

To  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400001

**Sub:** Proceedings of the 05<sup>th</sup> Annual General Meeting (AGM) of the Company pertaining to Financial Year 2020-21.

**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 05<sup>th</sup> Annual General Meeting (AGM) of the Company pertaining to Financial Year 2020-21 held on today, i.e. Saturday, September 25, 2021 at 3.00 P.M. and concluded at 4:45 P.M.

For your information and record.

**Thanking you,  
Yours faithfully,**

**For Nirmitee Robotics India Limited**

**Akhilesh Girish Mishra**

Company Secretary cum Compliance Officer

**Membership No:** A65835

**Date:** 25<sup>th</sup> September 2021

**Place:** Nagpur

**PROCEEDING OF 05<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF NIRMITEE ROBOTICS INDIA LIMITED HELD ON SATURDAY, 25<sup>TH</sup> SEPTEMBER 2021, AT 03.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT C/O MANISHA SALES, D 3/2, HINGNA MIDC, NAGPUR-440028**

The 05<sup>th</sup> Annual General Meeting of the Company was held on Saturday, September 25, 2021 at 03.00 P.M. at the registered office of the company At C/o Manisha Sales D 3/2, Hingna MIDC, Nagpur-440028. Time of Commencement: 03.00 P.M. Time of Conclusion: 4:45 P.M.

**Following persons were present at the meeting:**

1. Mr. Jay Prakash Motghare - Chairman, Whole Time Director & Member
2. Mr. Kartik Eknath Shende - Non Executive Director & Member
3. Mr. Rajesh Narendra Admane - Non Executive Director & Member
4. Mr. Manish Tarachand Pande - Non Executive Independent Director
5. Mrs. Neelima Rajesh Admane - Non Executive Woman Director & Member
6. Mr. Pradeep Prakash Thadani - Non Executive Independent Director
7. Mr. Atul Ramrao Dhawad - Chief Financial Officer (CFO)
8. Mrs. Shweta Jay Motghare - Member
9. Mrs. Padma Kartik Shende - Member
10. Mr. Sudarshan Eknath Shende - Member
11. Mr. Akhilesh Girish Mishra - Company Secretary
12. CA Amit Gharlute - Statutory Auditor  
(On Behalf of M/s Amit Gharlute & Co.,  
Charetered Accountants)
13. CA Pawan Khabiya - Internal Auditor  
(On Behalf of M/s Vijaywargi Khabiya & Saoji.,  
Charetered Accountants)
14. CS Avinash Gandhewar - Secretarial Auditor  
(On Behalf of M/s Avinash Gandhewar & Associates.,  
Company Secretaries)

The Chairman further informed by the Company Secretary that 7 members were in attendance. Hence, after confirming the presence of requisite quorum the Chairman commenced the proceeding of meeting at 03.05 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 05<sup>th</sup> Annual General Meeting along with Annual Report for the FY 2020-21 has been kept open for inspection.

#### **NOTICE OF THE MEETING**

Company Secretary requested as to whether the Notice of 05<sup>th</sup> 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.

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 05<sup>th</sup> 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, 2021 will be in your hands in some time now and with your consent, I shall take them as read.

Financial Year 2020-21 was a completely unprecedented year; a year of a global pandemic followed by global recession and subsequent government actions to reduce uncertainty in the business scenario.

The Indian government stepped up, allowed vaccination for all eligible adults and initiated several measures to reduce the impact of the second wave. This coupled with the support of equipment, medicines and other essentials from the global community has helped India in its fight against the COVID crisis. We hope very soon we shall see a positive outcome.

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 further presented the following Economic Scenario and Outlook before the members;

### **ECONOMIC SCENARIO AND OUTLOOK**

#### **HVAC Air Duct Cleaning Industry outlook and opportunities:**

Nirmitee Robotics India Limited, a BSE SME Startup Portal Registered Company (formerly known as Nirmitee Robotics India Private Limited) is the world's leading HVAC Air Duct Cleaning Company. No matter how small or how complex your HVAC Air Duct is, we are equipped and experienced to handle all kinds HVAC Air Duct Cleaning. We service Offices, Hotels, Convention Centers, Hospitals, Train and Bus Coaches, Aircraft and specialize in Buildings that house Sensitive Equipment, like Data Centers and Operation Theaters.

