

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting (EGM) of the members of Nirmitee Robotics India Limited will be held on Saturday, the 12th February, 2022 at 03:00 P.M. at the Registered office of the Company Situated at D 3/2, Hingna, MIDC, Nagpur, Maharashtra- 440028 India to consider the following business:

Special Business:

1. Alteration of Articles of Association:

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof) and subject to other approvals, if any, the consent of members be and is hereby accorded to alter the Articles of Association of the Company by way of substitution of existing Article No. 35 with the following article:

35. The company may, from time to time, by ordinary resolution increase or re-classify the authorized share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to file the requisite forms, etc. with the office of the Registrar of Companies, Mumbai, Maharashtra and to do such other acts and deeds as may be necessary for giving effect to this resolution.”

2. Re-classification of Authorized Share Capital:

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 13, 61 and all other applicable provisions, if any, under the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) read with Articles of Association, the existing Authorised Share Capital of the Company of Rs. 2,66,50,000/- (Rupees Two Crore Sixty Six Lakhs Fifty Thousand Only) divided into 665000 (Six Lakh Sixty Five Thousand) equity shares of Rs. 10/- (Rupees Ten) each and 2000000 (Twenty Lakhs) Preference shares of Rs. 10/- (Rupees Ten) each be and is hereby re-classified to 2,66,50,000/- (Rupees Two Crore Sixty Six Lakhs Fifty Thousand Only) divided into 2665000 (Twenty Six Lakhs Sixty Five Thousand) Equity shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V) The Authorised Share Capital of the Company is Rs. 2, 66, 50,000/- (Rupees Two Crore Sixty Six Lakhs Fifty Thousand Only) divided into 2665000 (Twenty Six Lakhs Sixty Five Thousand) Equity shares of Rs. 10/- (Rupees Ten) each.

3. Increase in Authorized Share Capital:

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

“RESOLVED THAT pursuant to the provision of section 61 and 64 of the Companies Act, 2013 read with Companies (Share Capital and Debenture) Third Amendment Rules, 2016 and other applicable provisions, if any, (including any statutory modification or re-enactment thereof for the time being in force) and the provisions of the Memorandum and Articles of Association, the Authorized Capital of the Company be and is hereby increased from 2,66,50,000/- (Rupees Two Crore

Sixty Six Lakhs Fifty Thousand Only) divided into 2665000 (Twenty Six Lakhs Sixty Five Thousand) Equity shares of Rs. 10/- (Rupees Ten) each to Rs. 3, 66, 50,000 (Rupees Three Crore Sixty Six Lakhs Fifty Thousand Only) divided into 3665000 (Thirty Six Lakhs Sixty Five Thousand) Equity shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT clause V of the Memorandum of Association of the Company be and is hereby altered to read as follows:

V) The Authorised Share Capital of the Company is Rs. 3, 66, 50,000 (Rupees Three Crore Sixty Six Lakhs Fifty Thousand Only) divided into 3665000 (Thirty Six Lakhs Sixty Five Thousand) Equity shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to file the requisite forms, etc. with the office of the Registrar of Companies, Mumbai, Maharashtra and to do such other act and deeds as may be necessary for giving effect to this resolution.”

