

NOTICE

Notice is hereby given that the 09th Annual General Meeting of the members of Nirmitee Robotics India Limited will be held on Tuesday, 30th September 2025 at 12:30 P.M. at the Registered office of the Company situated at C/o Vithoba Healthcare and Research Private Limited, D 3/2, Hingna, MIDC, Nagpur, Maharashtra - 440028 India to consider the following business:

Ordinary Business:

1. To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet for the year ended 31st March, 2025, the Standalone and Consolidated 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 Mrs. Shweta Jay Motghare, Non-Executive Woman Director (DIN: 09756777). who retires by rotation and being eligible, offers herself 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, Mrs. Shweta Jay Motghare, Non-Executive Woman Director (DIN: 09756777), 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 Woman Director of the Company whose office shall be liable to retirement by rotation.”

Special Business:

3. 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 further period of three years w.e.f. 01st April 2024 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.”

4. To Re-appoint Mr. Jay Prakash Motghare (DIN:07559929) as Whole-Time Director of the company.

To consider and, if thought fit, to pass the following as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Jay Prakash Motghare (DIN: 07559929) as Whole-Time Director of the Company, not liable to retire by rotation, for a period of Five (5) year with effect from 1st March, 2025 on the terms and conditions including remuneration as set out hereunder:

- Duties & Responsibilities:
- Procurement of funds for the Company;
- Entering into agreements with consulting partners;
- Entering into agreements with parties, vendors, affiliates, clients, or their assigns;

- Acting as authorized signatory for registrations and compliance with all Government Departments including GST, Income Tax, DGFT, STPI, DIC, Profession Tax, Shops & Establishment Act and other applicable authorities;
- Authorization for opening branch offices/divisions;
- To perform and take decisions necessary for smooth day-to-day operations of the Company.
- Remuneration: 12 lakhs per annum.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Jay Prakash Motghare, (DIN:07559929) Whole-Time Director, shall according to the Resolution passed at the Annual General Meeting held on September 23, 2024, the shareholders had fixed the maximum limits within which the Board was authorised to decide the remuneration of Whole-time Directors of the Company. Pursuant to this, the Board has fixed the remuneration payable to Mr. Jay Prakash Motghare (DIN:07559929) as a Whole-time Director.

RESOLVED FURTHER THAT Mr. Jay Prakash Motghare, (DIN:07559929) Whole-Time Director, shall be entrusted with such powers and duties as may from time to time be delegated or assigned to him by the Board, subject to its supervision and control.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as may be deemed necessary, proper, or expedient to give effect to this resolution.”

By order of the Board

FOR NIRMITEE ROBOTICS INDIA LIMITED

Sd/-

Kartik Eknath Shende

Non-Executive Director

DIN: 02627131

Date :05.09.2025

Route Map: Nirmitee Robotics India Limited

https://www.google.com/maps/place/Nirmitee+Robotics+India+Limited/@21.1490182,78.9987542,541m/data=!3m2!1e3!4b1!4m6!3m5!1s0x3bd4ea9230d8213d:0xdafef0fe7dca9b7fb!8m2!3d21.1490182!4d79.0013345!16s%2Fg%2F11f35dmgw4?authuser=0&entry=ttu&g_ep=EgoyMDI1MDgxOS4wIKXMDSOASAFOAw%3D%3D



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. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
7. During the 9th AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act.

8. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

In compliance with the applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder, read with the Ministry of Corporate Affairs ('MCA') General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024. (Collectively referred to as "MCA Circulars")

In accordance with the aforesaid MCA Circulars and Securities and Exchange Board ('SEBI') Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Annual Report of the Company for the FY 2024-25 will be sent electronically to those Members whose e-mail addresses are registered with the Company/ National Securities Depository Limited ("NSDL") and Central Depositories Services (India) Limited ("CDSL") (collectively referred to as "Depositories"/"Dps")/Registrar & Transfer Agent ("Registrar"/ "RTA"). Physical copy of the Notice along with accompanying documents will be sent to those Equity Shareholders who request for the same. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's <https://www.nirmiteerobotics.com/investors/> and websites of the Stock Exchanges, i.e., BSE Limited at <https://www.startupsbse.com/index.html>. and on the website of Bigshare, at <https://ivote.bigshareonline.com/>

9. 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 Bigshare Services Private Limited 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.

10. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

11. Non-Resident Indian Members are requested to inform the Company's RTA 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 and address of the bank with pin code number, if not furnished earlier.

12. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

- **For shares held in electronic form:** to their Depository Participants only and not to the Company's RTA. Changes intimated to the Depository Participants will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the Members.

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

ITEM NO. 3:

The members of the Company at their 5th AGM held on Saturday 25th September, 2021 had approved the payment of commission to Mr. Rajesh Narendra Admane (DIN: 01504366), Non-Executive Director of the Company, for a period of three years commencing from 01st April, 2021 up to 31st March, 2024. The said period of three years has since been completed and the validity of the earlier approval has expired.

Considering the rich experience, guidance and valuable contributions made by Mr. Rajesh Narendra Admane in the deliberations of the Board and its Committees, the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, has approved the proposal for payment of commission to him for a further period of three years commencing from 01st April, 2024

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 2024 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. 3 as Special Resolution for your approval.

ITEM NO. 4:

The Company had appointed Mr. Jay Prakash Motghare (DIN: 07559929) as Whole Time Director of the Company in the Extra Ordinary General Meeting of the Company held on 29.02.2020 as Whole Time Director for a period till 28.02.2025.

