-Six Lakh Fifty-Two Thousand Ninety) equity shares of ₹10/- (Rupees Ten only) each on a proportionate basis.

The proposed reduction shall be carried out whereby every 20 (Twenty) existing fully paid-up equity shares of ₹10/- (Rupees Ten only) each held by the shareholders of the Company shall stand reduced to 1 (One) fully paid-up equity share of ₹10/- (Rupees Ten only) each.

The Board of Directors is authorised under the Scheme to set-off an amount of ₹6,65,20,900/- (Rupees Six Crore Sixty-Five Lakh Twenty Thousand Nine Hundred only) out of the total accumulated losses of ₹8,27,37,000/- (Rupees Eight Crore Twenty-Seven Lakh Thirty-Seven Thousand only) against the paid-up equity share capital, without any payment of consideration to shareholders, in order to present a true and fair view of the books of account of the Company.

Since the reduction is being undertaken on a proportionate basis and uniformly across all shareholders, there will be no change in the percentage shareholding of any shareholder of the Company. The promoter shareholding and non-promoter shareholding shall remain unchanged on a percentage basis before and after the reduction.

5. Treatment of Shareholders holding Shares in Dematerialized Form and Physical Form

The shareholders of Boston Commerce Limited holding equity shares in dematerialised form shall be given effect to through corporate action in accordance with the applicable procedures prescribed by the depositories. The Company, acting through the Board of Directors, shall be authorised to advise the depositories and their participants regarding the revised shareholding arising pursuant to the reorganisation of capital under the Scheme of Reduction of Share Capital ("Scheme") for substitution thereof in lieu of the pre-reorganisation holdings.

In respect of shareholders holding equity shares in physical form as on the Record Date, their entitlement to the reduced equity shares pursuant to the Scheme shall be credited to a dematerialised escrow account to be opened and maintained by the Company for this purpose. Upon such credit, the original physical share certificates representing the pre-reduction shareholding shall be deemed to have been cancelled and shall cease to be valid, tradable or negotiable from and after the Record Date.

The shares credited to the dematerialised escrow account shall be transferred to the respective demat accounts of the concerned shareholders upon receipt of a valid request for dematerialisation along with the requisite documents, in accordance with applicable laws and depository procedures.

The Company shall take necessary steps to intimate BSE Limited and such other authorities, as may be applicable, regarding the implementation of the Scheme, including non-tradability and cancellation of original physical share certificates from the Record Date.

6. Fractional Entitlements

Any fractional entitlements arising pursuant to the reduction/reorganisation of the equity share capital of Boston Commerce Limited under the Scheme shall be aggregated and credited to the designated escrow account to be maintained and operated in accordance with the provisions of the Scheme.

Such aggregated fractional shares shall be dealt with in the manner specified in the Scheme and shall be sold in the market at such price and within such period as may be determined in accordance with the terms of the Scheme, subject to applicable laws and regulations and the proceeds of the same shall be distributed amongst the shareholders.

7. Accounting Treatment and Post-reduction Position

The Company shall comply with the applicable accounting standards issued under Section 133 of the Companies Act, 2013 and generally accepted accounting principles in India.

Upon the Scheme becoming effective, the issued, subscribed and paid-up equity share capital of the Company shall stand reduced from ₹7,00,22,000 (Rupees Seven Crore Twenty-Two Thousand only) comprising 70,02,200 (Seventy Lakh Two Thousand Two Hundred) equity shares of ₹10 each to ₹35,01,100 (Rupees Thirty-Five Lakh One Thousand One Hundred only) comprising 3,50,110 (Three Lakh Fifty Thousand One Hundred Ten) equity shares of ₹10 each.

The debit balance of the Profit & Loss Account representing accumulated losses shall be adjusted/written off to the extent of the amount of reduction in accordance with the Scheme.
After giving effect to the reduction of share capital, the balance accumulated losses of the Company shall stand reduced to ₹1,62,16,100/- (Rupees One Crore Sixty-Two Lakh Sixteen Thousand One Hundred only), as provided under the Scheme.

8. "And Reduced" Dispensation

Subject to confirmation of the Scheme by the Hon'ble National Company Law Tribunal ("NCLT"), the Company shall seek dispensation from the requirement of adding the words "AND REDUCED" as a suffix to its name, and the Company shall continue with its existing name.

9. Effect on Creditors, Employees and Legal Proceedings

The proposed reduction of equity share capital will not cause any prejudice to the creditors of Boston Commerce Limited, as there is no reduction in the amount payable to any creditor of the Company and no compromise or arrangement is contemplated with creditors under the Scheme.

The Scheme does not have any adverse impact on the employees/workers of the Company and does not affect any legal or other proceedings by or against the Company.

10. Approvals, Conditions and Implementation

The Scheme is subject to approval of the Members of the Company by the requisite majority as prescribed under the Companies Act, 2013, confirmation by the Hon'ble National Company Law Tribunal, and such other approvals, sanctions, consents or permissions as may be required under applicable laws.

The Board of Directors of the Company is authorised to undertake all acts, deeds, matters and things necessary to give effect to the Scheme, including fixing the Record Date, undertaking necessary corporate actions, issuing notices/intimations/disclosures, executing documents, affidavits and undertakings, appointing professionals including advocates, legal counsel, valuers, auditors, registrars and other advisors, and making such modifications or amendments to the Scheme as may be directed by the Hon'ble NCLT or required by any statutory or regulatory authority.

