



## 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 3<sup>rd</sup> Annual Report on the business and operations of your Company "together with the Audited Financial Statements for the Financial Year ended on **March 31<sup>st</sup>, 2024.**

### FINANCIAL SUMMARY/HIGHLIGHTS

The Standalone Financial Summary/Highlights for the period under review are as follows:  
(Amount in Rs '00)

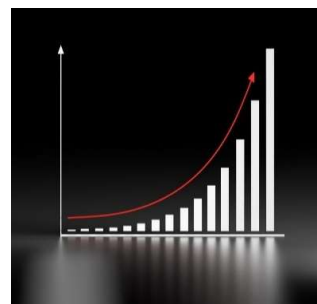
<b>Particulars</b>	<b>FY 2023-24</b>	<b>FY 2022-23</b>
Revenue from Operation	1,910,713.06	414,691.61
Other Income	289,633.76	23,604.52
<b>Total Revenue (A)</b>	<b>2,200,346.82</b>	<b>438,296.13</b>
<b>Total Expenses (B)</b>	<b>1,059,341.05</b>	<b>403,333.07</b>
Profit / (Loss). Before Tax	1,141,005.78	34,963.06
Less: a) Current Tax	240,821.97	9,110.09
b) Deferred Tax (Credit)	1,218.59	19.46
c) Tax for earlier year	-	-
Profit/(Loss) after tax	901,402.40	25,872.43
Profit/(Loss) carried to Balance Sheet	901,402.40	25,872.43

The Consolidation financial Summary/Highlights for the period under review are as follows:  
(Amount in Rs '00)

<b>Particulars</b>	<b>FY 2023-24</b>	<b>FY 2022-23</b>
Revenue from Operation	1,956,908.60	414,691.61
Other Income	289,633.76	23,604.52
<b>Total Revenue (A)</b>	<b>2,246,542.36</b>	<b>438,296.13</b>
<b>Total Expenses (B)</b>	<b>1,103,713.81</b>	<b>403,628.07</b>
Profit / (Loss). Before Tax	1,142,828.56	34,668.06
Less: a) Current Tax	2,41,219.15	9,110.09
b) Deferred Tax (Credit)	1,218.59	19.46
c) Tax for earlier year	-	-
Profit/(Loss) after tax	902,828.00	25,577.43
Profit/(Loss) carried to Balance Sheet	902,828.00	25,577.43

## **OPERATING RESULTS & REVIEW OF OPERATIONS**

During the period under review, the Company's Standalone Net Profit stands at Rs. **901,402.40/- ("00")** as compared to net profit of Rs. 25,872.43/- ("00") in the previous year. Further, as on 31st March 2024 Net worth of the Company is Rs. 19,35,852.17/- ("00")



## **STATE OF COMPANY AFFAIRS**

The Company is focused on growth and achieving profitability along with a renewed commitment to enhance quality and to reduce costs. Innovations, Investments and Positive modifications are expected in the near future. The Company strongly believes to provide better service to its customers and seek to grow its business and customer base through deep and meaningful understandings of their needs and service them accordingly in a prompt manner. Also, your Company focus is to provide timely and satisfactory service to its clients, resulting thereby expanding successfully its business across the country. Your Board of Directors are delighted to inform you that with a view to give meaning to its expansion plan, the Company has been making constant efforts for developing requisite infrastructure as well as utilizing advance means of technology for exercising better and effective control on its operation as well as movements of its fleet.

## **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**

Your Company's outlook remains favorable on account of continuous processes strengthening, growing brand popularity, customer shift from un-organized to organized market coupled with support from customers, employees, shareholders, creditors, dealers and lenders and other stakeholders. The Company's vision is to broad-base its portfolio towards a one-stop solution and position itself as Technology and products in the field of Radiant, Cooling, Heating, Air Conditioning system to use the same in in the Commercial and Residential buildings to make them as smart buildings in terms of zero emission of carbon and other particles to safeguard environment. The Company's pan-India network ensures an easy availability of services in almost every part of India. The Company enjoys a presence all over India.

## SHARE CAPITAL

### AUTHORISED SHARE CAPITAL

During the period under review, the Company increased its *Authorized share capital* from Rs. 10,00,000/- (Rupees Ten Lakh only) divided into 1,00,000 (One Lakh) Equity shares of Rs. 10/- each to Rs. 6,00,00,000/- (Rupees Six Crore Only) divided into 60,00,000 (Sixty Lakhs only) Equity shares of Rs. 10/- each and further increased to Rs. 12,00,00,000/- (Rupees Twelve Crore only) divided into 60,00,000 (Sixty Lakhs ) Equity shares of Rs. 10/- each amounting to Rs. 6,00,00,000/- and 60,00,000 (Sixty Lakhs ) Preference shares of Rs. 10/- each amounting to Rs. 6,00,00,000/- and further increased to Rs. 27,00,00,000/- (Rupees twenty Seven Crore only) divided into 1,45,00,000 (One Crore Forty Five Lakh only) Equity shares of Rs. 10/- each amounting to Rs. 14,50,00,000/- and 1,25,00,000 (One Crore Twenty Five Lakh only) Preference Shares of Rs. 10/- each amounting to Rs. 12,50,00,000/-.

### ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL

Paid-up share capital of the Company from Rs. 1,00,000/- (Rupees One Lakh only) divided into 10,000 equity shares of Rs.10/- each to Rs. 6,51,00,000/- (Rupees Six Crore Fifty One Lakhs only) by way of Bonus Issue to existing Shareholder in the ratio of 650:1 and further increased to Rs. 7,10,63,190/- (Rupees Seven Crore Ten Lakh Sixty Three Thousand One Hundred Ninety only) divided into 71,06,319 equity shares of Rs. 10/- each by way Preferential Allotment of 5,96,319 equity shares in two tranches.

### DEBENTURES

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

### CREDIT RATING OF SECURITIES

During the period under review, the 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 the Company have not recommended any dividend for the year under review.

Your Company did not have any funds lying unpaid or unclaimed for a period 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

During the period under review Accumulated Profit of Rs. 6,50,00,000/- was transferred to Reserve and adjusted by way of issuance of Bonus Shares further current year's profit amounting to 9,01,40,240 was transferred to surplus Further there are no amounts which are transferred to the reserve account



## PUBLIC DEPOSITS

During the year under review, the 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.

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Company has a professional Board with an optimum combination of executive and non-executive Directors 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 31<sup>st</sup>, 2024 are as follows:

SR. NO.	NAME OF DIRECTOR	DIN
1.	Deepak Kumar Rai	06947059
2.	Vishal Agarwal	09264985
3.	Manab Rakshit	00325827

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

During the period under review, none of the director has been appointed and /or resign from the Board.

There are no changes in the compositions of the board during the end of the year and the date of this report.

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

The provision of section 178(1) relation to the constitution of the nomination and remuneration committee are not applicable on Company and hence Company has not devised any policy relating to the appointment of directors, payment of managerial remuneration, director's qualifications and positive attributes of independence directors and other related matters as provided under the section 178(3) of Companies Act, 2013.

## **STATEMENT ON DECLARATION BY INDEPENDENT DIRECTORS**

Provisions of Section 149(6) & 149(7) Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, related to independent Directors, do not apply to the Company.

## **CONSTITUTION OF AUDIT COMMITTEE**

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

## **VIGIL MECHANISM POLICY**

Provisions of section 177(9) of the Companies Act, 2013 read with Companies (Meetings of Board and its Power) Rules, 2014 related to establishment of vigil mechanism for Directors and Employees is not applicable to the Company.

## **NOMINATION AND REMUNERATION COMMITTEE AND STAKEHOLDERS RELATIONSHIP COMMITTEE**

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 the 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 the Company does not have more than 1,000 shareholders, debenture holders, deposit-holders and any other security-holders at any time.

## **WOMAN DIRECTOR**

Pursuant to section 149 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Company is not required to comply with the provisions of woman Director as the Company is neither a listed nor public Company as per prescribed rules.

## **INTERNAL AUDITOR**

Pursuant to Section 138 of the Companies Act, read with Companies (Accounts) Rules, 2014, the Company is not required to appoint Internal Auditor to conduct Internal Audit.

## **RISK MANAGEMENT POLICY**

The 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 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 the Company, as the Company is neither listed Company nor falls in prescribed class of public Company.

## **CHANGES IN MEMORANDUM AND ARTICLE OF ASSOCIATION**

### **Memorandum of Association**

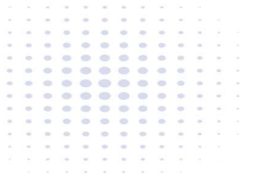
During the period under review, the Company has altered its *Memorandum of Association's* Capital clause as mentioned hereinabove under "Share Capital" further the Company has also altered its Name clause vide passing of Special Resolution in the 1<sup>st</sup> Extra-Ordinary General Meeting ("EGM") dated 18<sup>th</sup> November 2023, the Company has received Certificate of Incorporation subsequent upon approval of Ministry of Corporate Affairs Dated 05<sup>th</sup> December 2023.

### **Articles of Association**

During the period under review, the Company has altered its *Articles of Association* by adding clause "Borrowing Power" vide passing of Special Resolution in the 1<sup>st</sup> Extra-Ordinary General Meeting ("EGM") dated 18<sup>th</sup> November, 2023, further the Company altered its *Articles of Association* again by adding the word "free reserve" under the head Capitalization of Profits vide passing of Special Resolution in the 2<sup>nd</sup> Extra- Ordinary General Meeting ("EGM") dated 3<sup>rd</sup> January 2024.

## **CHANGES IN REGISTERED OFFICE**

During the period under review Company has changed its registered office from A-208GF, Royal Resi Floors (SL-3), Gurgaon, Haryana-122003 to the present registered office of the Company situated at "Unit No. 109B, 110, 111 & 112, 1<sup>st</sup> Floor, Magnum City Center, Sector 63A, Golf Course Extension Road, Gurgaon, Haryana, India, 122011"



## **MATERIAL CHANGES AND COMMITMENT**

During the period under review, there were no material changes & commitments affecting the financial position of the Company have occurred during the financial period ended as on 31<sup>st</sup> March 2024 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 necessary steps to plug the internal control weaknesses. The management has implemented an effective and meaningful system in place to safeguard the assets of the Company.





### **CHANGE IN THE NATURE OF BUSINESS**

During the year under review, there was no change in the nature of the business 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 Note to the Financial Statements.

### **REVISION OF FINANCIAL STATEMENT**

There was no revision in the financial statement or the report of the Company in respect of the three preceding financial years either voluntarily or pursuant to the order of a judicial authority.

### **SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES AND THEIR PERFORMANCE AND FINANCIAL POSITION**

There were no significant operations carried out in Bootes Cleantech Private Limited (formerly known as Bootes Wireless Technologies Private Limited), a Wholly Owned Subsidiary (WoS) during the financial year ended 31<sup>st</sup> March 2024.

Your Company does not have any joint venture or associate companies during the financial year ended 31<sup>st</sup> March 2024. There has been no material change in the nature of business of the subsidiary. A report on the performance and financial position of the subsidiary, set out in the prescribed form AOC-1 in terms of proviso to Section 129 (3) of the Companies Act, 2013 is provided as Annexure to the consolidated financial statements and hence not repeated here.

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

Your Directors hereby declared that no significant and/or material order(s) had been passed against the Company during the financial year 2023-24, which may adversely impact the status of ongoing concern and operations in future.

During the year under review, 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 financial year 2023-24, The Company has not made any related party transaction(s) with relative parties as per section 188 of the Companies Act, 2013.

However, the company has made related party transaction as per accounting standard, which is given under Note Nos. 21 (B) (8) of the financial statements.

## **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 31<sup>st</sup> March 2024 is available on the website of the Company at [www.bootes.in](http://www.bootes.in).

## **CORPORATE SOCIAL RESPONSIBILITY**

During the period under review, your Company does not fall under the criteria as laid down under Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, therefore, there was no requirement to contribute under Corporate Social Responsibility, however considering the current year scenario, CSR becomes applicable to the Company for F.Y 2024-25 and your Company is in the process to spent the requisite amount.

## **NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS**

During the financial year ended 31<sup>st</sup> March 2024, Total 10 Board of Directors meetings held.

