



BOSTON BIO SYSTEMS LIMITED

A.828, Sun West Bank, Ashram Road, Ahmedabad, Gujarat, India-380009

CIN: L31100GJ1995PLC025476; E-mail: bostonsystem@yahoo.com

Website: www.bostonbio.in

Date: 05th September, 2025

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

Scrip Code: 531458
BSE Symbol: BOSTON BIO

Subject: Notice of the 30th Annual General Meeting ('AGM') and Annual Report for the Financial Year 2024- 25

Dear Sir/ Madam,

It is to inform you about that the 30th Annual General Meeting ("AGM") of Limited (The Company) will be held on **Tuesday, 30th September, 2025**, at 11:30 a.m. (IST) through Video Conference ('VC') / Other Audio-Visual Means ('OAVM'), to transact the business as set forth in the Notice of the AGM.

Pursuant to **Regulation 30** and other provisions, as applicable, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Notice for the 30th AGM of the Company for the financial year 2024- 25 is enclosed herewith.

In compliance with the applicable provisions of the Companies Act, 2013 (the 'Act'), rules made thereunder, Listing Regulations and various circulars issued by the Ministry of Corporate Affairs and SEBI, the Notice convening the 30th AGM along with Annual Report for the financial year 2024-25 is being sent only through emails to all those shareholders whose email addresses are registered with the Company/ Registrar & Share Transfer Agent / Depository Participant(s).

Kindly note that the facility of casting votes by a member using remote e-Voting system before the AGM as well as e-Voting during the AGM will be provided by Adroit Corporate Services Private Limited. The remote e-Voting facility would be available during the following period:

The remote e-voting period begins on	Saturday, 27 th September, 2025 at 09:00 A.M.
The remote e-voting period ends on	Monday, 29 th September, 2025 at 05:00 P.M.

You are requested to take the above information and enclosed documents on your record.

For and on behalf of
Boston Bio Systems Limited

GHANSHYAM Digitally signed by
DHANANJAY GHANSHYAM
GAVALI DHANANJAY GAVALI
Date: 2025.09.05
17:52:55 +05'30'

Ghanshyam Dhananjay Gavali
Managing Director
DIN: 03343352

Enclosed: As Above

NOTICE OF 30TH ANNUAL GENERAL MEETING

Notice is hereby given that Annual General Meeting of the members of **Boston Bio Systems Limited** will be held on **Tuesday, 30th September, 2025 at 11.30 A.M.** Indian Standard Time (IST) at A.828, Sun West Bank, Ashram Road P.O, Ahmedabad, City Taluka, Gujarat, India, 380009 to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1. To consider and adopt the Audited Standalone Financial Statement of the Company for the year ended 31st March 2025 and together with the reports of the Board of Directors' and the Auditors thereon.

Item No. 2. To appoint Director in place of Mr. Ghanshyam Dhananjay Gavali, who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 3 To appoint M/s Sunit M Chhatbar & Co, Chartered Accountants, as statutory auditor of the company for 5 years from this annual general meeting to the Annual General Meeting to be held in the year 2030:

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

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and The Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company has appointed M/s Sunit M Chhatbar & Co., Chartered Accountants (Firm Registration No. 141068W), for the Financial Year 2025-26 and be and is hereby re-appoint them to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of the 35th AGM to be held in the year 2030, at such remuneration including applicable taxes and out-of-pocket expenses, as may be recommended by the Audit Committee and as mutually agreed between the Board of Directors and the Statutory Auditors."

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution, including filing of necessary forms with the Registrar of Companies."

SPECIAL BUSINESS:

Item No. 4 To appoint M/s Sunit M Chhatbar & Co., Chartered Accountants, as statutory auditor of the company to fill the casual vacancy after resignation of M/s Nahar V. & Co., Chartered Accountants, as the statutory Auditor of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the applicable Rules of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and all other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and upon recommendation of the Audit Committee and Board of Directors, M/s Sunit M Chhatbar & Co, Chartered Accountants (ICAI Firm Registration No. 141068W), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Nahar V. & Co., Chartered Accountants, Ratlam (Firm Registration No.010443C).

"RESOLVED FURTHER THAT M/s Sunit M Chhatbar & Co, Chartered Accountants (ICAI Firm Registration No. 141068W), be and are hereby appointed as Statutory Auditors of the Company from this Annual General Meeting and that they shall hold the office of the Statutory Auditors of the Company upto ensuing Annual General Meeting to be held in 2025-2026, at a remuneration as may be mutually agreed , between the Board of Directors and M/s Sunit M Chhatbar & Co, plus applicable taxes, out-of-pocket expenses, travelling and other expenses, in connection with the

work of audit to be carried out by them.”

