



EXIM ROUTES PRIVATE LIMITED

421, 4th Floor, Suncity Success Tower, Sector-65 Golf Course Road
Extension, Gurugram-122101, HR (INDIA), Email: govind@eximroutes.in
GSTIN: 06AAFCE4612E1Z3 CIN: U51909HR2019PTC115525

DIRECTOR'S REPORT

To
The Members of
Exim Routes Private Limited

The Directors have immense pleasure in presenting the 5th Director's Report on the business and operations of the Company, together with the Audited Financial Statements for the Financial Year ended 31st March, 2024.

1. Financial summary or highlights/Performance of the Company

The Audited Financial Statements (including consolidated audited financial statements) of the Company as on 31st March, 2024 are prepared in accordance with the relevant applicable provisions of the Companies Act, 2013.

Certain key aspects of the Company's Financial Performance during the Financial Year ended March 31, 2024, as compared to the Previous Financial Year are summarized below:

(Amount in Rs. Thousands)

PARTICULARS	Standalone		Consolidated	
	Financial Year ended 31 st March 2024	Financial Year ended 31 st March 2023	Financial Year ended 31 st March 2024	Financial Year ended 31 st March 2023
Revenue from Operations (Net)	52,039	1,27,440	7,25,031	3,68,577
Other income	0	167	21,804	168
Total Revenue	52,039	1,27,607	7,46,835	3,68,745
Less: Expenses	41,631	1,21,686	6,96,780	3,61,768
Less: Finance Cost (Interest)	334	125	334	125
Less: Depreciation	2,428	1,480	2,428	1,480
Profit before exceptional and extraordinary items and Tax expense	7,646	4,316	47,293	5,372
Exceptional and Extraordinary items	-	-	-	-
Profit before Tax (PBT)	7,646	4,316	47,293	5,372
Less: Tax expense	2,177	1,131	6,148	1,239
Profit (Loss) for the Period (PAT)	5,469	3,185	41,145	4,133

2. State of Company's Affairs & Operations

In the Financial Year 2023-24 Company has Total Revenue of INR 52,039 (in Thousands) as against INR 1,27,607 (in Thousands) in corresponding previous year on standalone financial statements basis.

In the Financial Year 2023-24 Company has Total Revenue of INR 7,46,835 (in Thousands) as against INR 3,68,745 (in Thousands) in corresponding previous year on consolidated financial statements basis.

For EXIM ROUTES PVT. LTD.

Manish

Director

For EXIM ROUTES PVT. LTD.

[Signature]

Director

After accounting for all expenses including depreciation, exceptional items, the company earned a Profit/ (Loss) after tax of INR 5,469 (in Thousands) as against INR 3,185 (in Thousands) in corresponding previous year on standalone basis.

After accounting for all expenses including depreciation, exceptional items, the company earned a Profit/ (Loss) after tax of INR 41,145 (in Thousands) as against INR 4,123 (in Thousands) in corresponding previous year on consolidated financial statement basis.

Your Company is committed to its tradition of being cost effective, by responding faster to the changing requirements of the market, by expanding its customers and distribution network and by further strengthening its already strong capital base.

3. Transfer to Reserves

The Board of Directors has not transferred any amount to any Reserve during the Financial Year ended 31st March, 2024.

4. Dividend

The Board of Directors of the Company, after considering the relevant circumstances holistically and keeping in view the funds requirement of Company, has decided that it would be prudent not to recommend any Dividend for the Financial Year under review.

5. Public Deposits

The Company has not accepted/ held any deposits from public within the ambit of Section 73 of the Companies Act 2013 and the Companies (Acceptance of Deposits) Rules 2014 during the year under review. Hence the requirement for furnishing the details relating to deposits covered under Chapter V of the Act or the details of deposits that are not in compliance with the Chapter V of the Act is not applicable.

6. Transfer of Unclaimed Dividend to Investor Education and Protection Fund

The Company is not required to transfer any amount to Investor Education and Protection Fund under Section 125(2) of the Companies Act, 2013 as the Company has not declared any dividend since its inception.

7. Web Link of Annual Return, If Any

Pursuant to the provisions of Section 134(3)(a) of the Act, the Annual Return, referred to in Section 92(3) of the Act, for the financial year 2023-24 is available on the Company's website at <https://eximroutes.ai/>.

For EXIM ROUTES PVT. LTD.
Manish
Director

For EXIM ROUTES PVT. LTD.
[Signature]
Director

8. Statutory Auditors

M/s. Mayank Kumar & Associates, Chartered Accountants, (FRN: 035745N), New Delhi were appointed as the Statutory Auditors of the Company at the 4th Annual General Meeting of the Company held on 30th September, 2023 for a period of five years, to hold office from the conclusion of 4th Annual General Meeting until the conclusion of 9th Annual General Meeting of the Company for the Financial Year ended 31st March, 2028, on a remuneration as approved by the Board and mutually agreed with the Statutory Auditors.

