



EXIM ROUTES LIMITED

(Formerly:- Exim Routes Private Limited)

421, 4th Floor, Suncity Success Tower,
Sector-65 Golf Course Road Extension,
Gurugram-122101, HR (INDIA)



+91 1244103091

GSTIN: 06AAFCE4612E1Z3

CIN: L51909HR2019PLC115525

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 1st Extra-Ordinary General Meeting ('EGM') of 2026-2027 of the Members of Exim Routes Limited ("the Company") will be held on **Monday, July 13, 2026, at 03:00 PM (IST)** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") deemed to be conducted at the Registered Office of the Company at **421, Suncity Success Tower, Sector – 65, Golf Course Road Extension, Gurgaon – 122101, Haryana, India** to transact the following business:

SPECIAL BUSINESS:

Resolution No. 1: Appointment of Mr. Shubham Khandelia (DIN: 10854834) as an Independent Director of the Company.

To consider, and, if thought fit, approve the appointment of Mr. Shubham Khandelia (DIN: **10854834**) as an Independent Director (Non-Executive) of the Company to hold office for a first term of consecutive Five years and to pass, with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Shubham Khandelia (DIN: **10854834**), who was appointed as an Additional Director by the Board of Directors of the Company (“the Board”) based on the recommendation of the Nomination and Remuneration Committee with effect from May 08, 2026 pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, and who meets the criteria for independence under Section 149(6) of the Act, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office for a first term of consecutive five years up to May 07, 2031.”

RESOLVED FURTHER THAT the Board (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

Resolution No. 2: Ratification of the Pre – IPO ESOP Scheme (Exim Routes ESOP Plan 2025).

To consider, and, if thought fit, ratification of the ESOP Plan 2025 as approved by the Shareholder in the meeting held on 23rd May, 2025, to align it with the provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and to pass, with or without modification (s), the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, Regulation 12(1)(ii), Regulation 12(2) and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SEBI SBEB & SE Regulations') and other applicable laws, rules and regulations, the consent of the Members be and is hereby accorded for ratification and approval of the 'Exim





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Routes ESOP Plan 2025', being a pre-IPO employee stock option scheme of the Company, and for approval of the modifications thereto as placed before the Members."

"RESOLVED FURTHER THAT the modifications to the Exim Routes ESOP Plan 2025 are in conformity with the provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and are not detrimental to the interests of the employees/option holders of the Company."

Resolution No. 3: Approval for Modification of Exim Routes ESOP Plan 2025 by Increase in the Employee Stock Option Pool from 5,51,296 Options to 15,00,000 Options and to consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, Regulation 6(1), Regulation 7 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 consent of the Members of the Company be and is hereby accorded for modification of the 'Exim Routes ESOP Plan 2025' by increasing the maximum number of Employee Stock Options available for grant under the Scheme from 5,51,296 (Five Lakhs Fifty-One Thousand Two Hundred Ninety-Six) options to 15,00,000 (Fifteen Lakhs) options, exercisable into an equivalent number of equity shares of the Company, on such terms and conditions as may be determined in accordance with the provisions of the Scheme."

"RESOLVED FURTHER THAT the increase in the option pool and the consequent modification of the Exim Routes ESOP Plan 2025 be and is hereby approved under Regulation 7 of the SEBI SBEB & SE Regulations, 2021."

"RESOLVED FURTHER THAT all other terms and conditions of the Exim Routes ESOP Plan 2025 shall remain unchanged."

Resolution No. 4: Approval for Grant of options to employee of subsidiary under the "Exim Routes ESOP Plan 2025" and to consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, Regulation 6(3)(c) and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SEBI SBEB & SE Regulations'), and other applicable laws, rules, regulations and guidelines, consent of the Members of the Company be and is hereby accorded to extend the benefits of the 'Exim Routes ESOP Plan 2025' to such employees, whether working in India or outside India, of the existing and future subsidiary company(ies) of the Company, and to grant employee stock options exercisable into equity shares of the Company on such terms and conditions as may be determined in accordance with the provisions of the Scheme."





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"RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Nomination and Remuneration Committee be and are hereby authorised to grant such number of employee stock options to the eligible employees of the subsidiary company(ies) from time to time within the overall limits approved under the Exim Routes ESOP Plan 2025."

**By and order of Board
For Exim Routes Limited
(Formerly Known as Exim Routes Private Limited)**

**Richa Anand
Company Secretary & Compliance Officer
Membership No. A64649**



The Instructions for Members for Remote E-Voting and Joining General Meeting are as Under:-

The remote e-voting period begins on **Friday, 10th July, 2026 at 09:00 A.M.** and ends on **Sunday, 12th July, 2026 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Monday 06th July, 2026**, 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 Monday 06th July, 2026.

