

NOTICE

Notice is hereby given that the 05th Annual General Meeting of the members of Nirmitee Robotics India Limited will be held on Saturday, the 25th September, 2021 at 03:00 P.M. at the Registered office of the Company Situated at C/o Manisha Sales, D 3/2, Hingna, MIDC, Nagpur, Maharashtra- 440028 India to consider the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet for the year ended 31st March, 2021, the Profit and Loss account for the year ended as on the said date, the Director's Report and the Auditor's Report thereon.
2. To re-appoint Mr. Kartik Eknath Shende, Non-Executive Director (DIN: 02627131) who retires by rotation and being eligible, offers himself for the re- appointment.

To consider and, if thought fit, to pass the following resolution, with or without modification as an **Ordinary Resolution**:

“RESOLVED THAT, Mr. Kartik Eknath Shende, Non-Executive Director (DIN: 02627131), who retires by rotation in terms of Section 152 of Companies Act, 2013 and being eligible be and is hereby re-appointed as Non-Executive Director of the Company whose office shall be liable to retirement by rotation.”

3. To appoint M/s BPSD & Associates, Chartered Accountants (FRN: 118251W) as statutory auditors of the Company, in place of retiring auditors M/s Amit Gharlute & Co., Chartered Accountants, Nagpur (Firm Registration No. 133252W) and fix their remuneration .

To consider and, if thought fit, to pass the following resolution, with or without modification as an **Ordinary Resolution**:

“RESOLVED THAT, pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s BPSD & Associates, Chartered Accountants (FRN: 118251W), be and is hereby appointed as statutory auditors of the Company, in place of retiring auditors M/s Amit Gharlute & Co., Chartered Accountants, Nagpur (Firm Registration No. 133252W), to hold office from the conclusion of this AGM until the conclusion of AGM relevant to Financial Year 2025-26 at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT any of the Directors of the company be and is hereby authorized to file form ADT-1 with the Registrar of Companies within the prescribed time.”

Special Business:

4. To approve the payment of Remuneration to Mr. Jay Motghare, Whole Time Director of Company (DIN: 07559929).

To consider and, if thought fit, to pass the following resolution, with or without modification as an **Ordinary Resolution**:

“RESOLVED THAT in terms of provisions contained in Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, including any statutory modifications or re-enactment thereof, and the Articles of Association and pursuant to the recommendation of Nomination and Remuneration Committee of the Company, the consent of Members be and is hereby accorded for the payment of remuneration to Mr. Jay Motghare, Whole Time Director of Company (DIN: 07559929) up to Rs. 60 Lakhs p.a. as set out in the Explanatory Statement, for a period of three years w.e.f. 01st April 2021 being as per the limit specified under Item A of Section II of Part II of the Schedule V in case of inadequacy or absence of profits calculated in accordance with the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT in terms of the applicable provisions and Schedule V of the Companies Act, 2013, where in any financial year during the tenure of Mr. Jay Motghare, the Company has no profits, or its profits are inadequate, the Company shall pay Mr. Jay Motghare, the remuneration up to Rs. 60 Lakhs p.a.

RESOLVED FURTHER THAT any Director and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.”

5. To approve the payment of commission to Mr. Kartik Eknath Shende, Non-Executive Director of Company (DIN: 02627131).

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

“RESOLVED THAT as per the provisions of sections 197, 198, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and the Articles of Association and pursuant to the recommendation of Nomination and Remuneration Committee of the Company, the consent of members be and is hereby accorded for the payment of commission for a period of three years w.e.f. 01st April 2021 to Mr. Kartik Eknath Shende, Non-Executive Director (DIN: 02627131) up to Rs. 24 Lakhs p.a. over and above the limit specified under Item A of Section II of Part II of the Schedule V of the Companies Act, 2013 in case of inadequate profits or no profits.

RESOLVED FURTHER THAT the above commission shall be in addition to the fees payable to Mr. Kartik Eknath Shende for attending the meetings of Board of Directors or any Committee thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings.

RESOLVED FURTHER THAT any Director and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.”

6. To approve the payment of commission to Mr. Rajesh Narendra Admane, Non-Executive Director of Company (DIN: 01504366).

