

DIRECTORS' REPORT

To
The Members
BOOTES IMPEX TECH LIMITED,
(Formerly known as "BOOTES IMPEX TECH PRIVATE LIMITED")

Dear Valued Stakeholders, the Board of Directors are pleased to present the 4th Annual Report on the business and operations of your Company "together with the Audited Financial Statements for the Financial Year ended on **March 31, 2025**.

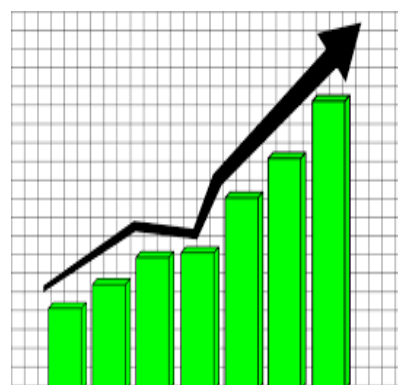
FINANCIAL PERFORMANCE

The Standalone and Consolidated Financial performance highlights of the Company for the year under review are as under:

Particulars	Standalone (Amount in Rs. Lakhs)		Consolidated (Amount in Rs. Lakhs)	
	For the Financial Year ended 31.03.2025	For the Financial Year ended 31.03.2024	For the Financial Year ended 31.03.2025	For the Financial Year ended 31.03.2024
Revenue from Operation	12,935.46	1,910.71	12,935.46	1,956.91
Other Income	1,357.54	289.63	1,357.54	289.63
Total Revenue (A)	14,293.00	2,200.35	14,293.00	2,246.55
Total Expenses (B)	8,960.88	1,059.34	9,326.06	1,103.71
Profit / (Loss) before Tax	5,332.12	1,141.01	4,966.94	1,142.84
Less: a) Current Tax	1,409.84	240.82	1,409.84	241.22
b) Deferred Tax (Credit)	2.94	1.22	2.94	1.22
c) Tax for earlier year	-	-	-	-
Profit/(Loss) after tax	3,925.22	901.40	3,560.04	902.84
Profit/(Loss) carried to Balance Sheet	3,925.22	901.40	3,560.04	902.84

OPERATING RESULTS & REVIEW OF OPERATIONS

During the year under review, the Company's Standalone Net Profit stands at **Rs. 39,25,21,904/-** (Rupees Thirty Nine Crore Twenty Five Lakhs Twenty One Thousand Nine Hundred Four only) as compared to net profit of **Rs. 9,01,40,240/-** (Rupees Nine Crore One Lakh Forty Thousand Two Hundred Forty only) in the previous year. Further as on 31st March 2025, Net worth of the Company is **Rs. 1,71,85,61,430/-** (Rupees One Hundred Seventy One Crore Eighty Five Lakhs Sixty One Thousand Four Hundred Thirty only).



STATE OF COMPANY AFFAIRS

The year was one of disciplined growth and purposeful execution. Bootes continued to strengthen its position as **India's first Net-Zero Engineering Company**, delivering infrastructure that is not only functional but also ethical, resilient, and future-ready.

From **World's first Net-Zero Cold Storage in Rewari** to the **Lete Hue Hanumanji Project in Prayagraj** inaugurated by Hon'ble Prime Minister Shri Narendra Modi, Bootes has proven that innovation and responsibility can go hand in hand.

BOOTES' business model rests on four pillars:

1. **EPC / Turnkey Delivery** – End-to-end execution with full material and energy control.
2. **Public-Private Partnerships (PPP)** – Long-term annuity-style revenues (Jhansi Exhibition Centre).
3. **Asset Ownership & Bootes Homes** – Recurring real estate income and global housing expansion.
4. **Design & Engineering Consulting** – Exporting Net-Zero expertise to global markets.

This ensures a balanced portfolio of immediate revenues and long-term recurring income streams.

CONSOLIDATED FINANCIAL STATEMENTS

Pursuant to Section 129(3) of the Companies Act, 2013, the Consolidated Financial Statements of the Company prepared in accordance with Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and applicable Accounting Standard on Consolidated Financial Statements are provided in the Annual Report.

OUTLOOK AND EXPANSION

BOOTES will continue to:

- Expand into healthcare, hospitality, and education.
- Deliver the Net-Zero Luxury Hotel (Delhi).
- Develop Net-Zero Data Centre's and smart-grid models.
- Grow international consulting, particularly in Europe, USA, and Africa.