<b>NO. OF MEETING</b>	<b>DATE OF MEETING</b>
1.	03.04.2023
2.	13.07.2023
3.	13.09.2023
4.	01.11.2023
5.	01.12.2023
6.	12.12.2023
7.	04.01.2024
8.	08.01.2024
9.	01.02.2024
10.	22.03.2024

The details of the attendance of Directors are given below:

<b>S.NO.</b>	<b>NAME OF THE DIRECTOR</b>	<b>DIRECTOR IDENTIFICATION NUMBER</b>	<b>CATEGORY</b>	<b>NUMBER OF BOARD MEETINGS ATTENDED IN THE YEAR</b>
1	Deepak Kumar Rai	06947059	Director	10
2	Manab Rakshit	00325827	Director	10
3	Vishal Agarwal	09264985	Director	10

Details of attendance of Directors in Board Meetings held during the financial year 2023-2024 are as under:

NAME OF DIRECTOR	DEEPAK KUMAR RAI	MANAB RAKSHIT	VISHAL AGARWAL
DIN	06947059	00325827	09264985
<b>Date of Board Meeting</b>			
03-04-2023	P	P	P
13-07-2023	P	P	P
13-09-2023	P	P	P
01-11-2023	P	P	P
01-12-2023	P	P	P
12-12-2023	P	P	P
04-01-2024	P	P	P
08-01-2024	P	P	P
01-02-2024	P	P	P
22-03-2024	P	P	P

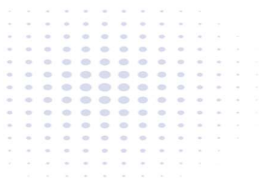
### MEETINGS OF THE SHAREHOLDERS

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

Types of Meeting	Date of Meeting	Number of Members attended	% Shareholding who attend meeting
Annual General Meeting	September 30, 2023	5	90
Extra-Ordinary General Meeting	November 18, 2023	7	100
Extra-Ordinary General Meeting	January 3, 2024	7	100
Extra-Ordinary General Meeting	January 5, 2024	7	100
Extra-Ordinary General Meeting	January 9. 2024	7	100

### SECRETARIAL AUDIT AND CORPORATE GOVERNANCE

The 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 Directors maintain highest standard of corporate governance practices to safeguard the interest of shareholders/stakeholders.

**DIRECTOR’S RESPONSIBILITY STATEMENT**

The Directors confirm that in the preparation of the Annual Accounts of the Company for the year ended 31<sup>st</sup> March, 2024:

- 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:

Foreign Exchange Earnings----- 8,52,39,000  
 Foreign Exchange Outgo ----- Nil

### MANAGERIAL REMUNERATION

During the financial year ended 31<sup>st</sup> March 2024 under review, the details of employee/Directors in the 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
1.	Deepak Kumar Rai	24,00,000
2.	Manab Rakshit	29,00,000
3.	Vishal Agarwal	12,00,000

### STATUTORY AUDITORS

M/s. Kumar Gaurav & Co, Chartered Accountants, were appointed as Statutory Auditors of the Company in the 2<sup>nd</sup> Annual General Meeting held on 30<sup>th</sup> September 2023 to hold their office from the conclusion of 2<sup>nd</sup> Annual General Meeting till the conclusion of the 7<sup>th</sup> 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 Payable*
M/s. Kumar Gaurav & Co (Registration Number: FRN 018618C )	Rs. 2,20,000/-

## **BOARD COMMENT ON AUDITOR REPORT**

The Notes on 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.

## **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 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, 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.

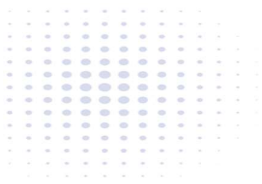
## **COST RECORD**

For the Financial Year 2023-24, the provisions of cost audit as per section 148 of the Companies Act 2013 is not applicable on the Company.

## **EVENTS AFTER CLOSURE OF FINANCIAL YEAR MARCH 31<sup>st</sup>, 2024 TILL THE DATE OF THIS REPORT**

During the period under review, your Company allotted shares by way of preferential allotment 2,13,169 Equity shares (Tranche-III) having face value of Rs. 10/- each at a price of Rs. 167/- (including premium of Rs. 157/- each ) amounting to Rs. 3,55,99,223/- vide Board Resolution no. 05 dated 8<sup>th</sup> May 2024 subject to the approval of offer received earlier from Board Resolution no. 05 dated 8<sup>th</sup> January 2024 and from the shareholders vide Special Resolution passed at the 4<sup>th</sup> Extra-ordinary general meeting held on 9<sup>th</sup> January 2024.

Further preferential allotment of 10,96,855 Equity Shares having Face Value of Rs. 10/- each at a price of Rs. 1,000/- (including a Premium of Rs. 990/-) amounting to Rs. 1,09,68,55,000/-



(One Hundred Nine Crore Sixty Eight Lakhs Fifty Five Thousand only) was made vide Board Resolution no. 05 dated 24<sup>th</sup> August, 2024 subject to the approval of offer received earlier from the Board of Directors vide Board resolution no. 05 dated 9<sup>th</sup> July 2024 and from the shareholders vide Special Resolution passed at the 1<sup>st</sup> Extra-Ordinary General Meeting held on 10<sup>th</sup> July 2024.

Besides, there were no material changes and commitments, affecting the financial position of the Company have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

### **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. Your 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 and on the behalf of  
BOOTES IMPEX TECH LIMITED**

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

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

**DATE: 24.08.2024  
PLACE: Gurgaon**



**BOOTES**

## ***Independent Auditor's Report***

To the Members of **BOOTES IMPEX TECH LIMITED**

### **Report on the Audit of the Standalone Financial Statements**

#### Opinion

We have audited the Standalone financial statements of BOOTES IMPEX TECH LIMITED ("the Company"), which comprise the balance sheet as at 31st March 2024, and the statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2024, its profit and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



## Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists

related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act and rules made thereunder.
  - e) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.

- g) With respect to the matter to be included in the Auditor's Report under section 197(16), In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us. (applicable in case of Public Company)
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. (a) The management has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
  
(b) The management has represented, that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and  
  
(c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.
  - v. No dividend have been declared during the year by the company.
  - vi. Bonus Share have been declared during the year by the company.
  - vii. Company raise preferential allotment
  - viii. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

**For KUMAR GAURAV &CO**  
**Chartered Accountants**  
**FRN: 018618C**

**Place:Gurgaon**  
**Date: 01/07/2024**  
**UDIN:24530748BKBPEC2669**

**Sd/-**  
**KUMAR GAURAV**  
**(Partner )**  
**Membership No. 530748**

**The Annexure referred to in paragraph 1 of Our Report on “Other Legal and Regulatory Requirements”.**

We report that:

- (i) (a) (A) The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;
- (B) The Company does not have any intangible assets. Accordingly, clause 3(i)(a)(B) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Property, Plant and Equipment have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification;
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company, **except** the following:-

Description of Property	Gross carrying value	Held in name of	Whether promoter, director or their relative or employee	Period held - indicate range, where appropriate	Reason for not being held in name of company
NA	NA	NA	NA	NA	NA

- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year. Accordingly, the reporting under Clause 3(i)(d) of the Order is not applicable to the Company.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

- (ii) (a) As explained to us & on the basis of the records examined by us, in our opinion, physical verification of inventory has been conducted at reasonable intervals by the management. In our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancy of 10% or more in the aggregate for each class of inventory were noticed on physical verification of stocks by the management as compared to book records.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not been sanctioned during any point of time of the year, working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the company, during the year the company has provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to other entities:
  - (A) the aggregate amount during the year with respect to such loans or advances and guarantees or security to joint ventures and associates is Rs.27571224
  - (B) the aggregate amount during the year with respect to such loans or advances and guarantees or security to parties other than subsidiaries, joint ventures and associates is Rs.17416000.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the company, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prima facie prejudicial to the company's interest.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans and advance in the nature of loan given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no overdue amounts for more than 90 days in respect of the loans granted to the parties
- (e) According to the information and explanations given to us and on the basis of

our examination of the records of the Company, no loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties **except** following:

Name of Party	Amount renewed or extended	% of total loan	Remark, if any
NA	NA	NA	NA

- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- (iv) According to the information and explanations given to us and on the basis of our examination of the records, in respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with except non charging of interest on the loan.
- (v) The company has not accepted any deposits or amounts which are deemed to be deposits covered under sections 73 to 76 of the Companies Act, 2013. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) As per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. According to the information and explanation given to us there were no outstanding statutory dues as on 31st of March, 2024 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the company, there is no statutory dues referred to in sub-clause (a) that have not been deposited on account of any dispute **except** following :-

Name of the Statute	Nature of the Dues	Amount (Rs.)	Period to which the amount relates	Forum where Dispute is pending	Remarks, if Any
---------------------	--------------------	--------------	------------------------------------	--------------------------------	-----------------

NA	NA	NA	NA	NA	NA
----	----	----	----	----	----

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not been declared a willful defaulter by any bank or financial institution or other lender;
- (b) According to the information and explanations given to us by the management, the Company has utilized the money obtained by way of term loans during the year for the purposes for which they were obtained,
- (c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short term basis have been used for long term purposes by the company.
- (e) The Company hold investment in subsidiary, associate or joint venture (as defined under the Act) during the year ended 31 March 2024. Accordingly, clause 3(ix)(e) is applicable.
- (x) (a) The company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has utilized funds raised by way of preferential allotment or private placement of shares for the purposes for which they were raised, **except** for the following:



Nature of Securities viz. Equity shares	Purpose for which funds were raised	Total Amount Raised	Amount utilized for the other purpose	Un-utilized balance as at Balance sheet date	Remarks, if any
NA	NA	NA	NA	NA	NA

- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us , no fraud by the company or any fraud on the company has been noticed or reported during the course of audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- (c) According to the information and explanations given to us by the management, no whistle-blower complaints had been received by the company
- (xii) The company is not a Nidhi Company. Accordingly, clause 3(xii)(a), 3(xii)(b) and 3(xii)(c) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, where applicable and the details have been disclosed in the financial statements, as required by the applicable accounting standards;
- (xiv) (a) In our opinion and based on our examination, the company does not require to have an internal audit system. Accordingly, clause 3(xiv)(a), of the Order is not applicable
- (b) Based on information and explanations provided to us, no internal audit had been conducted of the company. Accordingly, clause 3(xiv)(a), of the Order is not applicable
- (xv) In our opinion and according to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company
- (xvi) (a) In our Opinion and based on our examination, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934). Accordingly, clause 3(xvi)(a) of the Order is not applicable.

- (b) In our Opinion and based on our examination, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable. ,
- (c) In our Opinion and based on our examination, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations given by the management, the Group does not have not more than one CIC as part of the Group.
- (xvii) Based on our examination, the company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) Based on our examination, the provision of section 135 are not applicable on the company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.
  - (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in respect of other than ongoing projects, the company has transferred unspent amount to a Fund specified in Schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act,
  - (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in respect of ongoing project the company has transferred unspent amount to a Special Account, within a period of 30 days from the end of the financial year in compliance with Sec.135(6) of the said Act,
- (xxi) There have been no qualifications or adverse remarks by the respective

auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements **except** following:

Sr. No	Name	CIN	Holding Company/ subsidiary/ Associate/ Joint Venture	Clause number of the CARO report which is qualified or adverse
	NA	NA	NA	NA

**For KUMAR GAURAV &CO**  
**Chartered Accountants**  
**FRN: 018618C**

**Sd/-**

**KUMAR GAURAV**  
**(Partner )**

**Place:-Gurgaon**  
**Date:01/07/2024**  
**UDIN:24530748BKBPEC2669**

**Membership No. 530748**

## **Report on Internal Financial Controls with reference to financial statements**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of BOOTES IMPEX TECH LIMITED ("the Company") as of March 31, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively 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, as required under the Companies Act, 2013.

### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements,

whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For KUMAR GAURAV &CO**  
**Chartered Accountants**  
**FRN: 018618C**

**Place:-Gurgaon**  
**Date: 01/07/2024**

**UDIN-24530748BKBPEC2669**

**Sd/-**  
**KUMAR GAURAV**  
**(Partner )**  
**Membership No. 530748**

**BOOTES IMPEX TECH LIMITED**  
**CIN : U51909HR2021PLC093355**  
**Cash Flow Statement for the Year 2023-24**

(Amount in 00)

PARTICULARS	As at 31.03.2024	As at 31.03.2023
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit Before tax	1,141,006	34,963
Adjustment for:		
Add: Depreciation	16,763	4,971
Add: Interest & Finance Charges	1,341	
Less: Interest Income	(1,762)	
	-	-
<b>Operating Profit before Working capital Changes</b>	<b>1,157,348</b>	<b>39,934</b>
Decrease (Increase) in Trade & Other Receivables	(1,355,839)	(260,141)
Decrease (Increase) in Other Receivables	(112,990)	329
Decrease (Increase) in Non Current Investment		(1,489)
Decrease (Increase) in Stock In Trade	-	-
Decrease (Increase) in Loan & Advance	(335,300)	158,717
Increase (Decrease) in Current Liabilities	221,045	84,411
Net Changes In Working Capital	(1,583,084)	(18,174)
Cash Generated From Operations	(425,736)	21,760
Taxes	9,129.55	
<b>A: Net Cash Flow From Operating activities</b>	<b>(434,866)</b>	<b>21,760</b>
<b>B: CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale of Fixed Assets		
Less: Purchase of Fixed Assets	(60,820)	(13,920)
Interest Received	1,762	-
<b>Net Cash Flow From Investing activities</b>	<b>(59,058)</b>	<b>(13,920)</b>
<b>C: CASH FLOW FROM FINANCING ACTIVITIES</b>		
Increase/ (Repayment) Of Share Capital	59,631.90	-
Increase/ (Repayment) Of Share Premium	936,220.83	
Interest & Finance Charges	(1,341)	-
Increase/ (Repayment) Of Long Term Loan	29,851	
Increase/ (Repayment) Of Short Term Loan	(73,584)	(7,001)
<b>Net Cash Flow From Financing activities</b>	<b>950,778</b>	<b>(7,001)</b>
Net Increase / (Decrease) In cash & Cash Equivalents	<b>456,854</b>	<b>839</b>
Cash & Cash equivalents at the beginning of the Year	4,124	3,285
<b>Cash &amp; Cash equivalents at the end of the Year</b>	<b>460,979</b>	<b>4,124</b>

**For Kumar Gaurav & Co.**

Firm Registration Number: 018618C

Chartered Accountants

sd/-

Kumar Gaurav

Partner

M No.: 530748

UDIN-NO-24530748BKBPEC2669

Place: Gurgaon

Dated:01/07/2024

**For and on behalf of the Board**

sd/-  
**(Deepak Kumar Rai)**  
 Director  
 DIN : 06947059

sd/-  
**(Manab Rakshit)**  
 Director  
 DIN : 00325827

BOOTES IMPEX TECH LIMITED  
CIN : U51909HR2021PLC093355  
Balance Sheet as at March 31, 2024.

(Amount in Rs'00)

PARTICULARS	Note No.	As at 31.03.2024	As at 31.03.2023
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
a) Share Capital	1	710,631.90	1,000.00
b) Reserves and Surplus	2	1,225,220.27	37,598.05
<b>Non-Current Liabilities</b>			
a) Long Term Borrowings	3	29,810.57	
b) Deferred Tax Liabilities	4		
c) Other Long Term Liabilities			
d) Long Term Provision			
<b>Current Liabilities</b>			
a) Short Term Borrowings	5	52,415.00	125,999.00
b) Trade Payables	6		
Micro Enterprise and Small enterprise			
Other		388,382.97	6,647.58
c) Other Current Liabilities	7	37,486.63	260,663.59
d) Short-Term Provisions	8	319,443.45	25,245.11
<b>TOTAL</b>		<b>2,763,390.79</b>	<b>457,153.33</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
(a) Property Plant and Equipment and Intangible assets			
(i) Property, Plant and Equipment	9	56,488.36	12,431.33
(ii) Intangible assets			-
(iii) Capital Work In Progress		-	-
(iv) Intangible Assets Under Developments		-	-
Non-current Investments	10	1,489.00	1,489.00
Deferred tax Assets(Net)	4	1,238.05	19.46
Long Term Loans and Advance			
Other Non-current assets			
		-	-
<b>Current Assets</b>			
a) Current Investment			
b) Inventories			
a) Trade Receivables	11	1,624,751.01	268,911.92
b) Cash and Cash Equivalents	12	460,958.01	4,124.35
c) Short Term Loans & Advances	13	503,619.81	168,320.16
d) Other Current Assets	14	114,846.35	1,856.09
<b>TOTAL</b>		<b>2,763,390.79</b>	<b>457,152.33</b>

Summary of significant accounting policies and 1 to 20

The accompanying notes are an integral part of the financial statements.

For Kumar Gaurav & Co.

Chartered Accountants

FRN-018618C

For and on behalf of the Board  
BOOTES IMPEX TECH LIMITED

sd/-

CA Kumar Gaurav

Partner

M.No-530748

Place-Gurgaon

Dated:01/07/2024

UDIN-NO-24530748BKBPEC2669

sd/-

(Deepak Kumar Rai)

Director

DIN : 06947059

sd/-

(Manab Rakshit)

Director

DIN : 00325827

BOOTES IMPEX TECH LIMITED  
CIN : U51909HR2021PLC093355  
Statement of Profit and Loss for the Period Ending on March 31, 2024.

(Amount in Rs'00)

PARTICULARS	Note No.	For the Period F.Y. 2023-24	For the Period F.Y. 2022-23
<b>Revenue</b>			
Revenue from Operations	15	1,910,713.06	414,691.61
Other Income	16	289,633.76	23,604.52
<b>Total Revenue</b>		<b>2,200,346.82</b>	<b>438,296.13</b>
<b>Expenses</b>			
a) Cost of Material Consumed	17	527,790.88	70,676.15
b) Personnel and Employee Benefit Expenses	18	326,136.71	169,740.18
c) Finance Costs	19	1,341.19	
d) Depreciation & Amortization Expense	9	16,762.98	4,971.05
e) Other Expenses	20	187,309.28	157,945.69
<b>Total Expenses</b>		<b>1,059,341.05</b>	<b>403,333.07</b>
<b>Profit before Exceptional, Extraordinary items &amp; Taxation</b>		<b>1,141,005.78</b>	<b>34,963.06</b>
Exceptional Items		-	-
<b>Profit Before Extraordinary Items &amp; Taxation</b>		<b>1,141,005.78</b>	<b>34,963.06</b>
Extra Ordinary Items		-	-
<b>Profit Before Taxation</b>		<b>1,141,005.78</b>	<b>34,963.06</b>
<b>Tax Expense:</b>			
Current Tax		240,821.97	9,110.09
Deferred Tax Charge / (Credit)		1,218.59	19.46
<b>Profit/ Loss After Taxation</b>		<b>901,402.40</b>	<b>25,872.43</b>
<b>Profit / (Loss) for the Period from Continuing Operations</b>		<b>901,402.40</b>	<b>25,872.43</b>
Profit / (Loss) from Discontinuing Operations		-	-
Tax Expense of Discontinuing Operations		-	-
<b>Profit / (Loss) from Discontinuing Operations (After Tax)</b>		<b>-</b>	<b>-</b>
<b>Profit for the Period</b>		<b>901,402.40</b>	<b>25,872.43</b>
Earnings per equity share:			
(1) Basic		12.68	258.72
(2) Diluted		12.68	258.72

**Weighted Average Number of Equity Shares used in calculating earning per share**

- (1) Basic  
(2) Diluted

**Summary of significant accounting policies and  
Notes on Financial Statements**

1 to 20

This is the Profit and Loss Account referred to in our report of even date.

For Kumar Gaurav & Co.  
Chartered Accountants  
FRN-018618C

For and on behalf of the Board  
BOOTES IMPEX TECH LIMITED

sd/-  
CA Kumar Gaurav  
Partner  
M.No-530748  
Place-Gurgaon  
Dated:01/07/2024  
UDIN-NO-24530748BKBPEC2669

sd/-  
(Deepak Kumar Rai)  
Director  
DIN : 06947059

sd/-  
(Manab Rakshit)  
Director  
DIN : 00325827



**BOOTES IMPEX TECH LIMITED**

CIN : U51909HR2021PLC093355

Notes to the Accounts for the Year Ended March 31, 2024.

**1. SHARE CAPITAL***(Amount in Rs'00)*

Particulars	As at	As at
	31.03.2024	31.03.2023
<b>Authorised</b>		
Equity Share Capital		
14500000 Equity Shares of Rs. 10/- each	1,450,000.00	10,000.00
12500000 Preference share of rs 10/- each	1,250,000.00	
<b>Issued, Subscribed and Paid up</b>		
7106319 Equity Shares of Rs. 10/- each	710,631.90	1,000.00
	<u>710,631.90</u>	<u>1,000.00</u>

a) The reconciliation of the number of shares outstanding and the amount of share capital as at March 31,2024 as below:

Particulars	As at March 31,	As at March 31,
	2024	2023
	No of shares	No of shares
Numbers of shares at the March 31, 2023	10,000.00	10,000.00
Shares issued during the year	7,096,319.00	-
Numbers of shares at the March 31, 2024	7,106,319.00	10,000.00

b) Number of Shares held by each shareholder having more than 5% shares:

Particulars	'March 31, 2024		'March 31, 2023	
	No of shares	%	No of shares	%
	Holding		Holding	
Deepak Kumar Rai	5,626,593	79.20%	9,500	95.00%
	<u>5,626,593</u>	<u>79.20%</u>	<u>10,000</u>	<u>95.00%</u>

c) Shareholding of Promoters  
as at March 31, 2024

Class of equity Shraes	Promoter's Name	Nos. of shares at	Change	Nos. of shares	% of total shares	% change
		the beginning of	during the	at the end of the		during the year
		the year	year	year		
Fully paid-up equity shares of Rs. 10 each	Deepak Kumar Rai	9,500	5,617,093	5,626,593	79.20%	99.83%

d) Shareholding of Promoters  
as at March 31, 2023

Class of equity Shraes	Promoter's Name	Nos. of shares at	Change	Nos. of shares	% of total shares	% change
		the beginning of	during the	at the end of the		during the year
		the year	year	year		
Fully paid-up equity shares of Rs. 10 each	Deepak Kumar Rai	9500.00	-	9500.00	100.00%	0.00%

c) The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. Equity Shareholders are eligible to dividend proposed by the Board of Directors as approved by Shareholders in the ensuing Annual General Meeting.

d) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**BOOTES IMPEX TECH LIMITED**

CIN : U51909HR2021PLC093355

Notes to the Accounts for the Year Ended March 31, 2024.

*(Amount in Rs '00)*

<b>Note 2.</b>	<b>As at 31.03.2024</b>	<b>As at 31.03.2023</b>
<b>Reserves and Surplus</b>		
Reserves:		
General Reserve	650,000.00	-
Capital Reserves	-	-
Security Premium	936,220.83	-
Less Bonus Share Issue	(650,000.00)	-
	<u>936,220.83</u>	<u>-</u>
Surplus		
Opening Balance as on 1st April	37,597.04	15,894.61
Add: Profit / (Loss) for the Year	901,402.40	25,872.43
Less: Previous Year Tax		(4,168.99)
Less: Transfer to Free Reserve	650,000.00	
<b>Sub Total</b>	<u>288,999.44</u>	<u>37,598.05</u>
<b>Grand Total</b>	<u>1,225,220.27</u>	<u>37,598.05</u>

**BOOTES IMPEX TECH LIMITED**

CIN : U51909HR2021PLC093355

Notes to the Accounts for the Year Ended March 31, 2024.

<b>Note 3 Long Term Borrowing</b>		
<i>(Amount in Rs '00)</i>		
Particulars	As at 31 March, 2024	As at 31 March, 2023
Car Loan	29,810.57	
<b>TOTAL</b>	<b>29,810.57</b>	

**NOTE 4 - Deferred Tax**

<i>(Amount in Rs '00)</i>		
Particulars	As at 31 March, 2024	As at 31 March, 2023
Closing WDV as per Income Tax Act	61,250.10	12,506.18
Closing WDV as per company Act	56,488.36	12,431.33
<b>DTA</b>	<b>4,761.74</b>	74.85
DTA	1,238.05	19.46
Opening DTA	19.46	-
Closing DTA	1,218.59	19.46

**NOTE 5 - SHORT-TERM BORROWINGS**

<i>(Amount in Rs '00)</i>		
Particulars	As at 31 March, 2024	As at 31 March, 2023
<b>(A) Secured</b>		
Current Maturity For Long term due(Car Loan)	5,215.00	
<b>Secured Loans</b>	<b>5,215.00</b>	
<b>(B) Unsecured</b>		
(a) Loans and advances from Directors	47,200.00	125,000.00
(b) From Bootes Wireless Techonologies Private Limited		999.00
<b>Unsecured Loans</b>	<b>47,200.00</b>	<b>125,999.00</b>
<b>Total</b>	<b>52,415.00</b>	<b>125,999.00</b>



**BOOTES IMPEX TECH LIMITED**

CIN : U51909HR2021PLC093355

Notes to the Accounts for the Year Ended March 31, 2024.