“RESOLVED FURTHER THAT any of the director or the Company Secretary of the Company, be and is hereby authorized to file the requisite e-forms with the Registrar of Companies & to do all the acts, deeds, matters and things which are necessary to give effect to the aforesaid resolution”

Item No. 5: Approval of Change in Designation of Mr. Ghanshyam Dhananjay Gavali (DIN: 03343352) to Managing Director:

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and the Companies (Appointment and Remuneration of Managerial Person) Rules, 2014 including regulation 17, 26(A) and all other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), relevant circulars issued by BSE Limited, subject to such approval, permission, consent, sanction, as may be required, under any other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in accordance with relevant provisions of the Articles of Association of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company (hereinafter referred to as the "Board") consented to designate of Mr. Ghanshyam Dhananjay Gavali (DIN: 03343352), as Managing Director from Executive Director of the Company for a period of 5 (five) consecutive years, and Mr. Ghanshyam Dhananjay Gavali (DIN: 03343352), has consented to change the designation from Independent Director to Managing Director of the Company and subject to consent of members and such other sanctions/approvals, as may be necessary or required, consent of the members be and is hereby accorded to appoint and designate of Mr. Ghanshyam Dhananjay Gavali (DIN: 03343352), as Managing Director for a period of five (5) years with effect from and on following terms and conditions as may be mutually decided by the board.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Act, in such manner as may be agreed between the Board and Mr. Ghanshyam Dhananjay Gavali (DIN: 03343352)

RESOLVED FURTHER THAT the Board of Directors (including Nomination and Remuneration Committee of Directors) of the Company be and is hereby authorized to execute all such agreements, documents, instruments and writings as may be deemed necessary and delegate the authority to file requisite forms or applications with statutory/regulatory authorities, with the power to settle all questions, difficulties or doubts that may arise in this regard, as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things and take such steps and actions as may be considered necessary and appropriate to give effect to and to implement this Resolution.”

Item No. 6: To regularise Mr. Yash Arun Chaudhary as Non-Executive Director Non Independent Director of the Company.

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

“RESOLVED THAT pursuant to provisions of Sections 152 and 161(1), and other applicable provisions, rules and regulations (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and the articles of association of the company, through recommended by the Nomination & Remuneration Committee, Mr. Yash Arun Chaudhary (**DIN:10530036**) be and is hereby appointed as an Additional Director in the category of Non-executive Non- Independent Director of the Company by the Board of Directors of the Company with effect from 12th May, 2025, under section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company, being so eligible, be appointed as a Non-Executive

Non-Independent Director of the Company, liable to retire by rotation.”.

RESOLVED FURTHER THAT Mr. Yash Arun Chaudhary, as an additional non-executive director shall not be entitled to any remuneration except sitting fees for attending meetings of the Board of Directors and Committees thereof, as may be decided by the Board from time to time, in accordance with the applicable provisions of the Companies Act, 2013 and the rules made there under.

RESOLVED FURTHER THAT any of the director or the Company Secretary of the Company, be and is hereby authorized to file the requisite e-forms with the Registrar of Companies & to do all the acts, deeds, matters and things which are necessary to give effect to the aforesaid resolution”

Item No. 7 : To consider and approve change in name of the Company

To consider, and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 4, Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, and subject to the approval of the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs and subject to the approval of Shareholders in general meeting or any other authority as may be necessary, consent of the Board be and is hereby accorded to change the name of the Company from “**Boston Bio Systems Limited**” to “**Boston Commerce Limited**” or **such other name** as may be approved by Central Registration Centre, Ministry of Corporate Affairs.

RESOLVED FURTHER THAT upon issuance of the fresh Certificate of Incorporation consequent upon change of name, the old name “**Boston Bio Systems Limited**” as appearing in ‘Name Clause’ being Clause I of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other documents and places be substituted with the new name “**Boston Commerce Limited**” or **such other name** as may be approved by Ministry of Corporate Affairs.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

Item No. 8 : To consider and approve alteration in object clause of Memorandum of Association of the Company.

To consider, and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the approval of the Registrar of Companies and such other approval(s), consent(s), permission(s), or sanction(s), as may be required from any appropriate authority(ies), the consent of the Members of the Company be and is hereby accorded to alter the Object Clause of the Memorandum of Association of the Company by insertion of the following **new Sub-Clauses (3) to (6) under Clause III(A) – The Objects to be pursued by the Company on its incorporation** and re-numbering the existing clauses accordingly as under:**

3. To carry on the business of providing, importing, exporting, selling, purchasing, trading, production, distribution, customisation, development or otherwise deal in all types of applications, programs, software packages, internet programs, software programs, mobile applications, web applications, products, portals, marketplaces, services,

applications, web design, and/or promoting support/consulting services whether information technology-enabled or otherwise including but not limited to maintenance of supporting centres/training centres, solutions, R&D, IT consulting, conducting training programs, placement services, content and data services, publishing, web services, technology process outsourcing, transcription, back office operations, maintenance of information systems and other related services/products.

4. To cultivate, grow, produce, harvest, raise or deal in agriculture produce as agriculturists, farmers or gardeners and to set up processing unit for import, export, distribute or deal in agriculture produce of all description, and trade in all the products required for cultivation, harvesting, production and developments of seeds, vegetables, fruits and herbal items and to acquire, hold, buy or acquire freehold or leasehold agriculture land, farm, garden or any other property and deal in such business as may be required by farmers and dealers of agriculture produce.