BOOTES remains a **People's First Organisation**:

- Expanded **diverse hiring** across small towns and non-traditional backgrounds.
- Advanced **DEIB practices** – female participation, mentoring programs, multilingual onboarding
- **Quarterly Impact Circles** – recognising contributions across functions.
- **Innovation Labs** – internal hubs driving cross-functional breakthroughs.

SHARE CAPITAL

AUTHORISED SHARE CAPITAL

During the year under review, the Authorized share capital of the Company stood remain same at Rs. 27,00,00,000/- (Rupees Twenty Seven Crore only) divided into 1,45,00,000 (One Crore Forty Five Lakhs only) Equity shares of Rs. 10/- each amounting to Rs. 14,50,00,000/- (Rupees Fourteen Crore Fifty Lakhs only) and 1,25,00,000 (One Crore Twenty Five Lakhs only) Preference Shares of Rs. 10/- each amounting to Rs. 12,50,00,000/- (Rupees Twelve Crore Fifty Lakhs only).

ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL

During the year under review, the Paid-up share capital of the Company increased from Rs. 7,10,63,190/- (Rupees Seven Crore Ten Lakhs Sixty Three Thousand One Hundred Ninety only) divided into 71,06,319 (Seventy One Lakhs Six Thousand Three Hundred Nineteen only) Equity Shares of Rs. 10/- each to Rs. 7,31,94,880/- (Rupees Seven Crore Thirty One Lakhs Ninety Four Thousand Eight Hundred Eighty only) divided into 73,19,488 Equity Shares of Rs. 10/- each by adding 2,13,169 Equity Shares through Preferential Allotment.

Further the Paid-up share capital was increased to Rs. 8,41,63,430/- (Rupees Eight Crore Forty One Lakhs Sixty Three Thousand Four Hundred Thirty only) divided into 84,16,343 Equity Shares of Rs. 10/- each by adding 10,96,855 Equity Shares through Preferential Allotment.

DEBENTURES

The Company has not issued any debenture during the financial year under review.

EMPLOYEE STOCK OPTION SCHEME (ESOP)

As on the end of financial year, the Company had one Employee Stock Plan i.e. **"Employee Stock Option Plan 2024"**.

The maximum number of options which can be granted under ESOP 2024 is 5,00,000 (Five Lakhs only).

The details regarding issue of Employee Stock Option under the Employee Option Plan 2024 (ESOP 2024) required to be furnished as per the provisions of Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 are as under:

PARTICULARS	ESOP 2024	
Total Number of options outstanding under the pool of respective scheme at the beginning of the year	Nil	
Options granted during the year	5,00,000 (Five Lakhs only) Equity Shares	
Options vested as on 31 st March 2025	Nil	
Options exercised during the year	Nil	
Exercise price per option	Rs. 1,000/- (Rupees One Thousand Only)	
Vesting year of option	2 Years	
Variation of terms of option	Nil	
Money realized by exercise of option	Nil	
Total number of option in force	5,00,000 (Five Lakhs only) Equity Shares	
Employee wise option granted to:	Key Managerial Personnel	Nil
	Any other employee who receives a grant of options in any one year of option amounting to five percent or more of options granted during that year	Nil

CREDIT RATING OF SECURITIES

During the year under review, your Company has not taken or issued any bonds or any debt Instruments and neither has obtained any credit rating from any credit rating agencies.

DIVIDEND

The Directors of your Company have not recommended any dividend for the year under review.

Your Company did not have any funds lying unpaid or unclaimed for a year of 7 (seven) years. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 ('Revised Rules'), the Company was not required to file any form with the Ministry of Corporate Affairs.

TRANSFER TO RESERVES AND SURPLUS

Your Company has transferred the profit of **Rs. 39,25,21,904/-** (Rupees Thirty Nine Crore Twenty Five Lakhs Twenty One Thousand Nine Hundred Four only) to Reserve & Surplus Account for the Financial Year ended on 31st March 2025.



PUBLIC DEPOSITS

During the year under review, your Company has not accepted any deposits from the members/Directors/Public within the meaning of Section 73 read with Chapter V of the Companies Act, 2013 and Companies (Acceptance of Deposit) Rules, 2014, as amended from time to time.

CHANGE IN THE NATURE OF BUSINESS

During the year under review, there was no change in the nature of the business of your Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Your Company has a professional Board with an optimum combination of Executive Directors of various fields who bring to the table the right mix of knowledge, skills and expertise. The Board provides strategic guidance and direction to the Company in achieving its business objectives and protecting the interest of stakeholders.

