



EXIM ROUTES LIMITED

Formerly Known as Exim Routes Private Limited)

421, 4th Floor, Suncity Success Tower, Sector-65 Golf Course Road

Extension, Gurugram-122101, HR

(INDIA)Email:cs.er@eximroutes.in GSTIN:06AAFCE4612E1Z3CIN:U51909
HR2019PLC115525

NOTICE OF 14th BOARD MEETING (BM: 14/2025-2026)

To,
The Board of Directors,
Exim Routes Limited
4th Floor, Suncity Success Tower,
Sector-65, Golf Course Road Extension, Gurugram,
Badshahpur, Haryana- 122101, India.

Subject: Notice for the 14th Board of Directors Meeting of M/s Exim Routes Limited ("Company") for the F.Y. 2025-26 pursuant to Section 173(3) of the Companies Act, 2013

Dear Sir(s),

This is to bring to your kind notice that 14th meeting of the Board of Directors of the Company for the F.Y. 2025-26 is scheduled to be held as under:

Date : January 30, 2026
Day : Friday
Time : 05:00 P.M.(IST)
Venue : 4th Floor, Suncity Success Tower, Sector-65, Golf Course Road Extension, Gurugram, Badshahpur, Haryana, India, 122101.

The detailed agenda which are likely to be transacted at the meeting, are attached herewith.

Please make it convenient to attend the meeting.

Yours faithfully,
For **Exim Routes Limited**
(Formerly Known as Exim Routes Private Limited)

Richa Anand
Company Secretary & Compliance Officer
M. No- A64649

Date: 23-01-2026
Place: Gurgaon

Encl:

1. *Agenda of the Board Meeting.*
2. *Notes to Agenda of the Board Meeting.*

AGENDA OF THE BOARD MEETING TO BE HELD ON JANUARY 30, 2026

S. NO.	ITEMS/MATTERS TO BE DISCUSSED AT THE MEETING
A.	<u>INTRODUCTORY MATTERS</u>
1.	To take the chair and welcome Board Members and confirm the quorum present at the meeting.
2.	To grant leave of absence if any
3.	To confirm the minutes of last Board Meeting.
B.	<u>MATTERS FOR NOTING, DISCUSSION AND APPROVAL</u>
4.	To Take Note of Resignation of Mr. Govind Rai Garg from Directorship.
5.	Consider and Approve the Dissolution of the IPO Committee
6.	Consider and Approve the Constitution of the Executive Committee of the Board.
7.	Consider and Approve Onboarding of M/s Altrocks Tech Private Limited for development of ERIS App
8.	To Take Note of Compliances applicable to the Company
9.	Consider and Approve Unaudited Financial Results
10.	Consider and Approve the Limited Review Report of the Statutory Auditors
C.	<u>OTHER MATTERS</u>
11.	Any other matter with the permission of the chair and with the consent of majority of the Directors present in the meeting.
12.	Vote of thanks.

NOTES TO AGENDA OF THE BOARD MEETING

Item No.1: To take the chair and welcome Board Members and confirm the quorum present at the meeting.

Notes: The Directors will appoint the Chairperson who shall take the chair and welcome the Board members.

Further the quorum present shall be 1/3rd of total strength or 3 Directors whichever is higher in accordance with Section 174 (1) of Companies Act, 2013 and Articles of Association of the Company.

Item No. 2: To grant leave of absence, if any.

The Board is required to grant leave of absence, if any, to the Director(s) who will not be available to attend the meeting. The Directors may apply for Leave of Absence.

Item No. 3: To confirm the minutes of last Board Meeting.

Notes: The minutes of the previous meeting of Board of Directors are to be read and considered.

Item No. 4: To Take Note of Resignation of Mr. Govind Rai Garg from Directorship.

The Board is informed of the resignation of **Mr. Govind Rai Garg**, Director of the Company, on **21st January, 2025**. Consequently, in terms of Section 168 (1) of the Companies Act, 2013, the office of Director held by him has become vacant.

The Board is requested to take note of the same and place on record its appreciation of the valuable services and contributions rendered by him during his tenure as Director of the Company.

Item No. 5: Consider and approve dissolution of The IPO Committee.

Notes: The Company has successfully completed its Initial Public Offer (IPO), and the equity shares of the Company have been duly allotted and listed on the recognized stock exchange(s). All major activities relating to the IPO, including regulatory filings, allotment of securities, refunds, and listing formalities, have been substantially completed.

In view of the completion of the IPO and the fulfillment of the objectives thereof, it is considered appropriate to formally record the successful completion of the IPO, approve and ratify all actions taken in connection therewith, declare the IPO process closed, and dissolve the IPO Committee.

Accordingly, the following resolution is proposed for consideration and approval of the Board.