5. To carry on the business of real estate development, including the purchase, sale, leasing, renting, and development of land, buildings, and properties of all kinds – residential, commercial, industrial, and agricultural – and to acquire, buy, sell, own, develop, maintain, and manage land, plots, buildings, apartments, flats, warehouses, townships, shopping complexes, offices, hotels, resorts, and other real estate assets either directly or through joint ventures, partnerships, or other arrangements.

6. To carry on the business as manufacturers, traders, agents, suppliers, commission agents, super stockists, importers, exporters, buyers, sellers, and in any other capacity in India or elsewhere, for products, commodities, services, and materials in any form or shape, whether manufactured or supplied by any company, firm, association of persons, body (whether incorporated or not), government, semi-government, or any local authority; and to barter, exchange, pledge, make advances upon, or otherwise deal and trade in all types of goods and merchandise; including engaging in the business of trading, online commerce, e-commerce, quick commerce, and Omni-channel operations, encompassing the sale and distribution of goods and services through digital platforms, mobile applications, websites, and physical retail outlets, and to undertake all activities incidental or ancillary to the foregoing.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters, and things, including filing of requisite e-forms with the Registrar of Companies and making necessary entries in the statutory records of the Company, as may be deemed necessary, proper, or expedient to give effect to this resolution.”

Item No. 9: To consider and approve adoption of new set of MOA of the company.

To consider, and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, read with the **rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the necessary approvals, consents, permissions and sanctions, as may be required, the consent of the members** of the Company be and is hereby accorded to adopt an entirely new set of Memorandum of Association of the Company, in conformity with the provisions of the Companies Act, 2013, in substitution of and to the complete exclusion of the existing Memorandum of Association of the Company, which is in line with the Companies Act, 1956.

RESOLVED FURTHER THAT the draft of the new Memorandum of Association, as placed before the meeting and duly initialed by the Chairman for identification, be and is hereby approved and adopted.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters, and things, including filing of requisite e-forms with the Registrar of Companies and making necessary entries in the statutory records of the Company, as may be deemed necessary, proper, or expedient to give effect to this resolution.”

Item No. 10: To consider and approve adoption of new set of AOA of the company.

To consider, and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 5 and 14 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the approval of the shareholders of the Company, the consent of the Board of Directors be and is hereby accorded to adopt a new set of Articles of Association (AOA) in substitution and total exclusion of the existing Articles of Association of the Company, to align the same with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the draft of the new Articles of Association as placed before the Board be and is hereby approved, and the same be recommended to the shareholders for their approval by way of a special resolution at the ensuing General Meeting.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters, and things, including filing of requisite e-forms with the Registrar of Companies and making necessary entries in the statutory records of the Company, as may be deemed necessary, proper, or expedient to give effect to this resolution.”

Item No. 11: To consider and approve Increase in Borrowing Limits of the Company:

To consider, and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Articles of Association of the Company, and subject to the approval of the shareholders of the Company, the consent of the Board of Directors of the Company be and is hereby accorded to (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorized by the Board to exercise the powers conferred on the Board or any Director(s) or Office(s) authorized by the Board to exercise the Powers conferred on the Board under this resolution) to borrow from time to time such sum or sums of money from bank/financial institutions or any other person, firms or body corporate, whether by way of cash credit, advance or deposits, loans, debentures or bill discounting or otherwise, whether secured or unsecured, convertible or non-convertible, as they may deem fit notwithstanding however, that the total borrowings exceed the aggregate of paid up capital and free reserves of the company, provided however that the aggregate of amounts so borrowed and outstanding at any one (apart from temporary loans obtained from the company's bankers in the ordinary course of business) shall not exceed an amount of **Rs. 50 crores** (Rupees Fifty Crores Only) at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT such borrowings may be from time to time by way of loans or issue of debentures (secured or unsecured), bonds or any other instruments or otherwise, from banks, financial institutions, or any other persons, firms, bodies corporate, whether in India or abroad, and on such terms and conditions as may be deemed fit by the Board.

“RESOLVED FURTHER THAT the powers be delegated to the Board of the Company and the Board is hereby authorized to negotiate, finalize agree the terms and conditions of the aforesaid loan/guarantee/security and to do all such acts, deeds/ documents/ undertaking/ agreements/ papers/writings for giving effect to this Resolution.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters, and things, including filing of requisite e-forms with the

Registrar of Companies and making necessary entries in the statutory records of the Company, as may be deemed necessary, proper, or expedient to give effect to this resolution.”