The details of Directors, Key Managerial Personnel of the Company as at March 31st, 2025 are as follows:

Sr. No.	Name of Director	DIN
1.	Deepak Kumar Rai	06947059
2.	Manab Rakshit	00325827
3.	Vishal Agarwal	09264985

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Manab Rakshit, Director of the Company is liable to retire by rotation in the ensuing Annual General Meeting and is being eligible, has offered himself for re-appointment. The Board of Directors recommends his re-appointment.

During the year under review, none of the Director has been appointed and /or resigned from the Board. However, Mr. Deepak Kumar Rai has been designated as the Managing Director of your Company vide Special Resolution passed in the Extra-Ordinary General Meeting held on 28th March 2025.

There are no other changes in the composition of the Board till the date of this report.

COMPANY'S POLICY ON DIRECTORS' APPOINTMENT, BOARD EVALUATION AND REMUNERATION OF THE DIRECTOR'S AND EMPLOYEES

During the year under review, the provisions of section 178(1) relation to the constitution of the Nomination and Remuneration Committee are not applicable on your Company and hence the Company has not devised any policy relating to the appointment of Directors, payment of managerial remuneration, Director's qualifications and positive attributes of the independence of Directors and other related matters as provided under the section 178(3) of Companies Act, 2013.

STATEMENT ON DECLARATION BY INDEPENDENT DIRECTORS

During the year under review, the provisions of Section 149(6) & 149(7) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, related for the appointment of Independent Directors is not applicable on the Company.

CONSTITUTION OF AUDIT COMMITTEE

During the year under review, the provisions of Section 177 of the Companies Act, 2013 read with Companies (Meetings of Board and its Power) Rules, 2014 related to the constitution of Audit Committee is not applicable on the Company as neither the Company is listed nor it falls under the prescribed class of Company.

VIGIL MECHANISM POLICY

During the year under review, the provisions of Section 177(9) of the Companies Act, 2013 read with Companies (Meetings of Board and its Power) Rules, 2014 related to the establishment of Vigil Mechanism Policy for Directors and Employees is not applicable on your Company.

NOMINATION AND REMUNERATION COMMITTEE AND STAKEHOLDERS RELATIONSHIP COMMITTEE

During the year under review, the provisions of Section 178 of the Companies Act, 2013 read with Companies (Meetings of Board and its Power) Rules, 2014, Nomination & Remuneration Committee does not apply as your Company is neither a listed Company nor it is a public Company as per prescribed rules.

Pursuant to Section 178 of Companies Act, 2013 read with Companies (Meetings of Board and its Power) Rules 2014, Stakeholders Relationship Committee is not applicable on the Company as your Company does not have more than 1,000 shareholders, debenture holders, deposit-holders and any other security-holders at any time.

WOMAN DIRECTOR

During the year under review, the provisions of Section 149(1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, your Company is not required to comply with the provisions of Woman Director as neither the Company is listed nor it falls under the prescribed class of Company.

INTERNAL AUDITOR

During the year under review, the provisions of Section 138 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, your Company is not required to appoint Internal Auditor to conduct Internal Audit.

RISK MANAGEMENT POLICY

Your Company has taken steps to prevent undesirable incidents or outcomes and has reviewed and taken steps for past incidents and implemented changes to prevent or reduce all future incidents. The management also evaluated and assessed these risks regularly.

The management is evaluating and planning the risk management in a continuing process.

EVALUATION OF BOARD'S PERFORMANCE

Provisions of Section 134(3)(p) and rule 8(4) of Companies (Accounts) Rules, 2014 related to formal annual evaluation of Board of Directors and its committees is not applicable to your Company as neither the Company is listed nor it falls under the prescribed class of Company.

CHANGES IN MEMORANDUM AND ARTICLE OF ASSOCIATION

Memorandum of Association

During the year under review, the Memorandum of Association of the Company stood remain same.

Articles of Association

During the year under review, the Company has altered its Articles of Association by adding clause relating to the dematerialization of share vide passing of Special Resolution in the 1st Extra-Ordinary General Meeting ("EOGM") dated 27th June, 2024, further the Company altered its Articles of Association again by adding the clause relating to issue of shares under Employee Stock Option Scheme under the head "Share Capital and Variation of Rights" vide passing of Special Resolution in the 3rd Extra- Ordinary General Meeting ("EOGM") dated 16th December 2024.

CHANGES IN REGISTERED OFFICE

During the year under review, your Company has not changed its registered office.