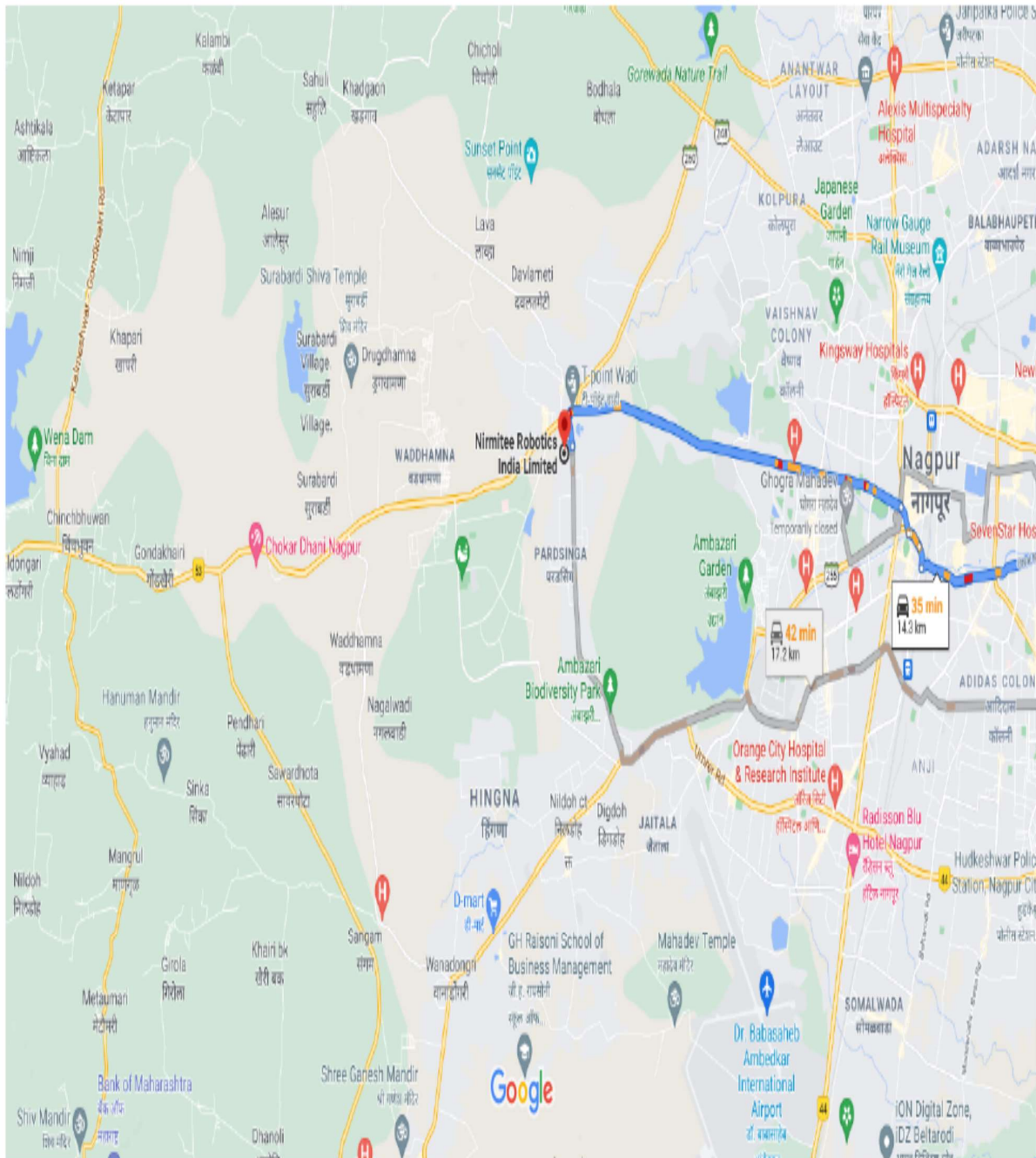
By order of the Board
For **NIRMITEE ROBOTICS INDIA LIMITED**

Sd/-
Akhilesh Girish Mishra
Company Secretary cum Compliance Officer
Membership No: A65835

Place: Nagpur
Dated: 12/01/2022



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<https://goo.gl/maps/icoEWgWcP1rEXWsa9>

Press Ctrl+Click to open the link.

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 Extra Ordinary General Meeting.
6. **DISPATCH OF NOTICE THROUGH ELECTRONIC MODE:** In the view of relaxation given by MCA and SEBI Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories and the same shall be available on the Company's website <https://www.nirmiteerobotics.com/investors/> and on the websites of the Stock Exchanges, i.e., BSE Limited at <https://www.startupsbse.com/index.html> and NSDL, at <https://www.evoting.nsdl.com/>.

- 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 EGM. 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 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 and Ballot/Polling Paper.



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

Item No. 1:

Since, there is no enabling provision regarding re-classification of share capital in the existing Articles of Association (AOA) of the Company, the Board at its meeting held on 12th January, 2022 decided to alter AOA with the approval of members more appropriately to enable the Company to re-classify its authorized share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution so that unused portion of authorized share capital may be re-classified to any other category of share capital to absorb the further increase in subscribed capital of the Company.