(Amount in Rs '00)

Note 7.	As at 31.03.2024	As at 31.03.2023
<b>Other Current Liabilities</b>		
Salary Payable	35,522.53	16,191.32
Audit Fees Payable	1,964.10	1,004.10
Advance from Customers	-	239,139.32
Expense Payable	-	4,117.50
Employee Imprest	-	211.35
	-	-
	<b>37,486.63</b>	<b>260,663.59</b>
	<b>37,486.63</b>	<b>260,663.59</b>
Note 8.	As at 31.03.2024	As at 31.03.2023
<b>Short Term Provisions</b>		
GST Payable	66,067.36	12,969.62
TDS Payable	11,426.65	2,401.38
Provision for Income tax	240,821.97	9,110.09
PF Payable	1,127.47	764.02
	319,443.45	25,245.11
	319,443.45	25,245.11
Note 10. Non Current Investment		-
Particulars	As at 31 March, 2024 Rs.	As at 31 March, 2023 Rs.
Investment in Univastu Bootes LLP	490.00	490.00
Investment In Bootes Wireless Technologies Private Limited	999.00	999.00
Total Secured Advances	1,489.00	1,489.00
	1,489.00	1,489.00



**BOOTES IMPEX TECH LIMITED**  
**CIN : U51909HR2021PLC093355**  
**Notes to the Accounts for the Year Ended March 31, 2024.**

**Note 11 TRADE RECEIVABLES**

Particulars	(Amount in Rs '00)	
	As at 31 March, 2024	As at 31 March, 2023
<b>Trade Receivables</b>		
Secured - Considered Good		
a) Less than six months	-	-
b) More than six months	-	-
Unsecured - Considered Good		
a) Less than six months	1,624,751.01	268,911.92
b) More than six months	-	-
Unsecured - Considered Doubtful		
a) Less than six months	-	-
b) More than six months	-	-
Less : Provision for Bad and Doubtful Debts	-	-
<b>Total</b>	<b>1,624,751.01</b>	<b>268,911.92</b>

**Trade Receivables Aging Schedule March 2024**

0

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Undisputed Trade Receivables						
- Considered Good	1,624,751.01	-	-	-	-	1,624,751.01
- Considered Doubtful	-	-	-	-	-	-
(ii) Disputed Trade Receivables						
- Considered Good	-	-	-	-	-	-
- Considered Doubtful	-	-	-	-	-	-
<b>Total</b>	<b>1,624,751.01</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,624,751.01</b>

# Similar information shall be provided where no due date of payment is specified in which case disclosure shall be from the date of the transaction

**Trade Receivables Aging Schedule March 2023**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Undisputed Trade Receivables						
- Considered Good	268,911.92	-	-	-	-	268,911.92
- Considered Doubtful	-	-	-	-	-	-
(ii) Disputed Trade Receivables						
- Considered Good	-	-	-	-	-	-
- Considered Doubtful	-	-	-	-	-	-
<b>Total</b>	<b>268,911.92</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>268,911.92</b>

**BOOTES IMPEX TECH LIMITED**

CIN : U51909HR2021PLC093355

Notes to the Accounts for the Year Ended March 31, 2024.

**NOTE 12.****(Amount in Rs '00)**

	As at 31.03.2024	As at 31.03.2023
<b>Cash and Cash Equivalents</b>		
Balances with Banks in current accounts	198,154.20	3,333.81
Cash In hand	9,803.81	790.54
Fixed Deposit	253,000.00	
	<b>460,958.01</b>	<b>4,124.35</b>

**Note 13. Short term Loans and Advances**

Particulars	As at 31 March, 2023	As at 31 March, 2023
	Rs.	Rs.
<b>Other Loans and Advances</b>		
a) Staff Imprest	2,589.86	10,551.60
b) Security Deposit	41,295.60	6,930.00
c) Advance to Vendors	9,862.13	150,838.56
d) Advance to Univastu Bootes infra LLP	275,712	-
e) Advance to univastu India Limited	174,160	-
	-	-
	-	-
<b>Total</b>	<b>503,619.81</b>	<b>168,320.16</b>

**(Amount in Rs '00)****Note 14.**

	As at 31.03.2024	As at 31.03.2023
<b>Other Current Assets</b>		
TDS & TCS Receivables	12,095.95	1,660.82
Advance Tax	100,000.00	
Customer Duty paid	184.26	184.26
GST Input	-	-
Income Tax refund	-	11.01
Prepaid Expense	2,566.14	
	<b>114,846.35</b>	<b>1,856.09</b>



BOOTES IMPEX TECH LIMITED  
CIN : U51909HR2021PLC093355  
Notes to the Accounts for the Year Ended March 31, 2024.

(Amount in Rs '00)

Note 15.	For the F.Y. 2023-24	For the F.Y. 2022-23
<b>Revenue from Operations</b>		
Receipts From Sale of Service	1,910,713.06	414,691.61
	<u>1,910,713.06</u>	<u>414,691.61</u>

(Amount in Rs '00)

Note 16.	For the F.Y. 2023-24	For the F.Y. 2022-23
<b>Other Income</b>		
Forex Exchange Gain	-	111.41
Written off	330.24	23,419.61
Discount on Purchase	-	73.51
Interest on Fixed Deposit	1,761.95	
Misc Income	655.00	-
Profit From Univastu Bootes Infra LLP	286,886.58	
	<u>289,633.76</u>	<u>23,604.52</u>

(Amount in Rs '00)

Note 17.	For the F.Y. 2023-24	For the F.Y. 2022-23
<b>Cost of Material Consumed</b>		
Purchase of consumable Matterial	127,701.64	53,407.69
Freight	1,504.12	2,569.82
Transportation	-	431.00
Civil Work	-	14,202.64
Labour Charge	4,986.00	
Equipment Hiring Charge	-	65.00
Consulatnacy Expense	111,269.12	
Technical & Support Service	282,330.00	
	<u>527,790.88</u>	<u>70,676.15</u>

(Amount in Rs '00)

Note 18.	For the F.Y. 2023-24	For the F.Y. 2022-23
<b>Personnel and Employee Benefit Expenses</b>		
Director Remuneration	65,000.00	35,500.00
Salary	235,772.69	121,032.28
Staff Welfare Expenses	9,949.95	11,175.45
Bonus	10,260.00	1,106.00
Provident Fund Expense	5,154.07	926.45
	<u>326,136.71</u>	<u>169,740.18</u>

Note 19.	For the F.Y. 2023-24	For the F.Y. 2022-23
<b>Finance Costs</b>		
Interest On Car loan	1,341.19	
	<u>1,341.19</u>	

BOOTES IMPEX TECH LIMITED  
CIN : U51909HR2021PLC093355  
Notes to the Accounts for the Year Ended March 31, 2024.

(Amount in Rs '00)

Note 20.	For the F.Y. 2023-24	For the F.Y. 2022-23
<b>Other Expenses</b>		
Accommodation	3,200.08	6,283.38
Advertisement	5,396.48	920.00
Telephone & Internet Expenses	748.82	575.65
Audit Fee *	2,200.00	600.00
Bank Charges	245.97	133.74
Business Promotion Expenses	8,896.19	2,119.99
Brokerage	1,647.98	2,894.00
Conveyance Expenses	752.02	125.83
Consumable & Accessories	2,383.94	8,315.21
Donation	1,669.99	-
Forex Exchange Loss	12,761.96	
Fuel Expense	5,226.71	6,416.41
Installation and Commissioning Charge	15,960.00	-
Guest House Expense	3,517.86	-
Postage & Courier Expenses	5.70	70.01
Pointing Charge	627.90	
Festival Expenses	91.00	1,552.27
Gift Expense	796.53	4,742.90
Misc. Expenses	202.22	154.06
Electricity Expenses	7,528.03	2,254.96
Tour & Travelling Expense	9,869.85	11,427.40
Rent	43,014.96	22,225.00
Stamp Duty	22.00	-
Shifting Charge	13.00	
Round Off	(1.63)	-
Office Expenses	614.96	1,206.05
Other Expenses	2,404.21	3,367.32
Printing & stationery	881.88	936.21
Office Equipment Hiring Charge	2,882.73	5,512.91
Car hiring Charge	3,237.37	
Software Expenses	1,880.57	432.58
Repair & Maintenance	3,932.73	2,708.79
Tender Fee	100.00	473.60
Technical Support Service	-	2,449.02
Interest on Statutory dues	919.81	719.42
Interest on Income tax	897.57	
Insurance Expnses	645.42	
ROC Stamp Duty Fees	22,181.55	-
Legal & Professional Charges	11,573.12	63,744.93
Lab Testing Fee	-	20.00
Loading unloading Expense	-	13.00
Survey and Visit Charge	637.20	-
Manpower Charge	5,923.70	2,739.97
Vehicle R/M Expense	1,818.90	2,576.18
Visa Expense	-	69.80
Web Subscription Fee	-	165.09
	<b>187,309.28</b>	<b>157,945.69</b>
<b>*Audt Fee Breakup</b>		
Statutry Audit	190,000	60,000
Tax Audit	30,000	
<b>Total</b>	<b>220,000</b>	<b>60,000</b>

## BOOTES IMPEX TECH LIMITED

### SIGNIFICANT ACCOUNTING POLICIES & NOTES ON FINANCIAL STATEMENTS

Note No. :21

#### A. Significant Accounting Policies

1. Basis of accounting:-

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) including the Accounting Standards notified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013.

The financial statements have been prepared under the historical cost convention on accrual basis.

2. Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

3. Revenue Recognition: -

Expenses and Income considered payable and receivable respectively are accounted for on accrual basis.

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

4. Property, Plant & Equipment :-

Property, Plant & Equipment including intangible assets are stated at their original cost of acquisition including taxes, freight and other incidental expenses related to acquisition and installation of the concerned assets less depreciation till date.

5. Depreciation :-

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written down Value (WDV) Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

6. Foreign currency Transactions: -

Transactions arising in foreign currencies during the year are converted at the rates closely approximating the rates ruling on the transaction dates. Liabilities and receivables in foreign currency are restated at the year-end exchange rates. All exchange rate differences arising from conversion in terms of the above are included in the statement of profit and loss.

7. Investments :-

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as non-current investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminutions in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

8. Inventories :-

Inventories are valued as under:-

1. Inventories : Lower of cost(FIFO/specific cost/Weighted avg) or net realizable value
2. Scrap : At net realizable value.

9. Borrowing cost:-

Borrowing costs that are attributable to the acquisition or construction of the qualifying assets are capitalized as part of the cost of such assets. A qualifying assets is one that necessarily takes a substantial period of time to get ready for its intended uses or sale. All other borrowing costs are charged to revenue in the year of incurrence. The amount of borrowing cost capitalized during the year is \_\_\_\_\_.

10. Retirement Benefits:-

The retirement benefits are accounted for as and when liability becomes due for payment.

11. Taxes on Income:-

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961. The deferred tax for timing differences between the book and tax profits for the year is

accounted for, using the tax rates and laws that have been substantively enacted by the balance sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is virtual certainty with convincing evidence that these would be realized in future. At each Balance Sheet date, the carrying amount of deferred tax is reviewed to reassure realization.

## 12. Provisions, Contingent Liabilities and Contingent Assets:- (AS-29)

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of the obligation can be made.

Contingent Liabilities is disclosed in Notes to the account for:-

- (i) Possible obligations which will be confirmed only by future events not wholly within the control of the company or
- (ii) Present Obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognized in the financial statement since this may result in the recognition of the income that may never be realized.

## 13. General:

Except wherever stated, accounting policies are consistent with the generally accepted accounting principles and have been consistently applied.

