CIN: L74999MH2016PLC284731
WORLD'S LEADING HVAC DUCT CLEANING COMPANY
Nirmitee Robotics India Limited
(Formerly Known as Nirmitee Robotics India Private Limited)
H.O.: D3/2, MIDC Hingna, Nagpur. (MS) India 440028
Phone: +91-9422 881 677, Email: info@nirmiteerobotics.com
www.nirmiteerobotics.com

To

BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai - 400001

Scrip Code: 543194

Sub- Submission of Annual Report.

Dear Sir/Ma'am,

Pursuant to Regulation 34 (1) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, we are submitting herewith the Annual Report of Company for the Financial Year 2025-26, including Notice convening 10th Annual General Meeting of members of the company scheduled to be held on Saturday, 19th September, 2026 at 12:00 P.M. at registered office of the company which will be sent in electronic mode to the Members. The Annual Report for the financial year 2025-26 is also available at the Company's website https://www.nirmiteerobotics.com/annual-report/.

For your information and record.

Kindly acknowledge and oblige.

Thanking you,

Yours faithfully,

For Nirmitee Robotics India Limited

MUSKAN SUNDARDAS BAJAJ
Digitally signed by MUSKAN SUNDARDAS BAJAJ
Date: 2026.08.24 16:32:25 +05'30'

Muskan Sundardas Bajaj
Company Secretary cum Compliance Officer

Date: 24/08/2026
Place: Nagpur

Nirmitee®

Innovation. Experience. Excellence

ANNUAL REPORT

FINANCIAL YEAR

2025–2026

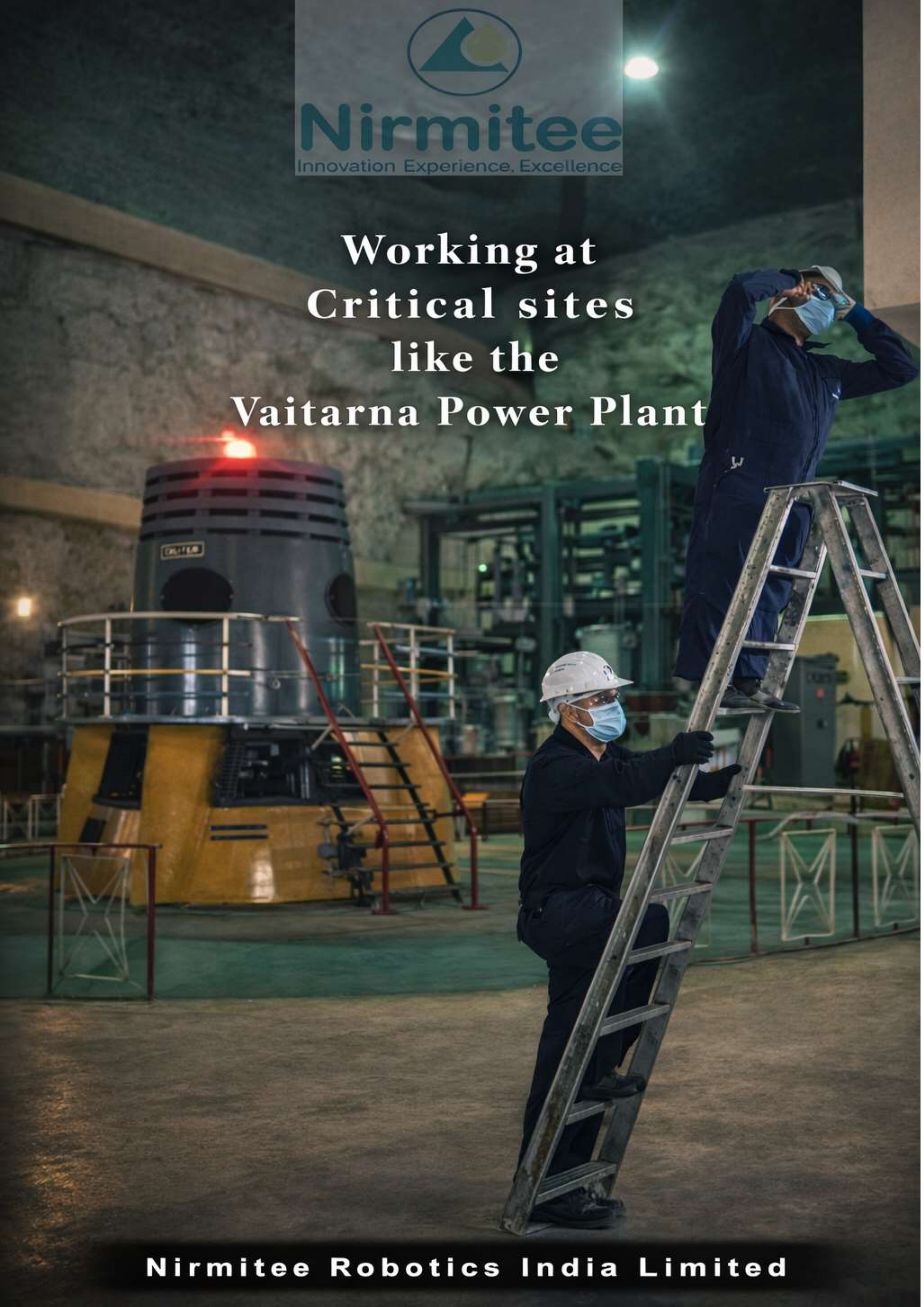
Engineering the **Future.**
Empowering **Possibilities.**

INNOVATION | PRECISION | AUTOMATION | GROWTH


INDIA'S NO.1
DUCT CLEANING EXPERTS

Our Speciality

Critical Server and Projection Rooms


Nirmitee
Innovation Experience. Excellence
Working at
Critical sites
like the
Vaitarna Power Plant
Nirmitee Robotics India Limited

NIRMITEE ROBOTICS INDIA LIMITED

ANNUAL REPORT - 2025-2026

10th ANNUAL GENERAL MEETING

Date: September 19, 2026 | Day: Saturday | Time: 12.00 P.M.

Venue: Registered Office, C/o M/s Vithoba Healthcare and Research Private Limited, Plot No. D-3/2, MIDC, Hingna Road, Nagpur, Maharashtra, India, 440028.

Registered Office

C/o M/s Vithoba Healthcare and Research Private Limited,

Plot No. D-3/2, MIDC, Hingna Road, Nagpur, Maharashtra, India, 440028.

CIN: L74999MH2016PLC284731 Phone : +91-9422881677

E-mail: info@nirmiteerobotics.com / cs@nirmiteerobotics.com

Company Profile:

Nirmitee Robotics India Limited, a BSE SME Startup Listed Company is the world's leading HVAC Air Duct Cleaning Company.

Regardless of the size or complexity of your HVAC air duct system, we possess the expertise and advanced technology to deliver efficient and reliable cleaning services. Our solutions cater to a wide range of environments, including offices, hotels, convention centers, hospitals, train and bus coaches, aircraft, and are specialized in buildings, house sensitive equipment like data centers and operation theaters.

We leverage our patented air duct inspection robots to conduct detailed assessments of HVAC systems. Following inspection, our suite of patented HVAC duct cleaning robots performs comprehensive cleaning operations—scrubbing, scraping, vacuuming, and sterilizing-ensuring optimal hygiene and system performance.

Headquartered in Nagpur, Maharashtra, India, Nirmitee Robotics proudly serves clients across the world with innovative, technology-driven HVAC maintenance solutions.