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

“RESOLVED THAT as per the provisions of sections 197, 198, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and the Articles of Association and pursuant to the recommendation of Nomination and Remuneration Committee of the Company, the consent of members be and is hereby accorded for the payment of commission for a period of three years w.e.f. 01st April 2021 to Mr. Rajesh Narendra Admane, Non-Executive Director of Company (DIN: 01504366) up to Rs. 24 Lakhs p.a. over and above the limit specified under Item A of Section II of Part II of the Schedule V of the Companies Act, 2013 in case of inadequate profits or no profits.

RESOLVED FURTHER THAT the above remuneration shall be in addition to the fees payable to Mr. Rajesh Narendra Admane for attending the meetings of Board of Directors or any Committee thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings.

RESOLVED FURTHER THAT any Director and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.”

By order of the Board

For **NIRMITEE ROBOTICS INDIA LIMITED**

Sd/-

Akhilesh Girish Mishra

Company Secretary cum Compliance Officer

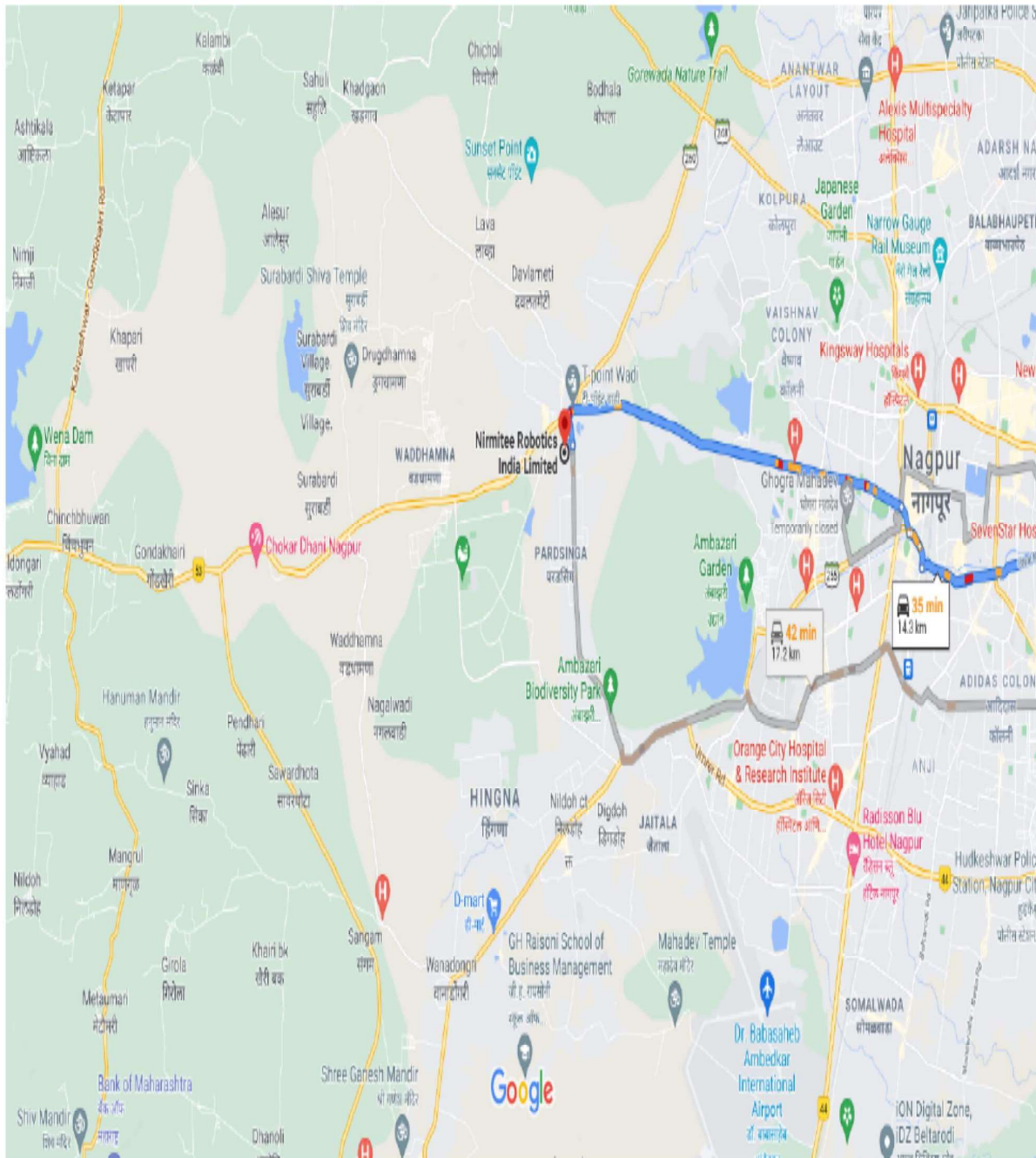
Membership No: A65835

Place: Nagpur

Dated: 25/08/2021



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NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint proxy/proxies to attend and vote instead of himself/herself. Such proxy/proxies need not to be a member of the company.
2. A person can act as proxy on behalf of members not exceeding (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The instrument of Proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.
4. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution authority, as applicable.
5. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney/Letter of Representation authorizing its representative to attend and vote on their behalf at the Annual General Meeting.
6. **DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:** In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 read with circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's <https://www.nirmiteerobotics.com/investors/> websites of the Stock Exchanges, i.e., BSE Limited at <https://www.startupsbse.com/index.html> and on the website of NSDL, at <https://www.evoting.nsdl.com/>.

7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility for voting through Ballot / Polling Paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting by Ballot/Polling Paper. The Board has appointed **M/s Avinash Gandhewar & Associates, Practicing Company Secretaries, Nagpur**, as a Scrutinizer to scrutinize the process of e-voting.



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EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 4

Pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a Company having inadequate/no profits, may subject to certain conditions including the passing of an Ordinary Resolution, pay such remuneration to its managerial personnel as per the limit specified under Item A of Section II of Part II of the Schedule V on the recommendation of Nomination and Remuneration Committee.

During the financial year ended March 31, 2021, the profit of the Company was not adequate due to increase in Company's financial cost and COVID impact and therefore the remuneration payable to the Whole Time Director would be paid as per the limit specified under Item A of Section II of Part II of the Schedule V of the Companies Act, 2013.

The details of remuneration paid to Mr. Jay Motghare, Whole Time Director (DIN: 07559929) during the financial year despite inadequacy or absence of profits is as under:

1.	Basic Salary	Rs. 30,000/- per month
2.	Dearness Allowance (DA)	Rs. 10,000/- per month
3.	Other Allowances	Rs. 60,000/- per month
4.	Perquisites	N.A.
5.	Retirement Benefits	N.A.
	a. Provident Fund	
	b. Superannuation Fund	
	c. Gratuity	

In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in this financial year Mr. Jay Motghare shall be entitled to a minimum remuneration comprising salary, DA and other allowances as detailed above subject to maximum Rs. 60 Lakhs p.a.

Other than Mr. Jay Motghare, none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution.

Pursuant to the recommendations of Nomination and Remuneration Committee, your Directors recommend the Resolution set out in Item No. 4 as an Ordinary Resolution for your approval.

Statement containing additional information as required in Schedule V of the Companies Act, 2013:

I. General Information:

1.	Nature of industry	<p>Nirmitee Robotics India Limited, a BSE SME Startup Portal Registered Company, is a pioneer HVAC Air Duct Cleaning Company based in Nagpur, India, with offices around the world. The company specializes in Ozone treatment and Sterilization of HVAC Air Ducts.</p> <p>The company is proud to have developed its own patented, air duct inspection and air duct cleaning robots. Nirmitee Robotics India Limited was established in 2016 by a group of young, dedicated and motivated professionals.</p>
2.	Date or expected date of commencement of commercial production.	12/08/2016
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable

4.	Financial performance based on given indicators.	The Total revenue of the Company stood at Rs. 3, 52, 46,259/- in the current year and Rs. 3, 27, 91,137/- in the previous year. The Company made a net profit of Rs. 23,13,160/- (Rupees Twenty Three Lakhs Thirteen Thousand One Hundred and Sixty Only) for the year ended March 31, 2021 as compared to the net profit of Rs. 32,81,160/- (Rupees Thirty Two Lakhs Eighty One Thousand One Hundred and Sixty Only) in the previous year.
5.	Foreign Investments or collaborations, if any.	Not Applicable