11. Inspection of Documents

A copy of the Scheme of Reduction of Share Capital of Boston Commerce Limited and such other documents as may be required under applicable laws shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the Extraordinary General Meeting and/or electronically in such manner as may be specified in the Notice of the Meeting.

12. Interest of Directors / Key Managerial Personnel

None of the Directors or Key Managerial Personnel of Boston Commerce Limited, or their respective relatives, are in any way concerned or interested, financially or otherwise, in the proposed Special Resolution except to the extent of their shareholding, if any, in the Company.

13. Board Recommendation

The Board of Directors of Boston Commerce Limited is of the opinion that the proposed Scheme of Reduction of Share Capital is in the best interests of the Company and its Members and accordingly recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the Members of the Company.

A copy of the Scheme of Reduction of Share Capital and other relevant documents are available for inspection by the Members at the Registered Office of the Company during business hours up to the date of the Extraordinary General Meeting.

None of the Directors or Key Managerial Personnel ("KMP") of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 3: APPROVAL FOR BORROWING POWERS UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013

The Company intends to strengthen its financial flexibility for meeting future business requirements including expansion, acquisitions, investments, working capital requirements and other corporate purposes.

Accordingly, the Board at its meeting held on 13th July 2026 approved borrowing powers up to an aggregate amount of ₹100 Crores for each financial year up to and including FY 2028-29, subject to the approval of the Members.

Under Section 180(1)(c) of the Companies Act, 2013, approval of Members by way of Special Resolution is required where the borrowing powers exceed the aggregate of the paid-up share capital, free reserves and securities premium.

The Board recommends the Special Resolution set out at Item No. 3.

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, except to the extent of their shareholding, if any.

ITEM NO. 4: APPROVAL FOR ACQUISITION OF BUSINESS(ES)/BUSINESS UNDERTAKING(S)/BUSINESS UNIT(S)/STRATEGIC ASSET(S)

As part of the Company's long-term business strategy, the Board proposes to identify and evaluate suitable acquisition opportunities including businesses, business undertakings, business units and strategic assets.
The proposed approval will enable the Board to act swiftly whenever commercially viable opportunities arise without seeking shareholders' approval for each proposal, while remaining subject to the applicable provisions of the Companies Act, SEBI Regulations and other applicable laws.

The aggregate investment proposed shall not exceed ₹100 Crores during each financial year up to FY 2028-29.
The Board believes that the proposed authority will facilitate strategic growth, diversification and value creation for shareholders.

Accordingly, the Board recommends the Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, except to the extent of their shareholding, if any.

ITEM NO. 5: TO ADOPT NEW SET OF MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY IN ACCORDANCE WITH COMPANIES ACT, 2013

The Company proposes to alter the Object Clause of its Memorandum of Association to enable it to diversify and expand its business activities in line with its future business plans and strategic objectives.

The proposed amendment will provide the Company with greater operational flexibility to explore new business opportunities, diversify its operations and undertake such other lawful business activities as may be considered beneficial for the growth of the Company, subject to applicable laws and regulatory approvals.

A copy of the new set of Memorandum of Association and Articles of Association indicating the proposed amendments to the Object Clause, together with the amended draft Memorandum of Association, will be available for inspection by the Members during business hours at the Registered Office of the Company and shall also be made available electronically from the date of circulation of this Notice until the conclusion of the Extraordinary General Meeting.

The Board of Directors is of the opinion that the proposed resolution is in the best interests of the Company and its Members and accordingly recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 6: DETAILS OF JANSI PATEL

Appointment of Ms. Jansi Patel (DIN: 11705723) as a Non-Executive Independent Director
Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its Meeting held on **12th May, 2026**, appointed **Ms. Jansi Patel (DIN: 11705723)** as an **Additional Director (Non-Executive Independent Director)** of the Company with effect from **12th May, 2026** pursuant to Section 161 of the Companies Act, 2013.
Pursuant to Section 161 of the Act, she holds office up to the date of this Extraordinary General Meeting.
The Company has received from Ms. Jansi Patel:

- Consent to act as a Director in Form DIR-2;
- Disclosure of interest in Form MBP-1;
- Declaration of independence under Section 149(7) of the Companies Act, 2013;
- Declaration confirming compliance with Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations;
- Declaration that she is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013;
- Confirmation that she is not debarred from holding the office of Director pursuant to any order passed by SEBI or any other regulatory authority.

The Nomination and Remuneration Committee has evaluated the skills, integrity, expertise and experience of Ms. Jansi Patel and recommended her appointment as an Independent Director.
In the opinion of the Board, Ms. Jansi Patel fulfils the conditions specified under the Companies Act, 2013 and the SEBI Listing Regulations for appointment as an Independent Director and is independent of the management.
The Board considers that her appointment would be in the best interests of the Company.
The principal terms of appointment are:

- **Designation:** Non-Executive Independent Director
- **Effective Date** 12th May, 2026
- **Term:** Five consecutive years ending on 11th May, 2031
- **Retirement by Rotation:** Not liable to retire by rotation.

Additional information relating to Ms. Jansi Patel pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 forms part of **Annexure A** to this Notice.
Except Ms. Jansi Patel and her relatives, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the Resolution.
The Board recommends the Special Resolution set out at Item No. 6 for approval of the Members.