The Company has received a certificate from them to the effect that their appointment/ reappointment, if made would be as per the requirements specified under Section 141 of the Act and the Rules framed there under for reappointment as Auditors of the Company.

9. Frauds Reported by the Auditors

During the year under review, the Statutory Auditor has not reported any instances of fraud pursuant to the provision of Section 143(12) of the Companies Act, 2013,

10. Change in the Nature of Business

There has been no change in the objects of the Company for the financial year 2023-24.

11. Details of Board Meeting Conducted During the Financial Year ended March 31, 2024

The Company had conducted following board meetings during the financial year details of which are given below:

Sr. No.	Date of BM	No. of Director's present	Directors present in the meeting
1.	05/04/2023	3	Mr. Manish Goyal Mr. Govind Rai Garg Mr. Vijay Kumar Rathi
2.	19/06/2023	4	Mr. Manish Goyal Mr. Govind Rai Garg Mr. Vijay Kumar Rathi Mr. Kesavaramanujam Jaganathan
3.	24/07/2023	3	Mr. Manish Goyal Mr. Govind Rai Garg Mr. Vijay Kumar Rathi
4.	01/08/2023	3	Mr. Manish Goyal Mr. Govind Rai Garg Mr. Vijay Kumar Rathi
5.	14/09/2023	3	Mr. Manish Goyal Mr. Govind Rai Garg Mr. Vijay Kumar Rathi

For EXIM ROUTES PVT. LTD.

Manish
Director

For EXIM ROUTES PVT. LTD.

[Signature]
Director



EXIM ROUTES PRIVATE LIMITED

421, 4th Floor, Suncity Success Tower, Sector-65 Golf Course Road
Extension, Gurugram-122101, HR (INDIA), Email: govind@eximroutes.in
GSTIN: 06AAFCE4612E1Z3 CIN: U51909HR2019PTC115525

Sr. No.	Date of BM	No. of Director's present	Directors present in the meeting
6.	04/12/2023	3	Mr. Manish Goyal Mr. Govind Rai Garg Mr. Vijay Kumar Rathi
7.	27/02/2024	3	Mr. Manish Goyal Mr. Govind Rai Garg Mr. Vijay Kumar Rathi

The intervening gap between two Board meetings did not exceed the time limit prescribed in the Companies Act, 2013.

12. Directors and Key Managerial Personnel

The Board of the Company is duly constituted. None of the directors of the Company is disqualified under the provisions of the Companies Act, 2013.

During the Financial Year under review, Mr. Balwinder Sharma and Mr. Kesavaramanujam Jaganathan have resigned from the office of Directorship on the 5th Day of April, 2023 and 4th Day of December, 2023 respectively and the Board places on record its gratitude for the valuable contribution made by them during their tenure as Directors.

Pursuant to the abovementioned cessation, the Board of the Company comprises following Directors as on 31st March, 2024:

S. No.	Name of the Director	Designation
1.	Mr. Manish Goyal	Director
2.	Mr. Vijay Kumar Rathi	Director
3.	Mr. Govind Rai Garg	Director

A) Further the changes held in the composition of Board of Directors after the closure of the financial year till the date of this Report are summarized below:

- The Board of Directors in its meeting held on 02nd April, 2024 has appointed Mr. Vivinprasath Devaraj (DIN: 10508294) as an Additional Director with effect from 2nd April, 2024, whose appointment is due for the regularisation/approval of the Members of the Company in the 5th Annual General Meeting of the Company.

The proposal to appoint Mr. Vivinprasath Devaraj is covered under Item no. 3 of AGM Notice as Special Business.

- The Board of Directors in its meeting held on 02nd April, 2024 has appointed Mr. Pallav Singal (DIN: 03143594) as an Additional Director with effect from 2nd April, 2024, whose appointment is due for the regularisation/approval of the Members of the Company in the 5th Annual General Meeting of the Company.

For EXIM ROUTES PVT. LTD.

Manish
Director

For EXIM ROUTES PVT. LTD.

Director

The proposal to appoint Mr. Pallav Singal is covered under Item no. 4 of AGM Notice as Special Business.

