

NOTICE

Date: 13th August, 2022

To,

The Directors

NIRMITEE ROBOTICS INDIA LIMITED

Shorter Notice is hereby given that the Meeting of Board of Directors [BM: 09/2022-23] of Company is scheduled to be held on Tuesday, 16th August, 2022 at 03.00 PM at the Registered Office situated at C/o Vithoba Healthcare and Research Private Limited, D 3/2, MIDC Hingna, Nagpur, Maharashtra, India-440028 to discuss and transact the following business:-

Sr. No	Item
1.	To appoint a Chairman in case of absence of designated Chairman of the meeting.
2.	To confirm the quorum of meeting.
3.	To grant leave of absence, if any.
4.	To take note of minutes of previous Board Meeting dated 09 th July 2022.
5.	To confirm and approve the Director's Report of the Company for the period ended 31 st March 2022.
6.	Convening of 06 th AGM of the Company and approving draft notice of the same.
7.	To approve recommendation of Nomination and Remuneration Committee for payment of commission to Mrs. Neelima Rajesh Admane, non-executive director

	of company (DIN: 08817410).
8.	To appoint and engage CS Avinash Gandhewar, Proprietor of M/s Avinash Gandhewar & Associates., Practicing Company Secretaries, Nagpur, as a Scrutinizer of the Company to carry out the entire activity relating to e-voting of the ensuing AGM.
9.	To fix the Book Closure date and cut-off date.
10.	To consider and approve the matter regarding engagement of NSDL for e-voting.
11.	To consider and approve the matter regarding newspaper advertisement and authorize Mr. Kartik Shende (DIN: 02627131) to do the needful.
12.	To transact any other business with the permission of chair.
13.	Vote of Thanks.

Please submit leave of absence in case you are not in a position to attend the meeting.

Please acknowledge the receipt of this Notice.

Kindly make it convenient to attend the meeting.

Thanking you,

Yours faithfully,

For **NIRMITEE ROBOTICS INDIA LIMITED**

Sd/-

Jaspreet Kaur Bhamra

Company Secretary cum Compliance Officer

Mem No: A65116

Place: Nagpur

AGENDA FOR THE [BM: 09/2022-23] MEETING OF BOARD OF DIRECTORS OF NIRMITEE ROBOTICS INDIA LIMITED TO BE HELD ON TUESDAY, 16TH AUGUST, 2022 AT 03.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT C/O VITHOBA HEALTHCARE AND RESEARCH PRIVATE LIMITED, D 3/2, MIDC HINGNA, NAGPUR, MAHARASHTRA- 440028

ITEM NO. 1

The designated Chairman shall occupy his chair and in case of his absence the Board Members present in the meeting shall elect one of themselves as a Chairman of the meeting by show of hands.

ITEM NO. 2

The presence of requisite quorum shall be confirmed by the Chairman.

ITEM NO. 3

The Board may grant leave of absence to Director(s) who has/have submitted their leave of absence.

ITEM NO. 4

Minutes of previous Board Meeting dated 09th July, 2022 shall be taken on record for noting of the same.

ITEM NO. 5

The Director's report pertaining to financial year 2021-22 shall be placed before the Board for its consideration and approval and all the Board Members shall be requested to pass the following resolution unanimously;

Resolution No: 01

“RESOLVED THAT pursuant to the provisions of Section 134 and 179 of the Companies Act, 2013 read with relevant rules made thereunder, the draft Director's report of Company pertaining to financial year 2021-22 be and is hereby considered approved by the Board and Mr. Kartik Eknath Shende, Non Executive Director (DIN: 02627131) and Mr. Jay Motghare,

Whole Time Director (DIN: 07559929) be and are hereby authorized to sign the Director's report on behalf of Board.

RESOLVED FURTHER THAT Mr. Kartik Eknath Shende, Non Executive Director (DIN: 02627131) and Mr. Jay Motghare, Whole Time Director (DIN: 07559929) be and are hereby directed to circulate the said report to the members and other concerned parties of the Company.”

ITEM NO. 6

The Chairman shall inform the Board that the 06th AGM of the Company is to be convened on Friday 30th September, 2022 at 05:00 PM pursuant to the provisions of Section 96 of the Companies Act, 2013 and shall also table the draft notice of the AGM for the approval.

In this regard, all the Board Members shall be requested to pass the following resolution unanimously:

Resolution No. 02:

“**RESOLVED THAT** with reference to the provisions of Section 96 and 101 of the Companies Act, 2013, the consent of Board be and is hereby accorded for convening 06th AGM of the Company on Friday 30th September 2022 at 05:00 PM at the Registered Office of the Company at C/o Vithoba Healthcare and Research Private Limited D 3/2, Hingna MIDC, Nagpur, Maharashtra 440028 India.

RESOLVED FURTHER THAT the draft notice of aforesaid AGM as tabled before the Board for identification be and is hereby considered and approved.

RESOLVED FURTHER THAT Mrs. Jaspreet Kaur Bhamra, Company Secretary cum Compliance Officer (Mem: A65116) of the Company be and is hereby authorized to issue Notice to the members and to do all such acts incidental and ancillary to give effect to the said transaction for and on behalf of the Company.”

ITEM NO. 7

To discuss and consider the matter regarding payment of commission to Mrs. Neelima Admane, non-executive director of Company (DIN: 08817410).