Item No. 12: To consider and approve authorization under section 186 of the Companies Act, 2013

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

RESOLVED THAT pursuant to the provisions of Sections 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to (a) give any loan to any person(s) or other body corporate (s); (b) give any guarantee or provide security in connection with loan to any person (s) or other body corporate (s) from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the company, for an amount not exceeding **Rs. 50 crores (Rupees Fifty Crores Only)** outstanding loans given or to be given and guarantees and security provided are in the excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any director of the Company, be and is hereby severally authorised to take such steps as may be necessary to obtaining approvals, statutory or otherwise, in relation to the above and to all the matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**For and on behalf of
Boston Bio Systems Limited**

Sd/-
Mandeep Kaur
Company Secretary

Date: 04.09.2025
Place: Gujarat

NOTES:

1. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular No. 09/2024 dated September 19, 2024, other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, and Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 and other circulars issued by the Securities and Exchange Board of India ("SEBI") ("the Circulars") from time to time, Companies are allowed to hold Annual General Meeting ("AGM") through video conference/ other audio visual means ("VC / OAVM") upto September 30, 2025, without the physical presence of the Members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
2. An Explanatory Statement pursuant to Section 102 of the Act, in respect of Item Nos.4 to 12 of the Notice set out above, is annexed hereto. The Board of Directors have considered and decided to include Item Nos. 4 to 12 as Special Business as they are unavoidable in nature. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") in respect of Directors seeking reappointment at this AGM is annexed hereto.
3. In accordance with the SS-2 issued by the ICSI read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company i.e. A.828, Sun West Bank, Ashram Road P.O, Ahmedabad, City Taluka, Gujarat, India, 380009, which shall be the deemed venue of the AGM. Since the AGM will be held through VC, the Route Map for the Venue of the Meeting is not annexed in this Notice.
4. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Generally, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members under section 105 of the Act will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. In compliance with the provisions of Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited 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 e-Voting during the AGM will be provided by NSDL.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. September 30, 2025. Members seeking to inspect such documents can send an email to bostonsystem@yahoo.com.
8. The members can join the AGM in the VC mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The

facility of participation at the AGM through VC will be made available for minimum 1,000 members on 'first come first serve' basis. This will not include large Shareholders (Shareholders holding 2% or more Equity Shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis. The Members will be able to view the proceedings on NSDL e-Voting website at <https://www.evoting.nsdl.com/>.

9. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report is being sent through e-mail to those members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the Notice and the Annual Report will also be available on the Company's website <https://bostonbio.in/> websites of the Stock Exchanges i.e. www.bseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com/>.
10. Members who have still not registered their e-mail IDs are requested to do so at the earliest. Members holding shares in electronic mode can get their e-mail IDs registered by contacting their respective Depository Participant. We urge members to support this environment friendly effort of the Company and get their e-mail IDs registered.
11. In compliance with the Circulars, the Annual Report for 2024-25, the Notice of the 30th AGM, and instructions for e-Voting are being sent through electronic mode to those members whose e-mail addresses are registered with the Company/ Depository Participant(s). A letter providing the web-link and QR Code for accessing the Notice of the Thirty Annual General Meeting and Annual Report, will be sent to those members who have not registered their e-mail address with the Company.
12. The Register of Members and Share Transfer Books in respect of Equity Shares of the Company will remain closed from **Wednesday, 24th September, 2025 to Tuesday, 30th September, 2025** (both days inclusive) for the purpose of Annual General Meeting.
13. The Board of Directors has appointed Mr. Sumit Bajaj, proprietor of M/s Sumit Bajaj & Associates, Practicing Company Secretaries, as a Scrutinizer to scrutinize the remote e-Voting process and e-Voting at the AGM in a fair and transparent manner.
14. The result declared along with the Scrutinizer's Report will be forwarded to BSE Limited and shall be simultaneously uploaded on the Company's website <https://bostonbio.in/> and on the website of NSDL <https://www.evoting.nsdl.com/> immediately.
15. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from our website at <https://bostonbio.in/>, and website of the Registrar and Transfer Agent ('RTA') at <https://www.adroitfinancial.com/Members> are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialized form. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
16. In case of any change in relation to the Name, Registered Address, e-mail ID, Mobile no., PAN, Bank details such as, Name of the Bank and Branch details, Bank Account Number, MICR code, IFSC code,

Nomination, Power of Attorney, etc., the Members are required to intimate the same: for shares held in electronic form: to their respective DP; and

17. Members will be provided with a facility to attend the AGM through VC through the NSDL e-Voting system. Members may access by following the steps mentioned herein below for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join Meeting" menu against Company name. You are requested to click on VC/ OAVM link placed under Join Meeting menu. The link for VC/ OAVM will be available in Shareholder/Member login where the EVEN of the 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.
18. Members are encouraged to join the Meeting through Laptops for better experience.
19. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
20. 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.
21. The Members seeking any information with regard to any items listed in the AGM Notice including the Annual Accounts and any queries relating to the business / operations of the Company, are requested to write to the Company mentioning their name, DP ID and Client ID number / folio number and mobile number. The same should reach the Company on or before 30th September, 2025 at bostonsystem@yahoo.com –and responses to such queries will be appropriately addressed by the Chairman at the meeting. Due to technical reasons, the length of a question may possibly be limited to a certain number of characters. However, the number of questions a Shareholder or its authorized representative can submit will not be affected thereby. The Management will decide, at its due discretion, whether and how it will answer the questions. It can summarize questions and select in the interest of the other Members, meaningful questions. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest, post the conclusion of the AGM.
22. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website <https://bostonbio.in/>
23. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.
24. Members are requested to attend and participate in the ensuing AGM through VC and cast their vote either through remote e-Voting facility or through e-Voting facility to be provided during the AGM.
25. The remote e-Voting period commences on **Saturday, 27th September, 2025 from 09:00 A.M. to Monday, 29th September, 2025 upto 5:00 P.M.** During this period, Members of the Company holding shares in demat form, as on the cut-off date i.e. **Tuesday, 23rd September, 2025** may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.



