

01st October 2020

To,

The General Manager- Operation

Bombay Stock Exchange Limited,

Phiroze Jeejeebhoy Towers,

Dalal Stret, Mumbai- 400001

Dear Sir/Madam,

Sub: Proceedings of the 04th Annual General Meeting (AGM) of the Company

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

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 herewith attached the proceedings of the 04th Annual General Meeting (AGM) of the Company held on today, i.e. on Wednesday, September 30, 2020 at 1.00 P.M. and concluded at 1.30 P.M.

We hereby requesting to you for take same on record.

Thanking you,

Yours faithfully,

For Nirmitee Robotics India Limited

Mr. Jay Prakash Motghare

Whole Time Director

DIN: -07559929

Enclosed: As above

PROCEEDING OF THE 04TH ANNUAL GENERAL MEETING OF THE MEMBERS OF NIRMITEE ROBOTICS INDIA LIMITED HELD ON WEDNESDAY, 30TH SEPTEMBER 2020, AT 1.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT C/O MANISHA SALES, D 3/2, HINGNA MIDC, NAGPUR-440028

The 04th Annual General Meeting of the Company was held on Wednesday, September 30, 2020 at 1.00 P.M. at the registered office of the company At C/o Manisha Sales D 3/2, Hingna MIDC, Nagpur-440028.

Times of Commencement: 1.00 P.M.

Times of Conclusion: 1.30 P.M.

Following Directors were present at the meeting:

1. Mr. Jay Prakash Motghare - Chairman, Whole Time Director
2. Mr. Kartik Eknath Shende - Non Executive Director
3. Mr. Rajesh Narendra Admane - Non Executive Director
4. Mr. Manish Tarachand Pande - Non- Executive Independent Director
5. Mrs. Neelima Admane - Non-Executive Woman Additional Director
6. Mr. Pradeep Prakash Thadani - Non- Executive Independent Director

The Chairman further informed by the Company Secretary that necessary quorum of present 7 members [holding 70.81% of total equity share capital] was presented at the AGM. After discussion the required quorum, the Chairman commenced the proceeding of the meeting at 1.00 P.M.

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 the 04th Annual General Meeting along with Annual Report for the FY 2019-20 has been kept open for inspection.

NOTICE OF THE MEETING

The Chairman requested as to whether the Notice of the 04th Annual General Meeting can be taken as read with consent of members. Members proposed that the notice be taken as read. All the members present agreed to this suggestion. Copies of the Chairman's speech were distributed to the members present at the meeting.

Thereafter, Mr. Jay Prakash Motghare, Chairman read the Chairman's speech as under:

Dear Shareholders,

It is my privilege to address the 04th Annual General Meeting (AGM) of the shareholders of the Company on behalf of the Board of Directors. I welcome you all to this AGM. Annual Report, including the Director's Report and Audited Accounts of the Company for the year ended March 31, 2020 has been in your hands for some time now, with your consent, I shall take them as read.

ECONOMIC SCENARIO AND OUTLOOK

HVAC Air Duct Cleaning Industry outlook and opportunities:

In today's times HVAC Duct Cleaning is the most common form of air supply, cooling, air conditioning, as also air quality maintenance. It is but common knowledge that over a period of time considering the air quality- dust, minute organisms, even pests including small birds, rodents and in rare cases large animals find themselves lodged in these ducts, thus suffering the air quality of the office, hospital, home premises that it serves.

Nirmitee Robotics makes custom- made robots – operated by machines that clean the inside of these ducts – by scrubbing, polishing, sucking, scraping and removal of the above said contaminants and provides the Ozone treatment to the ducts from the inside and thus sanitizes it for many more months to come.

Outlook for 2020-21:

As everyone know during the current year the whole world is facing the pandemic i.e. COVID 19 and it has impacted all sectors of the economy drastically in bad ways. As far as past economics data is concern the macroeconomic situation in India was been on the path of improving significantly but present situation has come with big hurdle. Some policies of the Government of India were also doing the good impact to improve the economy and enhancement of living standard of the citizens of the country. But as we know the impact of the pandemic COVID 19 will remain for the long period and it will affect the demand side for the all kinds of services and products.