The Chairman shall table the Board the recommendation of Nomination and Remuneration Committee of the company regarding payment of commission upto 24 Lakhs p.a. to Mrs. Neelima Admane, non-executive director of Company (DIN: 08817410) w.e.f. 01st April, 2022.

After discussion, if thought fit, the Board shall pass the following resolution:

Resolution No. 03:

“**RESOLVED THAT** with reference to the recommendation of Nomination and Remuneration Committee of the Company and pursuant to Section 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 subject to the approval of members, the consent of Board be and is hereby accorded for the payment of commission for a period of three years w.e.f. 01st April 2022 to Mrs. Neelima Rajesh Admane, Non-Executive Director of Company (DIN: 08817410) 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 Mrs. Neelima Rajesh 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.”

ITEM NO. 8

The Chairman shall inform the Board that in accordance with the provisions of Rule 22 (5) of the Companies (Management and Administration), Rules, 2014 a scrutinizer needs to be appointed to conduct the Ballot and E-voting process at the ensuing Sixth (06th) AGM in a fair and transparent manner.

Management of the Company suggested the name of CS Avinash Gandhewar, Proprietor of M/s Avinash Gandhewar & Associates., Practicing Company Secretaries, Nagpur, as a Scrutinizer for conducting the Ballot & E-voting process at the ensuing Sixth (06th) AGM of the Company.

Thus, all the Board Members shall be requested to pass the following resolution unanimously in this regard;

Resolution No. 04:

“RESOLVED THAT CS Avinash Gandhewar, Proprietor of M/s Avinash Gandhewar & Associates., Practicing Company Secretaries, Nagpur, be and is hereby appointed as a Scrutinizer for conducting the Ballot & E-voting process in a fair and transparent manner at the ensuing Sixth (06th) AGM of the Company.”

ITEM NO. 9

The Chairman shall inform the Board that the Register of Members and Share Transfer Books of the Company are required to be closed pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 91 of the Companies Act, 2013 for the purpose of ensuing Annual General Meeting (AGM) of the Company.

Accordingly, all the Board Members shall be requested to pass the requisite resolution in this regard.

Resolution No. 05:

“**RESOLVED THAT** with reference to the information as tabled before the Board and pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 91 of the Companies Act, 2013, the consent of Board be and is hereby accorded to close Register of Members and Share Transfer Books for such period as may be decided by the Board for the purpose of ensuing AGM of the Company.

RESOLVED FURTHER THAT a date as may be decided by the Board be and is hereby fixed as Cut-Off date for the purpose of e-voting entitlement.

RESOLVED FURTHER THAT Mrs. Jaspreet Kaur Bhamra, Company Secretary cum Compliance Officer of Company (Mem No: A65116) be and is hereby authorised by the Board to do all such acts, deeds and things as may be required in this regard from time to time.”

ITEM NO. 10

The Chairman shall inform the Board that Company will be providing e-voting facility to its shareholders to vote at the ensuing AGM and for this purpose the Company is required to engage the services of Depository. In this connection, the Chairman shall propose to engage the services of National Securities Depository Limited (‘NSDL’) and shall request all the Board Members to pass the requisite resolution in this regard.

Resolution No. 06:

“**RESOLVED THAT** with reference to the proposal of Chairman and to facilitate e-voting for the ensuing AGM pursuant to Section 108 of the Companies Act, 2013 read with relevant rules made thereunder, the Consent of Board be and is hereby accorded to engage the services of National Securities Depository Limited (‘NSDL’) for providing e-voting facility.

RESOLVED FURTHER THAT Mr. Kartik Shende, Non-Executive Director of Company (DIN: 02627131) be and is hereby authorized by the Board to do all such acts, deeds and things as may be required in this regard from time to time.”

ITEM NO. 11

The Chairman shall inform the Board that pursuant to Section 108 of the Companies Act, 2013 read with rule 20 of Companies (Management and Administration) Rules, 2014, the Company being a listed entity is required to offer e-voting facility to its members and thus a newspaper notice intimating shareholders about the AGM and e-voting of Company is also required to be issued pursuant to rule 20 of Companies (Management and Administration) Rules, 2014.

Accordingly, all the Board Members shall be requested to pass the following resolution in this regard.

Resolution No. 07:

“**RESOLVED THAT** pursuant to Section 108 of the Companies Act, 2013 read with rule 20 of Companies (Management and Administration) Rules, 2014 and regulation 44 of SEBI (LODR) 2015, the consent of Board be and is hereby accorded to publish a newspaper notice intimating shareholders about the AGM and e-voting of Company at least once in a vernacular newspaper in the principal vernacular language of the district in which the registered office of the company is situated, and having a wide circulation in that district, and at least once in English language in an English newspaper having country-wide circulation.

RESOLVED FURTHER THAT Mr. Kartik Shende, Non-Executive Director of Company (DIN: 02627131), be and is hereby authorised by the Board to do all such acts, deeds and things as may be required in this regard from time to time.”

ITEM NO. 12

Any other matter may be transacted with the permission of Chair, excepting those requiring proper notice.

ITEM NO. 13

Vote of Thanks.

Thanking you,

Yours faithfully,

For **NIRMITEE ROBOTICS INDIA LIMITED**

Sd/-

Jaspreet Kaur Bhamra

Company Secretary cum Compliance Officer

Mem No: A65116

Date: 13th August, 2022

Place: Nagpur