The present registered office of the Company is currently situated at **"Unit No. 109B, 110, 111 & 112, 1st Floor, Magnum City Center, Sector 63A, Golf Course Extension Road, Gurgaon, Haryana, India, 122011"**.

MATERIAL CHANGES AND COMMITMENT

During the year under review, there were no material changes & commitments affecting the financial position of the Company have occurred during the Financial Year ended as on 31st March 2025 of the Company to which these Financial Statements relate and the date of this report.

STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS

The term “Internal Financial Controls” means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

The Directors had laid down Internal Financial Controls procedures to be followed by the Company which ensure compliance with various policies, practices and statutes in keeping with the organization’s pace of growth and increasing complexity of operations for orderly and efficient conduct of its business. The Audit Committee of the Board, from time to time, evaluated the adequacy and effectiveness of internal financial control of the Company with regard to the following:-

1. Systems have been laid to ensure that all transactions are executed in accordance with management’s general and specific authorization. There are well-laid manuals for such general or specific authorization.
2. Systems and procedures exist to ensure that all transactions are recorded as necessary to permit preparation of Financial Statements in conformity with Generally Accepted Accounting Principles or any other criteria applicable to such statements and to maintain accountability for aspects and the timely preparation of reliable financial information.
3. Access to assets is permitted only in accordance with management’s general and specific authorization. No assets of the Company are allowed to be used for personal purposes, except in accordance with terms of employment or except as specifically permitted.
4. The existing assets of the Company are verified/checked at reasonable intervals and appropriate action is taken with respect to differences, if any.
5. Proper systems are in place for prevention and detection of frauds and errors and for ensuring adherence to the Company’s policies.

The management has taken all the necessary steps to plug-in the internal control weaknesses. The management has implemented an effective and meaningful system in place to safeguard the assets of the Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Particulars of the loans given, investment made or guarantee given or security provided, if any, are provided in Notes to the Financial Statements.

REVISION OF FINANCIAL STATEMENT

There was no revision in the Financial Statements or the report of the Company in respect of the three preceding Financial Years either voluntarily or pursuant to the order by any Judicial Authority.

SUBSIDIARY/ JOINT VENTURE/ ASSOCIATE COMPANIES AND THEIR PERFORMANCE AND FINANCIAL POSITION

During the year under review, your Company has following subsidiary/associate companies /joint ventures under its fold. The operating and financial performance of the subsidiary/associate companies/joint ventures has been covered in AOC-1 forming part of the Financial Statements and enclosed as “Annexure A”.

Sr. No.	Name of Company/ LLP	Subsidiary/Associate/Joint Venture
1.	Bootes Cold Chain Private Limited	Subsidiary
2.	Bootes Defence Private Limited	Wholly Owned Subsidiary
3.	Netzewa Sustainable Solution Private Limited	Subsidiary*

** Netzewa Sustainable Solution Private Limited is a wholly owned subsidiary of Bootes Cold Chain Private Limited*

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the year under review, there were no significant and/or material order(s) passed against your Company, which may adversely impact the status of going concern and operations in future.

There were no applications made or proceedings pending in the name of the Company under the Insolvency & Bankruptcy Code, 2016.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year under review, your Company has made related party transaction as per relevant Accounting Standard(s), which is given under Note No. 3(b) of the Notes to Account of the Financial Statements.

All Related Party Transactions (RPT) that were entered into during the Financial Year 2024-25 were in the ordinary course of the business and at arm's length basis. None of the Directors has any pecuniary relationship or transactions with the Company during the year under review. Details of RPT entered in F.Y. 2024-25 is enclosed in this report as "**Annexure-B**".

WEB LINK AND EXTRACTS OF THE ANNUAL RETURN

Pursuant to the provisions of Section 92(3) and Section 134(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 as amended, the Annual Return of the Company as on 31st March 2025 is available on the website of the Company at <https://bootes.in/investor-relations/>.

CORPORATE SOCIAL RESPONSIBILITY

In accordance with the provisions of Section 135 of the Companies Act, 2013, your Company has formed a CSR Policy in conformity with the provisions of the Act.

Bootes Impex Tech Limited has displayed CSR Policy on its website. Projects are identified as per the CSR Amendment Rules, 2021 and the details of allocated funds and other relevant details of the same is enclosed as "**Annexure-C**".

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

During the year under review, total 15 Board of Directors meetings held.