From the Desk of our Promoters:

Mr. Jay Motghare
Whole-time Director

Mr. Kartik Shende
Non-Executive Director

Mr. Rahul Shende
Non-Executive Director

A LETTER TO SHAREHOLDERS: -

We remain committed to driving innovation, delivering excellence, and creating sustainable value for our stakeholders. With a strong focus on growth, operational efficiency, and customer satisfaction, we are confident in our ability to capitalize on emerging opportunities and achieve long-term success. We sincerely thank our shareholders for their continued trust and support.

Chairman's letter to Shareholders:

To Our Valued Shareholders, Employees, Partners, and Stakeholders,

It is with immense pride and satisfaction that I address you at the close of another landmark financial year 2025-2026 that has underscored Nirmitee Robotics India Limited's unwavering commitment to innovation, operational excellence, and sustainable growth.

The past year has been transformative for Nirmitee Robotics. We have not only navigated a dynamic global economic landscape but have also emerged stronger, achieving remarkable financial results and making strategic advancements that position us for continued leadership in the HVAC (Heating, Ventilation, and Air Conditioning) maintenance and Professional Services sectors.

I am delighted to share that during the year under review, your Company remained focused on strengthening its operations and enhancing overall business performance. The Revenue from Operations and Other Income stood at ₹722.26 lakhs as compared to ₹892.49 lakhs in the previous year. The Company recorded a net profit of ₹80.84 lakhs as against ₹ 60.22 lakhs in the preceding year, reflecting sustained profitability and prudent financial management. The improved profitability demonstrates the Company's continued emphasis on operational efficiency, cost optimization, and disciplined execution of its business strategies. The Board remains confident in the Company's long-term prospects and is committed to creating sustainable value for all stakeholders.

On behalf of the Board, I extend my sincere gratitude to our employees, management team, Board Members, regulatory authorities, and most importantly, to our shareholders and stakeholders for their unwavering trust and encouragement. It is their continued support that enables us to move forward with optimism and confidence.

Together, we remain committed to pursuing sustainable growth, operational excellence, and long-term value creation for all stakeholders. With determination, I look forward to steering the Company to greater milestones in the coming years.

Sd/-
Kartik Eknath Shende
Non-Executive Director
DIN: 02627131

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Jay Prakash Motghare

(Whole-Time Director)

Mr. Rahul Kartik Shende

(Additional Non-Executive Director)

Mr. Kartik Eknath Shende

(Non-Executive Director)

Mr. Pradeep Prakash Thadani

(Independent Director)

Mrs. Shweta Jay Motghare

(Woman Director)

Mr. Manish Tarachand Pande

(Independent Director)

Mr. Atul Dhawad

(Chief Financial Officer)

Miss. Muskan Sundardas Bajaj

(Company Secretary)

COMMITTEES:

AUDIT COMMITTEE:

Mr. Rahul Kartik Shende
(Chairman)

Mr. Pradeep Prakash Thadani
(Member)

Mr. Manish Tarachand Pande
(Member)

NOMINATION & REMUNERATION COMMITTEE:

Mr. Pradeep Prakash Thadani
(Chairman)

Mr. Manish Tarachand Pande
(Member)

Mr. Kartik Eknath Shende
(Member)

STAKEHOLDERS RELATIONSHIP COMMITTEE:

Mr. Rahul Kartik Shende
(Chairman)

Mr. Kartik Eknath Shende
(Member)

Mr. Jay Prakash Motghare
(Member)

AUDITORS AND CONSULTANTS:

STATUTORY AUDITOR:

M/s BPSD & Associates, Chartered Accountants
3 & 4, 'Sai Sagar', Subhash Nagar,
Hingna Road, Nagpur-440036

INTERNAL AUDITOR:

M/s Radheshyam Bhattad & Co
Chartered Accountant
202, Kamla Niketan
Plot No 17, Kanchipura, Ramdaspeth 440010

SECRETARIAL AUDITOR & CORPORATE CONSULTANT:

M/s Avinash Gandhewar & Associates
Practicing Company Secretaries
Sundaram Apartment, First Floor,
Byramji Town, Nagpur-440013

REGISTRAR AND SHARE TRANSFER AGENT:

Bigshare Services Private Limited
Office No S6-2, 6th floor Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East) Mumbai - 400093, India

GENERAL SHAREHOLDER'S INFORMATION

Annual General Meeting	10th Annual General Meeting of Nirmitee Robotics India Limited
Date	Saturday, 19th day of September, 2026
Time	12.00 P.M.
Venue	C/o Vithoba Healthcare and Research Private Limited, Plot No. D-3/2, MIDC, Hingna Road, Nagpur, Maharashtra, India, 440028.
Financial Year Reported	01st April 2025 to 31st March 2026.
Cut-Off date for e-voting	Saturday, 12th September 2026
Book Closure	Saturday, 13th September, 2026 to Saturday, 19th September, 2026.
E-Voting period	e-voting shall commence on Thursday, 16th September, 2026 9:00 AM to Sunday, 18th September, 2026 till 5:00 PM.
Scrip Code	543194
ISIN	INE0CPQ01010
CIN	L74999MH2016PLC284731

MEANS OF COMMUNICATION TO SHAREHOLDERS:

Effective communication of information is an essential component of Corporate Governance. It is a process of sharing information, thoughts, ideas and plans of all stakeholders which promotes management shareholders relations. The Company regularly interacts with shareholders through multiple channels of communication such as results, announcements, annual report, media releases, and company's website.

NOTICE

Notice is hereby given that the 10th Annual General Meeting of the members of Nirmitee Robotics India Limited will be held on Saturday, 19th September 2026 at 12:00 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 Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and Auditors thereon.

2. To re-appoint Mr. Kartik Eknath Shende, Non-Executive Director (DIN: 02627131). 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**, 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."

3. To approve the re-appointment of M/s. BPSD & Associates, Chartered Accountants, as Statutory Auditors of the Company.

To consider and if thought fit, to pass with or without modification, 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, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of the Audit Committee and approval of the Board of Directors, M/s. BPSD & Associates, Chartered Accountants (Firm Registration No. 118251W), be and are hereby re-appointed as the Statutory Auditors of the Company for a second term of five (5) consecutive years, to hold office from the conclusion of the 10th Annual General Meeting until the conclusion of the 15th Annual General Meeting of the Company, to conduct the statutory audit of the accounts of the Company for the financial years commencing from Financial Year 2026-27 to Financial Year 2030-31 at the remuneration as mutually agreed by the Company and Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to finalize and determine the remuneration payable to the Statutory Auditors from time to time and to do all such acts, deeds, matters and things and execute all such documents, forms and writings as may be considered necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS:

4. To regularize appointment of Mr. Rahul Kartik Shende (DIN: 11622452) as a non-executive director of the company:

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

"**RESOLVED THAT** pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee, Mr. Rahul Kartik Shende (DIN: 11622452), who was appointed by the Board of Directors of the company as an Additional Non-Executive Director of the Company with effect from 26th March, 2026 under Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director (Non-Executive) of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to file necessary forms with the Ministry of Corporate Affairs (MCA), intimate the stock exchanges as per SEBI LODR Regulations, and do all such acts, deeds, and things as may be necessary 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: 24/08/2026
Place: Nagpur

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 10th 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 2025-26 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 2025-26 will also be available on the Company's website https://www.nirmiteerobotics.com/investors/ and 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.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Members are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) through e-voting.

The way to vote electronically on CDSL e-Voting system consists of "Two Steps" which are mentioned below: Annual Report 2025-2026.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through Bigshare e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

i) The voting period begins on 16th September, 2026 (Thursday) at 09:00 AM and ends on 18th September,2026 (Sunday) at 05:00 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 12th September, 2026 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 shareholder's/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.

Step1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

vi. 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 abovesaid SEBI Circular**,** Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1. 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.

	2. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 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.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	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.nsdl.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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.

2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

3.Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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.

Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	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.