Below are the explanatory statements in the same style and format as Item No. 6.

ITEM NO. 8 DETAILS OF GUNJAN LEUVA

Appointment of Ms. Gunjan Jyotishbhai Leuva (DIN: 11705839) as a Non-Executive Independent Director

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its Meeting held on **12th May, 2026**, appointed **Ms. Gunjan Jyotishbhai Leuva (DIN: 11705839)** as an **Additional Director (Non-Executive Independent Director)** of the Company with effect from **12th May, 2026** pursuant to Section 161 of the Companies Act, 2013.

Pursuant to Section 161 of the Act, she holds office up to the date of this Extraordinary General Meeting.

The Company has received from Ms. Gunjan Jyotishbhai Leuva:

- Consent to act as a Director in Form DIR-2;
- Disclosure of interest in Form MBP-1;
- Declaration of independence under Section 149(7) of the Companies Act, 2013;
- Declaration confirming compliance with Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations;
- Declaration that she is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013;
- Confirmation that she is not debarred from holding the office of Director pursuant to any order passed by SEBI or any other regulatory authority.

The Nomination and Remuneration Committee has evaluated the skills, integrity, expertise and experience of Ms. Gunjan Jyotishbhai Leuva and recommended her appointment as an Independent Director.

In the opinion of the Board, Ms. Gunjan Jyotishbhai Leuva fulfils the conditions specified under the Companies Act, 2013 and the SEBI Listing Regulations for appointment as an Independent Director and is independent of the management.

The Board considers that her appointment would be in the best interests of the Company.

The principal terms of appointment are:

- **Designation:** Non-Executive Independent Director
- **Effective Date:** 12th May, 2026
- **Term:** Five consecutive years ending on 11th May, 2031
- **Retirement by Rotation:** Not liable to retire by rotation.

Additional information relating to Ms. Gunjan Jyotishbhai Leuva pursuant to Regulation 36(3) of the

SEBI Listing Regulations and Secretarial Standard-2 forms part of **Annexure B** to this Notice.
Except Ms. Gunjan Jyotishbhai Leuva and her relatives, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the Resolution.
The Board recommends the Special Resolution set out at Item No. 7 for approval of the Members.
Below are the explanatory statements in the same style and format as Item No. 7.

Registered Office:

A.828, Sun West Bank,
Ashram Road P.O.,
Ahmedabad, City Taluka,
Gujarat - 380009, India.

By order of the Board
For, Boston Commerce Limited

Sd/-
Ghanshyam Dhananjay Gavali
Managing Director
DIN: 03343352

Date: 14th July, 2026
Place: Ahmedabad

ANNEXURE A

Details of Ms. Jansi Patel (DIN: 11705723)

(Pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard-2)

Particulars	**Details**
Name	Ms. Jansi Patel
DIN	11705723
Designation	Executive Director
Date of Birth	07/06/2004
Qualification	Bachelor of Computer Applications (BCA)
Experience	Ms. Jansi Patel holds a Bachelor's degree in Computer Applications (BCA). She possesses knowledge in information technology, business processes, digital applications and corporate administration. She has developed an understanding of technology-driven business operations, organizational management and administrative functions. Her educational background and analytical approach enable her to contribute effectively towards the Company's operational and strategic initiatives.
Date of First Appointment on the Board	12 May 2026
Terms and Conditions	Appointment as Independent Director for a first term of five consecutive years
Remuneration	Sitting fees and commission, if any, as approved by the Board
Shareholding in the Company	NIL
Number of Board Meetings attended	2
Directorships in other companies	Laddu Gopal Online Services Limited – Additional Executive Director
Membership/Chairmanship of Committees	**Boston Commerce Limited** Audit Committee- Chairperson Nomination and Remuneration Committee - Member Stakeholders' Relationship Committee - Chairperson
Relationship with Directors/KMP	Not related to any Director or KMP
Skills and Capabilities	As mentioned in the Explanatory Statement

ANNEXURE B

Details of Ms. Gunjan Jyotishbhai Leuva (DIN: 11705839)

(Pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard-2)

Particulars	**Details**
Name	Ms. Gunjan Jyotishbhai Leuva
DIN	11705839
Category	Non-Executive Independent Woman Director
Date of Birth	July 18, 2003
Qualification	Master of Computer Applications (MCA)
Experience	Ms. Gunjan Jyotishbhai Leuva holds a Master's degree in Computer Applications (MCA). She possesses sound knowledge of information technology, software applications, digital systems and emerging technologies. Her academic background equips her with analytical and problem-solving capabilities, enabling her to contribute to strategic decision-making, technology-driven initiatives and corporate governance practices. Her understanding of technological developments and business processes adds value to the Board's deliberations.
Date of First Appointment on the Board	12 May 2026
Terms and Conditions	Appointment as Independent Director for a first term of five consecutive years
Remuneration	Sitting fees and commission, if any, as approved by the Board
Shareholding in the Company	NIL
Number of Board Meetings attended	2
Directorships in other companies	Laddu Gopal Online Services Limited– Independent Director
Membership/Chairmanship of Committees	**Boston Commerce Limited** Audit Committee- Member Nomination and Remuneration Committee - Chairperson Stakeholders' Relationship Committee - Member
Relationship with Directors/KMP	Not related to any Director or KMP
Skills and Capabilities	As mentioned in the Explanatory Statement
Independence	Meets the criteria under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations