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.	<ol style="list-style-type: none"><li data-bbox="537 1241 1393 1669">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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.<li data-bbox="537 1717 1393 1984">2. 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.

3. 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>
4. 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.
5. 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

1. 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.
2. 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

	<p>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.</p> <p>3. 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.</p> <p>4. 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.</p>
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.

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?

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

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and 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 CS SHUBHAM SINHA csshubham@csssa.co.in 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 to Aman Goyal at evoting@nsdl.com.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs.er@eximroutes.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs.er@eximroutes.in. 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.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

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

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

1. Member will be provided with a facility to attend the EGM/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 cs.er@eximroutes.in.. The same will be replied by the company suitably.

Contact Details

Company Exim Routes Limited
Registered Officer : 421, 4th Floor, Suncity Success Tower, Sector – 65, Golf Course Extension Road, Badshahpur, Gurugram, Haryana -122101.
CIN: L51909HR2019PLC115525
Email: cs.er@eximroutes.in

Registrar and Share Transfer Agent Maashitla Securities Private Limited
451, Krishna Apra Business Square, Netaji Subhash Place, Pitampura, Delhi - 110034, India
Email: contact@maashitla.com

E- Voting Agency National Securities Depository Limited
E-mail ID: evoting@nsdl.co.in

Scrutinizer Shubham Sinha & Associates
Practicing Company Secretary
Email: csshubham@csssa.co.in

By and order of Board
For Exim Routes Limited
(Formerly Known as Exim Routes Private Limited)

Richa Anand
Company Secretary & Compliance Officer
Membership No. A64649



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

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Items No. 1 to 3 of the accompanying Notice:

SPECIAL BUSINESS:

Resolution No. 1: Appointment of Mr. Shubham Khandelia (DIN: 10854834) as an Independent Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on May 08, 2026, appointed Mr. Shubham Khandelia (DIN: 10854834) as an Additional Director in the capacity of Independent Director (Non-Executive) of the Company with effect from May 08, 2026, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and the Articles of Association of the Company.

The Company has received from Mr. Shubham Khandelia (i) consent to act as a Director in Form DIR-2, (ii) declaration confirming that he is not disqualified from being appointed as a Director under Section 164 of the Act, (iii) declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and (iv) confirmation that he has registered his name in the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs, wherever applicable.

The Board is of the opinion that Mr. Shubham Khandelia fulfils the conditions specified in the Act, the rules made thereunder and the SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The Board believes that his knowledge, experience, expertise and professional background will be of significant value to the Company and will contribute effectively to the deliberations of the Board.

In accordance with the provisions of Sections 149, 150 and 152 of the Act read with Schedule IV thereto and the applicable provisions of the SEBI Listing Regulations, approval of the Members by way of a Special Resolution is sought for appointment of Mr. Shubham Khandelia as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, for a first term of five consecutive years commencing from May 08, 2026 and ending on May 07, 2031.

Brief profile and other details of Mr. Shubham Khandelia, as required under the Companies Act, 2013 and the SEBI Listing Regulations, are provided in the Annexure forming part of this Notice.

Except Mr. Shubham Khandelia and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. [1] of the Notice.





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The Board of Directors recommends the Special Resolution set out at Item No. [1] of the Notice for approval by the Members.

Item No. 2: Ratification of the Pre – IPO ESOP Scheme (Exim Routes ESOP Plan 2025).

The Members of the Company had approved the "Exim Routes ESOP Plan 2025" by way of a Special Resolution passed at the Extraordinary General Meeting of the Company held on May 23, 2025. The Scheme was formulated with the objective of attracting, retaining, motivating and rewarding employees and aligning their interests with the long-term growth and performance of the Company.

Subsequent to the approval of the Scheme, the equity shares of the Company have been listed on the Stock Exchange(s). In terms of Regulation 12(1)(ii) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), every pre-IPO employee stock option scheme is required to be ratified by the shareholders of the listed company subsequent to its initial public offering before any fresh grant is made under such scheme.

The Board confirms that the proposed modifications are not detrimental to the interests of the employees and option holders of the Company and that the Scheme, as modified, shall continue to operate in accordance with the provisions of the SEBI SBEB & SE Regulations, 2021.

A copy of the Exim Routes ESOP Plan 2025 along with the proposed modifications shall be available for inspection by the Members during business hours at the Registered Office of the Company and shall also be made available electronically for inspection by the Members up to the date of the General Meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution except to the extent of the stock options that may be granted to them under the Exim Routes ESOP Plan 2025, if any.

The Board of Directors recommends the Special Resolution set out at Item No. [2] of the Notice for approval by the Members.