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 - 4886 7000 and 022 - 2499 7000

Step 2: Access through Bigshare e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

1) The shareholders should log on to the e-voting website https://evoting.purvashare.com.

2) Click on “Shareholder/Member” module.

3) Now enter your User ID:

a) For CDSL: 16 digits beneficiary ID,

b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c) Shareholders holding shares in Physical Form should enter EVENT Number followed by Folio Number registered with the company. For example, if folio number is 001*** and EVENT is 8 then user ID is 8001***

d) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.

e) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). ● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. ● If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

f) After entering these details appropriately, click on “SUBMIT” tab.

g) Shareholders holding shares in physical form will then directly reach the Company selection screen.

h) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

i) Click on the EVENT NO. for the relevant Nirmitee Robotics India Limited on which you choose to vote.

j) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO/ABSTAIN" for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.

k) Click on the "NOTICE FILE LINK" if you wish to view the Notice.

l) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

m) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

Facility for Non – Individual Shareholders and Custodians – Remote Voting:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to ivote@bigshareonline.com and register themselves in the "Custodians / Mutual Fund" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **ivote@bigshareonline.com**.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@nirmiteerobotics.com (designated email address by company), if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the Bigshare e-Voting System, you can write an email to ivote@bigshareonline.com or contact at +91-22-6263 8300 and +91-22-6263 8200.

All grievances connected with the facility for voting by electronic means may be addressed to Office No S6-2, 6th floor Pinnacle Business Park, next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai-400093, India.

For any other queries relating to the shares of the Company, you may contact the Registrar and Share Transfer Agent at the following address:

RTA Address:

Bigshare Services Private Limited.

Office No S6-2, 6th floor Pinnacle Business Park,

Next to Ahura Centre, Mahakali Caves Road,

Andheri (East) Mumbai - 400093, India.

investor@bigshareonline.com

https://www.bigshareonline.com/

By Order of the Board of Directors

For NIRMITEE ROBOTICS INDIA LIMITED

Sd/-

Kartik Eknath Shende

Non-Executive Director

DIN: 02627131

Dated: 24/08/2026

Place: Nagpur

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

ITEM NO. 4:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 26th March, 2026, appointed Mr. Rahul Kartik Shende (DIN: 11622452) as an Additional Director in the category of Non-Executive Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company.

In accordance with the provisions of Section 161(1) of the Act, Mr. Rahul Kartik Shende holds office up to the date of the ensuing Annual General Meeting ("AGM") and is eligible for appointment as a Director of the Company. The Company has received all necessary disclosures, declarations and confirmations from Mr. Rahul Kartik Shende (DIN: 11622452), including his consent to act as a Director and confirmation that he is not disqualified from being appointed as a Director under Section 164 of the Act.

The Board is of the view that the appointment of Mr. Rahul Kartik Shende (DIN: 11622452) as a Non-Executive Director will be beneficial to the Company considering his experience, knowledge and expertise. Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the members.

Upon approval by the members, Mr. Rahul Kartik Shende (DIN: 11622452) shall be appointed as a Non-Executive Director of the Company, liable to retire by rotation in accordance with the provisions of the Act and the Articles of Association of the Company.

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 10th Annual General Meeting of the shareholders of Nirmitee Robotics India Limited held on Saturday, 19th September, 2026 at 12:00 P.M at the registered office of the Company at C/o M/s Vithoba Healthcare And Research Private Limited, Plot No. D-3/2, MIDC, Hingna Ro,ad, Nagpur, Nagpur, Maharashtra, India, 440028.

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 M/s Vithoba Healthcare and Research Private Limited, Plot No. D-3/2, MIDC, Hingna Road, Nagpur, Nagpur, Maharashtra, India, 440028.
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			
	Address		Signature	
	Email Id			
	Or failing him			
2.	Name			
	Address		Signature	
	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 10th Annual General Meeting of the Company to be held on Saturday, 19th September, 2026 at 12:00 PM at the registered office of the Company at C/o M/s Vithoba Healthcare and Research Private Limited, Plot No. D-3/2, MIDC, Hingna Road, Nagpur, Maharashtra, India, 440028, and at any adjournment thereof in respect of such resolutions as are indicated below:

Particulars	For	Against
Ordinary Business:		
1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and Auditors thereon.		
2. To re-appoint Mr. Kartik Eknath Shende, Non-Executive Director (DIN: 02627131). who retires by rotation and being eligible, offers herself for the re- appointment.		
3. To approve the re-appointment of M/s. BPSD & Associates, Chartered Accountants, as Statutory Auditors of the Company.		
Special Business:		
4. To regularize appointment of Mr. Rahul Kartik Shende (DIN: 11622452) as a non-executive director of the company:		

Signed this …………. day of .... 2026.

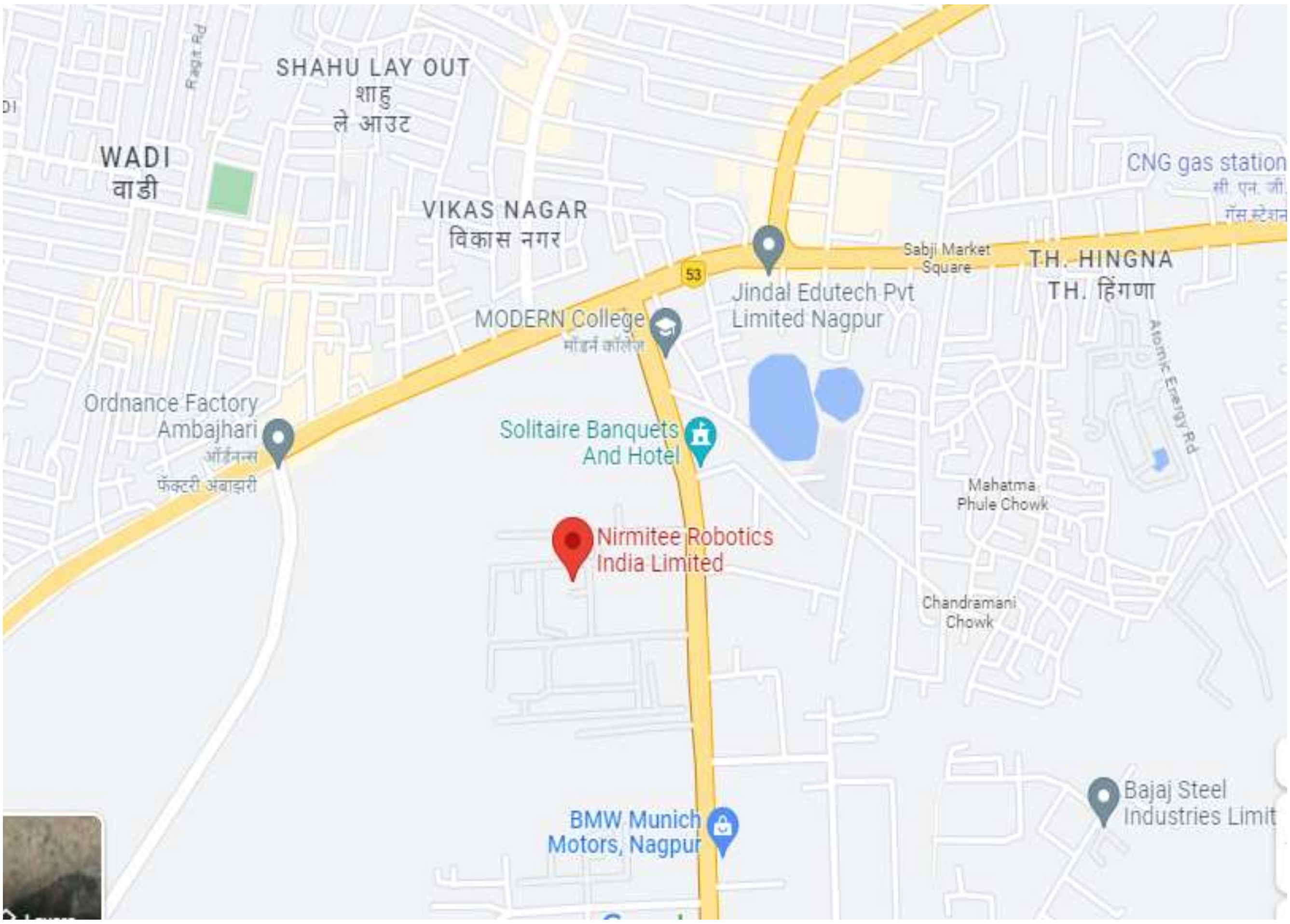
Signature of shareholder:__________________Signature of Proxy holder(s): __________

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.

