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

Date: 07-09-2026

To,
The Manager (Listing/ Compliance)
National Stock Exchange of India Ltd
Exchange Plaza, Bandra Kurla Complex
Bandra (E), Mumbai- 400051
ISIN: INE191001020

**NSE SYMBOL: EXIMROUTES**

**Subject: Submission of Revised Notice of the 7th Annual General Meeting**

**Dear Sir/Madam,**

With reference to the Notice of the 7th Annual General Meeting ("AGM") of the Members of Exim Routes Limited ("Company") dated 30th August, 2026, we hereby submit the Revised Notice of the 7th AGM of the Company for your information and records.

The Revised Notice is being issued in continuation of and in supersession of the Notice dated 30th August, 2026, pursuant to the decision of the Board of Directors of the Company to postpone and reschedule the date of the 7th AGM.

Accordingly, the 7th AGM of the Company, which was earlier scheduled to be held on Wednesday, 23rd September, 2026 at 03:00 P.M. (IST)through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), shall now be held on Wednesday, 30th September, 2026 at 03:00 P.M.(IST) through VC/OAVM.

Further, during the review of the AGM Notice, it was observed that an item of Ordinary Business relating to the **retirement of a Director by rotation and his re-appointment** had inadvertently been omitted from the Notice dated 30th August, 2026. Accordingly, the said item has been incorporated as **Item No. 2 under the heading "ORDINARY BUSINESS"** in the Revised Notice.

The Revised Notice has been prepared in accordance with the applicable provisions of the **Companies Act, 2013, rules made thereunder, Secretarial Standard-2 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, as amended from time to time.

The Schedule of Event for the purpose of e-voting are as follows:-

| | |
|---|---|
| Date of Dispatch of Notice | 07-09-2026 |
| Date of Meeting | 30-09-2026 |
| Cut- Off Date | 23-09-2026 |
| Remote E- Voting start date | 27-09-2026 |
| Remote E- Voting start time | 09:00 A.M |
| Remote E- Voting End date | 29-09-2026 |
| Remote E- Voting End time | 05:00 P.M |

We hereby request you to kindly take the **Revised Notice of the 7th AGM** on record
Thanking you,
Yours faithfully,

For Exim Routes Limited
(Formerly Known as Exim Routes Private Limited)

RICHA ANAND
Digitally signed by RICHA ANAND
Date: 2026.09.07 18:11:50 +05'30'

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

**REVISED NOTICE OF THE 7TH ANNUAL GENERAL MEETING**

This Revised Notice is being issued in continuation of and in supersession of the Notice dated 30th August, 2026 convening the 7th Annual General Meeting ("AGM") of the Members of Exim Routes Limited ("Company"), pursuant to the decision of the Board of Directors of the Company to postpone and reschedule the date of the AGM.

Accordingly, the 7th AGM of the Company, which was earlier scheduled to be held on Wednesday, 23rd September, 2026 at 03:00 P.M. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), shall now be held on Wednesday, 30th September, 2026 at 03:00 P.M. (IST) through VC/OAVM.

Further, while reviewing the Notice of the 7th AGM, it was observed that an item of Ordinary Business relating to the retirement of a director by rotation and his re-appointment had inadvertently been omitted from the Notice dated 30th August, 2026.

Accordingly, pursuant to the applicable provisions of the Companies Act, 2013, rules made thereunder, Secretarial Standard-2 and other applicable laws and regulations, the following item shall be inserted as **Item No. 2 under the heading "ORDINARY BUSINESS"** of the Notice of the 7th AGM:

The Members are hereby informed that the following item of business is being inserted under the heading "**ORDINARY BUSINESS**" in the Notice of the 7th AGM:

**ORDINARY BUSINESS:**

**1. To receive, consider and adopt:**

a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon;

b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon;

**2. To consider and approve the re-appointment of Mr. Manish Goyal as Director of the Company, liable to retire by rotation and being eligible, offers himself for re-appointment.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made thereunder, Mr. Manish Goyal (DIN: 08126341), who retires by rotation at the ensuing Annual General Meeting and, being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or the Company Secretary & Compliance Officer be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

**SPECIAL BUSINESS:**

**3. To consider and approve the appointment of Shubham Sinha & Associates as Secretarial Auditor of the company for 5 years from the financial year 2026–27 to 2030–31.**

"**RESOLVED THAT** pursuant to the applicable provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provision made thereunder, consent of the Members of the Company be and is hereby accorded to appoint M/s Shubham Sinha & Associates as the Secretarial Auditor of the Company for a period of five consecutive financial years commencing from FY 2026–27 to FY 2030–31, to conduct the secretarial Audit of the Company for the Financial Year 2026-2027, on such terms and conditions as may be mutually agreed.