SCHEME OF REDUCTION OF SHARE CAPITAL

UNDER SECTION 66 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF BOSTON COMMERCE LIMITED

(FORMERLY KNOWN AS BOSTON BIO SYSTEMS LIMITED) CIN: L62013GJ1995PLC025476

REGISTERED OFFICE: A-828, SUN WEST BANK, ASHRAM ROAD P.O., AHMEDABAD, CITY TALUKA, GUJARAT, INDIA, 380009

PREAMBLE

This Scheme of Reduction of Share Capital is presented by Boston Commerce Limited, a company limited by shares, for reduction of its issued, subscribed and paid-up equity share capital pursuant to Section 66 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 66,52,090 fully paid-up equity shares of Rs. 10 each, on a proportionate basis, and consequent reduction of the issued, subscribed and paid-up equity share capital of the Company from Rs. 7,00,22,000 divided into 70,02,200 equity shares of Rs. 10 each to Rs. 35,01,100 divided into 3,50,110 equity shares of Rs. 10 each. The amount of Rs. 6,65,20,900 so reduced shall be adjusted against the accumulated losses appearing in the books of account of the Company.

PART I - BACKGROUND AND RATIONALE

1. The Company

1.1 Boston Commerce Limited was incorporated under the Companies Act, 1956 in the State of Gujarat on 17 April 1995. The Company was originally incorporated as Adhyatmdeep Eye Foundation Limited and is presently known as Boston Commerce 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 A-828, Sun West Bank, Ashram Road P.O., Ahmedabad, City Taluka, Gujarat, India, 380009. The corporate identification number of the Company is L62013GJ1995PLC025476.

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, includes objects relating to medical services, hospitals and healthcare, information technology-enabled services, trading, commerce and allied activities. 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 existing issued, subscribed and paid-up equity share capital of the Company is as follows:

Particulars	No. of Equity Shares	Face Value (In ₹)	Amount (In ₹)
Existing issued, subscribed and paid-up equity share capital	70,02,200	10	7,00,22,000
Equity shares proposed to be cancelled/extinguished	66,52,090	10	6,65,20,900
Post-reduction issued, subscribed and paid-up equity share capital	3,50,110	10	35,01,100

2.2 The reduction 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 standalone financial results of the Company for the financial year ended 31 March 2026, the Company has accumulated losses and negative net worth. The relevant financial details are summarised below:

Particulars	Amount (₹ in Lakhs)
Total assets as at 31 March 2026	76.86
Total liabilities as at 31 March 2026	204.01
Equity share capital as at 31 March 2026	700.22
Other equity as at 31 March 2026	-827.37
Net worth as at 31 March 2026	-127.15
Net loss for the year ended 31 March 2026	-717.61

3.2 The statutory auditors have issued their audit report with a qualified opinion for the financial year ended 31 March 2026. The Company shall annex the auditors' report, the statement on impact of audit qualifications and the relevant management explanations 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 authorise reduction 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 is being undertaken pursuant to Section 66 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 does not involve any payment to shareholders, does not result in any outflow of funds or assets from the Company, and 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.

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. Board means the board of directors of the Company and includes any committee or authorised person empowered by the Board.
4. Company means Boston Commerce Limited, CIN L62013GJ1995PLC025476.
5. Effective Date means the date on which the certified copy of the order of the Tribunal confirming the reduction of share capital is filed with the Registrar of Companies, Gujarat, and all conditions precedent under this Scheme are fulfilled.
6. Record Date means the date to be fixed by the Board for determining the shareholders whose equity shares shall be reduced under this Scheme.
7. Scheme means this Scheme of Reduction 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.
8. Tribunal means the National Company Law Tribunal, Ahmedabad Bench, or such other bench having jurisdiction over the Company.

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 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. 7,00,22,000 divided into 70,02,200 equity shares of Rs. 10 each to Rs. 35,01,100 divided into 3,50,110 equity shares of Rs. 10 each, by cancellation and extinguishment of 66,52,090 fully paid-up equity shares of Rs. 10 each on a proportionate basis

7. Adjustment against Accumulated Losses

The aggregate amount of Rs. 6,65,20,900 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. No Consideration or Payout

No consideration shall be paid to any shareholder for the equity shares cancelled and extinguished pursuant to this Scheme. The reduction shall not involve diminution of liability in respect of unpaid share capital, repayment of paid-up share capital, distribution of assets, or 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 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

Registered office: A.828, Sun West Bank, Ashram Road P.O, Ahmedabad, City Taluka, Gujarat, India, 380009

CIN: L62013GJ1995PLC025476; E-mail: bostonsystem@yahoo.com

Website: www.bostonbio.in

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.

PART IV - COMPLIANCES, APPROVALS AND CONDITIONS

14. Board Approval

The Board of Directors of the Company, at its meeting held on 7 July 2026, considered and approved/recommended the Scheme of Arrangement of Reduction of Share Capital of the Company due to accumulated business losses, subject to approval of the shareholders and requisite statutory and regulatory approvals. The outcome of the said Board meeting was 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.

15. 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 extraordinary general meeting proposed to be held on 5 August 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.

16. Tribunal Confirmation

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

17. 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.

18. 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.

19. 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.

20. Trading Window Closure and PIT Compliance

As the proposed reduction 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).