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:0xdafe0fe7dca9b7fb!8m2!3d21.1490182!4d79.0013345!16s%2Fg%2F11f35dmgw4?authuser=0&entry=ttu&g_ep=EgoyMDI1MDgxOS4wIKXMDSoASAFQAw%3D%3D



Registered Office Address: C/o M/s Vithoba Healthcare and Research Private Limited, Plot No. D-3/2, MIDC, Hingna Road, Nagpur, Maharashtra, India, 440028.

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTORS RETIRING BY ROTATION AND SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

Item No. 2:

Name of the Director	Mr. Kartik Eknath Shende
DIN	02627131
Date of Birth	04/03/1973
Age	53
Date of first appointment on the Board	01/07/2017
Category	Director
Terms and Conditions of appointment/ re-appointment	Director, liable to retire by rotation
Expertise in specific functional areas	To Develop and implement strategic plans to achieve organizational goals
Directorships held in other public companies	NIL
Memberships/Chairmanships of Committees of other public companies	NIL
Number of shares held in the Company	49984

By Order of the Board of Directors

For Nirmitee Robotics India Limited

Sd/-

Jay Prakash Motghare

Whole time Director

DIN: 07559929

Dated: 24/08/2026

Place: Nagpur

Board Report

To

The Members of

Nirmitee Robotics India Limited

CIN: L74999MH2016PLC284731

Your directors have pleasure in presenting their 10th Annual Report on the Business and Operations of the Company and the Accounts for the Financial Year ended 31st March, 2026.

1. FINANCIAL PERFORMANCE OF THE COMPANY:

The Company demonstrated a resilient financial performance during the financial year 2025–26. Revenue from operations reflects the Company's ability to sustain its business performance in a dynamic market environment. The Company continued to maintain profitability while focusing on operational efficiency, business development initiatives, and long-term value creation for stakeholders. The operating results of the Company for the year are as under:

(Amt in Lakhs)

Particulars	31/03/2026	31/03/2025
Revenue From Operations and Other Income	736.48	897.53
Net Profit/Loss before Interest, Depreciation and Tax	**126.53**	**120.87**
Less: Finance Cost	8.04	24.45
Net Profit/Loss before Depreciation and Tax	**118.49**	**96.42**
Less: Depreciation and amortization for the year	14.39	16.97
Net Profit/Loss before exceptional and extraordinary items and tax	**104.10**	**79.45**
Less: Exceptional Items	0.00	0.00
Profit before extraordinary items and tax	**104.10**	**79.45**
Less: Extraordinary Items	0.00	0.00
Profit before tax	**104.10**	**79.45**
Less: Tax Expenses		
i. Current tax expense	24.00	20.00

ii. Deferred tax Liability/(Assets)	(0.74)	(0.77)
iii. Tax for Earlier years	0.00	0.00
Profit/Loss for the period from continuing operations	**80.84**	**60.22**
Profit/Loss from discontinuing operations	0.00	0.00
Tax expense of discontinuing operations	0.00	0.00
Profit/Loss from discontinuing operations (after tax)	0.00	0.00
Profit/Loss transferred/adjusted to General Reserve	**80.84**	**60.22**
Basic earnings per equity share	2.24	1.67
Diluted earnings per equity share	2.24	1.67

2. STATE OF COMPANY'S AFFAIRS, RESULT OF OPERATION AND FUTURE OUTLOOK:

COMPANY'S AFFAIRS:

During the year under review, the Company continued to carry on its business activities in the field of robotics, automation, artificial intelligence, and related technology solutions in accordance with its objects. The Company focused on business development, technology advancement, and exploring opportunities in the robotics and automation sector. The Directors are optimistic about the future prospects of the Company and expect continued growth in its operations.

RESULT OF OPERATION: (AMT IN LAKHS):

During the financial year ended March 31, 2026, the Company recorded a total revenue of Rs. 736.48 Lakhs as against Rs. 897.53 Lakhs in the previous financial year. The Company demonstrated operational resilience and maintained effective cost management measures, enabling it to sustain and improve its profitability.

The Company earned a net profit of Rs. 80.84 Lakhs for the financial year ended March 31, 2026, compared to a net profit of Rs. 60.22 Lakhs in the previous year, registering a growth of approximately 34.24%. The improvement in profitability reflects the Company's continued focus on operational efficiency, prudent financial management, optimization of resources, and disciplined control over costs.

Your directors are pleased to note that, notwithstanding the challenging business environment and lower revenue levels during the year, the Company has successfully enhanced its bottom-line performance. The management remains committed to strengthening business operations, improving productivity, exploring new growth opportunities, and creating sustainable value for all stakeholders.

The Board is confident that the strategic initiatives undertaken by the Company, coupled with its strong financial discipline and customer-focused approach, will support long-term growth and profitability in the coming years.

FUTURE OUTLOOK:

The Management is looking for the growth and diversification of 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 during the pandemic. The Company is working rapidly and looking forward for opportunities to grab more and more business and clients and the positive results of which will be seen in the coming years.

3. SHARE CAPITAL:

As on 31st March, 2026, the Authorized share capital of the Company is Rs. 11,00,00,000/- (Indian Rupees Eleven Crores only) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs 10/- (Rupees Ten only) each; and Issued, Subscribed and Paid-up share capital of the Company is Rs. 3,60,11,880/- (Indian Rupees Three Crores Sixty Lakhs Eleven Thousand Eight hundred and eighty only) divided into 36,01,188 (Thirty-Six Lakhs One Thousand One hundred and eighty-eight) equity shares of Rs. 10/- (Rupees Ten only) each. The Company has only one class of equity shares having at par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share.

4. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):

a) Retire by Rotation:

In accordance with section 152(6) of the Companies Act, 2013 and in terms of Articles of Association of the Company Mr. Kartik Eknath Shende (02627131), Director of the Company, retires by rotation and being eligible; offers himself for re-appointment at the forthcoming 10th Annual General Meeting.

