

# **23<sup>rd</sup> ANNUAL REPORT**

**F.Y. 2017-18**

**BOSTON BIO SYSTEMS LIMITED**

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## **Schedule of Annual General Meeting**

### **23<sup>rd</sup> Annual General Meeting**

<b>DATE</b>	<b>28<sup>th</sup> SEPTEMBER 2018</b>
<b>DAY</b>	<b>FRIDAY</b>
<b>TIME</b>	<b>09:30 AM</b>
<b>PLACE</b>	<b>17/B, 4TH FLOOR, SANDESH COMMERCIAL COMPLEX, OLD MADHURAM CINEMA, MIRZAPUR AHMEDABAD GJ-380001</b>
<b>BOOK CLOSURE</b>	<b>21<sup>st</sup> SEPTEMBER 2018 TO 28<sup>th</sup> SEPTEMBER 2018</b>

## **23<sup>rd</sup> Annual Report 2017-2018**

### **BOARD OF DIRECTORS**

Ms. SAVITA DISOJA  
(Director)

Mr. RAMESHKUMAR GOURISHANKAR DAVE  
(Managing Director)

Mr. SANJAY SODANI  
(CFO & Director)

Mr. KUSHAL RATHORE  
(Director)

Mr. AMIT ASHWINBHAI P ANDYA  
(Director)

Mr. ANKIT SANJAY DISOJA  
(Director)

### **STATUTORY AUDITORS**

M/S NAHARV & COMPANY  
(Chartered Accountants)

### **SECRETARIAL AUDITORS**

RENU KATHURIA & ASSOCIATES  
(Practicing Company Secretary)

**REGISTERED OFFICE:** 17/ B, 4TH FLOOR, SANDESH COMMERCIAL  
COMPLEX, OLD MADHURAM CINEMA,  
MIRZAPUR AHMEDABAD GJ-380001

**REGISTRAR AND TRANSFER AGENTS:** Adroit Corporate Services Pvt. Ltd , 19/20, Jaferbhoy  
Ind.

Estate, 1st Floor, Makwana Road, Marol,  
Naka, Andheri(E), Mumbai, Maharashtra - 400059

## **BOSTON BIO SYSTEMS LIMITED**

**Registered Office :-** 17/B, 4th Floor, Sandesh Commercial Complex, Old Madhuram Cinema, Mirzapur  
Ahmedabad Gujrat – 380001

**CIN:-** L31100GJ1995PLC025476

**WEBSITE:-** www.bostonbiosystemltd.com

**E-MAIL ID:-** bostonsystem@yahoo.com **Phone Number :-** 9098433517

### **NOTICE OF 23<sup>rd</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that 23<sup>rd</sup> Annual General Meeting of the members of **BOSTON BIO SYSTEMS LIMITED** will be held at the Registered office of the Company At **17/B, 4th Floor, Sandesh Commercial Complex, Old Madhuram Cinema, Mirzapur Ahmedabad, Gujrat - 380001** on Friday 28<sup>th</sup> September, 2018 at **09:30 A.M.** to transact the following business:

#### **ORDINARY BUSINESS**

- 1. Item No. 1:** To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2018 and the Profit and Loss Account for the year ended on that date and Reports of Auditors and Directors thereon.
- 2. Item No. 2:** To appoint a Director in place of **Mr. Sanjay Sodani (DIN: 01568294)**, who retires by rotation and being eligible offers herself for re-appointment.

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

**“RESOLVED THAT, Mr. Sanjay Sodani (DIN: 01568294),** Director of the Company, who retires by rotation and being eligible has offered herself for re- appointment, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

#### **3. Item No.3: Re -appointment of Auditors**

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, **M/s NAHAR V & COMPANY, Chartered Accountants (FIRM REG. NO. 010443C)**, be re-appointed as statutory auditors of the Company to hold office from the conclusion of the 23<sup>rd</sup> Annual General Meeting (AGM) until the conclusion of the 28<sup>th</sup> AGM, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.”