21. Minimum Public Shareholding

As the reduction is being effected uniformly and proportionately across all shareholders, the shareholding pattern of the Company, including the percentage holding of the promoter/promoter group vis-à-vis the public shareholders, shall remain materially unchanged upon the Scheme becoming effective. The Company shall furnish a certificate confirming continued compliance with the minimum public shareholding requirements under Regulation 38 of the SEBI LODR Regulations read with Rule 19(2)(b)/19A of the Securities Contracts (Regulation) Rules, 1957, taking into account the treatment of fractional entitlements under Clause 10 above.

22. 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.

23. Accounting Treatment

The accounting treatment under the Scheme shall be in compliance 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.

24. No Prejudice to Creditors

The reduction is a book adjustment against accumulated losses and does not involve any distribution of assets or payment to shareholders. The Scheme is not expected to prejudice the interests of creditors. The Company shall file such certificates, affidavits and confirmations regarding creditors, liabilities, deposits, arrears and solvency as may be required under law.

25. Investigations and Proceedings

The Company shall disclose in its application/petition whether any 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. This clause shall be finalised after confirmation from the Company and its professional advisers.

PART V - EFFECT OF THE SCHEME

26. Effect on Shareholders

Upon the Scheme becoming effective, each shareholder's number of equity shares shall stand reduced proportionately, 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.

27. Effect on Promoter/Promoter Group

No specific or separate benefit shall accrue to the promoter, promoter group or group companies from the proposed reduction. The Scheme shall apply uniformly to all shareholders on a proportionate basis.

28. 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.

29. 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.

30. 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.

PART VI - CONDITIONS PRECEDENT AND MISCELLANEOUS

31. 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.

32. 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.

33. 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.

34. 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 fulfillment.

35. 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.

36. 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.

---- End of Scheme ---

SCHEDULE A - SHARE CAPITAL BEFORE AND AFTER REDUCTION

Particulars	Before Reduction	Reduction	After Reduction
No. of equity shares	70,02,200	66,52,090	3,50,110
Face value per equity share	Rs. 10	Rs. 10	Rs. 10
Paid-up equity share capital	Rs. 7,00,22,000	Rs. 6,65,20,900	Rs. 35,01,100

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. 6,65,20,900
Credit	Capital Reduction / Accumulated Losses Adjustment Account	Rs. 6,65,20,900
Debit/Credit	Capital Reduction / Accumulated Losses Adjustment Account to Accumulated Losses	As per final audited books and approvals

MEMORANDUM OF ASSOCIATION

OF

BOSTON COMMERCE LIMITED

1. The Name of the Company is: **BOSTON COMMERCE LIMITED.**
2. The Registered Office of the Company will be situated in the state of Gujarat**.**
3.

(a) THE OBJECTS TO BE PURSUED BY THE COMPANY ARE:

To carry on the business of trading, importing, exporting, buying, selling, distributing, supplying, manufacturing, processing, assembling, installing, developing, executing, operating, maintaining, and dealing in all kinds of commodities, solar and renewable energy products, industrial products, equipment, machinery, materials, engineering goods, EPC (Engineering, Procurement and Construction) projects, infrastructure works, and all other goods and services of every description and to undertake consultancy, contracting, project management, agency, marketing, logistics, and other allied or incidental activities in connection therewith and to engage in any other lawful business, trade, commercial, industrial, or service activity as may be considered conducive or incidental to the attainment of the above objects, and to do all such acts, deeds, matters, and things as may be advised, permitted, or required under applicable laws, rules, regulations, and statutory provisions.

(b) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:

(1) To buy all kinds of plant, equipment, machinery, apparatus, tools, utensils, commodities, substances, articles and things necessary or useful for carrying on the objects of the Company.

(2) To enter into agreement with any company or persons for obtaining by grant of licence or on such other terms of all types, formulae and such other rights and benefits, technical information, know-how and expert guidance and equipment and machinery and things mentioned herein above and to arrange facilities for training of technical personnel by them.

(3) To establish, provide, maintain and conduct or otherwise, subsidise research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical research, experiments and tests of all kinds and to promote studies and research both scientific and technical investigation and invention by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing the remuneration to scientific and technical professors and teachers and to award, scholarships, prizes, grants and bursaries to students and to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist the objects of the Company.

(4) To acquire by concession, grant, purchase, licence or otherwise either absolutely or conditionally and either alone or jointly with others land, buildings, machinery, plants, utensils, works, conveniences and such other movable and immovable properties of any description and any patents, trademarks, concessions, privileges, brevets, d'invention, licences, protections and concessions conferring any exclusive or limited rights to any inventions, information which may seem necessary for any of the objects of the Company and to construct, maintain and alter any building or work, necessary or convenient for the business of the Company and to pay for such land, buildings, works, property or rights or any such other property and rights purchased or acquired by or for the Company by shares, debentures, debenture stock, bonds or such other securities of the Company or otherwise and manage, develop or otherwise dispose of in such manner and for such consideration as may be deemed proper or expedient to attain the main objects of the Company.

(5) Subject to the provisions of the Companies Act, 2013 to amalgamate with any other Company having objects altogether or in part similar to those of this Company.

(6) To enter into any arrangement with any Government or Authorities Municipal, local or otherwise or any person or company in India or abroad, that may seem conducive to the objects of the company or any of them and to obtain from any such Government, Authority persons or company any rights, privileges, charters, contracts, licences and concessions including in particular rights in respect of waterways, roads and highways, which the Company may carry out, exercise and comply therewith.