The Board recommends the said reappointment for shareholders' approval.

b) Inductions / Appointment or Re-appointment of Director / KMP:

Based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, Mr. Rahul Kartik Shende (DIN: 11622452), who was appointed as an Additional Non-Executive Director of the Company with effect from March 26, 2026, is proposed to be appointed as a Non-Executive Director of the Company at the ensuing 10th Annual General Meeting. Upon approval by the Members, he shall be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company.

c) Composition of Board of Directors:

The Composition of Board of Directors as on 31st March, 2026 is as follows;

Sr. No	Name	DIN	Designation
1.	Mr. Jay Prakash Motghare	07559929	Whole Time Director
2.	Mr. Kartik Eknath Shende	02627131	Non-Executive Director
3.	Mr. Rahul Kartik Shende	11622452	Additional Non- Executive Director
4.	Mr. Manish Tarachand Pande	08712019	Independent Director
5.	Mr. Pradeep Prakash Thadani	08611572	Independent Director
6.	Mrs. Shweta Jay Motghare	09756777	Woman Director

d) Key Managerial Personnel:

The following persons are the Key Managerial Personnel of Company as on 31st March 2026;

Sr. No	Name	DIN/PAN	Designation
1.	Mr. Jay Prakash Motghare	07559929	Whole Time Director
2.	Mr. Atul Dhawad	AOYPD8411Q	Chief Financial Officer
3.	Miss. Muskan Sundardas Bajaj	EVUPB5800G	Company Secretary

e) Change in Director and KMP:

During the financial year, following changes have been occurred;

Sr. No	Name	DIN	Designation	Date of Appointment	Date of Cessation
1.	Mr. Rajesh Admane	01504366	Non- Executive Director	-	25/03/2026
2.	Mr. Rahul Kartik Shende	11622452	Additional Non- Executive Director	26/03/2026	-

5. DISCLOSURE BY DIRECTORS:

The Directors on the Board have submitted notice of interest under Section 184(1) i.e. in Form MBP-1, intimation under Section 164(2) i.e. in Form DIR-8 and declaration as to compliance with the Code of Conduct of the Company.

6. DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) and 25 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

7. SECRETARIAL STANDARDS:

The Company complies with all applicable secretarial standards issued by the Institute of Company Secretaries of India.

8. CODE OF CONDUCT:

The Company has laid down a code of conduct for all Board members and Senior Management and Independent Directors of the Company.

All the Board members including Independent Directors and Senior Management Personnel have affirmed compliance with the code of conduct.

9. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

Subsequent to the closure of the financial year 2025–26 and up to the date of this Report, there have been no material changes or commitments affecting the financial position of the Company.

10. FINANCIAL STATEMENT:

The financial statements of the Company for Financial year 2025-2026 have been prepared in compliance with the applicable provisions of the Companies Act, 2013 ('the Act') and as stipulated under Regulation 33 of SEBI Listing Regulations as well as in accordance with the Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015. The audited financial statements together with the Independent Auditor's Report thereon form part of this Annual Report.

11. SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE OF THE COMPANY:

During the financial year under review, the Company did not have any subsidiary, associate, or joint venture company within the meaning of the provisions of the Companies Act, 2013. Accordingly, the requirements relating to the preparation and presentation of consolidated financial statements and other applicable disclosures pertaining to subsidiaries, associates, or joint ventures are not applicable to the Company.

12. DIVIDEND:

The dividend policy for the year under review has been formulated taking into consideration growth of the company and to conserve resources, the Directors do not recommend any dividend for year ended March 31, 2026.

13. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid during the last year.

14. COMMITTEES OF BOARD:

The Board of Directors in line with the requirement of the act has formed various committees.

The detailed terms of reference of the Committee are available on the website of the Company at https://www.nirmiteerobotics.com/investors /.

A. Audit Committee

The Audit Committee of the Board was constituted in accordance with the provisions of Section 177 of the Companies Act, 2013. During the financial year, consequent upon the resignation of Mr. Rajesh Admane from the Directorship of the Company, he ceased to be the Chairman and Member of the Audit Committee.

Thereafter, the Board of Directors at its meeting held on 25th March, 2026 appointed Mr. Rahul Kartik Shende as an Additional Non-Executive Director of the Company and, considering the vacancy caused due to the resignation of Mr. Rajesh Admane, reconstituted the Audit Committee with effect from 26th March, 2026.

The composition of the Audit Committee is as follows:

1. Mr. Rahul Kartik Shende - Chairman
2. Mr. Manish Tarachand Pande - Member
3. Mr. Pradeep Prakash Thadani - Member

All the recommendations made by Audit Committee were accepted by the Board of Directors. Further, during the year, four (4) meetings of the audit committee were held and the details of the same are as follows:

Sr. No	Date of Meeting	Members Attended	% of Attendance
1.	27th May, 2025	3	100%
2.	05th September, 2025	3	100%
3.	14th November, 2025	3	100%
4.	25th March, 2026	3	100%

B. Nomination and Remuneration Committee:

The Nomination and Remuneration committee had duly formed in line with the provisions of Section 178 of the Companies Act 2013. The details of the Committee are available on the website of the Company at https://www.nirmiteerobotics.com/investors /and it comprises of following persons;

1. Mr. Pradeep Prakash Thadani - Chairman
2. Mr. Kartik Eknath Shende - Member
3. Mr. Manish Tarachand Pande - Member

All the recommendations made by Committee were accepted by the Board of Directors.

During the year, four (4) meeting of the Nomination and Remuneration Committee was held and the details of the same are as follows:

Sr. No	Date of Meeting	Members Attended	% of Attendance
1.	27th May, 2025	3	100%
2.	03rd September, 2025	3	100%
3.	20th December, 2025	3	100%
4.	25th March, 2026	3	100%

C. Stakeholder Relationship Committee:

The Stakeholders' Relationship Committee has been constituted in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. During the financial year, consequent upon the resignation of Mr. Rajesh Admane from the Directorship of the Company, he ceased to be the Chairman and Member of the Stakeholders' Relationship Committee.

Pursuant to the appointment of Mr. Rahul Kartik Shende as an Additional Non-Executive Director of the Company with effect from 25th March, 2026, the Board of Directors reconstituted the Stakeholders' Relationship Committee with effect from 26th March, 2026.

The composition of the Stakeholders' Relationship Committee is as follows:

1. Mr. Rahul Kartik Shende - Chairman
2. Mr. Jay Prakash Motghare - Member
3. Mr. Kartik Eknath Shende - Member

During the year, four (04) meetings of the Stakeholder Relationship Committee were held and the details of the same are as follows;

Sr. No	Date of Meeting	Members Attended	% of Attendance
1.	07th May, 2025	3	100%
2.	03rds September, 2025	3	100%
3.	15th December, 2025	3	100%
4.	25th March, 2026	3	100%

The details of the Committee are available on the website of the Company at https://www.nirmiteerobotics.com/investors /.

D. Change in committees:

1) During the financial year 2025-2026 under review, there has been a change in the composition of the Audit Committee of the Company.

Mr. Rajesh Admane, who was serving as the Chairman and Member of the Audit Committee, has ceased to hold such position. The Board has subsequently reconstituted the Audit Committee, and Mr. Rahul

Shende has been appointed as the Chairman and Member of the Audit Committee with effect from 26th March, 2026.

The Company confirms that the reconstituted Audit Committee is in compliance with the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2) During the financial year 2025-2026 under review, there has been a change in the composition of the **Stakeholders' Relationship Committee** of the Company.

Mr. Rajesh Admane, who was serving as the Chairman and Member of the Stakeholders' Relationship Committee, has ceased to hold such position. The Board has subsequently reconstituted the Committee, and Mr. Rahul Shende has been appointed as the Chairman and Member of the Stakeholders' Relationship Committee with effect from 26th March, 2026.

The Company confirms that the reconstituted Stakeholders' Relationship Committee follows the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

15. BOARD EVALUATION:

Your Board has devised an Evaluation Policy for evaluating the performance of the Board, its Committees, Executive Directors, and Independent Directors. Based on the same, the performance was evaluated for the financial year ended March 31, 2026. As part of the evaluation process, the performance of Non- Independent Directors, the Chairman and the Board was conducted by the Independent Directors.

The performance evaluation of the respective Committees and that of Independent and Non- Independent Directors was done by the Board excluding the Director being evaluated.

The policy inter alia provides the criteria for performance evaluation such as Board effectiveness, quality of discussion, contribution at the meetings, business acumen, strategic thinking, time commitment, and relationship with the stakeholders, corporate governance practices, contribution of the committees to the Board in discharging its functions etc.