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26. The facility of e-Voting during the AGM will be available to those Members who have not cast their vote by remote e-Voting. Members, who have cast their vote by remote e-Voting, may attend the AGM through VC but will not be entitled to cast their vote once again on resolutions.
 27. The voting rights of the Members shall be in proportion to their shares in the paid-up Equity Share capital of the Company as on the cut-off date.
 28. The details of the process and manner of remote e-voting along with the User ID and Password is being sent to all the Shareholders along with this Notice. In case of any queries/ grievances relating to voting by electronic means, the Shareholders / Beneficial owners or in case any person, acquires shares of the Company and becomes a Shareholder of the Company after dispatch of the notice and holding shares as of the **Cut-off Date i.e., 23rd September, 2025** may obtain the login ID and password by sending a request to evoting@nsdl.com .

E-voting Instructions:

1. 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 MCA Circulars 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 businesses to be transacted at the AGM. 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 AGM will be provided by NSDL.
2. The Members can join the AGM 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 AGM through VC/OAVM will be made available to atleast 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 AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://bostonbio.in/>. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com respectively. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. <https://www.evoting.nsdl.com/>.
6. The AGM 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 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
7. In continuation to this Ministry's General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 25.09.2023 and General Circular 09/2024 on 19th September 2024 after due examination, it has been decided to allow companies whose AGMs are due in the Year 2024 and 2025, to conduct their AGMs through VC or OAVM on or before 30th September, 2025.

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

The remote e-voting period begins on **Friday, 27th September, 2025** at 9:00 A.M. and ends on **Monday, 29th September, 2025** at 5:00 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. **Tuesday, 23rd September, 2025** may cast their vote electronically. The voting right 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 23rd September, 2025.

How do I vote electronically using NSDL e-Voting system?

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.	Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are 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 Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have

	to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) 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. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. 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.
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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 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting 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 Your User ID is: or CDSL) or Physical

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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - 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:

- 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.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- 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.
- 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?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose 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 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 csumitbajaj@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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.: 022 - 4886 7000 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 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 compliance@kalanaipat.com . If you are an Individual shareholders 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.**
2. 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.

3. 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 AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
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 AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM 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" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join 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.

EXPLANATORY STATEMENT PURSUANT TO REGULATION 36 (5) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENT) REGULATIONS 2015

ITEM NO. 3:

It is hereby informed that the M/s Nahar V & Co. (Firm Registration No. 010443C), Statutory Auditor of the company, has tendered their resignation from the position of Statutory Auditor of the company with effect from 4th September, 2025 due to their pre inability to recover a reasonable portion of their time and some pre-occupation, therefore they will not be able to continue as Statutory Auditors of the Company and accordingly, and submitted their resignation for and from 2025-26. therefore, it is required to appoint Statutory Auditor for the upcoming Financial Years, therefore the audit committee has analyzed the profile of **M/s Sunit M Chhatbar & Co Chartered Accountants** and has recommended to the members of the company the profile of **M/s Sunit M Chhatbar & Co**, to appoint as the Statutory Auditor of the Company for upcoming Financial years.

The Company has received the consent letter from the said Auditor for five financial years to act as Statutory Auditor of the Company.

As a result of which it is proposed before the members of the Company to Appoint **M/s Sunit M Chhatbar & Co ., Chartered Accountants (Firm Registration No. 141068W)**, as Auditors of the Company in place of casual vacancy of the auditors to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of the **35th AGM** to be held in the year **2030**.

None of the Director, of the Company is Interested in the above-mentioned resolution.

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

ITEM NO. 4:

It is informed to the Members that M/s Nahar V & Co., Chartered Accountants, Statutory Auditor of the Company had tendered their resignation dated on 4th September, 2025, as a result of which casual

vacancy aroused into the company, therefore to fill the casual vacancy the audit committee recommended the profile of **M/s. Sunit M Chhatbar & Co.** Chartered Accountants, (Firm Registration No. 141068W), to appoint as the Statutory Auditor of the company.

After careful consideration of the profile of M/s. Sunit M Chhatbar & Co. , Chartered Accountants, passed the resolution in the Board Meeting dated 4th September, 2025 subject to the approval of Shareholders of the Company.