II. Information about the appointee:

1.	Background details	Mr. Jay Prakash Motghare, aged 41 years is the founder Promoter and also a Whole Time Director of our Company. He holds Bachelors of Arts from Nagpur University. He was previously associated with Progeon Limited, ADFC Private Limited, GE Money, Citi Corporation Limited. He later founded our Company to carry out the activities for providing HVAC (Heating, Ventilation and Air Conditioning) Duct Cleaning Service and also acquired Affiliate Membership of ISHARE (Indian Society of Heating, Refrigerating and Air Conditioning Engineers.
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		Now as a Whole-time Director of our Company he has been guiding force behind the growth and business strategy of our Company.
2.	Past remuneration	Rs. 12,00,000/- Per Annum
3.	Recognition or awards	-
4.	Job profile and his suitability	Mr. Jay Motghare is currently responsible for day to day business activities of our company with a special emphasis on Research & Development, Formulation of Strategies, Business Development and Customer Relationship Management.
5.	Remuneration proposed	As stated in the Explanatory Statement
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Mr. Jay Motghare is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Not related to any of the Directors and Key Managerial Personnel of the Company

III. Other Information:

1.	Reasons of loss or inadequate profits	Increase in Company's financial cost and COVID impact
2.	Steps taken or proposed to be taken for improvement	The Company has taken significant steps to reduce costs in line with the projected sales given the COVID impact.
3.	Expected increase in productivity and profits in measurable terms	During 2021-2022, the financial position showed considerable recovery in demand and business results and is expected to show further progressive recovery of demand and underlying business results.

Item No. 5

Looking to the competitive business environment, stringent accounting standards and consequent increase in the responsibilities of the Non-Executive Directors ("NEDs"), it is considered prudent and appropriate to remunerate the NEDs of the Company. However, the Act, restricted payment of any remuneration to NEDs in case of loss or inadequate profits in any financial year.

In order to address this situation, Ministry of Corporate Affairs vide notification dated March 18, 2021 made necessary amendments in the Act and Schedule V of the Act, which now enables the Companies to pay remuneration to NEDs in case of loss or inadequate profits, within the limits of Schedule V of the Act. However, the same is subject to approval of shareholders by way of an Ordinary Resolution.

Further, as per the proviso of Item A of Section II of Part II of the Schedule V of the Companies Act, 2013, Companies may remunerate its Directors in excess of the limit as specified under Schedule V subject to passing of Special Resolution in this regard.

Therefore, the members of Company are requested to accord their consent for the payment of commission, in case of inadequate profits or no profits, for a period of three years w.e.f. April 01st, 2021 to Mr. Kartik Eknath Shende, Non-Executive Director (DIN: 02627131) up to Rs. 24 Lakhs p.a. over and above the limit specified under Item A of Section II of Part II of the Schedule V of the Companies Act, 2013.

Other than Mr. Kartik Eknath Shende, none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution.

Pursuant to the recommendations of Nomination and Remuneration Committee, your Directors recommend the Resolution set out in Item No. 5 as Special Resolution for your approval.

Statement containing additional information as required in Schedule V of the Companies Act, 2013:

I. General Information:

1.	Nature of industry	<p>Nirmitee Robotics India Limited, a BSE SME Startup Portal Registered Company, is a pioneer HVAC Air Duct Cleaning Company based in Nagpur, India, with offices around the world. The company specializes in Ozone treatment and Sterilization of HVAC Air Ducts.</p> <p>The company is proud to have developed its own patented, air duct inspection and air duct cleaning robots. Nirmitee Robotics India Limited was established in 2016 by a group of young, dedicated and motivated professionals.</p>
2.	Date or expected date of commencement of commercial production.	12/08/2016

3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable
4.	Financial performance based on given indicators.	The Total revenue of the Company stood at Rs. 3, 52, 46,259/- in the current year and Rs. 3, 27, 91,137/- in the previous year. The Company made a net profit of Rs. 23,13,160/- (Rupees Twenty Three Lakhs Thirteen Thousand One Hundred and Sixty Only) for the year ended March 31, 2021 as compared to the net profit of Rs. 32,81,160/- (Rupees Thirty Two Lakhs Eighty One Thousand One Hundred and Sixty Only) in the previous year.
5.	Foreign Investments or collaborations, if any.	Not Applicable

II. Information about the appointee:

1.	Background details	Mr. Kartik Eknath Shende, aged 48 years is Co-Promoter and Non-Executive Director of our Company since July, 2017. He was engaged in manufacturing of Dental care and personal care products. Currently he is a founding member and Director of our Group Company – Vithobha Industries Limited, a company engaged in dealing of oral cares and personal care products.
2.	Past remuneration	Rs. 12,00,000/- Per Annum

3.	Recognition or awards	-
4.	Job profile and his suitability	As a Promoter Director, he is responsible for formulating various strategies and providing guidance for its implementation in our Company.
5.	Remuneration proposed	As stated in the Explanatory Statement.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	The remuneration of Mr. Kartik Shende is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	Not related to any of the Directors and Key Managerial Personnel of the Company.