16. EXTRACT OF ANNUAL RETURN:

Pursuant to Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return in e-form MGT-7 for FY 2025-26 is available on Company's website at URL https://www.nirmiteerobotics.com/investors/.

17. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has a Vigil Mechanism which also incorporates a Whistle Blower Policy in line with the provisions of the Companies Act, 2013 to report genuine concerns or grievances. The Vigil Mechanism/ Whistle Blower Policy may be accessed on the Company's website at https://www.nirmiteerobotics.com/investors/.

18. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

All contracts/ arrangements/ transactions entered by the Company during F.Y. 2025-26 with related parties were on an arm's length basis and in the ordinary course of business. There were no material Related Party Transactions (RPTs) undertaken by the Company during the year that require Shareholders' approval under Section 188 of the Act.

All the transactions were in compliance with the applicable provisions of the Act. Given that the Company has reported the transactions in pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 and the same has been provided in **Annexure-II**. During F.Y. 2025-26, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company other than sitting fees, commission and reimbursement of expenses, as applicable.

The Company formulated a policy on Related Party Transactions (RPTs) in accordance with the Act including any amendments thereto for identifying, reviewing approving and monitoring of RPTs. The said policy is available on the Company's website URL https://www.nirmiteerobotics.com/investors/.

19. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies

(Accounts) Rules, 2014, do not apply to the Company. Accordingly, these particulars have not been provided.

During the year under review, there was no foreign export of goods and services.

20. AUDITORS:

a. Statutory Auditors:

M/s. BPSD & Associates, Chartered Accountants, Nagpur (Firm Registration No. 118251W), have conducted the statutory audit of the Company for the Financial Year ended 31st March, 2026.

The present term of M/s. BPSD & Associates, Chartered Accountants, as Statutory Auditors of the Company concludes at the ensuing Annual General Meeting. Based on the recommendation of the Audit Committee, the Board of Directors has recommended the re-appointment of M/s. BPSD & Associates, Chartered Accountants (FRN: 118251W), as Statutory Auditors of the Company for a second term of five consecutive years, commencing from the conclusion of the 10th Annual General Meeting until the conclusion of the 15th Annual General Meeting of the Company, subject to the approval of the members at the ensuing Annual General Meeting.

The Auditors have confirmed their eligibility and furnished a certificate confirming that their re-appointment, if made, would be in accordance with the provisions of Sections 139, 141 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder.

The Statutory Auditors' Report for the Financial Year ended 31st March, 2026 does not contain any qualification, reservation, adverse remark or disclaimer. The notes to the financial statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments from the Board.

b. Secretarial Auditor:

The Secretarial Audit Report for the financial year ended 31st March, 2026, issued by **M/s. Avinash Gandhewar & Associates,** Practicing Company Secretaries, pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in **Form MR-3**, is annexed to this Report as **Annexure-III** for the information and perusal of the Members.

c. Cost Auditor:

The provisions of Section 148 of the Companies Act, 2013, read with the Companies (Cost Records and

Audit) Rules, 2014, relating to the maintenance of cost records and the appointment of a Cost Auditor, are not applicable to the Company, as the nature of its business and operations does not fall within the categories of industries or activities specified under the said provisions.

d. Internal Auditor:

The Board has appointed M/s Radheshyam Bhattad & Co (Membership No. 102572) as an Internal Auditor pursuant to Section 138 of the Companies Act, 2013 to ensure the routine internal audits and controls w.e.f. 15th February, 2024. During the year under review, the Internal Auditor conducted the internal audit of the Company's operations and internal financial controls and submitted the Internal Audit Report to the Board of Directors.

21. MANAGERIAL REMUNERATION:

The Company has paid managerial remuneration during the financial year 2025-26 and the details of the same are disclosed in Management Discussion and Analysis Report (MDAR) as **Annexure-IV.**

22. REMUNERATION POLICY:

The Company's policy on the appointment and remuneration of Directors and Key Managerial Personnel provides a framework based on which our human resources management aligns their recruitment plans for the strategic growth of Company and the same is available on the Company’s website URL https://www.nirmiteerobotics.com/investors/

23. REPORTING OF FRAUD BY AUDITOR:

During the year under review, neither the statutory auditors nor the secretarial auditor has reported to the audit committee, under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board’s report.

24. LOANS, GUARANTEES AND INVESTMENTS:

During the year under review, the Company has not given any loans, guarantees, or made any investments under Section 186 of the Companies Act, 2013.

During the Financial Year 2025-2026, the Company has not given guarantees to any of its subsidiaries, joint ventures, associates companies and other body corporates and persons.

25. DEPOSITS:

The company has not invited/ accepted any deposits from the members as well as public during the year ended March 31, 2026. There were no unclaimed or unpaid deposits as on March 31, 2026.

26. DISCLOSURE UNDER SEXUAL HARRASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:

Your Company has put in place a policy for prevention, prohibition and redressal against sexual harassment of women at the work place, to protect women employees and enable them to report sexual harassment at the workplace in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

All employees (permanent, contractual, temporary, trainees) are covered under this policy. No complaints were received during F.Y. 2025-26.

27. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW:

The Company had 7 (Seven) Board meetings during the financial year under review. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. The recommendations of the Committees are placed before the Board for necessary approval and noting.

Further, the Directors state that the applicable secretarial standard i.e. SS-1 relating to 'Meeting of the Board of Directors' has been duly followed by the Company. The dates of the board meeting have been mentioned below:

Sr. No.	Date of meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended	% of Attendance
1	12/04/2025	5	5	100
2	27/05/2025	5	5	100
3	05/09/2025	5	5	100

4	25/11/2025	5	5	100
5	05/01/2026	5	5	100
6	21/01/2026	5	5	100
7	25/03/2026	5	5	100

28. SEPARATE MEETING OF INDEPENDENT DIRECTORS:

As stipulated by the Code of Independent Directors under the Companies Act, 2013; a separate meeting of the Independent Directors of the Company was held on March 31st, 2026 to review the performance of Non-Independent Directors and the entire Board. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its' Committees which is necessary to effectively and reasonably perform and discharge their duties.

29. GENERAL MEETING:

During the year under review, Annual General Meeting of the Company pertaining to Financial Year 2024-25 was held on 30th September, 2025.

The Directors state that the applicable secretarial standard i.e. SS-2, relating to 'General Meeting', has been duly followed by the Company.

30. SIGNIFICANT AND MATERIAL ORDERS:

During the year under review, no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

31. FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS:

All new independent directors inducted into the Board attend an orientation program. The details of the training and familiarization program are provided in the corporate governance report. Further, at the time of the appointment of an independent director, the Company issues a formal letter of appointment outlining his / her role, function, duties and responsibilities.

32. DIRECTORS RESPONSIBILITY STATEMENT:

Your directors state that:

a) in the preparation of the annual financial statements for the year ended March 31, 2026, the applicable accounting standards have been followed with no material departures;

b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2026 and of the profit and loss of the Company for the year ended on that date;

c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the Directors have prepared the annual financial statements on a going concern basis;

e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively; and

f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

33. DETAILED REASON OR REPORT ON REVISION OF FINANCIAL STATEMENTS:

There is no revision of financial statement. Hence, it is not applicable to your company.

34. SHARES:

i) Issue of shares or other convertible securities:

The Company has not issued any equity shares during the year.

ii) Issue of equity shares with differential rights:

The Company has not issued any equity shares with differential rights during the year under review.

iii) Issue of sweat equity shares:

The Company has not issued any sweat equity shares during the year under review.

iv) Details of employee stock options:

The Company has not issued any Employee Stock Options during the year under review.

v) Shares held in Trust for the benefit of employees where the voting rights are not exercised directly by the employees:

The Company does not hold any shares in trust for the benefit of employees where the voting rights are not exercised directly by the employees during the year under review.

vi) Issue of Debentures, Bonds or Any Non-Convertible Securities:

The Company has not issued any debentures, bonds or any non-convertible securities during the year under review.

vii) Issue of Warrants:

The Company has not issued any warrants during the year under review.

35. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has adequate and efficient internal and external control system, which provides protection to all its assets against loss from unauthorized use and ensures correct reporting of transactions. The internal control systems are further supplemented by internal audits carried out by the respective Internal Auditors of the Company and Periodical review by the management. The Company has put in place proper controls, which are reviewed at regular intervals to ensure that transactions are properly authorized, correctly reported and assets are safeguarded.

36. MAINTENANCE OF COST RECORDS:

Maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not required by the Company and accordingly such accounts and records have not been made and maintained.

37. CORPORATE SOCIAL RESPONSIBILITY:

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

38. PARTICULARS OF EMPLOYEE:

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, are given in the Annexure-V forming part of this report.

39. CORPORATE GOVERNANCE:

As a good corporate governance practice the Company has generally complied with the corporate governance requirements. Our disclosures seek to attain the best practices in corporate governance. We also endeavor to enhance long-term shareholder value and respect minority rights in all our business decisions.

As our company has been listed on Start-up Segment of the SME Platform on BSE Limited, therefore by virtue of Regulation 15 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the compliance with the corporate Governance provisions as specified in regulation 17 to 27 and Clause (b) to (i) of sub regulation (2) of Regulation 46 and Para C, D and E of schedule V are not applicable to the company.

Hence, corporate governance report does not form a part of this Board Report, though we are committed towards best corporate governance practices.

40. RISK MANAGEMENT:

Your Board has adopted a well-defined process for managing its risks on an ongoing basis and for conducting the business in a risk conscious manner. The Company has a structured and comprehensive Risk Management Framework under which the risks are identified, assessed, monitored and reported as a part of normal business practice.

The Risk Management System is fully aligned with the corporate and operational objectives. There is no element of risk which in the opinion of the Board may threaten the existence of the Company.

41. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

In terms of the provisions of Regulation 34 and schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the Management's discussion and analysis report is annexed in **Annexure- IV.**

42. WEBSITE:

The Company is maintaining its functional website and the website contains basic as well as investor related information. The link of website is https://www.nirmiteerobotics.com/

43. CHANGE IN THE REGISTERED OFFICE OF THE COMPANY:

During the financial year 2025–2026, there was no change in the registered office of the Company, which remained at C/o M/s Vithoba Healthcare and Research Private Limited, Plot No. D-3/2, MIDC, Hingna Road, Nagpur, Maharashtra, India, 440028.

44. MATERNITY BENEFIT PROVIDED BY THE COMPANY UNDER MATERNITY BENEFIT ACT 1961:

The Company declares that it has duly complied with the provisions of the Maternity Benefit Act, 1961. All eligible women employees have been extended the statutory benefits prescribed under the Act, including paid maternity leave, continuity of salary and service during the leave period, and post-maternity support such as nursing breaks and flexible return-to-work options, as applicable. The Company remains committed to fostering an inclusive and supportive work environment that upholds the rights and welfare of its women employees in accordance with applicable laws.

During the year under review, no woman employee of the Company became pregnant; hence, no situation arose requiring the applicability of maternity benefits under the provisions of the Maternity Benefit Act, 1961.

45. DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTACY CODE 2016:

During the financial year under review, there were no application/s made or proceeding were pending in the name of the company under the Insolvency and Bankruptcy Code, 2016.

46. DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS:

During the Financial year under review, there were no one-time settlement of Loans taken from Banks and Financial institutions.

47. AUDIT TRAIL APPLICABILITY (AUDIT AND AUDITORS) RULES 2014 - RULE 11 OF THE COMPANIES ACT 2013:

The Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software's and the audit trail feature has not been tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention.

48. APPOINTMENT OF DESIGNATED PERSON (MANAGEMENT AND ADMINISTRATION) RULES 2014 - RULE 9 OF THE COMPANIES ACT 2013:

In accordance with Rule 9 of the Appointment of Designated Person (Management and Administration) Rules 2014, it is essential for the company to designate a responsible individual for ensuring compliance with statutory obligations.

The company has proposed and appointed a Designated person in a Board meeting and the same has been reported in Annual Return of the company.

49. FRAUD REPORTING:

During the Financial Year 2025-26, there have been no instances of frauds reported by the Auditors under Section 143(12) of the Companies Act, 2013 and the Rules framed thereunder, either to the Company or to the Central Government.

50. DISCLOSURES:

The Company believes in providing safe and harassment free workplace for every individual working in the Company. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment and for this purpose the Company has in place a robust policy, aiming to obtain the complaints, investigate and prevent any kind of harassment of employees at all levels.

For the current financial year end, no complaint was received by the company.

ACKNOWLEDGEMENT:

Your directors place on records their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your directors also acknowledge gratefully the shareholders for their support and confidence reposed on your Company.

For and on behalf of the Board of Directors

Sd/-	**Sd/-**
Jay Prakash Motghare	**Kartik Eknath Shende**
Whole Time Director	**Non-Executive Director**
DIN: 07559929	**DIN:02627131**

Date: 19/08/2026

Place: Nagpur

ANNEXURE I

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/ arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

Sr. No.	**Particulars**	**Details**
a)	Name (s) of the related party & nature of relationship	N.A.
b)	Nature of contracts/arrangements/transaction	N.A.
c)	Duration of the contracts/arrangements/transaction	N.A.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	N.A.
e)	Justification for entering into such contracts or arrangements or transactions'	N.A.
f)	Date of approval by the Board	N.A.
g)	Amount paid as advances, if any	N.A.
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	N.A.

2. Details of contracts or arrangements or transactions at Arm's length basis.

Name (s) of the related party & nature of relationship	Nature of Contract/arrangements/transaction	Duration of Contracts /arrangements/transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board, if any:	Amount paid as advances, if any: (in rupees)
Vithoba Healthcare and Research Pvt Ltd	Office Rent	Ongoing	N.A.	12/04/2025	-

For and on behalf of the Board of Directors

Sd/-
Jay Prakash Motghare
Whole Time Director
DIN: 07559929

Sd/-
Kartik Eknath Shende
Non-Executive Director
DIN:02627131

Annexure- II

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

[Pursuant to section 204 (1) of the Companies Act, 2013 and rule No. 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members of

Nirmitee Robotics India Limited

C/o M/s Vithoba Healthcare and Research Private Limited, Plot No. D-3/2, MIDC, Hingna Road, Nagpur Maharashtra 440028.