As a result of which it is proposed before the members of the Company to Appoint M/s. Sunit M Chhatbar & Co., Chartered Accountants (Firm Registration No. 141068W), as Auditors of the Company in place of casual vacancy of the auditors to hold office upto the ensuing Annual General Meeting ('AGM').

None of the Director, of the Company is Interested in the above-mentioned resolution.

ITEM NO 5.:

To consider and approve change in designation of Mr. Ghanshyam Dhananjay Gavali (DIN: 03343352) as managing director of the company

The Board of Directors on recommendation of the Nomination and Remuneration Committee approved the change in designation of Mr. Ghanshyam Dhananjay Gavali (DIN: 07013436) from independent director to Managing Director of the Company w.e.f. 8th July, 2025, for a term of 5 years.

The Company has received from **Mr. Ghanshyam Dhananjay Gavali (DIN: 03343352):**

- (a) Consent in writing to act as managing director
- (b) Intimation to the effect that she is not disqualified under Section 164(2) of the Act read with Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations"), and
- (c) Declaration pursuant to BSE Circular dated 20 June 2018, that she has not been debarred from holding office of a director by virtue of any order passed by Securities and Exchange Board of India or any other such authority.

Further, pursuant to Regulation 17(1C) of Listing Regulations, the appointment of a Director on the Board of Directors shall be approved by the shareholders at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, this resolution is being proposed to be passed by way of Special Resolution.

The payment of remuneration to Mr. Ghanshyam Dhananjay Gavali is subject to the approval of Members by way of a Special Resolution. The terms and conditions of appointment of the Managing Director may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required. The above may be treated as an abstract as required under the Companies Act, 2013, setting out the terms, conditions and limits of remuneration for managerial personnel and may also be regarded as a disclosure under Secretarial Standard on General Meetings ("SS-2") of the Institute of Companies Secretaries of India.

Item No. 6 To consider and approve regularization Yash Arjun Chaudhary as Non-Executive Director of the Company

The Board of Directors of the Company at its Meeting held on 12th May, 2025, pursuant to the recommendation of the Nomination and Remuneration Committee (NRC) has approved the appointment of Mr. Yash Arjun Chaudhary (DIN: 10530036) as an Additional Director (Non-Executive

and Non-Independent) of the Company with effect from 12th May, 2025 to hold office up to the date of the next Annual General Meeting of the Company pursuant to section 161 of the Companies Act, 2013 ("the Act"), and thereafter, subject to the approval of the Members of the Company, as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation.

The Company has received notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company.

The Company has received from Mr. Yash Arjun Chaudhary, his consent in writing to act as Director in Form DIR-2 in accordance with Section 152(5) of the Companies Act, 2013, an intimation in Form DIR-8 confirming that she is not disqualified from being appointed as a Director under Section 164(2) of the Companies Act, 2013.

Brief profile of Mr. Yash Arjun Chaudhary, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, forms part of this Notice and is annexed as **Annexure-A**.

The Board of Directors is of the opinion that the appointment of Mr. Yash Arjun Chaudhary as a Non-Executive, Non-Independent Director will be in the best interests of the Company, considering her expertise and professional background. The Board therefore recommends the resolution set out at Item No. 5 of this Notice for the approval of the members by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company, and their relatives except Mr. Yash Arjun Chaudhary and his relatives, are concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 7:

To consider and approve change in name of the Company

The Management of the Company intends to change the name of the Company from "**Boston Bio Systems Limited**" to "**Boston Commerce Limited**" or **any other name as maybe approved by Central Registration Centre**, Ministry of Corporate Affairs. Consequently, the Board of Directors of the Company at their meeting dated 14th August, 2025 have approved the proposal to change the name of the Company from "**Boston Bio Systems Limited**" to "**Boston Commerce Limited**" or **any other name** may be approved by authority.

The proposed change in the name of the company is intended to better reflect the diversified and expanded scope of its business activities including the IT (Information Technology), Agriculture and Real estate Sector. The new name is aligned with the company's broader strategic vision, multi-industry presence, and evolving business model, and aims to present a unified and forward-looking identity to stakeholders, partners, and customers across domestic and international markets. The proposed change of name of the Company as aforesaid does not change the legal status or constitution of the Company, nor does it affect any rights or obligations of the Company.

As per the provisions of Section 13 of the Companies Act, 2013, the approval of the shareholders is required to be accorded for changing the name of the company by way of passing Special Resolution. Hence your Directors recommend the above as Special Resolution. As a result of change in the name, the Clause I of the Memorandum of Association is also required to be suitably amended.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise except to the extent of their shareholding in the resolution set out at business Item No. 7 of this Notice.

ITEM NO. 8:

To consider and approve alteration in objects clause of memorandum of association of the company.

The Board recommends the Special Resolution as set out under Item No.7 in the Notice for approval of the Members. The Company proposes to expand its business operations and explore new avenues in line with its strategic objectives and market opportunities. In order to do so, it is necessary to amend the Object Clause of the Memorandum of Association by inserting additional sub-clauses under Clause III-A to reflect the proposed diversified activities.