## **(B) Notes on Financial Statements**

1. The classification of creditors as micro and small enterprise has been given for the parties from whom the confirmation has been received regarding their classification as per MSMED Act. The interest on delayed payment to such parties, if any, has neither been determined nor has been paid as per verbal mutual understanding with the such parties.
2. Salaries includes directors remuneration on account of salary Rs (Current Year 30077269.) and (Previous Year 15653228)
3. Trade receivables, Trade payables, Loans & Advances and Unsecured Loans have been taken at their book value subject to confirmation and reconciliation.
4. Payments to Auditors:

<b>Auditors Remuneration</b>	<b>2023-2024</b>	<b>2022-2023</b>
Audit Fees	120000	60000
Tax Audit Fees	30000	0
Company Law Matters	0	0
GST	0	0

Total	150000	60000
-------	--------	-------

5. Loans and Advances are considered good in respect of which company does not hold any security other than the personal guarantee of persons.
6. No provision for retirement benefits has been made, in view of accounting policy No. 10. The impact of the same on Profit & Loss is not determined.
7. Advance to others includes advances to concerns in which directors are interested:

Name of Concern	(Figures in )	
	Current Year Closing Balance	Previous Year Closing Balance
Univastu Bootes infra LLP	27571224	
Univastu India Ltd	17416000	

8. Related Party disclosure as identified by the company and relied upon by the auditors:

**(A) Related Parties and their Relationship**

**(I) Key Management Personnel**

1. Deepak Kumar Rai
2. Vishal Agarwal
3. Manab rakshit

**(II) Relative of Key Management Personnel**

- 1.

**(III) Enterprises owned or significantly influenced by Key Management personnel or their relatives**

1. Univastu Bootes infra LLP
2. Bootes Cleantech Pvt LTD (Subsidiary co)

**Transactions with Related parties**

**(Figures in Rs)**

Particulars	Transactions during the year			
	Current Year		Previous year	
	Key	Relative of Key	Key	Relative of Key

	Management Personnel	Management Personnel	Management Personnel	Management Personnel
Advance Paid				
Received Back				
Deposit Received				
Deposit Repaid				
Interest Received				
Interest Paid				
Remuneration Paid	6500000		3550000	
Purchase				
Rent Paid				
Other Payment				
Job Charges				

### Outstanding Balances

Particulars	Current Year		Previous year	
	Key Management Personnel	Relative of Key Management Personnel	Key Management Personnel	Relative of Key Management Personnel
Loans Taken	4720000			
Loans Repaid			12599900	

9. Additional Regulatory Information/disclosures as required by General Instructions to Schedule III to the Companies Act, 2013 are furnished to the extent applicable to the Company.

10. % of imported & indigenous raw material & consumables

Particulars	2024		2023	
	%	Amount	%	Amount
Imported	0.00	0.00	0.00	728122
Indigenous	0.00	0.00	0.00	0.00

11. Value of Imports

Raw Material	Nil	Nil
Finished Goods	Nil	Nil

12. Expenditure in Foreign Currency Nil Rs 728122

13. Earning in Foreign Exchange Rs85239000 Rs21758800

14. Previous year figures have been regrouped/rearranged wherever necessary.

**Signature to notes 1 to 15**

**In terms of Our Separate Audit Report of Even Date Attached.**

**For KUMAR GAURAV &CO  
Chartered Accountants**

**For BOOTES IMPEX TECH LIMITED**

**Sd/-  
(KUMAR GAURAV)**

**Partner  
Membership No. 530748  
Registration No. 018618C  
Place:- GHAZIADBAD  
Date: - 07/09/2024  
UDIN: - 24530748BKBPFP4942**

**Sd/-  
Deepak Kumar  
Rai  
Director  
DIN : 064947059**

**Sd/-  
(Manab Rakshit)  
Director  
DIN : 00325827**





# KUMAR GAURAV & CO.

CHARTERED ACCOUNTANTS

Independent Auditor's Report

To The Members of **Bootes Impex Tech Limited**

**Report on the Consolidated Financial Statements**

1. We have audited the accompanying consolidated financial statements of **Bootes Impex Tech Limited** (hereinafter referred to as "the Holding Company") and its subsidiary, **Bootes Cleantech Private Limited** (the Holding Company and its subsidiary together referred to as "the Group") which comprise the Consolidated Balance Sheet as at March 31, 2024, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year ended, and a summary of the significant accounting policies and other explanatory information.

**Management's Responsibility for the Standalone Financial Statements**

2. The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements of the group, that give a true and fair view of the financial position, financial performance and cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies(Accounts) Rules, 2014.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group; preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.
4. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and the Order issued under Section 143(11) of the Act.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Group preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Group has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the consolidated financial statements.

7. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### **Opinion**

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Group as at March 31, 2024, and its consolidated Profit and its consolidated cash flows for the year ended on that date.

Our report is not qualified in this respect.

### **Report on Other Legal and Regulatory Requirements**

9. As required by Section 143(3) of the Act, we report that:
  - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
  - b. in our opinion, proper books of account as required by law have been kept by the Group so far as it appears from our examination of those books;
  - c. the consolidated balance sheet, the consolidated statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
  - d. in our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended);
  - e. on the basis of the written representations received from the directors of the holding company and the reports of the statutory auditors of its subsidiary companies as on March 31, 2024 and taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act;
  - f. The responsibility to have the internal financial controls with reference to financial statements in place and operative effectiveness of such controls is not applicable on Group as turnover is less than fifty crores and aggregate borrowings from banks or financial institutions or body corporate at any point of time during the financial year is less than twenty five crores; and
  - g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. the Group does not have any pending litigations which would impact its financial position;
    - ii. the Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
    - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.
  - iv. a. The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group ("Ultimate

Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- a. The Management has represented that, no funds (which are material either individually or in the aggregate) have been received by the Group from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
  - b. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above ,contain any material misstatement.
  - v. Management has represented that, no dividend has been declared or paid during the year by the Group hence compliance with section 123 of the Act in not applicable.
11. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor’s Report) Order,2020 (the “Order”/ “CARO”) issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor’s report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

**For Kumar Gaurav & Co.**  
**Chartered Accountants**  
**Firm’s Registration No.: 018618C**

**Kumar Gaurav**  
**Partner**  
**Membership No.:530748**  
**UDIN: 24530748BKBPFW5163**  
**Place: Gurgaon**  
**Date:23 August 2024**

**BOOTES IMPEX TECH LIMITED**  
**CIN : U51909HR2021PLC093355**  
**Consolidated Cash Flow Statement for the Year 2023-24**

(Amount in 00)

PARTICULARS	As at 31.03.2024	As at 31.03.2023
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit Before tax	1,142,829	34,668
Adjustment for:		
Add: Depreciation	16,763	4,971
Add: Interest & Finance Charges	1,341	
Less: Interest Income	(1,762)	
	-	-
<b>Operating Profit before Working capital Changes</b>	<b>1,159,171</b>	<b>39,639</b>
Decrease (Increase) in Trade & Other Receivables	(1,363,479)	(260,141)
Decrease (Increase) in Other Receivables	(112,990)	329
Decrease (Increase) in Non Current Investment		(1,489)
Decrease (Increase) in Stock In Trade	-	-
Decrease (Increase) in Loan & Advance	(334,301)	159,868
Increase (Decrease) in Current Liabilities	228,194	84,411
Net Changes In Working Capital	(1,582,576)	(17,023)
Cash Generated From Operations	(423,405)	22,616
Taxes	9,129.55	
<b>A: Net Cash Flow From Operating activities</b>	<b>(432,535)</b>	<b>22,616</b>
<b>B: CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale of Fixed Assets		
Less: Purchase of Fixed Assets	(60,820)	(13,920)
Interest Received	1,762	-
<b>Net Cash Flow From Investing activities</b>	<b>(59,058)</b>	<b>(13,920)</b>
<b>C: CASH FLOW FROM FINANCING ACTIVITIES</b>		
Increase/ (Repayment) Of Share Capital	59,631.90	-
Increase/ (Repayment) Of Share Premium	935,842.83	
Interest & Finance Charges	(1,341)	-
Increase/ (Repayment) Of Long Term Loan	29,811	
Increase/ (Repayment) Of Short Term Loan	(74,584)	(7,001)
<b>Net Cash Flow From Financing activities</b>	<b>949,360</b>	<b>(7,001)</b>
Net Increase / (Decrease) In cash & Cash Equivalents	<b>457,767</b>	<b>1,695</b>
Cash & Cash equivalents at the beginning of the Year	4,980	3,285
<b>Cash &amp; Cash equivalents at the end of the Year</b>	<b>462,748</b>	<b>4,980</b>

**For Kumar Gaurav & Co.**  
Firm Registration Number: 018618C  
Chartered Accountants

Sd/-  
Kumar Gaurav  
Partner  
M No.: 530748  
UDIN-NO-24530748BKBPFW5163  
Place: Gurgaon  
Dated:23/08/2024

**For and on behalf of the Board**

Sd/- (Deepak Kumar Rai) Director DIN : 06947059	Sd/- (Manab Rakshit) Director DIN : 00325827
--	---

BOOTES IMPEX TECH LIMITED  
CIN : U51909HR2021PLC093355  
Consolidate Balance Sheet as at March 31, 2024.

(Amount in Rs'00)

PARTICULARS	Note No.	As at 31.03.2024	As at 31.03.2023
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
a) Share Capital	1	710,631.90	1,000.00
b) Reserves and Surplus	2	1,226,251.88	37,203.05
<b>Non-Current Liabilities</b>			
a) Long Term Borrowings	3	29,810.57	
b) Deferred Tax Liabilities	4		
c) Other Long Term Liabilities			
d) Long Term Provision			
<b>Current Liabilities</b>			
a) Short Term Borrowings	5	52,415.00	126,999.00
b) Trade Payables	6		
Micro Enterprise and Small enterprise			
Other		389,589.75	6,647.58
c) Other Current Liabilities	7	37,836.63	260,913.59
d) Short-Term Provisions	8	325,286.03	25,245.11
<b>TOTAL</b>		<b>2,771,821.76</b>	<b>458,008.33</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
(a) Property Plant and Equipment and Intangible assets			
(i) Property, Plant and Equipment	9	56,488.36	12,431.33
(ii) Intangible assets			-
(iii) Capital Work In Progress		-	-
(iv) Intangible Assets Under Developments		-	-
Non-current Investments	10	490.00	490.00
Deferred tax Assets(Net)	4	1,238.05	19.46
Long Term Loans and Advance			
Other Non-current assets			
		-	-
<b>Current Assets</b>			
a) Current Investment			
b) Inventories			
a) Trade Receivables	11	1,632,391.14	268,911.92
b) Cash and Cash Equivalents	12	462,747.64	4,980.35
c) Short Term Loans & Advances	13	503,619.81	169,319.16
d) Other Current Assets	14	114,846.35	1,856.09
<b>TOTAL</b>		<b>2,771,821.76</b>	<b>458,008.33</b>

Summary of significant accounting policies and 1 to 20

The accompanying notes are an integral part of the financial statements.

For Kumar Gaurav & Co.

Chartered Accountants

FRN-018618C

For and on behalf of the Board  
BOOTES IMPEX TECH LIMITED

Sd/-

CA Kumar Gaurav

Partner

M.No-530748

Place-Gurgaon

Dated:23/08/2024

UDIN-NO-24530748BKBPFW5163

Sd/-

(Deepak Kumar Rai)

Director

DIN : 06947059

Sd/-

(Manab Rakshit)

Director

DIN : 00325827

BOOTES IMPEX TECH LIMITED

CIN : U51909HR2021PLC093355

Consolidated Statement of Profit and Loss for the Period Ending on March 31, 2024.