**RESOLVED FURTHER THAT** Ms. Richa Anand, Company Secretary & Compliance Officer of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary to give effect to the aforesaid resolution, including placing the proposed appointment before the Members for their approval, wherever applicable."

**4. To consider and approve the additional disclosures pursuant to Regulation 6(2) read with Part C of Schedule I of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 in respect of the Exim Routes ESOP Plan 2025 and to address the observation/query raised by the National Stock Exchange of India Limited ("NSE").**

**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder, Regulation 12 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"), including the applicable requirements prescribed under **Part C of Schedule I** thereto, as amended from time to time, the consent of the Members of the Company be and is hereby accorded to **approve and adopt the additional disclosures** undertaken by the Company in respect of the **Exim Routes ESOP Plan 2025** ("ESOP Plan"), as set out in the Explanatory Statement annexed to this Notice, with a view to ensuring compliance with the applicable provisions of the SEBI SBEB & SE Regulations, 2021 including the requirements of Part C of Schedule I thereof, and to address and comply with the observation/query raised by the **National Stock Exchange of India Limited ("NSE")**.

Sd/-
Richa Anand
Company Secretary & Compliance Officer
Membership No. A64649

Date: 06-09-2026
Place: Gurgaon

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. The Members can join the EGM/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 EGM/AGM through VC/OAVM will be made available for 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.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. 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) the Secret arial St andard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time 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 (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 e-voting on the date of the AGM will be provided by NSDL.

6. 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://eximroutes.ai/ . The Notice can also be accessed from the websites of the Stock Exchanges National Stock Exchange of India Limited at www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

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

**The remote e-voting period begins on Sunday, 27th September, 2026 at 09:00 A.M. and ends on Tuesday, 29th September, 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. Wednesday, 23rd September, 2026 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, 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 | 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, |

| | |
|---|---|
| securities in demat mode with NSDL. | 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.<br>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.<br>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<br>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.<br>5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.<br>**NSDL Mobile App is available on**<br>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.<br>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 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.<br>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.<br>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. |
| 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.**

**<u>How to Log-in to NSDL e-Voting website?</u>**

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<br><br>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<br><br>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<br><br>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 user 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 the General Meeting on NSDL e-Voting System?**

1. Select the "EVEN" of the Company for which you wish to cast your vote during the remote e-Voting period and during the General Meeting. For joining the General Meeting, click on the "VC/OAVM" link placed under "Join Meeting".

2. You are now ready for e-Voting, and the Voting page will open.

3. Cast your vote by selecting the 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 then "Confirm" when prompted.

4. Upon confirmation, the message "Vote cast successfully" will be displayed.

5. You can also take a printout of the votes cast by clicking on the "Print" option on the confirmation page.

6. 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 at 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 Goel 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 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 EGM/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 cs.er@eximroutes.in. The same will be replied by the company suitably.

**STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER**

**Item No. 2 – Re-appointment of Mr. Manish Goyal as Director, liable to retire by rotation**

In accordance with the provisions of Section 152 of the Companies Act, 2013 ("Act"), Mr. Manish Goyal (DIN: 08126341) is liable to retire by rotation at the ensuing Annual General Meeting and, being eligible, has offered himself for re-appointment.

Mr. Manish Goyal has been associated with the Company and has contributed to the affairs and growth of the Company through his experience, knowledge and guidance. The Board of Directors is of the opinion that his continued association with the Company as a Director would be beneficial to the Company.

Accordingly, the Board recommends the re-appointment of Mr. Manish Goyal as a Director of the Company, liable to retire by rotation, for approval of the Members by way of an Ordinary Resolution.