The insertion of Sub-Clauses 3 to 6 is intended to enable the Company to undertake such business activities either independently or in collaboration with other entities, without affecting the existing lines of business. The proposed alteration will facilitate better alignment of the Company's charter documents with its current and future business operations.

The new set of main objects shall be read as:

1. To carry on the business/profession of medical services and to give preventive and curative treatment for, disease to human body and any organ or portion thereof including eye and prevent blindness and to carry out and undertake operation, surgery, micro surgery, phaco surgery, eye surgery, sonography, laser treatment, restore sights, replace eyes and portion thereof.
2. To carry on business of running nursing homes, clinics, pharmacies, indoor or out-door hospitals medical, anatomical, orthopaedic, surgical and 'X' Ray unit's laboratories, research establishment, nature cure centers and hospitals for eye, throat and nose disease and to acquire land, buildings, plants, equipment's, accessories, instruments, gadgets, furniture and fittings and other facilities for treatment and nursing of patients of various type of diseases, ailments, sickness, illness and other body or mental troubles and to act as consultant in any and all branches of medical science.
3. To carry on the business of providing, importing, exporting, selling, purchasing, trading, production, distribution, customization, development or otherwise deal in all types of applications, programs, software packages, internet programs, software programs, mobile applications, web applications, products, portals, the marketplace, services, applications, web design, and/or promoting support/consulting services whether information technology-enabled or otherwise including but not limited to maintenance of supporting centers/training centers, Solutions, R&D, IT Consulting, conducting training programs, placement services, content and data services, publishing, web services, technology process outsourcing, Transcription, Back office operations, maintenance of information systems other related Services/Products.
4. To cultivate, grow, produce, harvest raise or deal in agriculture produce as agriculturists, farmers or gardeners and to set up processing unit for import, export, distribute or deal in agriculture produce of all description, and trade in all the products required for cultivation, harvesting, production and developments of seeds, vegetable, fruits and herbal items and to acquire, hold, buy or acquire freehold or leasehold agriculture land, farm, garden or any other, property and deal in such business as may be required by farmers and dealers of agriculture produce.

5. To carry on the business of real estate development, including the purchase, sale, leasing, renting, and development of land, buildings, and properties of all kinds residential, commercial, industrial, and agricultural and to acquire, buy, sell, own, develop, maintain, and manage land, plots, buildings, apartments, flats, warehouses, townships, shopping complexes, offices, hotels, resorts, and other real estate assets either directly or through joint ventures, partnerships, or other arrangements.
6. To carry on the business as manufacturers, traders, agents, suppliers, commission agents, super stockists, importers, exporters, buyers, sellers, and in any other capacity in India or elsewhere, for products, commodities, services, and materials in any form or shape, whether manufactured or supplied by any company, firm, association of persons, body (whether incorporated or not), government, semi-government, or any local authority; and to barter, exchange, pledge, make advances upon, or otherwise deal and trade in all types of goods and merchandise; including engaging in the business of trading, online commerce, e-commerce, quick commerce, and Omni-channel operations, encompassing the sale and distribution of goods and services through digital platforms, mobile applications, websites, and physical retail outlets, and to undertake all activities incidental or ancillary to the foregoing.

ITEM NO. 9:

To consider and approve adoption of new set of MoA of the company

The existing Memorandum of Association (MOA) of the Company was originally framed in accordance with the provisions of the Companies Act, 1956. With the enactment of the Companies Act, 2013, the format of the MOA has undergone various changes including the removal of the classification of objects into Main Objects, Ancillary/Incidental Objects, and Other Objects.

In order to align the existing MOA of the Company with the provisions of the Companies Act, 2013, and to reflect the current business activities more appropriately, it is proposed to adopt a new set of Memorandum of Association in conformity with Table A of Schedule I of the Companies Act, 2013.

The key changes in the new MOA include:

- Reformatting the Object Clause to comply with the requirements of the Companies Act, 2013.
- Consolidating and updating the object clauses to reflect the present and future business activities of the Company.
- Deleting obsolete and redundant clauses that are no longer relevant under the new legal framework.

The draft of the new MOA is available for inspection by the members at the registered office of the Company during business hours on all working days (except Saturdays, Sundays and public holidays) up to the date of the General Meeting and will also be available at the venue of the meeting.

The Board of Directors at its meeting held on 4th September, 2025 approved the adoption of the new MOA, subject to the approval of the members by way of a special resolution.

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

The Board recommends the resolution as set out in the Notice for approval of the shareholders as a special resolution.

ITEM NO. 10:

To consider and approve adoption of new set of AoA of the company

The existing Articles of Association (AoA) of the Company were originally adopted under the provisions of the Companies Act, 1956. Since the enactment of the Companies Act, 2013, several provisions of the existing AoA have become outdated or inconsistent with the new Act.

To align the AoA with the provisions of the Companies Act, 2013, including amendments thereto, and to incorporate certain clauses that reflect current practices and requirements of the Company, it is proposed to adopt a new set of Articles of Association in substitution and total exclusion of the existing AoA.