(7) To apply for and obtain any order of Central/State or such other Authority for enabling the Company to carry on any of its objects into effect or for effecting any modifications of the Company's constitution or any other such purpose, which may seem expedient and to make representations against any proceedings or applications which may seem calculated directly or indirectly to

(8) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint-venture, reciprocal concessions or otherwise with any person, or company carrying on or engaged in any business or transaction which this Company is authorised to carry on.

(9) To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any company, firms or person carrying on business which this Company is authorised to carry on or is possessed of rights suitable for the objects of this Company.

(10) To do all or any of the above things as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others and to do all such other things as are incidental or as may be conducive to the attainment of the objects or any of them.

(11) To promote, form and register, aid in the promotion, formation and registration of any company or companies, subsidiary or otherwise for the purpose of acquiring all or any of the properties, rights and liabilities of this Company and to transfer to any such company any property of this company and to be interested in or take or otherwise acquire, hold, sell or otherwise dispose of shares, stock, debentures and such other securities of all types in or of any such company, subsidiary or otherwise for all or any of the objects mentioned in this Memorandum of Association and to assist any such company and to undertake the management and secretarial or such other work, duties and business on such terms as may be arranged.

(12) To open accounts with any bank or financial institution and to draw make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures and such other negotiable or transferable instruments of all types and to buy the same.

(13) Subject to the provisions of the Companies Act, 2013 including the rules and regulations made therein and the directions issued by Reserve Bank of India to borrow, raise or secure the payment of money or to receive money as loan, at interest for any of the objects of the company and at such time or times as may be expedient, by promissory notes, bills of exchange, hundies, bills of lading, warrants or such other negotiable instruments of all types or by taking credit in or opening current accounts or over-draft accounts with any person, firm, bank or company and whether with or without any security or by such other means, as may deem expedient and in particular by the issue of debentures or debenture stock, perpetual or otherwise and in security for any such money so borrowed, raised or received and of any such debentures or debenture stock so issued, to mortgage, pledge or charge the whole or any part of the property and assets of the Company both present and future, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.

(14) To advance money not immediately required by the Company or give credit to such persons, firms or companies and on such terms with or without security as may seem expedient and in particular to customers of and such others having dealings with the Company and to give guarantees or securities of any such persons, firms, companies as may appear proper or reasonable provided that the Company shall not carry on the business of banking, within the meaning of Banking Regulation Act, 1949.

(15) To improve alter, manage, develop, exchange, mortgage, enfranchise and dispose of, any part of the land, properties, assets and rights and the resources and undertakings of the Company, in such manner and on such terms as the Company may determine.

(16) To remunerate any person or company, for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business, subject to the provisions of the Companies Act, 2013.

(17) To create any depreciation fund, reserve fund, sinking fund, provident fund, super-annuation fund or any other such special fund, whether for depreciations, repairing, improving, extending or maintaining any of the properties and assets of the Company or for redemption of debentures or redeemable preference shares, worker's welfare or for any other such purpose conducive to the interest of the Company.

(18) To provide for the welfare of employees or ex-employees (including Directors and other officers) of the Company and the wives and families or the dependents or connections of such persons, by building or contributing to the building of houses, or dwellings or chawls or by grants of money, pensions, allowances, bonus or other such payments or be creating and from time to time, subscribing or contributing to provident fund and other associations, institutions, funds or trusts, and/or by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and such other attendances and assistance as the Company shall determine.

(19) To undertake and execute any trusts, the undertaking of which may seem desirable, either gratuitously or otherwise, for the attainment of the main objects of the Company.

(20) To procure the incorporation, registration or such other recognition of the Company in the Country, State or place outside India and to establish and maintain local registers and branch places of the main business in any part of the world.

(21) To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising over the internet or any other electronic media and also in print media in the press by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards or organising exhibitions.

(22) The company would obtain approval of the concerned authorities to carry on the objects of the company and the matters which are necessary for furtherance of the objects of the Company as given in this memorandum of association wherever required.

4. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

5. The Authorised Share Capital of the company is Rs. 8,00,00,000/- (Rupees Eight Crore only) divided into 80,00,000 (Eighty Lakhs only) Equity Shares of Rs. 10/- (Rupees Ten) each.

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We the several persons whose names and addresses are subsribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names :-