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

#### **Outlook:**

The Management has considered the impact of Covid-19 on the business of Company. Further, the Management is hopeful that Company will register even higher growth rate in future as the Corporate and social community is getting alert towards duct cleaning due to this unfortunate outbreak of Covid-19 pandemic.

The Company is working rapidly and looking forward for opportunities to grab more and more business and develop its business activities in such a way by minimizing its risk of losing business through others, the positive results of which will be seen in the years to come.

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

Then, Mr. Akhilesh Girish Mishra, Company Secretary explained to the members about the Remote e-voting Facility provided to all the persons who were members on September 20, 2021, 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 National Security Depository Limited (NSDL) for facilitating remote e-voting through electronic means as the authorised agency.

He 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, Practicing Company Secretary as a scrutinizer for scrutinizing the remote e-voting and ballot polling process. Mr. Akhilesh Girish Mishra, 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, 2021 and also ballot paper, Mr. Akhilesh Girish Mishra, Company Secretary requested the Chairman to move resolutions as set out in the notice of AGM through ballot polling;

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 31<sup>st</sup> March, 2021, 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 31<sup>st</sup> March, 2021, 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.**

**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.

The Chairman 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."

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**Mr. Rajesh 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. 03:**

To appoint M/s BPSD & Associates, Chartered Accountants (FRN: 118251W) as statutory auditors of the Company, in place of retiring auditors M/s Amit Gharlute & Co., Chartered Accountants, Nagpur (Firm Registration No. 133252W) and fix their remuneration .

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

**“RESOLVED THAT**, pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s BPSD & Associates, Chartered Accountants (FRN: 118251W), be and is hereby appointed as statutory auditors of the Company, in place of retiring auditors M/s Amit Gharlute & Co., Chartered Accountants, Nagpur (Firm Registration No. 133252W), to hold office from the conclusion of this AGM until the conclusion of AGM relevant to Financial Year 2025-26 at such remuneration and out of pocket expenses, as may be decided 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. Rajesh 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.**

**Special Business:**

**Item No. 04:**

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

In this regard, the Company Secretary informed Mr. Jay Motghare 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. Kartik Eknath Shende, Member of Company got elected as a Chairman and 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. 01<sup>st</sup> April 2021 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 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.**

Mr. Kartik Eknath Shende vacated his Chair and in this regard, the Company Secretary requested Mr. Jay Motghare to occupy his Chair as a Chairman of the meeting. Accordingly, he took the Chair and moved the following resolution as a **SPECIAL RESOLUTION:**

**Item No. 05:**

To approve the payment of commission to Mr. Kartik Eknath Shende, Non-Executive Director of Company (DIN: 02627131).

**“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 period of three years w.e.f. 01<sup>st</sup> April 2021 to Mr. Kartik Eknath Shende, Non-Executive Director (DIN: 02627131) 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 Mr. Kartik Eknath Shende 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 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. 06:**

To approve the payment of commission to Mr. Rajesh Narendra Admane, Non-Executive Director of Company (DIN: 01504366).

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 for a period of three years w.e.f. 01<sup>st</sup> April 2021 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.”

**Mr. Kartik 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.**

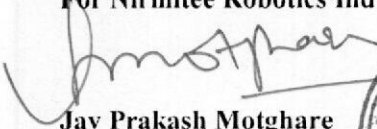
After having discussion on all the resolutions, the Chairman announced that the result of voting will be announced in the format prescribed under clause 44 (3) of SEBI (Listing Obligations and Requirements) Regulations, 2015 latest by 28<sup>th</sup> September, 2021, the same will be placed on the website 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 his 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 4:45 P.M.

Innovation. Experience. Excellence

// Certified True Copy //

**For Nirmitee Robotics India Limited**

  
**Jay Prakash Motghare**

Whole Time Director

DIN: 07559929

Date: 25<sup>th</sup> September 2021

Place: Nagpur