Basis the recommendation of the Nomination & Remuneration Committee, the Board at its meeting held on September 03rd, 2025, Jay Prakash Motghare (DIN: 07559929) as Whole Time Director of the Company of the Company with effect from March 01st, 2025 upto and including February 28th, 2030, subject to the approval of the members in the Annual General Meeting.

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Mr. Jay Prakash Motghare, aged 45 years is the founder Promoter and also a Wholetime 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).

Disclosures as required under Secretarial Standard-2 on General Meetings are provided as an Annexure to this Notice.

The Companies Act, 2013 and Secretarial Standard – 2 on General Meetings provides that the re-appointment and remuneration of Whole-time Directors shall be subject to approval of the shareholders in a General Meeting.

Accordingly, the resolution at Item No. 4 in relation to appointment of Mr. Jay Prakash Motghare, as a Whole-time Director is proposed for approval of members by means of an ordinary resolution.

The Board recommends the re-appointment and the terms of appointment thereof of Mr. Desai as a Whole-time Director of the Company for approval of the shareholders.

Except Mr. Jay Prakash Motghare and his Wife Mrs. Shweta Jay Motghare, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice

(ANNEXURE TO NOTICE)

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. Jay Prakash Motghare | Mrs. Shweta Jay Motghare |
| Date of Birth | 21 st February 1981 | 04 th October 1984 |
| Age | 45 year | 42 year |
| Date of Appointment | 12 th August 2016 | 16 th October 2023 |
| Expertise/Experience | Experience of more than 15 years in manufacturing and service industry | Experience of more than 5 years in service industry |
| Qualification | Graduate | Post-Graduation |
| Terms and conditions of re appointment | - | |
| Remuneration last drawn | Rs. 3,00,000.00 | |
| Remuneration proposed to be paid | Rs. 12,00,000.00 | |
| Percentage and No. of Equity Shares held | 849990 Equity shares (23.60%) | 6 Equity shares (0.00016%) |
| Number of Board Meetings attended | 11 | 11 |

| | | |
|--|---|--|
| Directorships held in other public companies including private companies which are subsidiaries of public companies (excluding foreign companies) | None | None |
| Details of Listed entities from which he resigned during the last three years. | None | None |
| Chairman / Member of the Committees of the Board of Directors of other Companies in which he is director | None | None |
| Relationship between directors inter-se | None of the Directors Except Shweta Motghare (Husband of Shweta Motghare) | None of the Directors Except Jay Motghare (Wife of Jay Motghare) © |

Nirmitee

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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. 897.53 Lakhs in the current year and Rs. 501.76 Lakhs in the previous year. The Company made a net profit of Rs. 60.22 Lakhs for the year ended March 31, 2025 as compared to the net profit of Rs. 49.28 Lakhs in the previous year.</p> |

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| 5. | Foreign Investments or collaborations, if any. | Not Applicable |
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II. Information about the appointee:

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| 1. | Background details | Mr. Rajesh Narendra Admane, aged 56 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. 6,00,000.00/- 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. |

III. Other Information:

| | | |
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| 1. | Reasons of loss or inadequate profits | The Company has not incurred any losses for the current year. |
| 2. | Steps taken or proposed to be taken for improvement | The Company has also taken significant steps to reduce costs in line with the projected sales. |
| 3. | Expected increase in productivity and profits in measurable terms | During 2024-2025, 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. |
| 4. | Voluntary Strike off of Wholly Owned Subsidiary | Company's wholly-owned subsidiary, Nirmitee Robotics AC Maintenance L.L.C., Dubai, was struck off on 15th July, 2024 |

Bigshare i-Vote E-Voting System

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on Saturday 27th September, 2025 and ends on Monday 29th September, 2025 till 5:00 PM During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated **09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs,

thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. |

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| | <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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 able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p> |
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal</p> |

| | |
|--|---|
| | <p>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 name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |
| <p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> |

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. CDSL and NSDL

| Login type | Helpdesk details |
|---|---|
| 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 toll free No. 1800 22 55 33. |
| 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.com or call at 022- 48867000. |

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser:
<https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.

- Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
- Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

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Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box

will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.

- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser:
<https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

| Login type | Helpdesk details |
|--|--|
| Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode. | In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338 |



Nirmitee[©]
Innovation. Experience. Excellence

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 Eighth 09th Annual General Meeting of the members of Nirmitee Robotics India Limited will be held on, Tuesday, 30th September 2025 at 12:30 P.M. at C/o Vithoba Healthcare and Research Private Limited 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 | C/o Vithoba Healthcare and Research Private Limited D 3/2, Hingna MIDC, Nagpur, Maharashtra 440028 India |
| 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 09th Annual General Meeting of the members of Nirmitee Robotics India Limited will be held on Tuesday, 30th September 2025 at 12:30 P.M at C/o Vithoba Healthcare and Research Private Limited 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, 2025, 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 Mrs. Shweta Jay Motghare, Non-Executive Woman Director (DIN: 09756777). who retires by rotation and being eligible, offers herself for the re- appointment | | |
| Special Business: | | |
| 3. 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 . | | |
| 4. To Re-appoint of Mr. Jay Prakash Motghare (DIN:07559929) as Whole-Time Director of the company. To consider and, if thought fit, to pass the following as an Ordinary Resolution . | | |

Signed this day of..... 2025.

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.