**PLACE: Gujarat**

**DATE: 01/09/2018**

By order of the Board  
**For BOSTON BIO SYSTEMS LIMITED**

**Sd/-**

**KUSHAL RATHORE**  
**DIN: (06493647)**  
**DIRECTOR**

**SPECIAL BUSINESS-**

**1. Item No. 4: Regularization of Additional Director, Ms. Seema Baghel (DIN: 0008209102)**

**“RESOLVED THAT** pursuant to Sections 160 & 161 of the Companies act, 2013 and any other applicable provisions if any , Ms. Seema Baghel, who was appointed as an Additional Director on September 01, 2018 be and is hereby appointed as a Director of the Company who is liable to retire by rotation.

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and are hereby jointly and severally authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

**PLACE: Gujarat**

**DATE: 01/09/2018**

By order of the Board  
**For BOSTON BIO SYSTEMS LIMITED**  
Sd/-  
**KUSHAL RATHORE**  
**DIN: (06493647)**  
**DIRECTOR**

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

**Item No. 4:**

The Board at its meeting held on September 01, 2018, appointed Ms. Seema Baghel as additional director respectively with effect from such Board meeting dates pursuant to Section 161 of the Companies Act, 2013. Hence, she will hold office up to the date of the ensuing Annual General Meeting. The Company has received consent in writing to act as director in Form DIR 2 and intimation in Form DIR8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013. The Board considers that her association would be of immense benefit to the Company and it is desirable to avail her services as a Director. Accordingly, the Board recommends the resolution No. 4, in relation to appointment of Ms. Seema Baghel as Director, respectively, for the approval by the shareholders of the Company.

Information required to be furnished under Reg. 36 of SEBI (LODR) Regulations, 2015 for Directors retired by rotation/Appointment of Director /Reappointment/ratifications:

<b>Name of Director</b>	<b>Ms. Seema Baghel</b>
<b>Date of Birth</b>	28/01/1974
<b>Date of Appointment</b>	01/09/2018
<b>Qualification</b>	High School
<b>Expertise in Specific Functional Area</b>	Health Care Services
<b>Executive &amp; Non-Executive Director</b>	Non-Executive Director
<b>Promoter Group</b>	No
<b>Independent Director</b>	No
<b>Other Directorship</b>	No

**PLACE: Gujarat**

**DATE: 01/09/2018**

By order of the Board  
**For BOSTON BIO SYSTEMS LIMITED**  
Sd/-  
**KUSHAL RATHORE**  
**DIN: (06493647)**  
**DIRECTOR**

#### NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT EXCEEDING FIFTY (50) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.**
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
3. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Register of Contracts or Arrangements, in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. Pursuant to Reg. 42 of SEBI (LODR) Regulations, 2015 read with section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books will remain closed from **Friday 21<sup>st</sup> September, 2018 to Friday, 28<sup>th</sup> September, 2018 (Both days inclusive)** for the purpose of AGM.
9. Members are requested to notify any correction /change in their name /address including Pin Code number immediately to the Companies Register/ Depository Participant .In the event of non – availability of Members latest address either in the Companies records or in Depository Participant's records, members are likely to miss notice and other valuable correspondence sent by the company.
10. Members are requested to kindly mention their Folio Number/ Client ID Number (in case of demat shares) in all their correspondence with the Companies Registrar to enable prompt reply to their queries.

**11.** With a view to using natural resources responsibly, we request shareholders to update their email address, with their Depository Participants to enable the Company to send communications electronically. The Annual Report 2017-18 is being sent through electronic mode only to the members whose email addresses are registered with the Company /Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2017-18 are being sent by the permitted mode.

**12.** Explanatory Statement: Explanatory Statement as required under section 102 (1) of the Companies Act, 2013, relating to the special businesses to be transacted at the meeting is annexed hereto.

**13.** The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.

**14.** All documents referred to in the Notice will be available for inspection at the Company's registered office during 11:00 am to 1:00 pm normal business working days up to the date of the AGM.

**15.** The shareholder needs to furnish the printed 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.

**16.** As per provisions of the Companies Act, 2013, facility for making nominations is available to INDIVIDUALS holding shares in the Company. The Nomination Form-2B prescribed by the Government can be obtained from the Share Transfer Agent or may be down loaded from the website of the Ministry of Company affairs.