The requisite details of Mr. Manish Goyal, as required under the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings, are provided below:

| Particulars | Details |
|---|---|
| **Name of Director** | Mr. Manish Goyal |
| **DIN** | 08126341 |
| **Date of Birth / Age** | 03/11/1985 |
| **Date of first appointment on the Board** | 23/04/2019 |
| **Qualification** | B.Tech |
| **Brief Resume / Experience** | Mr. Manish Goyal, aged 40 years, is the promoter and Director of our Company since its incorporation, i.e., from 23 April 2019. Subsequently, he was also appointed as the Chief Executive Officer (CEO) of our Company on 7 January 2025. Thereafter, on 7 April 2025, his designation was changed from Non-Executive Director to Executive Director. He holds a Bachelors in Technology (B. Tech) in Pulp and Paper Engineering from the Indian Institute of Technology (IIT) Roorkee in the year 2008. He has over 16 years of experience in the industry, specializing in the Pulp and Paper sector. He is responsible for looking at all day-to-day operations and ensuring alignment in the |

| | |
|---|---|
| | company's business. |
| **Expertise in specific functional areas** | Mr. Goyal has over 17 years of experience in the industry, specializing in the Pulp and Paper sector. |
| **Directorships in other Companies** | NA |
| **Membership/Chairmanship of Committees of other Boards** | Stakeholder Relationship Committee – Chairman<br>Nomination and Remuneration Committee – Member<br>Audit Committee – Member<br>Executive Committee - Member |
| **Listed entities from which the person has resigned during the last three years** | NA |
| **Number of Board Meetings attended during FY 2025-26** | 15 |
| **Shareholding in the Company** | 8768092 |
| **Relationship with other Directors/KMP of the Company** | Spouse – Dr. Charu Jora |
| **Terms and conditions of re-appointment** | Re-appointment as Director liable to retire by rotation |
| **Remuneration sought to be paid** | Rs. 24 lacs per annum |
| **Remuneration last drawn** | Rs. 2 lacs per month |

Mr. Manish Goyal has furnished the requisite consent and declaration confirming his eligibility for re-appointment and that he is not disqualified from being appointed as a Director under the provisions of the Companies Act, 2013.

The Board of Directors recommends the resolution set out at Item No. 2 of the Notice for approval by the Members.

Except Mr. Manish Goyal and his relatives, to the extent of their respective shareholding, if any, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

**Item No. 3 To consider and approve the appointment of Shubham Sinha & Associates as Secretarial Auditor of the company for 5 years from the financial year 2026–27 to 2030–31**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 ("Act"), read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Act and rules made thereunder, the Company is required to appoint a Secretarial Auditor to conduct the Secretarial Audit of the Company and to issue the Secretarial Audit Report in the prescribed form.

The Board of Directors, at its meeting held on 21st August, 2026, considered and approved the appointment of **M/s Shubham Sinha & Associates, Company Secretaries in Practice**, as the Secretarial Auditor of the Company for a period of **five consecutive financial years commencing**

**from Financial Year 2026-27 and ending with Financial Year 2030-31**, subject to the approval of the Members of the Company.

M/s Shubham Sinha & Associates has conveyed its consent to act as the Secretarial Auditor of the Company and has confirmed that its appointment, if approved, shall be in accordance with the applicable provisions of the Act and the rules made thereunder. The firm has also confirmed that it is eligible for appointment and is not disqualified from being appointed as Secretarial Auditor of the Company.

The Secretarial Auditor shall conduct the Secretarial Audit of the Company in accordance with the applicable provisions of the Act, rules made thereunder and other applicable laws, regulations and guidelines, and shall issue the Secretarial Audit Report in the prescribed form for the respective financial years.

Shubham Sinha & Associates. Practicing Company Secretaries is a Peer Review firm having Unique Id/FRN: S2023WB943900. The firm has its office in Kolkata. Shubham Sinha & Associates, the firm provides comprehensive Legal, Secretarial and Advisory Services in the field of Corporate Laws, SEBI Laws, RBI Laws, ROC matters, SAST, Issue Management and Listing Regulations, etc.

