

To

BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai - 400001

Sub: Proceedings of the 08th Annual General Meeting (AGM) of the Company pertaining to Financial Year 2023-24.

Re:- Nirmitee Robotics India Limited (Scrip Code:-543194)

Dear Sir/Ma'am,

Pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015, read with the item 13 of Part –A, Schedule III of the Listing Regulations, we have attached herewith the proceedings of 08th Annual General Meeting (AGM) of the Company pertaining to Financial Year 2023-24 held on Monday, 23rd September, 2024 at 3:00 P.M. and concluded at 04:35 P.M.

For your information and record.

Thanking you,

Yours faithfully,

For Nirmitee Robotics India Limited

Neelam Bahlani

Company Secretary cum Compliance Officer

Date: 23rd September 2024

Place: Nagpur

PROCEEDING OF 08TH ANNUAL GENERAL MEETING OF THE MEMBERS OF NIRMITEE ROBOTICS INDIA LIMITED HELD ON MONDAY, 23RD SEPTEMBER 2024, AT 03.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT C/O VITHOBA HEALTHCARE AND RESEARCH PRIVATE LIMITED, PLOT NO. D-3/2, MIDC, HINGNA ROAD, NAGPUR, MAHARASHTRA 440028.

The 08th Annual General Meeting of the Company was held on Monday, 23rd September, 2024 at 03.00 P.M. at the registered office of the company at C/o Vithoba Healthcare and Research Private Limited, Plot No. D-3/2, MIDC, Hingna Road, Nagpur, Maharashtra 440028.

Time of Commencement: 03.00 P.M. Time of Conclusion: 04:35 P.M.

Following Directors and Key Managerial Personnel were present at the meeting:

1. Mr. Kartik Eknath Shende - Chairman & Director
2. Mr. Jay Prakash Motghare - Whole Time Director
3. Mr. Rajesh Narendra Admane - Non Executive Director
4. Mrs. Shweta Jay Motghare - Non Executive Additional Woman Director
5. Mr. Manish Tarachand Pande - Non Executive Independent Director
6. Mr. Pradeep Prakash Thadani - Non Executive Independent Director
7. Mr. Atul Ramrao Dhawad - Chief Financial Officer (CFO)
8. Miss. Neelam Bahlani - Company Secretary

Invitees

1. CA Shantanu Deshmukh - Statutory Auditor
(On Behalf of M/s BPSD & Associates,
Chartered Accountants)
2. CA Radheshyam Bhattad - Internal Auditor
(On Behalf of M/s Radheshyam Bhattad & Co,
Chartered Accountants)

3. CS Avinash Gandhewar

- Secretarial Auditor & Scrutinizer

(On Behalf of M/s Avinash Gandhewar & Associates,
Company Secretaries)

Members

Total number of shareholders as on the cut-off date i.e. Friday, 23rd August, 2024 were **116**. Total **7** members attended the meeting at the venue. The Company did not receive any request from members to appoint proxies; therefore no proxies were present on behalf of the members.

After confirming the presence of requisite quorum the Chairman commenced the proceeding of meeting.

The Chairman further announced that the Register of Director's Shareholding under Section 171(1)(b) of the Companies Act, 2013, the Auditors' Report under Section 145 of the Companies Act, 2013, Copy of Memorandum and Articles of Association of the Company and proof of service of Notice of 08th Annual General Meeting along with Annual Report for the FY 2023-24 has been kept open for inspection.

NOTICE OF THE MEETING:

Company Secretary requested as to whether the Notice of 08th Annual General Meeting can be taken as read with the consent of members. Members proposed that the notice be taken as read. All the members present agreed to this suggestion. Copy of the Chairman's speech was distributed among the members present at meeting.

Then, Company Secretary explained to the members about the remote e-voting facility provided to all the persons who were members on 16th September, 2024, being the cut-off date for vote on all the resolutions set out in the notice of AGM pursuant to the provisions of Companies Act, 2013 and the SEBI listing regulations (SEBI (LODR) Regulations, 2015), to enable them to cast their votes electronically. For this purpose, the company has tied up with

the e-voting system of Big Share Services Private Limited for facilitating remote e-voting through electronic means as the authorised agency.

She further informed that the Company also provided facility of ballot polling at the venue of AGM to all those members who could not cast their vote through remote e-voting and in this regard Company has appointed Mr. Avinash Gandhewar, Proprietor of Avinash Gandhewar & Associates, Practicing Company Secretary as a scrutinizer for scrutinizing the remote e-voting and ballot polling process.

Miss. Neelam Bahlani, Company Secretary then requested the Scrutinizer and 2 (two) witnesses present at the meeting to show the Poll Box to the members present at AGM. The box was shown to the members and the same was sealed by the scrutinizer for polling.

After circulating Annual Report, including the notice of AGM, Director's Report and Audited Accounts of the Company for the year ended March 31, 2024 and also ballot paper.