It is therefore proposed to amend AOA of the Company pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013. Accordingly, your Board recommends passing of the Special resolution as set out at Item No.1 of this Notice for the approval of Members.

None of the Directors, Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/ indirectly interested in the above resolution except to the extent of their respective interest as shareholders of the Company.

Item No. 2:

The present authorised capital of the Company is Rs. 2, 66, 50,000/- (Rupees Two Crore Sixty Six Lakhs Fifty Thousand Only) divided into 665000 (Six Lakh Sixty Five Thousand) equity shares of Rs. 10/- (Rupees Ten) each and 2000000 (Twenty Lakhs) Preference shares of Rs. 10/- (Rupees Ten) each.

Pursuant to the provisions of the Companies Act, 2013, the Company is required to obtain approval of its shareholders to carry out alteration in the Clause V of the Memorandum of Association of the Company.

The preference capital component of authorised capital is sought to be reclassified into equity shares and it is proposed that the existing Authorised Share Capital of the Company of Rs. 2,66,50,000/- (Rupees Two Crore Sixty Six Lakhs Fifty Thousand Only) divided into 665000 (Six Lakh Sixty Five Thousand) equity shares of Rs. 10/- (Rupees Ten) each and 2000000 (Twenty Lakhs) Preference shares of Rs. 10/- (Rupees Ten) each is reclassified to Rs. 2,66,50,000/- (Rupees Two Crore Sixty Six Lakhs Fifty Thousand Only) divided into 2665000 (Twenty Six Lakhs Sixty Five Thousand) Equity shares of Rs. 10/- (Rupees Ten) each.

The Resolution requires approval of Members to re-classify the Share Capital and to amend Clause V of the Memorandum of Association of the Company.

The Board of Directors recommends the passing of this resolution as set out at Item No. 2 of the notice by an ordinary resolution.

None of the Directors, Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/ indirectly interested in the above resolution except to the extent of their respective interest as shareholders of the Company.

Item No. 3

In order to meet the Capital requirement for growth and expansion of Company's business, the Board of Directors propose to increase the authorized share capital from Rs. 2,66,50,000/- (Rupees Two Crore Sixty Six Lakhs Fifty Thousand Only) divided into 2665000 (Twenty Six Lakhs Sixty Five Thousand) Equity shares of Rs. 10/- (Rupees Ten) each to Rs. 3, 66, 50,000 (Rupees Three Crore Sixty Six Lakhs Fifty Thousand Only) divided into 3665000 (Thirty Six Lakhs Sixty Five Thousand) Equity shares of Rs. 10/- (Rupees Ten) each which will rank pari-passu in all respects with the existing equity shares in the company. The proposed increase of Authorized Share Capital requires the approval of members in general meeting. Consequent upon the Increase of Authorized Capital the Company's Memorandum of Association will require alteration so as to reflect the Increase in Share Capital.

The Board of Directors recommends the passing of this resolution as set out at Item No. 3 of the notice by an ordinary resolution.

None of the Directors, Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/ indirectly interested in the above resolution except to the extent of their respective interest as shareholders of the Company.



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THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING:-

The remote e-voting period begins on Wednesday 09th February 2022 at 09:00 A.M. and ends on Friday, 11th February 2022 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. 07th February 2022, 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 07th February 2022.

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***
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5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - 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:
- 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.
 - Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - 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 EXTRA ORDINARY 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 Extra Ordinary General Meeting of the shareholders of Nirmitee Robotics India Limited held on Saturday, 12th February, 2022 at 03:00 P.M. at the registered office of the Company at D 3/2, Hingna, MIDC, Nagpur, Maharashtra- 440028 India.

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

Name & Address of Member;

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	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 Extra Ordinary General Meeting of the Company to be held on Saturday, 12th February, 2022 at 03:00 P.M. at the registered office at 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
Special Business:		
1. To alter the Articles of Association of the Company.		
2. To re-classify the Authorized Share Capital of the Company.		
3. To increase the Authorized Share Capital of the Company.		

Signed thisday of2022.

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

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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.