Item No. 3: Approval for Modification of Exim Routes ESOP Plan 2025 by Increase in the Employee Stock Option Pool from 5,51,296 Options to 15,00,000 Options and to consider and, if thought fit, to pass the following resolution as a Special Resolution:

The Members of the Company had approved the "Exim Routes ESOP Plan 2025" for grant of Employee Stock Options to the eligible employees of the Company in accordance with the provisions of the Companies Act, 2013 and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations").





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The ESOP Scheme has been implemented with the objective of attracting, motivating, rewarding and retaining talented employees and creating long-term value for all stakeholders by aligning employee interests with the growth and performance of the Company.

Considering the Company's growth plans, future talent acquisition requirements and the need to provide long-term equity-based incentives to a larger pool of eligible employees, the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, has approved the proposal to increase the maximum number of Employee Stock Options available for grant under the Exim Routes ESOP Plan 2025 from **5,51,296 (Five Lakhs Fifty-One Thousand Two Hundred Ninety-Six) Options** to **15,00,000 (Fifteen Lakhs) Options**, subject to approval of the Members.

Pursuant to Regulation 6(1) read with Regulation 7 of the SEBI SBEB & SE Regulations, any variation in the terms of an employee benefit scheme requires approval of the shareholders by way of a Special Resolution, provided that such variation is not detrimental to the interests of the employees.

The proposed increase in the option pool is intended to provide greater flexibility to the Company for rewarding and retaining existing employees and attracting new talent. The proposed modification does not adversely affect the rights or interests of existing option holders and is not detrimental to the interests of employees of the Company, Except for the increase in the maximum number of options available for grant under the Scheme from 5,51,296 Options to 15,00,000 Options, all other terms and conditions of the Exim Routes ESOP Plan 2025 shall remain unchanged.

A copy of the "Exim Routes ESOP Plan 2025" together with the proposed amendments shall be available for inspection by the Members during business hours at the Registered Office of the Company and shall also be available electronically up to the date of the General Meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution except to the extent of the employee stock options that may be granted to them under the Exim Routes ESOP Plan 2025, if any.

The Board of Directors recommends the Special Resolution set out at Item No. [3] of the Notice for approval by the Members.

Item No. 4: Approval for Grant of options to employee of subsidiary under the "Exim Routes ESOP Plan 2025" and to consider and, if thought fit, to pass the following resolution as a Special Resolution:

The Company has instituted the "Exim Routes ESOP Plan 2025" with the objective of attracting, motivating, rewarding and retaining talented employees and aligning their interests with the long-term growth and performance of the Company.

In order to foster employee ownership and incentivise employees across the group structure, the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, has approved





EXIM ROUTES LIMITED

(Formerly- Exim Routes Private Limited)



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Sector-65 Golf Course Road Extension,
Gurugram-122101, HR (INDIA)



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the proposal to extend the benefits of the Exim Routes ESOP Plan 2025 to the eligible employees of the existing and future subsidiary company(ies) of the Company, whether working in India or outside India.

Pursuant to Regulation 6(3)(c) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”), a separate approval of the shareholders by way of a Special Resolution is required for grant of stock options to employees of subsidiary company(ies).

The proposed resolution seeks approval of the Members to enable the Company to grant employee stock options under the Exim Routes ESOP Plan 2025 to such eligible employees of the subsidiary company(ies), as may be determined by the Board of Directors and/or the Nomination and Remuneration Committee, from time to time, within the overall limits approved under the Scheme.

The stock options granted to employees of subsidiary company(ies) shall be governed by the terms and conditions of the Exim Routes ESOP Plan 2025 and applicable provisions of the Companies Act, 2013 and the SEBI SBEB & SE Regulations. The grant of options under the Scheme is intended to strengthen employee engagement, reward performance and align the interests of employees of the subsidiary company(ies) with the long-term objectives of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution except to the extent of the employee stock options that may be granted to them or their relatives under the Exim Routes ESOP Plan 2025, if any.

The Board of Directors recommends the Special Resolution set out at Item No. [4] of the Notice for approval by the Members.

**By and order of Board
For Exim Routes Limited
(Formerly Known as Exim Routes Private Limited)**

**Richa Anand
Company Secretary & Compliance Officer
Membership No. A64649**





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Annexure to Item No. 1 of the Notice

Details of Directors seeking appointment and re-appointment at the forthcoming Extra Ordinary General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of the Director	Mr. Shubham Khandelia
Date of Birth	26/10/1998
Nationality	Indian
Date of Appointment on the Board	08-05-2026
Qualifications	Chartered Accountant
Expertise in specific functional area	Expertise in forecasting, business-case evaluations, and performance monitoring. A strategic and agile thinker known for driving change by tackling ambiguous problems and effectively communicating solutions.
Number of shares held in the Company	NIL
List of the directorships held in other companies*	NIL
Relationships between Directors inter-se	None