B) Shareholding Pattern of Directors

S.No.	Name	No. of Shares
1.	Mr. Manish Goyal	70,000
2.	Mr. Govind Rai Garg	20,000
3.	Mr. Vijay Kumar Rathi	10,000
Total		1,00,000

13. Director Responsibility Statement

In terms of Sections 134(5) of the Companies Act, 2013 in relation to financial statements for the year 2023-24 the Board of Directors state that:

- The applicable accounting standards have been followed in preparation of the financial statements and there are no material departures from the said standards;
- Reasonable and prudent accounting policies have been used in the preparation of the financial statements, that they have been consistently applied and that reasonable and prudent judgments and estimates have been made in respect of items not concluded by the year end, so as to give a true and fair view of the state of affairs of the Company as at 31st Mar 2024 and of the profit/loss of the year ended 31st Mar 2024;
- Proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The financial statements have been prepared on a going concern basis.
- The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

14. Details of significant material orders passed by regulators/courts/ tribunals against the going concern status of the company

Pursuant to the requirement of Section 134(3)(q) of the Act read with Rule 8(5)(vii) of the Companies (Accounts) Rules 2014 it is confirmed that during Financial Year 2023-24 there were no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and the Company's operations in future.

For EXIM ROUTES PVT. LTD.

Manish

Director

For EXIM ROUTES PVT. LTD.

Raj

Director

15. Material Changes and commitment if any affecting the financial position of the company occurred between the end of the financial year to which these financial statements relate and the date of the Report

There has been no material change and commitment, affecting the financial performance of the Company which occurred between the end of the Financial Year of the Company to which the financial statements relate and the date of this Report.

16. Explanation or Comments on Qualifications, Reservations or Adverse Remarks or Disclaimers Made by the Practicing Company Secretary in their Reports

The provisions relating to submission of the Secretarial Audit Report is not applicable to the Company.

17. Particulars of Loans, Guarantees or Investments made under Section 186 of the Companies Act, 2013

Pursuant to Section 186 of the Act read with the Companies (Meetings of the Board and its Powers) Rules, 2014, disclosures relating to loans, advances and investments as on 31st March 2024 are given in the Notes to the Financial Statements in Note No. 11, 12 & 16.

Further there are no guarantees issued or securities provided by the Company in terms of Section 186 of the Act read with the Rules issued thereunder during the current financial year.

However, during the period between the closure of financial year and the date of this report, company has issued corporate guarantees in favor of Scan4Health Diagnosis Private Limited for which charges form already filed with Ministry of Corporate Affairs.

18. Share Capital of the Company and the details of issue of securities made during the year.

The Authorized Share Capital of the Company at the end of the Financial Year stood at ₹ 15,00,000 consisting of 1,50,000 Equity Shares of ₹ 10 each, out of which the issued subscribed and paid-up Equity Share Capital of the Company as on March 31, 2024 was ₹ 10,00,000 comprising of 1,00,000 Equity Shares of the value of ₹ 10 each.

However, during the period between the closure of financial year and the date of this report, following changes have occurred in the capital structure of the Company.

Increase in Authorized Capital of the Company:

Pursuant to the resolution passed by the Members of the Company in the 1/2024-25 Extra Ordinary General Meeting held on 1st July, 2024, the Authorized Capital of the company was increased from ₹ 15,00,000 consisting of 1,50,000 Equity Shares of ₹ 10 each to ₹ 15,00,00,000 consisting of 1,50,00,000 Equity Shares of ₹ 10 each.

For EXIM ROUTES PVT. LTD.
Manish
Director

For EXIM ROUTES PVT. LTD.
[Signature]
Director

Company has not made any rights issue, bonus issue, or issued any shares on preferential basis or with differential voting rights or sweat equity shares during the financial year 2023-24.

19. Subsidiaries, Joint Ventures and Associate Companies

The Company has following subsidiaries as on or during the year ended on that date.

S. No.	Name of Subsidiary	Percentage of holding	Date of becoming Subsidiary
1	Exim Routes INC, United States of America	100%	29 th November 2021
2	Exim Routes Pte. Ltd., Singapore	67%	19 th June 2023
3	Good Earth SCM GmbH, Germany	70%	21 st August 2023
4	Exim Routes UK Ltd., United Kingdom	100%	10 th February 2024

PERFORMANCE AND FINANCIAL POSITION OF THE SUBSIDIARY COMPANIES AND ASSOCIATE COMPANIES

Statement pursuant to Section 129(3) of the Companies Act, 2013 for the financial year ended 31/03/2024 in respect of the Subsidiaries, is enclosed with Annual Accounts of the Company.

Separate section on performance and financial position of subsidiaries have been provided in Note No. 28 of Notes forming part of Consolidated Financial Statement for the year under review.

CONSOLIDATED FINANCIAL STATEMENT

In accordance with the Accounting Standard (AS-21) and (AS-23), Consolidated Financial Statements are annexed to the Audited Accounts for the year under review.

20. Declaration of Independent Director

Since the Company does not fall within the purview of Section 149 (6) of the Companies Act, 2013 hence the provisions pertaining to the appointment of Independent Directors do not apply to our Company for the financial year under review.