(Amount in Rs'00)

PARTICULARS	Note No.	For the Period F.Y. 2023-24	For the Period F.Y. 2022-23
<b>Revenue</b>			
Revenue from Operations	15	1,956,908.60	414,691.61
Other Income	16	289,633.76	23,604.52
<b>Total Revenue</b>		<b>2,246,542.36</b>	<b>438,296.13</b>
<b>Expenses</b>			
a) Cost of Material Consumed	17	527,790.88	70,676.15
b) Personnel and Employee Benefit Expenses	18	361,372.19	169,740.18
c) Finance Costs	19	1,341.19	
d) Depreciation & Amortization Expense	9	16,762.98	4,971.05
e) Other Expenses	20	196,446.56	158,240.69
<b>Total Expenses</b>		<b>1,103,713.81</b>	<b>403,628.07</b>
<b>Profit before Exceptional, Extraordinary items &amp; Taxation</b>		<b>1,142,828.56</b>	<b>34,668.06</b>
Exceptional Items		-	-
<b>Profit Before Extraordinary Items &amp; Taxation</b>		<b>1,142,828.56</b>	<b>34,668.06</b>
Extra Ordinary Items		-	-
<b>Profit Before Taxation</b>		<b>1,142,828.56</b>	<b>34,668.06</b>
<b>Tax Expense:</b>			
Current Tax		241,219.15	9,110.09
Deferred Tax Charge / (Credit)		1,218.59	19.46
<b>Profit/ Loss After Taxation</b>		<b>902,828.00</b>	<b>25,577.43</b>
<b>Profit / (Loss) for the Period from Continuing Operations</b>		<b>902,828.00</b>	<b>25,577.43</b>
Profit / (Loss) from Discontinuing Operations		-	-
Tax Expense of Discontinuing Operations		-	-
<b>Profit / (Loss) from Discontinuing Operations (After Tax)</b>		<b>-</b>	<b>-</b>
<b>Profit for the Period</b>		<b>902,828.00</b>	<b>25,577.43</b>
Earnings per equity share:			
(1) Basic		12.70	255.77
(2) Diluted		12.70	255.77
Weighted Average Number of Equity Shares used in calculating earning per share			
(1) Basic			
(2) Diluted			
<b>Summary of significant accounting policies and Notes on Financial Statements</b>	<b>1 to 20</b>		
This is the Profit and Loss Account referred to in our report of even date.			
For Kumar Gaurav & Co. Chartered Accountants FRN-018618C	For and on behalf of the Board BOOTES IMPEX TECH LIMITED		
Sd/- CA Kumar Gaurav Partner M.No-530748 Place-Gurgaon Dated:23/08/2024 UDIN-NO-24530748BKBPFW5163	Sd/- (Deepak Kumar Rai) Director DIN : 06947059	Sd/- (Manab Rakshit) Director DIN : 00325827	

**BOOTES IMPEX TECH LIMITED**

CIN : U51909HR2021PLC093355

Notes to the Accounts for the Year Ended March 31, 2024.

**1. SHARE CAPITAL***(Amount in Rs'00)*

Particulars	As at	As at
	31.03.2024	31.03.2023
<b>Authorised</b>		
Equity Share Capital		
14500000 Equity Shares of Rs. 10/- each	1,450,000.00	10,000.00
12500000 Preference share of rs 10/- each	1,250,000.00	
<b>Issued, Subscribed and Paid up</b>		
7106319 Equity Shares of Rs. 10/- each	710,631.90	1,000.00
	<u>710,631.90</u>	<u>1,000.00</u>

a) The reconciliation of the number of shares outstanding and the amount of share capital as at March 31,2024 as below:

Particulars	As at March 31,	As at March 31,
	2024	2023
	No of shares	No of shares
Numbers of shares at the March 31, 2023	10,000.00	10,000.00
Shares issued during the year	7,096,319.00	-
Numbers of shares at the March 31, 2024	7,106,319.00	10,000.00

b) Number of Shares held by each shareholder having more than 5% shares:

Particulars	'March 31, 2024		'March 31, 2023	
	No of shares	%	No of shares	%
	Holding		Holding	
Deepak Kumar Rai	5,626,593	79.2%	9,500	95.00%
	<u>5,626,593</u>	<u>79%</u>	<u>10,000</u>	<u>95.00%</u>

c) Shareholding of Promoters  
as at March 31, 2024

Class of equity Shraes	Promoter's Name	Nos. of shares at	Change	Nos. of shares	% of total shares	% change
		the beginning of	during the	at the end of the		during the year
		the year	year	year		
Fully paid-up equity shares of Rs. 10 each	Deepak Kumar Rai	9500.00	5617093.00	5626593.00	79.18%	99.83%

d) Shareholding of Promoters  
as at March 31, 2023

Class of equity Shraes	Promoter's Name	Nos. of shares at	Change	Nos. of shares	% of total shares	% change
		the beginning of	during the	at the end of the		during the year
		the year	year	year		
Fully paid-up equity shares of Rs. 10 each	Deepak Kumar Rai	9500.00	-	9500.00	100.00%	0.00%

c) The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. Equity Shareholders are eligible to dividend proposed by the Board of Directors as approved by Shareholders in the ensuing Annual General Meeting.

d) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**BOOTES IMPEX TECH LIMITED**

CIN : U51909HR2021PLC093355

Notes to the Accounts for the Year Ended March 31, 2024.

*(Amount in Rs '00)*

<b>Note 2.</b>	<b>As at 31.03.2024</b>	<b>As at 31.03.2023</b>
<b>Reserves and Surplus</b>		
Reserves:		
General Reserve	650,000.00	-
Capital Reserves	-	-
Security Premium	936,220.83	-
Less Bonus Share Issue	(650,000.00)	-
	<u>936,220.83</u>	<u>-</u>
Surplus		
Opening Balance as on 1st April	37,203.05	15,794.61
Add: Profit / (Loss) for the Year	902,828.00	25,577.43
Less: Previous Year Tax		(4,168.99)
Less: Transfer to Free Reserve	650,000.00	
<b>Sub Total</b>	<u>290,031.05</u>	<u>37,203.05</u>
<b>Grand Total</b>	<u>1,226,251.88</u>	<u>37,203.05</u>



**BOOTES IMPEX TECH LIMITED**

CIN : U51909HR2021PLC093355

Notes to the Accounts for the Year Ended March 31, 2024.

<b>Note 3 Long Term Borrowing</b>		
<i>(Amount in Rs '00)</i>		
Particulars	As at 31 March, 2024	As at 31 March, 2023
Car Loan	29810.57	
<b>TOTAL</b>	<b>29,810.57</b>	

**NOTE 4 - Deferred Tax**

<i>(Amount in Rs '00)</i>		
Particulars	As at 31 March, 2024	As at 31 March, 2023
Closing WDV as per Income Tax Act	61,250.10	12,506.18
Closing WDV as per company Act	56,488.36	12,431.33
<b>DTA</b>	<b>4,761.74</b>	74.85
DTA	1,238.05	19.46
Opening DTA	19.46	-
Closing DTA	1,218.59	19.46

**NOTE 5 - SHORT-TERM BORROWINGS**

<i>(Amount in Rs '00)</i>		
Particulars	As at 31 March, 2024	As at 31 March, 2023
<b>(A) Secured</b>		
Current Maturity For Long term due(Car Loan)	5,215.00	
<b>Secured Loans</b>	<b>5,215.00</b>	
<b>(B) Unsecured</b>		
(a) Loans and advances from Directors	47,200.00	125,000.00
(b) From Bootes Wireless Techonologies Private Limited		999.00
Bootes Cleantech Pvt Ltd		1,000.00
<b>Unsecured Loans</b>	<b>47,200.00</b>	<b>126,999.00</b>
<b>Total</b>	<b>52,415.00</b>	<b>126,999.00</b>



**BOOTES IMPEX TECH LIMITED**

CIN : U51909HR2021PLC093355

Notes to the Accounts for the Year Ended March 31, 2024.

(Amount in Rs '00)

Note 7.	As at	As at
	31.03.2024	31.03.2023
<b>Other Current Liabilities</b>		
Salary Payable	35,522.53	16,191.32
Audit Fees Payable	1,964.10	1,004.10
Advance from Customers	-	239,139.32
Expense Payable	-	4,117.50
Employee Imprest	-	211.35
From Bootes Cleantech Pvt Ltd		
Audit Fees Payable	350.00	250.00
	<b>37,836.63</b>	<b>260,913.59</b>

Note 8.	As at	As at
	31.03.2024	31.03.2023
<b>Short Term Provisions</b>		
GST Payable	66,067.36	12,969.62
TDS Payable	11,426.65	2,401.38
Provision for Income tax	240,821.97	9,110.09
PF Payable	1,127.47	764.02
<b>From Bootes Cleantech Pvt Ltd</b>		
Provision for Income tax	397.18	
Other	5,445.40	
	<b>325,286.03</b>	<b>25,245.11</b>

Note 10. Non Current Investment		
	As at 31 March, 2024	As at 31 March, 2023
Particulars	Rs.	Rs.
Investment in Univastu Bootes LLP	490.00	490.00
Total Secured Advances	<b>490.00</b>	<b>490.00</b>



**BOOTES IMPEX TECH LIMITED**  
**CIN : U51909HR2021PLC093355**  
**Notes to the Accounts for the Year Ended March 31, 2024.**

**Note 11 TRADE RECEIVABLES**

Particulars	(Amount in Rs '00)	
	As at 31 March, 2024	As at 31 March, 2023
<b>Trade Receivables</b>		
Secured - Considered Good		
a) Less than six months	-	-
b) More than six months	-	-
Unsecured - Considered Good		
a) Less than six months	1,632,391.14	268,911.92
b) More than six months	-	-
Unsecured - Considered Doubtful		
a) Less than six months	-	-
b) More than six months	-	-
Less : Provision for Bad and Doubtful Debts	-	-
<b>Total</b>	<b>1,632,391.14</b>	<b>268,911.92</b>

**Trade Receivables Aging Schedule**

0

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Undisputed Trade Receivables						
- Considered Good	1,624,751.01	-	-	-	-	1,624,751.01
- Considered Doubtful	-	-	-	-	-	-
(ii) Disputed Trade Receivables						
- Considered Good	-	-	-	-	-	-
- Considered Doubtful	-	-	-	-	-	-
<b>From Bootes Cleantech Pvt Ltd</b>	7,640.13	-	-	-	-	7,640.13
<b>Total</b>	<b>1,632,391.14</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,632,391.14</b>

**BOOTES IMPEX TECH LIMITED**

CIN : U51909HR2021PLC093355

Notes to the Accounts for the Year Ended March 31, 2024.

**NOTE 12.****(Amount in Rs '00)**

	As at 31.03.2024	As at 31.03.2023
<b>Cash and Cash Equivalents</b>		
Balances with Banks in current accounts	198,154.20	3,333.81
Cash In hand	9,803.81	790.54
Fixed Deposit	253,000.00	
<b>From Bootes Cleantech Pvt Ltd</b>	1789.63	856
	<b>462,747.64</b>	<b>4,980.35</b>

**Note 13. Short term Loans and Advances**

Particulars	As at 31 March, 2023	As at 31 March, 2023
	Rs.	Rs.
<b>Other Loans and Advances</b>		
a) Staff Imprest	2,589.86	10,551.60
b) Security Deposit	41,295.60	6,930.00
c) Advance to Vendors	9,862.13	150,838.56
d) Advance to Univastu Bootes infra LLP	275,712	-
e) Advance to univastu India Limited	174,160	-
From Bootes Cleantech Private Ltd		999.00
	-	-
<b>Total</b>	<b>503,619.81</b>	<b>169,319.16</b>

**(Amount in Rs '00)****Note 14.**

	As at 31.03.2024	As at 31.03.2023
<b>Other Current Assets</b>		
TDS & TCS Receivables	12,095.95	1,660.82
Advance Tax	100,000.00	
Customer Duty paid	184.26	184.26
GST Input	-	-
Income Tax refund	-	11.01
Prepaid Expense	2,566.14	
	<b>114,846.35</b>	<b>1,856.09</b>

BOOTES IMPEX TECH LIMITED  
CIN : U51909HR2021PLC093355  
Notes to the Accounts for the Year Ended March 31, 2024.

(Amount in Rs '00)

Note 15.	For the F.Y. 2023-24	For the F.Y. 2022-23
<b>Revenue from Operations</b>		
Receipts From Sale of Service	1,910,713.06	414,691.61
<b>From Bootes Cleantech Pvt LTD</b>	46,195.54	
	<b>1,956,908.60</b>	<b>414,691.61</b>

(Amount in Rs '00)

Note 16.	For the F.Y. 2023-24	For the F.Y. 2022-23
<b>Other Income</b>		
Forex Exchange Gain	-	111.41
Written off	330.24	23,419.61
Discount on Purchase	-	73.51
Interest on Fixed Deposit	1,761.95	
Misc Income	655.00	-
Profit From Univastu Bootes Infra LLP	286,886.58	
	<b>289,633.76</b>	<b>23,604.52</b>

(Amount in Rs '00)

Note 17.	For the F.Y. 2023-24	For the F.Y. 2022-23
<b>Cost of Material Consumed</b>		
Purchase of consumable Matterial	127,701.64	53,407.69
Freight	1,504.12	2,569.82
Transportation	-	431.00
Civil Work	-	14,202.64
Labour Charge	4,986.00	
Equipment Hiring Charge	-	65.00
Consulatnacy Expense	111,269.12	
Technical & Support Service	282,330.00	
	<b>527,790.88</b>	<b>70,676.15</b>

(Amount in Rs '00)

Note 18.	For the F.Y. 2023-24	For the F.Y. 2022-23
<b>Personnel and Employee Benefit Expenses</b>		
Director Remuneration	65,000.00	35,500.00
Salary	235,772.69	121,032.28
Staff Welfare Expenses	9,949.95	11,175.45
Bonus	10,260.00	1,106.00
Provident Fund Expense	5,154.07	926.45
<b>From Bootes Cleantech Pvt LTD</b>	35,235.48	-
	<b>361,372.19</b>	<b>169,740.18</b>

Note 19.	For the F.Y. 2023-24	For the F.Y. 2022-23
<b>Finance Costs</b>		
Interest On Car loan	1,341.19	
	<b>1,341.19</b>	

BOOTES IMPEX TECH LIMITED  
CIN : U51909HR2021PLC093355  
Notes to the Accounts for the Year Ended March 31, 2024.