Names, Addresses, Descriptions, Occupation and Signature of the Subscribers	No. of Equity Shares taken by each Subscriber	Name/s and Signature/s of the Witness/es and their Address/es Desription/s and Occupation/s
DR. BAKUL JAYKUMAR VAISHNAV S/o. Jaykumar G. Vaishnav 1, Nirmal Society, Onkans, Nr. Bhaduat nagar, Maninagar, AHMEDABAD. **(PRACTICE)**	10 (TEN)	
DR. USHMA BAKUL VAISHNAV D/o. Ramanabhai C. Hathi 1, Nirmal Society, Onkans, Near Bhaduat nagar , Maninagar, AHMEDABAD . **(PRACTICE)**	10 (TEN)	
DR. ANIL KUMAR G. JHA S/o. Shri G. K. Jha 20, Konark Society, P.O - New Railway Colony, AHMEDABAD : 380 019. **(PRACTICE)**	10 (TEN)	Common Witness To All **PAREKH KRISHNAKANT** S/o. Dhirajlal Parekh 402, Panchdeep Nr.Mayur Colony, Mithakhali Six Roads, AHMEDABAD. **(SHARE BROKER)**
DR. JYOTI ANIL JHA D/o. Shri V.M.Joshi 20, Konark Society, P.O. New Railway Colony, AHMEDABAD : 380 019. **(PRACTICE)**	10 (TEN)	
MANISHA APURVA HATHI W/o. Apurva Ramanbhai Hathi, 56, Gajanand Society, Manjalpur - BARODA **(BUSINESS)**	10 (TEN)	
APURVA RAMANBHAI HATHI S/o. Ramanbhai Chaganlal Hathi 56, Gajanand Society, Manjalpur - BARODA. **(BUSINESS)**	10 (TEN)	
JAYKUMAR GIRDHARLAL VAISHNAV S/o. Girdharlal Prabhulal Vaishnav 1, Nirmal Society, Onkans, Bhaduatnagar, Maninagar, AHMEDABAD : 380 008.	10 (TEN)	
TOTAL	70 (Seventy)	

Place AHMEDABAD 10th Day Of April 1995

BOSTON BIO SYSTEMS LTD.

* Alteration in the Capital clause of the Memorandum of Association of the Company Vide Passing Special Resolution in Annual General Meeting held on 30th September, 2025

** Alteration in the Name clause of the Memorandum of Association of the Company Vide Passing Special Resolution in Annual General Meeting held on 30th September, 2025

ARTICLES OF ASSOCIATION

OF

BOSTON COMMERCE LIMITED

(Company limited by Shares)

Interpretation

I. (*1*) In these regulations—

(*a*) "the Act" means the Companies Act, 2013,

(*b*) "the seal" means the common seal of the company.

(*2*) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

Share capital and variation of rights

II. 1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

2. (*i*) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be

provided,—

(*a*) one certificate for all his shares without payment of any charges; or

(*b*) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(*ii*) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

(*iii*) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

3. (*i*) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(*ii*) The provisions of Articles (*2*) and (*3*) shall *mutatis mutandis* apply to debentures of the company.

4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

5 (*i*) The company may exercise the powers of paying commissions conferred by sub-section (*6*) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rule made thereunder.

(*ii*) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

(*iii*) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

6. (*i*) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(*ii*) To every such separate meeting, the provisions of these regulations relating general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further share ranking *pari passu* therewith

.

8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

Lien

9 . (*i*) The company shall have a first and paramount lien—

(*a*) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(*b*) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to wholly or in part exempt from the provisions of this clause.

(*ii*) The company's lien, if any, on a share shall extend to all dividend bonuses declared from time to time in respect of such shares.

10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

(*a*) unless a sum in respect of which the lien exists is presently payable; or

(*b*) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

11. (*i*) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(*ii*) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(*iii*) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

12. (*i*) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(*ii*) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on shares

13. (*i*) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call

.

(*ii*) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(*iii*) A call may be revoked or postponed at the discretion of the Board

.

14. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

16. (*i*) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.

(*ii*) The Board shall be at liberty to waive payment of any such interest wholly or in part.

17. (*i*) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(*ii*) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

18. The Board—

(*a*) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(*b*) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.

Transfer of shares

19. (*i*) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(*ii*) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

20. The Board may, subject to the right of appeal conferred by section 58 decline to register—

(*a*) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(*b*) any transfer of shares on which the company has a lien.

21. The Board may decline to recognise any instrument of transfer unless—

(*a*) the instrument of transfer is in the form as prescribed in rules made under sub-section (*1*) of section 56;

(*b*) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(*c*) the instrument of transfer is in respect of only one class of shares.

22. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

Transmission of shares

23. (*i*) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a shareholder, shall be the only persons recognized by the company as having any title to his interest in the shares.

(*ii*) Nothing in clause (*i*) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

24. (*i*) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

(*a*) to be registered himself as holder of the share; or

(*b*) to make such transfer of the share as the deceased or insolvent member could have made.

(*ii*) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

25. (*i*) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(*ii*) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(*iii*) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have complied with.

27. In case of a One Person Company—

(*i*) on the death of the sole member, the person nominated by such member shall be the person recognized by the company as having title to all the shares of the member;

(*ii*) the nominee on becoming entitled to such shares in case of the member's death shall be informed of such event by the Board of the company;

(*iii*) such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable;

(*iv*) on becoming member, such nominee shall nominate any other person with the prior written consent of such person who, shall in the event of the death of the member, become the member of the company.

Forfeiture of shares

28. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

29. The notice aforesaid shall—

(*a*) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and (*b*) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

30. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect

.

31. (*i*) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(*ii*) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

32. (*i*) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(*ii*) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

33 (*i*) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(*ii*) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;

(*iii*) The transferee shall thereupon be registered as the holder of the share; and

(*iv*) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

34. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Alteration of capital

35. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

36. Subject to the provisions of section 61, the company may, by ordinary resolution,—

(*a*) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(*b*) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(*c*) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(*d*) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

37. Where shares are converted into stock,—

(*a*) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(*b*) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(*c*) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

38. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

(*a*) its share capital;

(*b*) any capital redemption reserve account; or

(*c*) any share premium account.