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

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

**Item No. 4 To consider and adopt the additional disclosure as per Regulation 6 (2) of SEBI (Share Based Employee Benefits and Sweat Equity) Regulation, 2021 related to Exim Routes ESOP Plan 2025.**

**"The Members are informed that the Exim Routes ESOP Plan 2025 was ratified and modified pursuant to the Special Resolutions passed at the Extra-Ordinary General Meeting of the Company held on July 13, 2026. The relevant disclosures prescribed under Part C of Schedule I of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are set out below for completeness and transparency."**

**Disclosure in relation to the Exim Routes Limited Employee Stock Option Plan – 2025 pursuant to Regulation 6(2) read with Part C of Schedule I of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021**

**<u>Clause (a) - Brief Description of the Plan</u>**

Exim Routes Employee Stock Option Plan – 2025 ("Exim Routes ESOP Plan 2025") was approved by the Board on 19 May 2025 and by the shareholders on 23 May 2025 and subsequently ratified by the shareholders on 13 July 2026 pursuant to Regulation 12 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The Plan is intended to:

- To **reward** the Employees for their association and performance.
- To **motivate** the Employees to contribute to the growth and profitability of the Company.
- To **motivate** the Employees with incentives and reward opportunities for better performance.
- To **retain** the Employees for the growth of the Company.
- To **catapult the quality of** life of hard working, high performing, honest and loyal employees, and their families.
- Bringing a **sense of association** with the Company and its growth.

**Clause (b) - Total Number of Options, SARs, Share or benefits, as the case may be, to be offered and granted;**

The maximum number of Options that may be granted pursuant to this Plan shall not exceed 15,00,000 Options, which shall be convertible into 15,00,000 Equity Shares having face value of Rs. 05/-each.

If any Options granted under the Plan lapses or is forfeited or surrendered under any provision of the Plan, such Options shall be available for further Grant under the Plan unless otherwise determined by the Board of Directors.

Further, the maximum number of Options that can be granted and the Shares that arise upon exercise of these Options shall stand adjusted in case of Corporate Action.

Subject to the shareholders' approval through Special Resolution, the Company reserves the right to increase such number of Options and Shares as it deems fit, in accordance with the applicable laws.

**Clause (c) - Identification of classes of employees entitled to participate and be beneficiaries in the Plan;**

Classes of employees entitled to participate and be beneficiaries in the Plan are:

- Permanent employees of the Company in India or outside India;
- Directors other than Independent Directors; and
- Eligible employees/directors of the Holding Company, Subsidiary Company(ies) and Associate Company(ies), whether in India or outside India, subject to the exclusions and conditions specified in the Plan and applicable law.

**Clause (d) - Requirements of vesting and period of vesting;**

Vesting is subject to time-based and/or performance/milestone-based conditions as specified in the Grant Letter.

The Plan provides:

- 50 % based on Performance or milestone conditions (which may include Investment Agreement, Listing, Employee's performance, Team Performance, Company's performance, determined on the basis of revenue and profitability or any other performance condition the Board of Directors may decide at its discretion) as specified in Grant Letter for the Options to Vest.

- 50 % based on Time-based conditions (based on the Grantee continuing to be an employee of the Company as on certain specified dates/periods as decided by the Board of Directors at its discretion) for the Options to Vest.

**Clause (e)- Maximum period (subject to regulation 18(1) and 24(1) of these regulations, as the case may be) within which the options / benefits shall be vested;**

Maximum 4 years from the date of Grant, with minimum vesting period of one year, except in cases permitted under applicable law such as death/ Permanent Disability.

**Clause (f) - Exercise price, SAR price, purchase price or pricing formula;**

Exercise Price shall be based on the Fair Market Value of the Shares as on the date of Grant, as provided under Article 11 of the Plan.

**Clause (g)- Exercise period and process of exercise/acceptance of offer;**

Vested Options may be exercised upon occurrence of an Exercise Event, including successful listing of the Company's shares or such other event as may be approved by the Board, within the Exercise Window communicated by the Committee. The aggregate exercise period shall not exceed four years from opening of the first Exercise Window pursuant to the relevant Exercise Event.