III. Other Information:

1.	Reasons of loss or inadequate profits	Due to increase in finance cost of the Company and COVID impact.
2.	Steps taken or proposed to be taken for improvement	The Company has taken significant steps to reduce costs in line with the projected sales given the COVID impact.
3.	Expected increase in productivity and profits in measurable terms	During 2021-2022, the financial position showed considerable recovery in demand and business results and is expected to show further progressive recovery of demand and underlying business results.

Item No. 6

Looking to the competitive business environment, stringent accounting standards and consequent increase in the responsibilities of the Non-Executive Directors (“NEDs”), it is considered prudent and appropriate to remunerate the NEDs of the Company. However, the Act, restricted payment of any remuneration to NEDs in case of loss or inadequate profits in any financial year.

In order to address this situation, Ministry of Corporate Affairs vide notification dated March 18, 2021 made necessary amendments in the Act and Schedule V of the Act, which now enables the Companies to pay remuneration to NEDs in case of loss or inadequate profits, within the limits of Schedule V of the Act. However, the same is subject to approval of shareholders by way of an Ordinary Resolution.

Further, as per the proviso of Item A of Section II of Part II of the Schedule V of the Companies Act, 2013, Companies may remunerate its Directors in excess of the limit as specified under Schedule V subject to passing of Special Resolution in this regard.

Therefore, the members of Company are requested to accord their consent for the payment of commission, in case of inadequate profits or no profits, for a period of three years w.e.f. April 01st, 2021 to Mr. Rajesh Admane, Non-Executive Director (DIN: 01504366) up to Rs. 24 Lakhs p.a. over and above the limit specified under Item A of Section II of Part II of the Schedule V of the Companies Act, 2013.

Other than Mr. Rajesh Admane, none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution.

Pursuant to the recommendations of Nomination and Remuneration Committee, your Directors recommend the Resolution set out in Item No. 4 as Special Resolution for your approval.

Statement containing additional information as required in Schedule V of the Companies Act, 2013:

I. General Information:

1.	Nature of industry	<p>Nirmitee Robotics India Limited, a BSE SME Startup Portal Registered Company, is a pioneer HVAC Air Duct Cleaning Company based in Nagpur, India, with offices around the world. The company specializes in Ozone treatment and Sterilization of HVAC Air Ducts.</p> <p>The company is proud to have developed its own patented, air duct inspection and air duct cleaning robots. Nirmitee Robotics India Limited was established in 2016 by a group of young, dedicated and motivated professionals.</p>
2.	Date or expected date of commencement of commercial production.	12/08/2016
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable
4.	Financial performance based on given indicators.	<p>The Total revenue of the Company stood at Rs. 3, 52, 46,259/- in the current year and Rs. 3, 27, 91,137/- in the previous year. The Company made a net profit of Rs. 23,13,160/- (Rupees Twenty Three Lakhs Thirteen Thousand One Hundred and Sixty Only) for the year ended March 31, 2021 as</p>

		compared to the net profit of Rs. 32,81,160/- (Rupees Thirty Two Lakhs Eighty One Thousand One Hundred and Sixty Only) in the previous year.
5.	Foreign Investments or collaborations, if any.	Not Applicable

II. Information about the appointee:

1.	Background details	Mr. Rajesh Narendra Admane, aged 52 years is Co-Promoter and Non-Executive Director of our company since October 2016. He holds Bachelor's in Science (Technology) with specialization in Petroleum Refining and Petrochemical Technology.
2.	Past remuneration	Rs. 12,00,000/- Per Annum
3.	Recognition or awards	-
4.	Job profile and his suitability	He is responsible for providing guidance for the Technical knowhow.
5.	Remuneration proposed	As stated in the Explanatory Statement.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	The remuneration of Mr. Rajesh Narendra Admane is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.