“RESOLVED THAT pursuant to the successful completion of the Initial Public Offer (IPO) of the Company and the listing and commencement of trading of the equity shares of the Company on the recognized stock exchange(s), the Board hereby takes note of and records the successful completion of the IPO process.

RESOLVED FURTHER THAT all acts, deeds, matters, and things done by the Board of Directors, IPO Committee, officers of the Company, lead managers, legal advisors, auditors, registrars, bankers, and other intermediaries in connection with the IPO, including filing of offer documents, allotment of securities, refunds, listing formalities, and regulatory compliances, be and are hereby approved, ratified, and confirmed.

RESOLVED FURTHER THAT upon completion of all post-issue formalities and compliances, the IPO process be and is hereby declared closed, and the IPO Committee stands dissolved with immediate effect, subject to completion of any residual or consequential actions.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to take all such steps as may be necessary or incidental for giving effect to this resolution, including filing of necessary intimations, returns, and documents with the Registrar of Companies, stock exchange(s), SEBI, or any other statutory or regulatory authority.

RESOLVED FURTHER THAT a certified copy of this resolution be provided to such authorities, intermediaries, or persons as may be required under law or for the purpose of implementation of this resolution.”

Item No. 6: Consider and Approve the Constitution of the Executive Committee of the Board.

Notes: Section 179(3) of the Companies Act, 2013 read with Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 specifies certain powers which are mandatorily required to be exercised by the Board of Directors only by means of resolutions passed at duly convened Board Meetings and which cannot be delegated.

However, in the ordinary course of business, the Company is required to take various operational, administrative, and procedural decisions such as opening and operating bank accounts and demat accounts, authorizing officers to represent the Company before banks, depositories, government authorities, and other third parties, and execution of documents and instruments necessary for day-to-day functioning of the Company. These matters are not covered under Section 179(3) of the Act and may be delegated by the Board.

In order to streamline operations, ensure timely decision-making, and reduce the need for frequent Board approvals for routine matters, it is proposed to constitute a sub-committee of the Board, to be called the **Executive Committee**, and to delegate defined powers, subject to overall supervision, control, and review by the Board.

Accordingly, the following resolution is placed before the Board for its consideration and approval.

“RESOLVED THAT pursuant to the provisions of Sections 173, 179, 184, and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, and in accordance with the Articles of Association of the Company, the Board of Directors hereby constitutes a sub-committee of the Board to be known as the **‘Executive Committee’** with effect from 31st January, 2026.

RESOLVED FURTHER THAT the Executive Committee shall consist of the following Director of the Company:

Mr. Manish Goyal	Member
Mr. Pallav Singal	Member
Mr. Vivinprasath Devaraj	Member

RESOLVED FURTHER THAT Ms. Richa Anand, Company Secretary shall be the Secretary to the Committee.

RESOLVED FURTHER THAT the Executive Committee is hereby delegated authority to exercise and perform, on behalf of the Board, such powers, functions, and duties as are not required to be exercised by the Board under Section 179(3) of the Companies Act, 2013 or under any other applicable law, and which are in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Executive Committee shall not exercise any powers which are required to be exercised exclusively by the Board under Section 179(3) of the Companies Act, 2013 or any other applicable law, including but not limited to approval of financial statements, borrowing of monies, investment of funds, granting of loans or guarantees, approval of mergers or acquisitions, or matters reserved for shareholders.

RESOLVED FURTHER THAT the Executive Committee shall meet as and when required, follow such procedures as may be determined by it, and shall place a summary of decisions taken by it before the Board at the immediately succeeding Board Meeting for noting and ratification, if required.

RESOLVED FURTHER THAT all acts, deeds, and things done by the Executive Committee or by any person authorised by it pursuant to this resolution be and are hereby approved and ratified by the Board.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, and things as may be necessary, expedient, or incidental to give effect to this resolution, including making necessary entries in statutory registers and issuing certified copies of this resolution as and when required.”

Item No. 7: Consider and Approve On boarding of M/s Altrocks Tech Private Limited for development of ERIS App

Notes: In line with the Company’s ongoing digital transformation initiatives and to enhance operational efficiency, governance, and reporting mechanisms, the Company proposes to implement the next phase of development of “Exim Routes Intelligence System (ERIS) App”.

After evaluation of technical capability, experience, data security standards, and commercial terms, the management has identified M/s Altrocks Tech Private Limited, a company incorporated under the Companies Act, 2013 and having its registered office at D. No-1/117, Nadu Street, Perumpathur, Sankaran Kovil, Tirunelveli, Tamilnadu, 627756, as a suitable vendor for the development, implementation and technical support for next phase of ERIS App. However, maintenance of the current live version of ERIS will continue to be done by the existing vendor - Jina Code system LLP.