I once again thank you all for attending today's Annual General Meeting of our Company.

Then Mr. Chandrakant Joge, Company Secretary explained to the shareholders about the Voting Facility provided at Annual General Meeting (AGM) Pursuant to the provisions of Companies Act , 2013 and the SEBI listing regulations (SEBI (LODR) Regulations, 2015), the Company has provided facility for voting by electronic means to all its members to enables cast their votes electronically and the business may be transacted through such e-voting. For this purpose, the company has tied up with the e-voting system of National Security Depository Limited (NSDL) for facilitating voting through electronic means as the authorised agency. The company provided remote e-voting facility to all the persons who were members on September 21, 2020, being the cut off date for vote on all the resolutions set out in the notice of AGM.

He further informed that Mr. Avinash Gandhewar, Practicing Company Secretary was appointed as the scrutinizer for e-voting and oversee the poll process.

Mr. Chandrakant Joge, Company Secretary then requested the Scrutiniser and 2 (two) witnesses present at the meeting to show the Poll Box to the members present at the AGM. The box was shown to the members and the same was sealed by the scrutinizer for the poll.

After the above, following business was transacted.

ITEM NO. 01

ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2020 AND THE REPORT OF BOARD OF DIRECTORS AND AUDITORS 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, 2020, 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. Kartik Eknath Shende, Member seconded the resolution.

ITEM NO.02

RE-APPOINTMENT OF MR. RAJESH NARENDRA ADMANE (DIN: 01504366) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

The Chairman moved the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT Mr. Rajesh Narendra Admane, Non-Executive Director (DIN: 01504366), who retire 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. Sudarshan Kartik Shende, Member seconded the resolution.

ITEM NO. 03

RE-APPOINTMENT OF M/S. AMIT GHARLUTE & CO., CHARTERED ACCOUNTANTS, NAGPUR (FIRM REGISTRATION NO. 133252W), AS STATUTORY AUDITORS OF THE COMPANY.

The Chairman moved the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT, pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments therefore for the time being in force), **M/s Amit Gharlute & Co., Chartered Accountants, Nagpur (Firm Registration No. 133252W)**, the retiring auditors be and are hereby re- appointed as Statutory Auditors of the Company who shall hold their office from the conclusion of this Annual General Meeting till the conclusion of ensuing annual general meeting of the Company at such remuneration plus taxes as applicable and reimbursement of expenses incurred by them incidental to their functions, as shall be fixed by the Board of Directors of the Company.

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

Mr. Kartik Eknath Shende, Member seconded the resolution.

ITEM NO. 04

INCREASE IN OVERALL MANAGERIAL REMUNERATION:

Mr. Jay Prakash Motghare, Chairman informed that he is interested in the passing of the Resolution No. 04 and further requested Mrs. Neelima Admane, Non-Executive Woman Director, to chair the meeting for the subject the resolution.

On request of Mr. Jay Prakash Motghare, Chairman, Mrs. Neelima Admane, Non-Executive Woman Director presided over the transacting of Item No. 04.

Mr. Sudarshan Shende, moved the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT, pursuant to the provisions of Section 197 and all other applicable provisions, if any, of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 and rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the consent of the members of the Company be and is hereby accorded to increase overall managerial remuneration payable by the company from 11% (Eleven percent) to 75% (Seventy Five percent) of the net profits of the company computed in the manner laid down in Section 198 of the Companies Act, 2013 with effect from 01stApril,2020.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

Mrs. Neelima Admane seconded the resolution.

Mr. Sudarshan Shende, Member then requested to Mr. Jay Prakash Motghare, Chairman to conclude the further proceedings of the meeting.

Mr. Jay Prakash Motghare, Chairman, presided over for conducting the further proceedings.