21. Details of Conservation of Energy, Technology Absorption as mentioned in Rule 8 Companies (Accounts) Rules, 2014

Statement giving the details of conservation of energy, technology absorption and foreign exchange earning & outgo in accordance with requirements of Section 134(3)(m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, is as follows: -

For EXIM ROUTES PVT. LTD.
Manish
Director

For EXIM ROUTES PVT. LTD.
Rb
Director

(A) CONSERVATION OF ENERGY	
The steps taken or impact on conservation of energy	NA
The steps taken by the company for utilizing alternate sources of Energy	NA
The capital investment on energy conservation equipment	NA
(B) TECHNOLOGY ABSORPTION	
The efforts made towards technology absorption	NA
The benefits derived like product improvement, cost reduction, product development or import substitution	NA
In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	NA
The expenditure incurred on research and development	NA
(C) FOREIGN CURRENCY TRANSACTIONS	
Total Income earned in Foreign Currency during the year	INR 3,06,58,243
Total expenditure incurred in Foreign Currency during the year	Nil

22. Details in respect of Adequacy of Internal Financial Controls with Reference to The Financial Statements

The Company has a well-established internal financial controls framework, which is designed to continuously assess the adequacy, effectiveness and efficiency of internal financial controls. The management of the Company is committed to ensuring an effective internal financial controls environment, commensurate with the size and complexity of the business, which provides an assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Further the report on the Internal Financial Controls by the auditor of the firm has not been provided since the same is not applicable to the company basis the exemptions available to the company vide MCA Notification No. G.S.R 583(E) dated 13th June, 2017.

23. Disclosure whether the maintenance of cost records as specified by CG Section under Sec 148(1) of the Companies Act, 2013 is required to be maintained by the company or not.

The provision of maintenance of cost audit records and filing the same is not applicable to the Company.

For EXIM ROUTES PVT. LTD.
Manish
Director

For EXIM ROUTES PVT. LTD.
[Signature]

24. Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The company always endeavors and provide conducive work environment that is free from discrimination and harassment including sexual harassment. The Company treats its employees equally, with dignity and with no gender bias. The Company believes and ensures that all employees work in an environment that is free from all kinds of harassments including sexual harassment of women, this is enshrined in values and in the Code of Ethics & Conduct of the Company.

Further, no complaint has been received by the Company in this regard for the reporting period.

25. Particulars of Contracts or Arrangements Made with Related Parties

During the year, all contracts/ arrangements/ transactions entered into by the Company with Related Parties were on arm's length basis and in the ordinary course of business. There are no material transactions with any Related Party as defined under Section 188 of the Act, read with the Companies (Meetings of Board and its Powers) Rules, 2014.

The details of contracts and arrangements with Related Parties of the Company for the financial year ended 31st March 2024, are given in Note No. 25 to the Standalone Financial Statements.

26. Company's Policy Relating to Directors Appointment, Payment of Remuneration and Discharge of their Duties

Provision of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to appointment of Directors, payment of Managerial remuneration, Director's qualifications, positive attributes, Independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

27. Disclosure of Composition of Audit Committee and Providing Vigil Mechanism

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 is not applicable to the Company.

28. Statement indicating development and implementation of Risk Management Policy

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

For EXIM ROUTES PVT. LTD.
Mans
Director

For EXIM ROUTES PVT. LTD.
K
Director

29. Details of Policy Developed and Implemented by the Company on its Corporate Social Responsibility Initiatives

The Company has not developed and implemented any policy on Corporate Social Responsibility initiatives as the provisions of section 135 of Companies Act, 2013 are not applicable.

30. Particulars of Employees

As per provisions of section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, every company is required to provide particular of employees in the Directors' Report exceeding the stipulated remuneration limit(s).

However, the Board of your Company has approved the payment of remuneration and other allowances in line with the rules applicable. So, the provisions of Section 134 of the Companies Act, 2013 are not considered.

31. Details of application made or any preceding pending under IBC, 2016 during the FY along with the current status

There are no application pending against the Company proceedings either filed by the Company or against the Company pending under the Insolvency and Bankruptcy Code 2016 as amended before the National Company Law Tribunal or other Courts as on 31 March 2024.

32. STATUTORY DISCLOSURE

No revision of financial statements or boards' report has been made in terms of Section 131(1) of Companies Act, 2013 during the year under review.

33. ACKNOWLEDGEMENTS

The director's wish to place on record their sincere thanks and gratitude to the company bankers, business associates, Customers, Suppliers, consultants, and various Government Authorities for their continued support extended to the Companies activities during the year under review. The directors also acknowledge gratefully the shareholders for their valuable support and confidence reposed on the Company.

**For and on behalf of the Board of Directors
of Exim Routes Private Limited**

For EXIM ROUTES PVT. LTD.

For EXIM ROUTES PVT. LTD.

Manish

Director

**Manish Goyal
Director
DIN: 08126341**

Govind Rai Garg

Director

**Govind Rai Garg
Director
DIN: 08147346**

Place: Gurugram
Date: 16/07/2024