7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	Not related to any of the Directors and Key Managerial Personnel of the Company.
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III. Other Information:

1.	Reasons of loss or inadequate profits	Increase in finance cost and COVID impact.
2.	Steps taken or proposed to be taken for improvement	The Company has taken significant steps to reduce costs in line with the projected sales given the COVID impact.
3.	Expected increase in productivity and profits in measurable terms	During 2021-2022, the financial position showed considerable recovery in demand and business results and is expected to show further progressive recovery of demand and underlying business results.

Additional Information of Director seeking re-appointment at the ensuing Annual General Meeting pursuant to Regulation 36 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 and Secretarial Standard of General Meeting:

Name of Director	Mr. Kartik Eknath Shende
Date of Birth	04 th March 1973
Age	48 years
Date of Appointment	01 st July 2017
Expertise/Experience	Experience of more than 10 years in manufacturing and service industry
Qualification	Undergraduate
Terms and conditions of re appointment	-
Remuneration last drawn	Rs. 12,00,000.00
Remuneration proposed to be paid	Rs. 12,00,000.00
Percentage and No. of Equity Shares held	141664 Equity shares (23.60%)
Number of Board Meetings attended	14
Chairman / Member of the Committees of the Board of Directors of other Companies in which he is director	-
Relationship between directors inter-se	-

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THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING:-

The remote e-voting period begins on Wednesday, 22nd September 2021 at 09:00 A.M. and ends on Friday, 24th September 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 20th September 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 20th September 2021.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for

	<p>casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for

	the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
- a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.
3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer by e-mail to gpassociates.ngp@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Soni Singh at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@nirmiteerobotics.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@nirmiteerobotics.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

ATTENDANCE SLIP FOR ANNUAL GENERAL MEETING

(to be surrendered at the venue of the meeting)

I certify that I am a registered shareholder/proxy/representative for the registered shareholder(s) of Nirmitee Robotics India Limited. I hereby record my presence at the 05th Annual General Meeting of the shareholders of Nirmitee Robotics India Limited held on Saturday, 25th September, 2021 at 03:00 P.M. at the registered office of the Company at C/o Manisha Sales, D 3/2, Hingna, MIDC, Nagpur, Maharashtra- 440028 India.

Reg. Folio No. / Client ID	
DP ID	
No. of Shares	

Name & Address of Member;

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Signature of Shareholder/Proxy/Representative

(Please Specify)

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	L74999MH2016PLC284731
Name of the Company	Nirmitee Robotics India Limited
Registered office	C/o Manisha Sales, D 3/2, Hingna, MIDC, Nagpur, Maharashtra 440028
Name of the member(s)	
Registered Address	
Email Id	
Folio No / Client ID	DP ID:

I /We, being the member(s) of _____ shares of the above named company, hereby
appoint

1.	Name		Signature
	Address		
	Email Id		
	Or failing him		
2.	Name		Signature
	Address		
	Email Id		
	Or failing him		

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 05th Annual General Meeting of the Company to be held on Saturday, 25th September, 2021 at 03:00 P.M. at the registered office of the Company at C/o Manisha Sales, D 3/2, Hingna, MIDC, Nagpur, Maharashtra- 440028 India and at any adjournment thereof in respect of such resolutions as are indicated below:

	For	Against
Ordinary Business:		
1. To receive, consider and adopt the Audited Balance Sheet for the year ended 31 st March, 2021, the Profit and Loss account for the year ended as on the said date, the Directors' Report and the Auditors' Report thereon.		
2. To re-appoint Mr. Kartik Eknath Shende, Non-Executive Director (DIN: 02627131) who retires by rotation and being eligible, offers himself for the re-appointment.		
3. To appoint M/s BPSD & Associates, Chartered Accountants (FRN: 118251W), as statutory auditors of the Company, in place of retiring auditors M/s Amit Gharlute & Co., Chartered Accountants, Nagpur (Firm Registration No. 133252W) and fix their remuneration.		
Special Business:		
4. To approve the payment of Remuneration to Mr. Jay Motghare, Whole Time Director of Company (DIN: 07559929).		
5. To approve the payment of commission to Mr. Kartik Eknath Shende, Non-Executive Director of Company (DIN: 02627131).		

6. To approve the payment of commission to Mr. Rajesh Narendra Admane, Non-Executive Director of Company (DIN: 01504366).		
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Signed thisday of2021.

Signature of shareholder: _____ Signature of Proxy holder(s): _____

Affix
Revenue
Stamp

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.



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