ITEM NO. 05

The Chairman moved the following resolution as a SPECIAL RESOLUTION:

**PAYMENT OF COMMISSION TO RAJESH NARENDRA ADMANE,
NON-EXECUTIVE DIRECTOR (DIN: 01504366) IN EXCESS OF PRESCRIBED
LIMIT**

“**RESOLVED THAT** pursuant to the provisions of Section 197 and all other applicable provisions, if any, of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 and rules made there under, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the consent of the members of the company be and is hereby accorded for the payment of commission of Rs. 12,00,000/- (Rupee Twelve Lakhs Only) per annum to Mr. Rajesh Narendra Admane, Non-Executive Director (DIN: 01504366) with effect from 01stApril 2020 provided that the maximum commission payable to him at any time shall not exceed 25% (Twenty Five Percent) of the net profits of the company computed in the manner laid down in Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorised to do all acts, deeds, matters and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

Mr. Kartik Eknath Shende, Member seconded the resolution.

ITEM NO. 06

PAYMENT OF COMMISSION TO MR. KARTIK EKNATH SHENDE NON-EXECUTIVE DIRECTOR (DIN: 02627131) IN EXCESS OF PRESCRIBED LIMIT.

The Chairman moved the following resolution as a SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Section 197 and all other applicable provisions, if any, of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 and rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the consent of the members of the company be and is hereby accorded for the payment of commission of Rs. 12,00,000/- (Rupee Twelve Lakhs Only) per annum to Mr. Kartik Eknath Shende, Non-Executive Director (DIN: 02627131) with effect from 01stApril 2020 provided that the maximum commission payable to him at any time shall not exceed 25% (Twenty Five Percent) of the net profits of the company computed in the manner laid down in Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorised to do all acts, deeds, matters and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

Mr. Rajesh Narendra Admane seconded the resolution.

ITEM NO. 07

PAYMENT OF COMMISSION TO MR. JAY PRAKASH MOTGHARE, WHOLE TIME DIRECTOR (DIN: 07559929) IN EXCESS OF PRESCRIBED LIMIT.

Mr. Jay Prakash Motghare, Chairman informed that he is interested in the passing of the Resolution No. 07 and further requested Mr. Kartik Eknath Shende , Non-Executive Director, to chair the meeting for the subject the resolution.

On request of Mr. Jay Prakash Motghare, Chairman, Mr. Kartik Eknath Shende, Non-Executive Director presided over the transacting of Item No. 07.

Mr. Kartik Eknath Shende, moved the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 197 and all other applicable provisions, if any, of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 and rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the consent of the members of the company be and is hereby accorded for the payment of managerial remuneration of Rs. 12,00,000/- (Rupee Twelve Lakhs Only) per annum to Mr. Jay Prakash Motghare, Whole Time Director (DIN: 07559929) with effect from 01st April 2020 provided that the maximum remuneration payable to him at any time shall not exceed 25% (Twenty Five Percent) of the net profits of the company computed in the manner laid down in Section 198 of the Companies Act,2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorised to do all acts, deeds, matters and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

Mr. Sudarshan Shende, Member seconded the resolution.

Mr. Kartik Eknath Shende, Non-Executive Director then requested to Mr. Jay Prakash Motghare, Chairman to conclude the further proceedings of the meeting.

Mr. Jay Prakash Motghare, Chairman, presided over for conducting the further proceedings.

ITEM NO. 08

APPOINTMENT OF MRS. NEELIMA ADMANE (DIN: 08817410), AS A WOMAN, NON- EXECUTIVE DIRECTOR OF THE COMPANY.

The Chairman moved the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Neelima Admane (DIN: 08817410), who was appointed as Additional Director on September 07, 2020 and in respect of whom the Company has received a proposal in writing from the Nomination and Remuneration Committee proposing her candidature for the office of Non-Executive Woman Director, be and is hereby appointed as Non-Executive Woman Director of the Company and is liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Jay Prakash Motghare, Whole Time Director of the Company, be and is hereby authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

Mr. Sudarshan Shende, Member seconded the resolution.

After the completing the polling process, the Chairman announced that the result of the voting will be announced in the format prescribed under clause 44 (3) of SEBI (Listing Obligations and Requirements) Regulations , 2015 latest by 2nd October, 2020, 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>.

Chairman then announced that the meeting is concluded.

Date: - 01st October 2020

Place: - Nagpur



Certified True Copy

For Nirmitee Robotics India Limited

Mr. Jay Prakash Motghare

Whole Time Director

DIN: -07559929

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