NO. OF MEETING	DATE OF MEETING
1.	29.04.2024
2.	08.05.2024
3.	03.06.2024
4.	02.07.2024
5.	09.07.2024
6.	18.07.2024
7.	01.08.2024
8.	13.08.2024
9.	22.08.2024
10.	24.08.2024
11.	10.10.2024
12.	21.11.2024
13.	10.01.2025
14.	14.02.2025
15.	05.03.2025

The details of the attendance of Directors are given below:

S.NO.	NAME OF THE DIRECTOR	DIRECTOR IDENTIFICATION NUMBER	CATEGORY	NUMBER OF BOARD MEETINGS ATTENDED IN THE YEAR
1	Deepak Kumar Rai	06947059	Director	15
2	Manab Rakshit	00325827	Director	15
3	Vishal Agarwal	09264985	Director	15

Details of attendance of Directors in Board Meetings held during the Financial Year 2024-2025 are as under:

NAME OF DIRECTOR	DEEPAK KUMAR RAI	MANAB RAKSHIT	VISHAL AGARWAL
DIN	06947059	00325827	09264985
Date of Board Meetings			
29.04.2024	P	P	P
08.05.2024	P	P	P
03.06.2024	P	P	P
02.07.2024	P	P	P
09.07.2024	P	P	P
18.07.2024	P	P	P
01.08.2024	P	P	P
13.08.2024	P	P	P
22.08.2024	P	P	P
24.08.2024	P	P	P
10.10.2024	P	P	P
21.11.2024	P	P	P
10.01.2025	P	P	P
14.02.2025	P	P	P
05.03.2025	P	P	P

MEETINGS OF THE SHAREHOLDERS

During the year under review, 5 (Five) General Meeting were held on as Mentioned below:-

Type of Meeting	Date of Meeting	Number of Members attended	% Shareholding who attend meeting
Extra-Ordinary General Meeting	June 27, 2024	5	86.73
Extra-Ordinary General Meeting	July 10, 2024	5	81.90
Annual General Meeting	September 30, 2024	10	75.82
Extra-Ordinary General Meeting	December 16, 2024	12	75.21
Extra-Ordinary General Meeting	March 28, 2025	12	75.22

SECRETARIAL AUDIT AND CORPORATE GOVERNANCE

Your Company does not fall in the criteria as laid down under Section 204 of the Companies Act, 2013 read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, for the purpose of carrying out secretarial audit.

Your Director's maintains highest standard of corporate governance practices to safeguard the interest of shareholders/stakeholders.

DIRECTOR'S RESPONSIBILITY STATEMENT

The Directors hereby confirms that in the preparation of the Annual Accounts of the Company for the year ended on 31st March, 2025:

- A. The applicable accounting standards have been followed with proper explanation relating to material departures, if any;
- B. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the loss of the Company for the year ended on that date;
- C. Proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

D. The Annual Accounts have been prepared on a going concern basis.

E. That the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DETAILS OF FRAUD REPORTED BY AUDITORS

No fraud has been noticed or reported by the Auditor as per Section 134 (3) (ca) of the Companies Act, 2013 read with Companies (Amendment) Act, 2015.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

A. Conservation of Energy, Technology Absorption

The details of conservation of energy, technology absorption are as follows:

a) Conservation of energy : Not Applicable

(i)	the steps taken or impact on conservation of energy	NA
(ii)	the steps taken by the Company for utilizing alternate sources of energy	NA
(iii)	the capital investment on energy conservation equipment's	NA

(b) Technology absorption : Not Applicable

(i)	the efforts made towards technology absorption	NA
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	NA
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the Financial Year)-	NA
	(a) the details of technology imported	NA
	(b) the year of import;	NA
	(c) whether the technology been fully absorbed	NA
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	NA
(iv)	the expenditure incurred on Research and Development	NA

B. Foreign Exchange Earnings and Outgo:

Particulars	Amount in Rs. Lakhs
Foreign Exchange Earnings	-
Foreign Exchange Outgo	18.91

MANAGERIAL REMUNERATION

During the year under review, the details of Directors/Employee in your Company whose remuneration is falling under the provisions of Section 197 of Companies Act, 2013 read with Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are summarized below:

Sr. No.	Name	(Amount in Rs. Lakhs)
1.	Deepak Kumar Rai	72.00
2.	Manab Rakshit	36.00
3.	Vishal Agarwal	24.00

STATUTORY AUDITORS

M/s. Kumar Gaurav & Co, Chartered Accountants, were appointed as Statutory Auditors of the Company in the 2nd Annual General Meeting held on 30th September 2023 to hold their office from the conclusion of 2nd Annual General Meeting till the conclusion of the 7th Annual General Meeting for a consecutive term of 5 Years. As per the provisions of Section 139 of the Companies Act, 2013, their appointment stands valid during their tenure.