(Amount in Rs '00)

Note 20.	For the F.Y. 2023-24	For the F.Y. 2022-23
<b>Other Expenses</b>		
Accommodation	3,200.08	6,283.38
Advertisement	5,396.48	920.00
Telephone & Internet Expenses	748.82	575.65
Audit Fee*	2,200.00	600.00
Bank Charges	245.97	133.74
Business Promotion Expenses	8,896.19	2,119.99
Brokerage	1,647.98	2,894.00
Conveyance Expenses	752.02	125.83
Consumable & Accessories	2,383.94	8,315.21
Donation	1,669.99	-
Forex Exchange Loss	12,761.96	-
Fuel Expense	5,226.71	6,416.41
Installation and Commissioning Charge	15,960.00	-
Guest House Expense	3,517.86	-
Postage & Courier Expenses	5.70	70.01
Pointing Charge	627.90	-
Festival Expenses	91.00	1,552.27
Gift Expense	796.53	4,742.90
Misc. Expenses	202.22	154.06
Electricity Expenses	7,528.03	2,254.96
Tour & Travelling Expense	9,869.85	11,427.40
Rent	43,014.96	22,225.00
Stamp Duty	22.00	-
Shifting Charge	13.00	-
Round Off	(1.63)	-
Office Expenses	614.96	1,206.05
Other Expenses	2,404.21	3,367.32
Printing & stationery	881.88	936.21
Office Equipment Hiring Charge	2,882.73	5,512.91
Car hiring Charge	3,237.37	-
Software Expenses	1,880.57	432.58
Repair & Maintenance	3,932.73	2,708.79
Tender Fee	100.00	473.60
Technical Support Service	-	2,449.02
Interest on Statutory dues	919.81	719.42
Interest on Income tax	897.57	-
Insurance Expnses	645.42	-
ROC Stamp Duty Fees	22,181.55	-
Legal & Professional Charges	11,573.12	63,744.93
Lab Testing Fee	-	20.00
Loading unloading Expense	-	13.00
Survey and Visit Charge	637.20	-
Manpower Charge	5,923.70	2,739.97
Vehicle R/M Expense	1,818.90	2,576.18
Visa Expense	-	69.80
Web Subscription Fee	-	165.09
<b>From Bootes Cleantech Pvt LTD</b>	<b>9,137.28</b>	<b>295.00</b>
	<b>196,446.56</b>	<b>158,240.69</b>
<b>*Audit Fee Bootes Impex Tech Ltd</b>		
Statutory Audit Fee	190,000	60,000
Tax Audit	30,000	-
<b>Total</b>	<b>220,000</b>	<b>60,000</b>
<b>Audit Fee Bootes Cleantech Ltd</b>		
Statutory Audit Fee	25,000	15,000
<b>Total</b>	<b>25,000</b>	<b>15,000</b>



**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 SUBSIDIARIES  
OR  
ASSOCIATE COMPANIES OR JOINT VENTURES**

**PART A- SUBSIDIARIES**

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Name of the subsidiary	<b>BOOTES CLEANTECH PRIVATE LIMITED</b> (formerly known as <i>Bootes Wireless Technologies Private Limited</i> )
The date since when subsidiary was acquired	04.10.2021
Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	FY 2023-24
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Nil
Share capital (Paid-up)	1,00,000
Reserves and surplus	1,03,040
Total assets	9,42,976
Total Liabilities	7,39,936
Investments	Nil
Turnover	46,19,554
Profit before taxation	1,82,258

Provision for taxation	Nil
Profit after taxation	1,82,258
Proposed Dividend	Nil
Extent of shareholding (in percentage)	99.99%

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

1. Names of subsidiaries which are yet to commence operations **NIL**
2. Names of subsidiaries which have been liquidated or sold during the year. **NIL**



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



NOTICE is hereby given that 3<sup>rd</sup> Annual General Meeting (AGM) of the Members of Bootes Impex Tech Limited, (formerly known as "BOOTES IMPEX TECH PRIVATE LIMITED") schedule to be held on Monday, 30<sup>th</sup> September 2024 at 5:00 PM at the Registered Office of the Company situated at Unit No. 109B, 1<sup>st</sup> Floor, Magnum City Center, Sector-63A, Golf Course Extension Road, Gurgaon, Haryana-122011, India to transact the following business.

## **ORDINARY BUSINESS**

### **ITEM NO. 1**

To consider and adopt:

(a) the audited standalone financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon; and in this regard, to consider and if thought fit, to pass the following resolution as **Ordinary Resolution**:

**"RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

(b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2024 and the report of Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution as **Ordinary Resolution**:

**"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2024 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

### **ITEM NO. 2**

To appoint Mr Vishal Agarwal, who retires by rotation as a Director and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr Vishal Agarwal (DIN: 09264985), who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company."

**SPECIAL BUSINESS**

**ITEM NO. 3**

**APPROVAL FOR OVERALL BORROWING LIMITS OF THE COMPANY AS PER SECTION 180 (1) (c) OF THE COMPANIES ACT, 2013**

To consider the borrowing limits of the Company and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Section 180(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) the consent of the members of the Company be and is hereby accorded to borrow any sum or sums of monies, from time to time, in any form including but not limited to by way of loans, financial facility, through the issuance of debentures, commercial paper or such other form, upon such terms and conditions as to interest, repayment, or otherwise and with or without security, as the Board may think fit for the purposes of the Company’s business notwithstanding that the money or monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves and securities premium, provided however, the total amount so borrowed (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) shall not exceed at any point in time a sum equivalent to Rs. 19,35,85,217/- (Rupees Nineteen Crore Thirty Five Lakhs Eighty Five Thousand Two Hundred Seventeen Only) over and above the aggregate, of the paid-up share capital and free reserves and securities premium of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required.”

**FOR AND ON BEHALF OF  
BOOTES IMPEX TECH LIMITED**

**For Bootes Impex Tech Limited**

**DEEPAK KUMAR RAI  
DIRECTOR**

Director

**DIN: 06947059**

**DATE: 24.08.2024**

**PLACE: Gurgaon**

**NOTES:**

1. In terms of section 105 of the Companies Act, 2013, a member of a Company entitled to attend and vote at Annual General Meeting is entitled to appoint another person as a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. Proxies in order to be effective must submit the Proxy Form in Form MGT-11 (attached as Annexure A to this notice) be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.
2. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Corporate Members intending to send their authorized representative(s) to attend the Annual General Meeting are requested to forward a certified copy of Board Resolution authorizing their representative to attend and vote at the Annual General Meeting either to the Company in advance or submit the same at the venue of the General Meeting.
4. **APPOINTMENT / RE-APPOINTMENT OF DIRECTORS**  
At the ensuing Annual General Meeting, Mr. Vishal Agarwal retire by rotation and being eligible, offer themselves for re-appointment. (Annexure w.r.t SS-2 by ICSI)
5. The relevant Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of the Special Business in the notice is annexed herewith.
6. In compliance with the MCA Circulars and SEBI Circular dated January 5, 2023, Notice of the AGM along with the Annual Report for the financial year 2023-24 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that the Notice and Annual Report for the financial year 2023-24 will also be available on the Company's website at [www.bootes.in](http://www.bootes.in).
7. AGM shall be called, held and convened at the Registered Office of the Company.
8. Non Resident Indian Members, if any, are requested to inform Registrar and Transfer Agents, immediately of:
  - a. Change in their residential status on return to India for permanent settlement.
  - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code, MICR No. and address of the bank, if not furnished earlier, to enable Corporation to remit dividend, if any, to the said Bank Account directly.
9. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips, duly filled, for handing over at the venue of the meeting. (in the form attached as Annexure B to this notice).

10. Members attending the AGM at the registered office of the Company shall be counted for the purpose of reckoning the quorum under section 103 of the act.

11. The voting rights of members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date of August 23, 2024.

**12. REGISTRAR AND TRANSFER AGENTS:**

The address of Registrars and Transfer Agents of the Company is as follows:

M/s. SKYLINE FINANCIAL SERVICES PRIVATE. LIMITED.

D-153 A | 1st Floor | Okhla Industrial Area,

Phase - I New Delhi-110 020

Tel.: 011-26812682-83, 40450193 to 97

Mobile : 9999589742

E-mail : admin@skylinerta.com

13. All relevant documents referred to in the Notice and accompanying statement shall be available for inspection at the registered office of the Company between 12:00 P.M. to 2:00 P.M. on all working days and will also be available for inspection at the meeting.

14. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the AGM is enclosed (in the form attached as **Annexure C** to this notice).

Email : [info@bootes.in](mailto:info@bootes.in)  
Contact No. : +91 0124 4105165

**BOOTES IMPEX TECH LTD**  
(Formerly Known As Bootes Impex Tech Pvt. Ltd.)  
CIN : U51909HR2021PLC093355

GST IN : 06AAJCB6841Q1Z2  
Website : [www.bootes.in](http://www.bootes.in)

Registered Office : Unit No. 109B, 110, 111 & 112, 1st Floor, Magnum City Centre Sector-63A, Golf Course Extension Road, Gurugram, Haryana-122011

Office No. : 273, Satra Plaza, Sector 19D, Plam Beach Road, Vashi, Navi Mumbai - 400705



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE DATED 24<sup>TH</sup> AUGUST 2024**

**ITEM NO. 3:**

Keeping in view the Company's long term strategic and business objectives, the Company is in need of additional fund. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Body Corporate and/or such other persons/ individuals as may be considered fit, which together with the moneys already borrowed by the Company (apart from temporary loans obtained from Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves and securities premium of the Company.

Pursuant to Section 180(1)(c) of the Companies Act, 2013 the Board of Directors cannot borrow more than the aggregate amount of paid-up capital, free reserves and securities premium of the Company without obtaining the consent of the members of the Company through Special Resolution in a General Meeting.

In view of the aforesaid, the Board of Directors of the Company at its meeting held on 24<sup>th</sup> August 2024, subject to the approval of the members of the Company, accorded its approval to borrow moneys in excess of the aggregate of the paid-up capital, free reserves and securities premium of the Company, provided that the total money to be borrowed, together with the money already borrowed by the Company and outstanding at any point of time, apart from temporary loans obtained/ to be obtained from the Company's bankers in the ordinary course of business, shall not be in excess of Rs. 19,35,85,217/- (Rupees Nineteen Crore Thirty Five Lakhs Eighty Five Thousand Two Hundred Seventeen Only) over and above the aggregate of the paid-up capital and free reserves and securities premium of the Company.

In view of the aforesaid, it is proposed to take approval under section 180(1) (c) of the Companies Act, 2013 by way of Special Resolution for over and above the limit of Rs. 19,35,85,217/- (Rupees Nineteen Crore Thirty Five Lakhs Eighty Five Thousand Two Hundred Seventeen Only).

The Board recommends that the resolution set out at item no. 3 be passed as a **Special Resolution**.