Thereafter, Company Secretary requested the Chairman to address the members of Company. Accordingly, the Chairman took the podium to address the members:

Dear Members,

It is my privilege to address the 08th Annual General Meeting (AGM) of the members of Company on behalf of the Board of Directors. I welcome you all to this AGM. Annual Report, including the notice of AGM, Director's Report and Audited Accounts of the Company for the year ended March 31, 2024 will be in your hands in some time now and with your consent, I shall take them as read.

During the year, the company's financial performance during the financial year 2023-2024 has been slightly decreased as compared to previous year. There has been a slight decrease in revenue and profit of the company as compared to the previous year.

The management remains optimistic that the company will achieve even higher growth rates in the coming years, as both corporate and social communities increasingly recognize the importance of duct cleaning for health and hygiene. The company is actively pursuing opportunities to expand its business while minimizing the risk of losing market share to competitors. The positive outcomes of these efforts are expected to be seen in the years ahead.

We thank all our colleagues, Board Members, Management, Regulatory authorities, and the stakeholders for their continued support as we pursue these endeavors going forward. We stand firm in our commitment to achieve sustainable growth and deliver value to all our stakeholders.

The Chairman then took the item wise agenda of AGM as circulated among the members.

Ordinary Business:

Item No. 01:

To receive, consider and adopt the Audited Balance Sheet for the year ended 31st March, 2024, the Profit and Loss account for the year ended as on the said date, the Director's Report and the Auditor's Report thereon.

The Chairman moved the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT audited financial statements of the Company containing Balance Sheet for the year ended 31st March, 2024, the Profit and Loss account for the year ended as on the said date, the Directors' Report and the Auditors' Report thereon be and are hereby adopted by the members.”

Mr. Sudarshan Eknath Shende, Member seconded the resolution.

Then, Company Secretary requested the members to raise their concern in this regard and accordingly cast their vote through ballot paper.

There being no query received from the members in the above matter, the Company Secretary requested the Chairman to move next resolution.

Item No. 02:

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.

In this regard, the Company Secretary informed, Mr. Kartik Eknath Shende that he is an interested in the said matter, therefore, he cannot move the proposed resolution. Accordingly, the Chairman vacated his Chair as a Chairman and the Company Secretary requested the members to elect among themselves any member as a Chairman of the meeting for this particular item of agenda.

Thus, Mr. Jay Motghare, Member of Company got elected as a Chairman and moved the following resolution 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.”

Mr. Shweta Jay Motghare, Member seconded the resolution.

Then, Company Secretary requested the members to raise their concern in this regard and accordingly cast their vote through ballot paper.

There being no query received from the members in the above matter, the Company Secretary requested the Chairman to move next resolution.

Special Business:

Item No. 03:

To re-appoint Mrs. Shweta Jay Motghare (DIN: 09756777) as a Director of the Company.

The Chairman moved the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 160 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, Mrs. Shweta Jay Motghare (DIN: 09756777) who was appointed as an Additional Director in the meeting of the Board of Directors held on 16th October, 2023 and whose term expires at the ensuing Annual General Meeting of the company be and is hereby re-appointed as a Director of the Company.

RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolution.”

Mr. Sudarshan Eknath Shende, Member seconded the resolution.

Then, Company Secretary requested the members to raise their concern in this regard and accordingly cast their vote through ballot paper.

There being no query received from the members in the above matter, the Company Secretary requested the Chairman to move next resolution.

Item No. 04:

To approve the payment of commission to Mrs. Shweta Jay Motghare, Non-Executive Additional Director of Company (DIN: 09756777).

The Chairman moved the following resolution 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 to Mrs. Shweta Jay Motghare, Non-Executive Additional Director of Company (DIN: 09756777) 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 for a period of three years w.e.f. 01st April, 2024.

RESOLVED FURTHER THAT the above commission shall be in addition to the fees payable to Mrs. Shweta Jay Motghare 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.”

Mr. Rajesh Narendra Admane, Member seconded the resolution.

Then, Company Secretary requested the members to raise their concern in this regard and accordingly cast their vote through ballot paper.

There being no query received from the members in the above matter, the Company Secretary requested the Chairman to move next resolution.

Item No. 05:

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

The Chairman moved the following resolution 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 2024 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.”

Mr. Rajesh Narendra Admane, Member seconded the resolution.

Then, Company Secretary requested the members to raise their concern in this regard and accordingly cast their vote through ballot paper.

There being no query received from the members in the above matter, the Company Secretary requested the Chairman to take their seat, as there were no further agenda items to be discussed.

After having discussion on all the resolutions, the Company Secretary announced that the result of voting will be announced in the format prescribed under clause 44 (3) of SEBI (Listing Obligations and Requirements) Regulations, 2015 latest by Tuesday, 24th of September 2024, the same will be placed on the website of the company <https://www.nirmiteerobotics.com> and also be available on the website of the BSE Limited <https://www.startupsbse.com/index.html>.

The Company Secretary then expressed her vote of thanks to all the members, invitees as well as Board of Directors for devoting their valuable time and their being no other business the meeting was successfully concluded at 04:35 P.M.

For Nirmitee Robotics India Limited

Kartik Eknath Shende

Director

DIN: 02627131

Date: 23rd September 2024

Place: Nagpur