Name of Statutory Auditor	Audit Fees (Amount in Rs. Lakhs)
M/s. Kumar Gaurav & Co (Registration Number: FRN 018618C)	3.50

BOARD COMMENT ON AUDITOR'S REPORT

The Notes to account referred to in Auditor's Report are self-explanatory and, therefore, do not call for any further comments under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Board of Directors hereby affirms that the Company has complied with the applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India.

HUMAN RESOURCE DEVELOPMENT

During the year, Employee relations continued to be cordial and harmonious at all levels and in all divisions of the Company. There was a total understanding of the management objectives by the employees. The Company has consistently tried to improve its HR policies and processes so as to acquire, nurture & retain the best of the available talent in the Industry.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMAN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has formulated a policy for the prevention of sexual harassment at the workplace. It ensures prevention and deterrence of acts of sexual harassment and communicates procedures for their resolution and settlement. The Company is committed to creating and maintaining a healthy working environment that enables employees to work without fear or prejudice, gender bias and sexual harassment. The Company believes that all employees have a right to be treated with respect and dignity and has zero tolerance towards violations of its code of conduct, in general, and its sexual harassment policy, in particular.

Internal Complaints Committee ("ICC") has been duly constituted by the Company and the composition of the same is disclosed in the Anti-Sexual Harassment Policy which is posted on the website of the Company.

During the year under review, no complaint under the sexual harassment policy has been received by the Company. The Company has complied with the provisions relating to the constitution of internal complaints committee under the Sexual Harassment of Women at Work Place (Prevention Prohibition and Redressal) Act 2013.

EVENTS AFTER CLOSURE OF FINANCIAL YEAR 2024-25 TILL THE DATE OF THIS REPORT

Based upon the Audited Financial Statements for the year ended on 31st March 2025, your Company has crossed the Turnover of Rs. 100,00,00,000/- (Rupees One Hundred Crore only), post which your Company requires to comply the following provisions of Companies Act, 2013 for which the Company is under the process:

- Appointment 02 (Two) Independent Directors as per Section 149(6);
- Constitution of Nomination and Remuneration Committee ("NRC");
- Constitution of Audit Committee and establish Vigil Mechanism Policy;

GENERAL DISCLOSURES UNDER THE COMPANIES ACT, 2013 READ WITH RULES FORMED UNDER THE ACT AND OTHER APPLICABLE LAWS

- I. None of the Directors of your Company are disqualified as per the provisions of Section 164(2) of the Act.
- II. The Company has not provided money for the purchase of its own shares by Employees or by Trustees for the benefit of Employees.
- III. During the year under review, your Company has not issued any Debentures.
- IV. The Board of Directors further state that no case of child labour, forced labour, involuntary labour or discriminatory employment were reported during the year under review.
- V. No Equity Shares were issued with differential rights as to the dividend, voting rights or otherwise.

- VI. No Sweat Equity shares were issued during the year under review.
- VII. Your Company has not issued any Bonus Shares during the year under review.

COST RECORD

During the year under review, the provisions of Cost Audit as per Section 148 of the Companies Act, 2013 is not applicable on your Company.

ACKNOWLEDGEMENT

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the Banks, Government authorities, customers, vendors and members during the year under review. The Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

**FOR & ON THE BEHALF OF
BOOTES IMPEX TECH LIMITED**

**Sd/-
DEEPAK KUMAR RAI
MANAGING DIRECTOR
DIN: 06947059**

**Sd/-
MANAB RAKSHIT
DIRECTOR
DIN: 00325827**

**DATE: 26.08.2025
PLACE: GURGAON**

ANNEXURE-A**FORM AOC- 1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of
Companies (Accounts) Rules, 2014)

**STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF
SUBSIDIARY OR ASSOCIATE COMPANIES OR JOINT VENTURES**

PART A- SUBSIDIARIES

(Information in respect of each subsidiary to be presented with **Amount in Rs. Lakhs**)