In order to proceed with onboarding of the vendor and execution of necessary agreements in compliance with the applicable provisions of the Companies Act, 2013, SEBI LODR Regulations, and internal policies of the Company, approval of the Board is sought.

Accordingly, the following resolution is placed before the Board for its consideration and approval.

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company, and the internal policies of the Company, the consent of the Board of Directors be and is hereby accorded for on boarding M/s Altrocks Tech Private Limited, having its registered office at D. No-1/117, Nadu Street, Perumpathur, Sankaran Kovil, Tirunelveli, Tamilnadu, 627756, as a vendor for the development, implementation and technical support for next phase of ERIS App, on such terms and conditions as may be finalized by the authorized officials of the Company.

RESOLVED FURTHER THAT the engagement with the said vendor shall be subject to execution of appropriate agreements and data protection and information security undertakings, ensuring compliance with applicable laws, cyber security standards, and the Company’s internal policies.

RESOLVED FURTHER THAT the Board hereby authorizes any Director and/or the Chief Executive Officer and/or the Company Secretary of the Company, jointly or severally, to:

- Finalize, negotiate, and execute all agreements, amendments, work orders, and related documents with the vendor;
- Approve minor technical, commercial, or operational modifications within the overall scope and budget approved by the Board;
- Ensure compliance with SEBI LODR Regulations, applicable data protection laws, and internal IT governance and risk management frameworks;
- Take all such steps, actions, and decisions as may be necessary or incidental to give effect to this resolution.

RESOLVED FURTHER THAT the implementation and performance of the vendor shall be subject to periodic review by the management and, where required, reported to the Board and/or the Audit Committee in accordance with the Company’s governance and risk management practices.

RESOLVED FURTHER THAT all acts, deeds, and things done by the officers of the Company in connection with the above engagement prior to the passing of this resolution be and are hereby approved and ratified.”

Item No. 8: To Take Note of Compliances applicable to the company.

Notes: The Chairman will inform the Board that, in line with the Regulation 17(3) of SEBI (Listing and Obligations and Disclosure Requirements) Regulation, 2015 there is a statutory requirement of the periodic review of compliance and non-compliance as well as steps taken to rectify by the Company.

The Board is requested to pass the following resolution with or without modification.

"RESOLVED THAT the Board of Directors do hereby take note of the Quarterly compliances and instances of non-compliance as well as steps taken by the Company under the provisions of the SEBI (LODR) Regulation, 2015 for the half year ended 31st December, 2025."

Item No. 9: Consider and Approve Unaudited Financial Results.

Notes: The financial performance of the Company for the half-year ending on 30th September, 2025 will be finalized and presented for approval in accordance with the provisions of Companies Act 2013 & Regulation 33 of SEBI (Listing Obligation and Disclosure Requirements) 2015.

In compliance with these regulatory provisions, the Company proposes to seek approval.

The Board is requested to pass the following resolution with or without modification.

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws and regulations, the Unaudited Financial Statements of M/s Exim Routes Limited for the half ended on 30th September 2025, as placed before the meeting, duly approved by the Audit Committee, of the Board and initialed by the Chairman for the purpose of identification be and are hereby approved and Mr. Manish Goyal, Executive Director of the Company be and is hereby authorized to authenticate and put signature thereon.

RESOLVED FURTHER THAT Mr. Manish Goyal and Mr. Pallav Singal, Directors and/or Mr. Anshul Bansal, CFO of the Company be and are hereby authorized to submit the said Financial Statements to the National Stock Exchange of India Limited as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and to do all such acts, deeds, and things as may be necessary to give effect to this resolution."

Item No. 10: Consider and Approve the Limited Review Report of the Statutory Auditors.

Notes: The Limited Review Report issued by the Statutory Auditors of the Company for the half year ending on 30th September, 2025 is placed before the Board for its consideration and approval.

The Statutory Auditors have conducted the Limited Review in accordance with applicable Standards on Review Engagements and relevant provisions of law. The Directors are requested to review the observations, if any, contained in the report.

A draft resolution is placed before the Board for approval.

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and other applicable provisions, if any, and in accordance with applicable accounting standards, the Limited Review Report issued by the Statutory Auditors of the Company for the half ended on 30th September 2025 as placed before the Board, be and is hereby considered and approved.

RESOLVED FURTHER THAT the observations, if any, made by the Statutory Auditors in the said Limited Review Report be and are hereby noted, and the management be and is hereby directed to take such actions as may be necessary to address the same.”

Item No. 11: Any Other matter with the permission of the chair and with the consent of majority of the Directors present in the meeting.

The Board may take up any other matter with the permission of Chairperson.

Item No.12: Vote of thanks.

To move vote of thanks and close the meeting.