The proposed new AoA will be in conformity with Table F of Schedule I of the Companies Act, 2013 and will include updated provisions relating to governance, meetings, share capital, rights and responsibilities of directors and shareholders, etc.

A copy of the draft of the new Articles of Association of the Company is available for inspection at the registered office of the Company during business hours on all working days (except Saturdays, Sundays and public holidays) up to the date of the general meeting and will also be available at the venue of the meeting.

The Board of Directors at its meeting held on 4th September, 2025 has approved the adoption of the new AoA and recommends the resolution for approval of the members by way of a special resolution.

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

ITEM NO. 11.

To consider and approve increase in borrowing limits of the company.

The provisions of Section 180(1)(c) of the Companies Act, 2013 require that the Board of Directors of a company shall not borrow money, where the money to be borrowed together with the money already borrowed by the company will exceed the aggregate of its paid-up share capital, free reserves, and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the shareholders by way of a special resolution.

Considering the future expansion plans and increased working capital requirements of the Company, it is proposed to enhance the borrowing limits up to ₹50,00,00,000 (Rupees Fifty Crore only), over and above the aggregate of the paid-up share capital, free reserves, and securities premium of the Company.

None of the Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out in the accompanying notice, except to the extent of their shareholding in the Company, if any.

The Board recommends the resolution as set out in the Notice for approval of the members as a **Special Resolution**.

ITEM NO.12:

To consider and approve authorization under section 186 of the Companies Act, 2013

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013, a company is restricted from, giving any loan to any person or other body corporate; giving any guarantee or providing any security in connection with a loan to any other body corporate or person; and acquiring by way of subscription, purchase, or otherwise, the securities of any other body corporate, beyond 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher, unless prior approval of the shareholders by way of a special resolution is obtained.

In view of the Company's growth plans and business requirements, it may be required to deploy funds by way of loans, guarantees, securities, or investments in bodies corporate, including subsidiaries, joint ventures, associates, or other entities. The Board of Directors considers it necessary to obtain shareholders' approval for authorizing the Company to make such investments, loans, guarantees, or security arrangements up to an aggregate amount not exceeding ₹50 crores (Rupees Fifty Crores Only), notwithstanding that such amount may exceed the limits prescribed under Section 186(2) of the Companies Act, 2013.

All such transactions, if any, will be in compliance with the provisions of Section 186 and other applicable provisions of the Act, and will be made in the best interest of the Company. Accordingly, the Board recommends the resolution set forth in Item No. 12 of the accompanying Notice for the approval of members by way of a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives, except to the extent of their interest in the entities to which the loan, guarantee, or security is proposed to be given, are in any way concerned or interested, financially or otherwise, in the proposed resolution.

INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD ON GENERAL MEETINGS

Particulars	Item No. 2	Item No. 5	Item No. 6
Name	Mr. Ghanshyam Dhananjay Gavali	Mr. Ghanshyam Dhananjay Gavali	Mr. Yash Arjun Chaudhary
Directors Identification Number(DIN)	03343352	03343352	10530036
Date of Birth (age)	03-03-1981(44 years)	03-03-1981(44 years)	21-03-1985(40 years)
Qualification	Graduated	Graduated	Bachelor of Engineering
Expertise in Specific Area	IT, Legal and Finance	IT, Legal and Finance	IT and Software
Date of first appointment on the Board of the Company	12-04-2024	12-04-2024	12-05-2025
Shareholding in Boston Bio Systems Limited as on 31 st March 2024	Nil	Nil	Nil
List of Directorship held in other companies	1. SUGS LLOYD Limited 2. PCI Trade India Limited	1. SUGS LLOYD Limited 2. PCI Trade India Limited	1. Rajsan Exim Private Limited 2. Vadnagar Industries Private Limited
Relationship with other directors interested	Nil	Nil	Nil
Brief Resume	He possesses an extensive overall experience of 22 years, few early stages in legal and finance and currently in IT sector. Additionally, he has many years of expertise in the industry and holds substantial knowledge in the finance sector.	He possesses an extensive overall experience of 22 years, few early stages in legal and finance and currently in IT sector. Additionally, he has many years of expertise in the industry and holds substantial knowledge in the finance sector.	He is well versed in IT sector
Terms & Conditions of re-appointment including remuneration payable	For a period of 3 years effecting from 4 th September, 2025	For a period of 3 years effecting from 4 th September, 2025	As per the Explanatory Statement
Number of Meetings of Board attended during the year	9	9	NA
Details of remuneration sought to be paid and last drawn	Professional Fee	Professional Fee	NA
Skills and capabilities required for the role and the manner in which the proposed	Well versed skills in operation and sales leads to better management and	Well versed skills in operation and sales leads to better management and	Good and versatile skills in areas of IT and communication.

ANNUAL REPORT 2024-25



person meets such requirements	smooth functioning of departments	smooth functioning of departments	
Listed entities from which resigned in the past Three years	Nil	Nil	Nil