Name of the Subsidiary	BOOTES COLD CHAIN PRIVATE LIMITED	BOOTES DEFENCE PRIVATE LIMITED	NETZEWA SUSTAINABLE SOLUTION PRIVATE LIMITED
The date since when subsidiary was acquired	12.04.2024	26.07.2024	17.01.2025
Reporting year for the subsidiary concerned, if different from the holding company's reporting year.	FY 2024-25	FY 2024-25	FY 2024-25
Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	Nil	Nil	Nil
Share capital (Paid-up)	1.00	1.00	1.00
Reserves and surplus	(363.58)	-	-
Total assets	176.90	-	2,655.50
Total Liabilities	176.90	-	2,655.50
Investments	0.51	-	-
Turnover	-	-	-
Profit before taxation	(363.58)	(0.10)	(1.50)
Provision for taxation	-	-	-
Profit after taxation	(363.58)	(0.10)	(1.50)
Proposed Dividend	-	-	-
Extent of shareholding (in percentage)	78.5%	99%	99.9%

* Netzewa Sustainable Solution Private Limited is a wholly owned subsidiary of Bootes Cold Chain Private Limited

Notes: The following information shall be furnished at the end of the statement:

1. Names of Subsidiaries which are yet to commence its operations:

BOOTES DEFENCE PRIVATE LIMITED

2. Names of subsidiaries which have been liquidated or sold during the year. **NA**

PART B- ASSOCIATES AND JOINT VENTURES

**STATEMENT PURSUANT TO SECTION 129 (3) OF THE COMPANIES ACT, 2013 RELATED TO
ASSOCIATE COMPANIES AND JOINT VENTURES**

NAME OF ASSOCIATES OR JOINT VENTURES	NA	NA	NA
1. Latest audited Balance Sheet Date	-	-	-
2. Date on which the Associate or Joint Venture was associated or acquired	-	-	-
3. Shares of Associate or Joint Ventures held by the company on the year end	-	-	-
No.	-	-	-
Amount of Investment in Associates or Joint Venture	-	-	-
Extent of Holding (in percentage)	-	-	-
4. Description of how there is significant influence	-	-	-
5. Reason why the associate/Joint venture is not consolidated.	-	-	-
6. Net worth attributable to shareholding as per latest audited Balance Sheet	-	-	-
7. Profit or Loss for the year	-	-	-
i. Considered in Consolidation	-	-	-
ii. Not Considered in Consolidation	-	-	-

1. Names of associates or joint ventures which are yet to commence operations. **NIL**

2. Names of associates or joint ventures which have been liquidated or sold during the year. **NIL**

NOTE: This form is to be certified in the same manner in which the Balance Sheet is to be certified.

**FOR & ON THE BEHALF OF
BOOTES IMPEX TECH LIMITED**

**Sd/-
DEEPAK KUMAR RAI
MANAGING DIRECTOR
DIN: 06947059**

**Sd/-
MANAB RAKSHIT
DIRECTOR
DIN: 00325827**

**DATE: 26.08.2025
PLACE: GURGAON**

ANNEXURE-B

FORM AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered in to by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under fourth proviso thereto:

1. Details of Contracts or Arrangements or transactions not at arm's length basis- Not Applicable

- Name(s) of the related party and nature of relationship
- Nature of contracts/arrangements/transactions
- Duration of the contracts/arrangements/transactions
- Salient terms of the contracts or arrangements or transactions including the value, if any
- Justification for entering into such contracts or arrangements or transactions
- Date of approval by the Board
- Amount paid as advances, if any
- Date on which the special resolution was passed in general meeting as required under first proviso to section 188

2. Details of material contracts or arrangements or transactions at arm's length basis:

a. Name of the related party	b. Nature of relationshi p	c. Nature of contracts/arr angements/tr ansactions	d. Duration of the contracts/ arrangements/ transactions	e. Salient terms of the contracts or arrangements or transactions including the value, if any	f. Date(s) of approval by the Board	g. Amount paid as advances, if any
Netzewa Sustainable Solution Private Limited	Subsidiary	Warehouse Construction Contract	1 year	Rs. 48 Crore	29.04.2024	-

** Netzewa Sustainable Solution Private Limited is a wholly owned subsidiary of Bootes Cold Chain Private Limited*

**FOR & ON THE BEHALF OF
BOOTES IMPEX TECH LIMITED**

**Sd/-
DEEPAK KUMAR RAI
MANAGING DIRECTOR
DIN: 06947059**

**Sd/-
MANAB RAKSHIT
DIRECTOR
DIN: 00325827**

**DATE: 26.08.2025
PLACE: GURGAON**

CORPORATE SOCIAL RESPONSIBILITY**Annual Report on CSR Activities****1). Brief outline of CSR Policy**

1.1 The Company's primary objective through this CSR Policy is to contribute towards the social growth and development of the community. The Company is also looking to support and encourage employee involvement in community affairs, programs and offer opportunities to employees to make a positive impact on the community and provide a common platform to bring together employees from all functions. With heightened awareness of the importance of CSR to the Company's reputation as a good corporate citizen, employees will be encouraged to participate in the Company's CSR activities/projects/programs and give back to the society.