**Clause (h)- The appraisal process for determining the eligibility of employees for the Plan;**

Eligibility and quantum of Grant/Vesting shall be determined by the Nomination and Remuneration Committee based on criteria including, loyalty/tenure, Performance of Employee, designation, Company performance, past/future potential of an Employee, replacement difficulty, attrition risk, value addition by the new entrants, if any, employment terms and other criteria determined by the Board/Committee.

**Clause (i) - Maximum number of options, SARs, shares, as the case may be, to be offered and issued per employee and in aggregate, if any;**

Aggregate maximum under the Plan: 15,00,000 Options. Normally, Options granted to an eligible employee in any one year shall not be equal to or exceed 1% of the issued capital (excluding outstanding warrants and conversions) at the time of Grant, unless separate shareholders' approval by Special Resolution is obtained as provided in the Plan and applicable law.

**Clause (j) - Maximum quantum of benefits to be provided per employee under a Plan;**

The Board of Directors shall grant Options to one or more Eligible Employees, in accordance with the terms and conditions of the Plan for the time being in force and subject to Employee’s employment terms or his continuity in the employment, and other parameters as set out by the Committee.

Subject to availability of Options in the pool under the Plan, the maximum number of Options that can be granted to any eligible Employee during any one year shall not be equal to or exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant. The Board of Directors may decide to grant such number of Options equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) to any eligible Employee as the case may be.

**Clause (k) - Whether the Plan is to be implemented and administered directly by the company or through a trust;**

The Plan shall be implemented through a Direct Route for extending the benefits to the Eligible Employees by way of fresh allotment and administered by the Nomination and Remuneration Committee.

**Clause (l) - Whether the Plan involves new issue of shares by the company or secondary acquisition by the trust or both;**

The Plan involves new issue/fresh allotment of Equity Shares by the Company upon exercise of Options. It does not involve secondary acquisition by a trust.

**Clause (m)- The amount of loan to be provided for implementation of the Plan by the company to the trust, its tenure, utilization, repayment terms, etc.;**

Not Applicable, as the Plan is implemented directly by the Company and does not involve implementation through a trust.

**Clause (n)-Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Plan;**

Not Applicable, as there is no secondary acquisition by a trust under the Plan.

**Clause (o)- A statement to the effect that the company shall conform to the accounting policies specified in regulation 15;**

The Company shall comply with the accounting policies and disclosure requirements prescribed under Regulation 15 of the **SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021** and applicable accounting standards/guidance.

**Clause (p) - The Method which the company shall use to value its options or SARs;**

The Company shall use an **appropriate valuation methodology** to value the Options granted under the Exim Routes ESOP Plan – 2025. The Plan further provides that the compensation cost shall be recognised in the books of account of the Company over the vesting period.

**Clause (q) - the following statement, if applicable:**

'In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report';

***The above statement not specifically provided in the ESOP Plan.*** *The Plan provides that an appropriate valuation methodology shall be used for valuation of the Options. Accordingly, the applicability of the prescribed disclosure under Part C clause (q) will depend upon the valuation/accounting method actually adopted by the Company.*

**Clause (r) - Period of lock-in;**

As provided in Clause 13.1 of the Plan, the Equity Shares allotted pursuant to exercise of Options may be subject to a lock-in period. However, the Board has the power to either shorten or waive of the Lock in conditions. The Grantee may sell the Shares only after completion of the applicable lock-in period. However, the Board has not imposed any lock-in period on the Equity Shares allotted pursuant to the exercise of Options under the Plan. Accordingly, the Shares shall not be subject to any lock-in restriction imposed by the Company.

**Clause (s) - Terms & conditions for buyback, if any, of specified securities covered under these regulations;**

Not Applicable. The Exim Routes ESOP Plan – 2025 does not provide for any buy-back of specified securities covered under the Plan. Accordingly, there are no terms and conditions relating to buy-back to be disclosed under this item.

"The aforesaid disclosures are being provided in accordance with Part C of Schedule I read with Regulation 6 of the SEBI SBEB & SE Regulations and are intended to provide the Members with complete information regarding the Exim Routes ESOP Plan 2025, including the modifications approved by the Members at the Extra-Ordinary General Meeting held on July 13, 2026."

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

Sd/-
Richa Anand
Company Secretary & Compliance Officer
Membership No. A64649

Date: 06-09-2026
Place: Gurgaon