Capitalisation of profits

39. (*i*) The company in general meeting may, upon the recommendation of the Board, resolve—

(*a*) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

(*b*) that such sum be accordingly set free for distribution in the manner specified in clause (*ii*) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(*ii*) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (*iii*), either in or towards—

(*A*) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(*B*) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(*C*) partly in the way specified in sub-clause (*A*) and partly in that specified in sub-clause (*B*);

(*D*) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

(*E*) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

40. (*i*) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(*a*) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

(*b*) generally do all acts and things required to give effect thereto.

(*ii*) The Board shall have power—

(*a*) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(*b*) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(*iii*) Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

41. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

General meetings

42. All general meetings other than annual general meeting shall be called extraordinary general meeting.

43. (*i*) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(*ii*) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at general meetings

44 (*i*) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(*ii*) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

45 . The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

46. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

47. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

48 . In case of a One Person Company—

(*i*) the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118;

(*ii*) such minutes book shall be signed and dated by the member;

(*iii*) the resolution shall become effective from the date of signing such minutes by the sole member.

Adjournment of meeting

49 . (*i*) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(*ii*) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(*iii*) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(*iv*) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

50. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—

(*a*) on a show of hands, every member present in person shall have one vote; and

(*b*) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

51. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

52. (*i*) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(*ii*) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

53. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

54. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

55. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

56. (*i*) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(*ii*) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

57. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

58. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

59. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

60. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.

61. (*i*) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(*ii*) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

(*a*) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(*b*) in connection with the business of the company.

62. The Board may pay all expenses incurred in getting up and registering the company.

63. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that (section) make and vary such regulations as it may thinks fit respecting the keeping of any such register.

64. All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

65. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

66. (*i*) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(*ii*) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

Proceedings of the Board

67. (*i*) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(*ii*) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

68. (*i*) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(*ii*) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

69. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

70. (*i*) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(*ii*) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

71. (*i*) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(*ii*) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

72 . (*i*) A committee may elect a Chairperson of its meetings.

(*ii*) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

73. (*i*) A committee may meet and adjourn as it thinks fit.

(*ii*) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

74. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

75. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

76 In case of a One Person Company—

(*i*) where the company is having only one director, all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118;

(*ii*) such minutes book shall be signed and dated by the director;

(*iii*) the resolution shall become effective from the date of signing such minutes by the director.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

77. Subject to the provisions of the Act,—

(*i*) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(*ii*) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

78. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

The Seal

79. (*i*) The Board shall provide for the safe custody of the seal.

(*ii*) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Dividends and Reserve

80. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

81. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

82. (*i*) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.

(*ii*) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

83. (*i*) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(*ii*) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(*iii*) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

84. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

85. (*i*) Any dividend, interest or other monies payable in cash in respect of shares maybe paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(*ii*) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

86. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

87. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

88. No dividend shall bear interest against the company.

Accounts

89. (*i*) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(*ii*) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

Winding up

90. Subject to the provisions of Chapter XX of the Act and rules made thereunder—

(*i*) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(*ii*) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(*iii*) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

91 . Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

Subscriber Details:

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We the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of these Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names :-

Names, Addresses, Descriptions, Occupation and Signature of the Subscribers	No. of Equity Shares taken by each Subscriber	Name/s and Signature/s of the Witness/es and their Address/es Desription/s and Occupation/s
DR. BAKUL JAYKUMAR VAISHNAV S/o. Jaykumar G. Vaishnav 1, Nirmal Society, Onkara, Nr. Bhaduat nagar, Maninagar, AHMEDABAD. **(PRACTICE)**	10 (TEN)	
DR. USHMA BAKUL VAISHNAV D/o. Ramanabhai C. Hathi 1, Nirmal Society, Onkars, Near Bhaduat nagar, Maninagar, AHMEDABAD. **(PRACTICE)**	10 (TEN)	
DR. ANIL KUMAR G. JHA S/o. Shri G. K. Jha 20, Konark Society, P.O - New Railway Colony, AHMEDABAD : 380 019. **(PRACTICE)**	10 (TEN)	Common Witness To All **PAREKH KRISHNAKANT** S/o. Dhirajlal Parekh 402, Panchdeep Nr. Mayur Colony, Mithakhali Six Roads, AHMEDABAD. **(SHARE BROKER)**
DR. JYOTI ANIL JHA D/o. Shri V.M.Joshi 20, Konark Society, P.O. New Railway Colony, AHMEDABAD : 380 019. **(PRACTICE)**	10 (TEN)	
MANISHA APURVA HATHI W/o. Apurva Ramanbhai Hathi, 56, Gajanand Society, Manjalpur - BARODA **(BUSINESS)**	10 (TEN)	
APURVA RAMANBHAI HATHI S/o. Ramanbhai Chaganlal Hathi 56, Gajanand Society, Manjalpur - BARODA. **(BUSINESS)**	10 (TEN)	
JAYKUMAR GIRDHARLAL VAISHNAV S/o. Girdharlal Prabhulal Vaishnav 1, Nirmal Society, Onkara, Bhaduatnagar, Maninagar, AHMEDABAD : 380 008.	10 (TEN)	
TOTAL	70 (Seventy)	

Place AHMEDABAD 10th Day Of April 1995.

** Alteration in the Name of the Company in Article of Association of the Company Vide Passing Special Resolution in Annual General Meeting held on 30th September, 2025