1.2 The Company's focus areas for CSR activities is on the initiatives falling within the purview of Schedule VII of the Act, including but not limited to education, health, safety and environment.

2). Composition of the CSR Committee- Not Applicable since amount to be spent by a Company does not exceed Fifty Lakhs rupees for the Financial Year 2024-25.

3). Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company.

Link- <http://bootes.in/csr>

4). Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014: Not Applicable

5). Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the Financial Year: Nil

6). Average net profit of the Company as per section 135(5)

(Amounts in Rs. Lakhs)			
S. No	Financial Year	Net Profit/(Loss)	Average net profit of the Company as per section 135(5)
1	2021-22	15.89	7.95
2	2022-23	34.87	
3	2023-24	1142.22	
	TOTAL	1192.98	

7). Total CSR Obligation for the Financial Year

S. No	Particulars	(Amount in Rs. Lakhs)
(a)	Two percent of average net profit of the Company as per Section 135(5) of Companies Act, 2013	7.95
(b)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years.	-
(c)	Amount required to be set off for the Financial Year, if any	-
(d)	Total CSR obligation for the Financial Year (7a+7b-7c)	7.95

8). (a) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year (Rs. in Lakhs)	Amount Unspent (INR)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer	Name of the Fund	Amount.	Date of transfer
7.98	-	-	Not applicable		

(b). Details of CSR amount spent against ongoing projects for the Financial Year: NA

S. No.	Name Of Project	Item from the list of activities in Schedule VII to the Act	Local Area	Location of the Project		Amount spent for the project (INR)	Mode of Implementation	Mode of implementation through implementing agency	
				State	District			Name	CSR Registration Number
(a)	(b)	(c)	(d)	(e)		(f)	(g)	(h)	(i)
-	-	-	-	-		-	-	-	-
-	-	-	-	-		-	-	-	-
-	-	-	-	-		-	-	-	-
-	-	-	-	-		-	-	-	-
-	-	-	-	-		-	-	-	-
-	-	-	-	-		-	-	-	-
-	-	-	-	-		-	-	-	-
TOTAL						-	-	-	-

(c). Details of CSR amount spent against other than ongoing projects for the Financial Year-

S. No.	Name of Project	Item from the list of activities in Schedule VII to the Act	Local Area	Location of the Project		Amount spent for the project (Rs. in Lakhs)	Mode of Implementation	Mode of implementation through implementing agency	
				State	District			Name	CSR Registration Number
(a)	(b)	(c)	(d)	(e)		(f)	(g)	(h)	(i)
1.	Educational Infrastructure & Student Welfare	Promoting education including special education and employment enhancing vocation skills	Noida	Uttar Pradesh	Gautam Buddha Nagar	7.98	Through Implementing Agency	Bibharte	CSR00007617
-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-

(d) Amount spent in Administrative Overheads: **Nil**
(5% of Amount spent on CSR (f) mentioned above Nil)

(e) Amount spent on Impact Assessment: **Nil**

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) = **Rs. 7,98,580/-**

(g.) Excess amount for set off, if any:

S. No	Particulars	(Amount in Rs. Lakhs)
(i)	2% of average net profit of the company as per Section 135(5)	7.95
(ii)	Total amount spent for the Financial Year 2024-25	7.98
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	0.03
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	-
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	0.03

9. (a.) Details of Unspent CSR amount for the preceding three Financial Years:

S. No	Preceding Financial Years	Amount Transferred to Unspent CSR account under section 135(6) (Amount in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding Financial Years. (in Rs.)
				Name of Fund	Amount (In Rs.)	Date of Transfer	
1	2021-22	Nil	Nil	-			-
2	2022-23	Nil	Nil	-			
3	2023-24	Nil	Nil	-			
	TOTAL	-	-				

(b.) Details of CSR amount spent in the Financial Year for ongoing projects of the preceding Financial Year(s): **NIL**

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the Financial Year: **Not applicable.**

**FOR & ON THE BEHALF OF
BOOTES IMPEX TECH LIMITED**

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