None of the Directors are in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

**FOR AND ON BEHALF OF  
BOOTES IMPEX TECH LIMITED  
For Bootes Impex Tech Limited**

**DEEPAK KUMAR RAI**  
**DIRECTOR** Director  
**DIN: 06947059**  
**DATE: 24.08.2024**  
**PLACE: Gurgaon**

Email : [info@bootes.in](mailto:info@bootes.in)  
Contact No. : + 91 0124 4105185

**BOOTES IMPEX TECH LTD**  
(Formerly Known As Bootes Impex Tech Pvt. Ltd.)  
CIN : U51909HR2021PLC093355

GST IN : 06AAJCB8841Q1Z2  
Website : [www.bootes.in](http://www.bootes.in)

Registered Office : Unit No. 109B, 110, 111 & 112, 1st Floor, Magnum City Centre Sector-63A, Golf Course Extension Road, Gurugram, Haryana-122011

Office No. : 273, Satra Plaza, Sector 19D, Palm Beach Road, Vashi, Navi Mumbai - 400705

**ANNEXURE A**  
**PROXY FORM**

**Form No. MGT-11**  
**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**CIN:** U51909HR2021PLC093355

**Name of the Company:** Bootes Impex Tech Limited

**Registered office:** Unit No 109B, 1st Floor, Magnum City Center, Sector-63A, Golf Course Extension Road, Gurgaon, Haryana-122011

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP Id:

I/We, \_\_\_\_\_ being the member (s) of Bootes Impex Tech Limited, hereby appoint:

1. Name: .....

Address:

E-mail Id:

Signature..... or failing him

2. Name: .....

Address:

E-mail Id:

Signature..... or failing him

3. Name: .....

Address:

E-mail Id:

Signature.....

Email : [info@bootes.in](mailto:info@bootes.in)  
Contact No. : +91 0124 4105165

**BOOTES IMPEX TECH LTD**  
(Formerly Known As Bootes Impex Tech Pvt. Ltd.)  
CIN : U51909HR2021PLC093355

GST IN : 06AAJCB6841Q1Z2  
Website : [www.bootes.in](http://www.bootes.in)

Registered Office : Unit No. 109B, 110, 111 & 112, 1st Floor, Magnum City Centre Sector-63A, Golf Course Extension Road, Gurugram, Haryana-122011

Office No. : 273, Satra Plaza, Sector 19D, Plam Beach Road, Vashi, Navi Mumbai - 400705

As my/our proxy to attend for me/us and on my/our behalf at the 3<sup>rd</sup> Annual General Meeting of the Company, to be held at the registered office of the Company situated at Unit No 109B, 1<sup>st</sup> Floor, Magnum City Center, Sector-63A, Golf Course Extension Road, Gurgaon, Haryana-122011 held on Monday, 30<sup>th</sup> September 2024 at 5:00 PM and at any adjournment thereof, in respect of such resolutions, as are indicated below:

Resolution No.	Resolution	Vote	
		For	Against
<b>Ordinary Business</b>			
1.	To consider and adopt: (a) the audited standalone financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon; and in this regard, to consider and if thought fit, to pass the following resolution as Ordinary Resolution. (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2024 and the report of Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution as Ordinary Resolution.		
2.	To appoint Mr Vishal Agarwal, who retires by rotation as a Director and, in this regard, to consider and if thought fit, to pass the following resolution as Ordinary Resolution.		
<b>Special Business</b>			
3.	Approval for Overall Borrowing Limits of the Company as per Section 180 (1) (C) of the Companies Act, 2013 as Special Resolution.		

Signed on .... day of ....2024

Affix  
Revenue  
Stamp

Signature of shareholder

Signature of Proxy holder(s)

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**



Email : [info@bootes.in](mailto:info@bootes.in)  
Contact No. : +91 024 4105165

**BOOTES IMPEX TECH LTD**  
(Formerly Known As Bootes Impex Tech Pvt. Ltd.)  
CIN : U51909HR2021PLC093355

GST IN : 06AAJCB6841Q1Z2  
Website : [www.bootes.in](http://www.bootes.in)

Registered Office : Unit No. 109B, 110, 111 & 112, 1st Floor, Magnum City Centre Sector-63A, Golf Course Extension Road, Gurugram, Haryana-122011

Office No. : 273, Satra Plaza, Sector 19D, Plam Beach Road, Vashi, Navi Mumbai - 400705

**ANNEXURE-B**  
**ATTENDANCE SLIP**

I/We \_\_\_\_\_ R/o \_\_\_\_\_ hereby record my/our presence at the 3<sup>rd</sup> Annual General Meeting of the Company on Monday, 30<sup>th</sup> September 2024 at 5.00 P.M at the registered office of the Company situated at Unit No. 109B, 1<sup>st</sup> Floor, Magnum City Center, Sector-63A, Golf Course Extension Road, Gurgaon Haryana-122011, India.

<b>DPID * :</b>	<b>Folio No. :</b>
<b>Client Id * :</b>	<b>No. of Shares :</b>

\* Applicable for investors holding shares in electronic form.

**SIGNATURE OF SHAREHOLDER(S)/PROXY**

**NOTE:**

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.

**BOOTES**

Email : [info@bootes.in](mailto:info@bootes.in)  
Contact No. : +91 0124 4105165

**BOOTES IMPEX TECH LTD**  
(Formerly Known As Bootes Impex Tech Pvt. Ltd.)  
CIN : U51909HR2021PLC093355

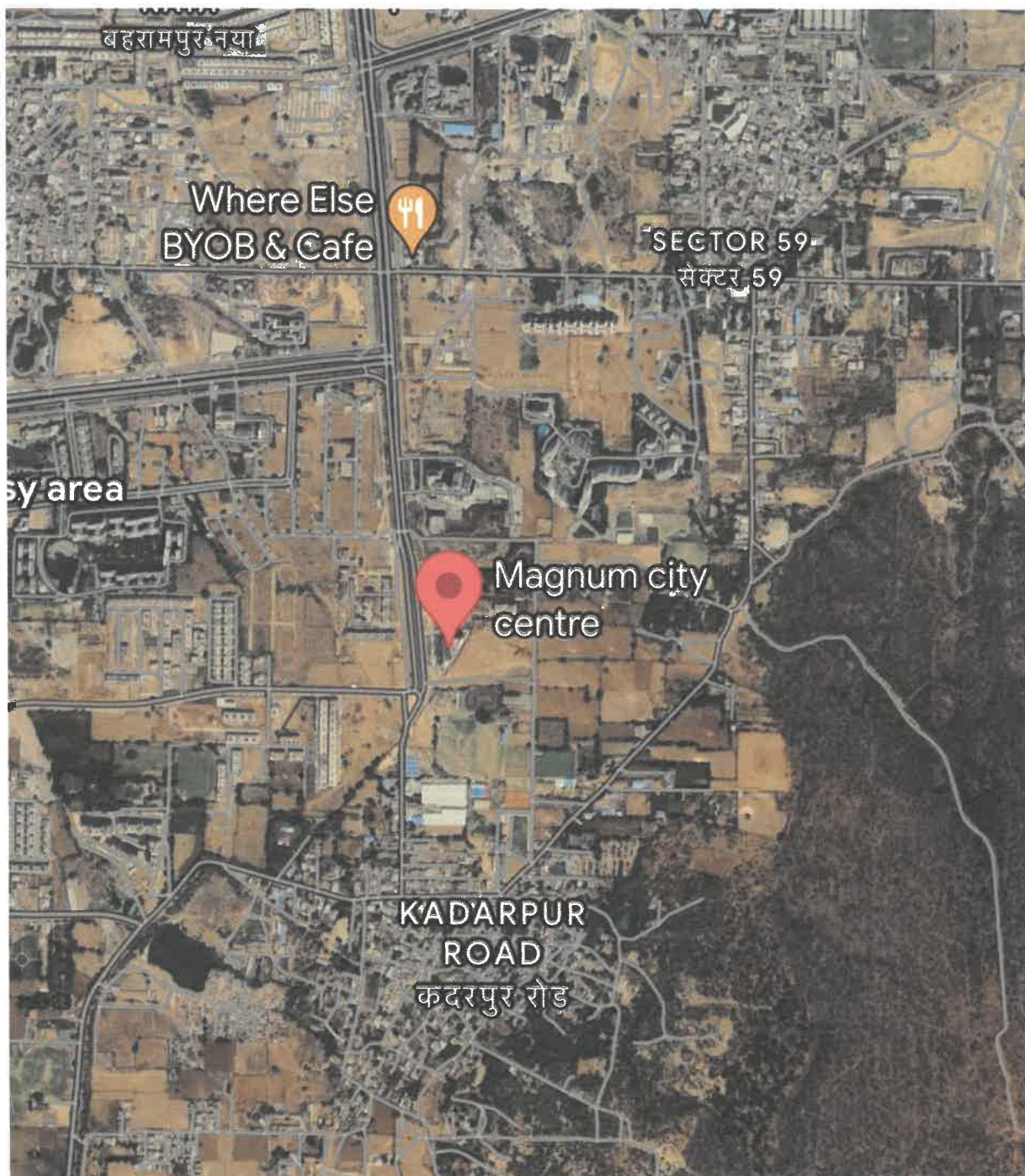
GST IN : 05AAJCB6841Q1Z2  
Website : [www.bootes.in](http://www.bootes.in)

Registered Office : Unit No. 109B, 110, 111 & 112, 1st Floor, Magnum City Centre Sector-63A, Golf Course Extension Road,  
Gurugram, Haryana-122011

Office No. : 273, Satra Plaza, Sector 19D, Plam Beach Road, Vashi, Navi Mumbai – 400705

ANNEXURE C

ROUTE MAP



Email : [info@bootes.in](mailto:info@bootes.in)  
Contact No. : +91 0124 4105165

**BOOTES IMPEX TECH LTD**  
(Formerly Known As Bootes Impex Tech Pvt. Ltd.)  
CIN : U51909HR2021PLC093355

GST IN : 06AAJCB684IQI22  
Website : [www.bootes.in](http://www.bootes.in)

Registered Office : Unit No. 109B, 110, 111 & 112, 1st Floor, Magnum City Centre Sector-63A, Golf Course Extension Road, Gurugram, Haryana-122011

Office No. : 273, Satra Plaza, Sector 19D, Plam Beach Road, Vashi, Navi Mumbai - 400705

### ANNEXURE TO THE NOTICE

As per the requirement of the **Secretarial Standard -2** as issued by Institute of Company Secretaries of India, a statement containing the requisite details of the concerned Directors seeking appointment/reappointment at the 3rd Annual General Meeting as mentioned below:

#### ITEM NO. 02

Name	Vishal Agarwal
Category / Designation	Non-Executive & Non -Independent Director
Director Identification No (DIN)	09264985
Date of Birth and Age	31/01/1987 Age 37 Years
Nationality	Indian
Date of first appointment on the Board	August 11 <sup>th</sup> , 2021
Brief Profile / Expertise in Specific field/ Qualification	Mr. Vishal Agarwal aged 37, has a wide range of experience in the field of Accounts, Finance and Business Development. He is a commerce graduate.
Board Meetings held & attended during the FY 2023-24	10
Directorship held in other public companies (Excluding foreign companies and Section 8 Companies)	NIL
Memberships/Chairmanships of Committees of other Public Companies (Includes only Audit Committee and Stakeholder's Relationship Committee)	NIL
Number of shares held in the company	2,97,507
Remuneration paid during financial year 2023-24	12 lakh
Remuneration sought to be paid	NIL
Relationship with other directors / Manager/KMP	Mr. Vishal Agarwal is not related to any Director(s) of the company as defined under the provision of section 2 (77) of the Companies Act, 2013, and is not debarred from holding the office of director by any statutory authority.
Terms and Conditions of Appointment/ reappointment	NIL

BOOTES

Email : [info@bootes.in](mailto:info@bootes.in)  
Contact No. : +91 0124 4106165

**BOOTES IMPEX TECH LTD**  
(Formerly Known As Bootes Impex Tech Pvt. Ltd.)  
CIN : U51909HR2021PLC093355

GST IN : 06AAJCB6841Q1Z2  
Website : [www.bootes.in](http://www.bootes.in)

Registered Office : Unit No. 109B, 110, 111 & 112, 1st Floor, Magnum City Centre Sector-63A, Golf Course Extension Road, Gurugram, Haryana-122011

Office No. : 273, Satra Plaza, Sector 19D, Palm Beach Road, Vashi, Navi Mumbai - 400705

# BOOTES IMPEX TECH LIMITED

(FORMERLY KNOWN AS BOOTES IMPEX TECH PRIVATE LIMITED)

CIN : U51909HR2021PLC093355

REGD ADD: UNIT NO 109B, 110, 111, 112, 1ST FLOOR, MAGNUM CITY CENTER,  
SECTOR-63A, GOLF COURSE EXTENSION ROAD, GURGAON, HARYANA,  
INDIA-122011

EMAIL ID : [compliance@bootes.in](mailto:compliance@bootes.in)

MOB NO. : +91-7310110088

WEBSITE : [www.bootes.in](http://www.bootes.in)