Information required to be furnished under Reg. 36 of SEBI (LODR) Regulations, 2015 for Directors retired by rotation/Appointment of Director /Reappointment/ratifications:



## DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2018.

### FINANCIAL RESULTS

Your Company financial performance during the year 2017-18 is summarized below:

(Rs. In Lacs.)

Particulars	Year 2017-2018	Year 2016-2017
TOTAL REVENUE	69.97	53.33
TOTAL EXPENDITURE	69.93	53.25
Profit Before Tax	0.036	0.08
Less: Taxation	0.001	0.03
Profit After Tax	0.035	0.05

### OPERATIONS

The Company performed satisfactorily as compared to last year.

### SHARE CAPITAL

During the year under review, the Company, neither increased nor decreased its Equity.

### REVISION IN FIN. STATEMENTS OR BOARD'S REPORT U/S 131(1) OF THE CO. ACT, 2013

In terms of Section 131 of the Companies Act, 2013, the Financial Statements and Board's Report are in compliance with the provisions of Section 129 or Section 134 of the Companies Act, 2013 and that no revision has been made during any of the three preceding financial years.

### DIVIDEND

Your Directors do not recommend any dividend on equity shares for the year ended March 31, 2018.

### PUBLIC DEPOSITS

The Company has not invited any deposits from the public within the provisions of Chapter V of the Companies Act, 2013 (hereinafter "the Act" and any reference of section pertains to sections of this Act in this Annual Report unless stated otherwise) read with the Companies (Acceptance of Deposits) Rules, 2015.

### PERFORMANCE AND FINANCIAL POSITION OF SUBSIDIARY AND ASSOCIATE COMPANIES:

As per Sections 2(87) and 2(6) of the Companies Act, 2013 and as on date, the Company neither has any Subsidiary Company nor any Associate Company and hence, do not call for any disclosure under this head.

## AUDITORS

M/s. NAHAR V & CO., Chartered Accountants, Statutory Auditors of the Company, be re appointed as the Statutory Auditors of the Company to hold office from the conclusion of the 23<sup>rd</sup> Annual General Meeting (AGM) until the conclusion of the 28<sup>th</sup> AGM (subject of ratification of the appointment by the members at every AGM held after this AGM) in terms of the provisions of section 139 of Co.Act,2013.

The Company has received confirmation from M/s Nahar V. & Co., to the effect that they fulfill the eligibility criteria as prescribed u/s 139 and 141 of the Co. Act, 2013. Your Directors recommend ratification of appointment of M/s. NAHAR V & CO., Chartered Accountants, (FRN 133653W) as the Statutory Auditors of the Company at the ensuing AGM.

There is no audit qualification or observation on the financial statements by the statutory auditors for the year under review.

## SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made there under, M/s Renu Kathuria & Associates, Faridabad, Company Secretaries in Whole-time practice was appointed to conduct Secretarial Audit for the year ended 31st March, 2018.

M/s Renu Kathuria & Associates, Faridabad, Practising Company Secretaries has submitted Qualified Report on the Secretarial Audit forms a part of this report as **ANNEXURE-A**.

## CLARIFICATION ON OBSERVATIONS BY THE SECRETARIAL AUDITOR

The board of directors hereby provides clarification on the observations that all violations are due to poor financial condition of the company. As and when, the financial condition of the company will improve; the required payment and appointment will be made. However, the management of the company is being carried out under the supervision of the professional Board and is consistently trying to comply with all required compliances and achieve the targets.

## INTERNAL AUDITORS

Pursuant to Section 138 of the Companies Act, 2013 and Rule 13 of The Companies (Accounts) Rules, 2015, the Board of Directors of the Company is under process to appoint internal auditors. However, in the opinion of the Board and size of the company, it is not necessary to appoint internal auditor.

## EXTRACT OF ANNUAL RETURN

The extract of Annual Return in Form MGT - 9, as provided under Section 92 (3) of the Companies Act, 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2015 is annexed hereto as **ANNEXURE -B** with this report and shall form part of the Board's Report.