I have conducted the secretarial audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by "Nirmitee Robotics India Limited" hereinafter called as company, secretarial audit was conducted in a manner that provide us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, paper, minutes, forms and returns and other records maintained by the Company and also the information provided by its officer, agents and authorized representative during the conduct of secretarial audit, I hereby report that in my opinion, the company has during the audit period covering the financial year ended on 31st March, 2026 complied with the statutory provisions listed thereunder and also that the company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made thereunder:

I have examined the books, paper, minutes books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2026 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under;

(ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and Regulations and by-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

a) The Securities and Exchange Board of India (Substantial Acquisition of Share and Takeover) Regulation, 2011; **(Not applicable during the reporting period)**

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018; **(Not applicable during the reporting period)**

d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable during the reporting period)**

e) The Securities and Exchange board of India (Issue and Listing of Debt Securities) Regulation, 2008; **(Not applicable during the reporting period)**

f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, and dealing with the Client;

g) The Securities and Exchange Board of India (Delisting of Equity Share) Regulations, 2021; **(Not applicable during the reporting period)**

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable during the reporting period)**

i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(vi) Other Laws applicable to the Company;

As per the information provided by management, the Company has complied with all the laws mentioned below:

- Factories Act, 1948.
- Industrial Disputes Act, 1947
- The Payment of Wages Act, 1936
- The Minimum Wages Act, 1948
- Employees State Insurance Act, 1948
- The Employees Provident Funds and Miscellaneous Provisions Act, 1952
- The Payment of Bonus Act, 1965
- The Payment of Gratuity Act, 1972
- The Contract Labour (Regulation & Abolition) Act, 1970
- The Maternity Benefit Act, 1961
- The Child Labour (Prohibition & Regulation) Act, 1986
- The Industrial Employment (Standing Orders) Act, 1946
- The Employees Compensation Act, 1923
- Equal Remuneration Act, 1976
- Water (Prevention and Control of Pollution) Act, 1974
- Air (Prevention and Control of Pollution) Act, 1981
- Environment Protection Act, 1986
- Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008
- Plastic Waste Management Rules, 2016 as amended
- Legal Metrology Act, 2009
- The Competition Act, 2002
- The Sale of Goods Act, 1930
- The Indian Contract Act, 1872
- The Indian Stamp Act, 1899
- The Maharashtra Shops and Establishments Act, 1948

As per the information provided by management, the Company has complied with all other laws as specifically applicable to it.

I have also examined the compliance with the applicable clause of following;

I. Secretarial Standards issued by The Institute of Company Secretaries of India.

II. The Listing Agreement entered into by the Company with BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above;

I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

- During the period under review, there were changes in the composition of the Board of Directors of the Company. Mr. Rajesh Narendra Admane (DIN: 01504366) resigned from the office of Director of the Company with effect from 25th March, 2026. The Board placed on record its appreciation for the valuable services and guidance rendered by him during his tenure.

  Subsequently, Mr. Rahul Shende (DIN: 11622452) was appointed as an Additional non-executive Director of the Company with effect from 26th March, 2026, in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company.

The Company has complied with the applicable provisions of the Companies Act, 2013 and the rules made thereunder in respect of the aforesaid resignation and appointment.

- Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

- All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of Board of Directors or Committees of the Board, as the case may be.

I further report that during the audit period, no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

I further report that there are adequate systems and processes in the company that commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were no instances of:

1) Redemption/ buy-back of securities.

2) Public/ debentures/sweat equity, etc.

3) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.

4) Merger/ amalgamation/ reconstruction, etc.

5) Foreign technical collaborations.

For M/s Avinash Gandhewar & Associates
Practicing Company Secretaries
Peer Review Certificate No: 2718/2022

Sd/-
CS Avinash Gandhewar
Proprietor
FCS. No: 11197
CP No: 16490
UDIN: F011197H000637460
Date: 16/06/2026
Place: Nagpur

"ANNEXURE A"

(To The Secretarial Audit Report)

To,

The Members of

Nirmitee Robotics India Limited

C/o M/s Vithoba Healthcare and Research Private

Limited, Plot No. D-3/2, MIDC, Hingna Road,

Nagpur Maharashtra 440028

My report of even date is to be read along with this letter.

Management's Responsibility:

1. Maintenance of Secretarial records is the responsibility of management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.

Auditor's Responsibility:

3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

4. Where ever required, I have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.

5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the

verification of procedures on test basis.

Disclaimer

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

For M/s Avinash Gandhewar & Associates
Practicing Company Secretaries
Peer Review Certificate No: 2718/2022

Sd/-
CS Avinash Gandhewar
Proprietor
FCS. No:11197
CP No:16490
UDIN: F011197H000637460
Date: 16/06/2026
Place: Nagpur

Annexure- IV

Management Discussion and Analysis Report

Industrial Structure and Developments:

Industrial Structure and Developments

Nirmitee Robotics India Limited, a BSE SME Startup Listed Company, continues to remain the world's leading HVAC Air Duct Cleaning Company. With our specialized expertise, we serve a wide array of clients including Offices, Hotels, Convention Centers, Hospitals, Train and Bus Coaches, Aircraft, as well as facilities that require ultra-clean environments like Data Centers and Operation Theaters.

The HVAC cleaning industry is witnessing transformative growth with the adoption of robotics and automation technologies. Robots designed to navigate complex duct systems enable faster, safer, and more accurate cleaning, while reducing operational downtime and enhancing air quality. The industry is also seeing integration of AI, IoT, high-resolution imaging, and real-time monitoring for predictive maintenance and enhanced efficiency.

This growing adoption underscores a shift towards sustainable, health-driven building management practices, where robotic duct cleaning has emerged as an essential service ensuring safety, hygiene, and efficiency.

Opportunities and Threats

Opportunities

- Growing Market Awareness: Rising focus on indoor air quality in commercial and residential infrastructure creates sustained demand.

- Technological Advancements: Integration of AI, IoT, and data-driven inspection tools is enhancing efficiency and value.

- Cost Efficiency: Robotic cleaning reduces downtime and labor intensity, offering measurable savings for clients.

- Safety Advantage: Minimizes human entry into confined and hazardous spaces, reducing operational risks.

- Global Potential: Expansion opportunities across new geographies and industries such as healthcare, aviation, and smart infrastructure.

Threats

- High Capital Costs: Procurement and maintenance of advanced robotic systems may increase operational costs.

- Rapid Technology Obsolescence: Continuous upgrades required to remain competitive.

- Technical Challenges: Diverse duct configurations demand adaptable robotics and skilled operators.

- Maintenance of Equipment: Robots themselves require ongoing servicing and calibration.

- Market Competition: Entry of new players adopting similar technologies could impact margins.

Outlook

The outlook for robotic HVAC duct cleaning remains highly promising, supported by growing awareness of indoor air quality and technological innovation. Future robots will leverage machine learning and predictive analytics to deliver higher accuracy, minimal downtime, and improved preventive maintenance. The integration with smart building systems and IoT will further enable real-time monitoring, ensuring long-term efficiency.

With the expected reduction in technology costs and increasing health consciousness, the adoption of robotic cleaning solutions will continue to accelerate across residential, commercial, and industrial sectors. Nirmitee Robotics India Limited, with its proven expertise and first-mover advantage, is well-positioned to capitalize on this trend and strengthen its market leadership.

Risks and Concerns

Key risks include potential equipment malfunctions, reliance on technological upgrades, and the requirement for skilled technicians to operate advanced systems. Market dynamics such as increased competition, fluctuating demand in certain sectors, and the challenge of maintaining high service standards in complex projects could also affect performance. The Company continuously evaluates and mitigates these risks through R&D, regular maintenance, staff training, and strict adherence to quality standards.

Internal Control Systems and Their Adequacy

The Company has an adequate internal control system commensurate with its size and nature of business. Controls are designed to ensure:

- Operational efficiency and safety,
- Compliance with applicable laws and regulations,
- Protection of assets, and
- Reliability of financial reporting.

Regular internal audits, equipment maintenance schedules, and employee training programs form an integral part of the Company's governance framework, ensuring that risks are effectively identified and mitigated.

Segment-wise / Product-wise Performance

The Company operates in a single segment — HVAC Air Duct Cleaning Services.

For the financial year ended March 31, 2026, the Company reported:

- Revenue from Operations and Other Income of ₹736.48 lakhs as against ₹897.53 lakhs in the previous year.
- Profit Before Tax of ₹104.10 lakhs compared to ₹79.45 lakhs in the previous year.
- Profit After Tax of ₹80.84 lakhs, as against ₹60.22 lakhs in the preceding year.
- Earnings Per Share (EPS) stood at ₹ 2.24 as compared to ₹ 1.67 in FY 2024-25.

This improvement in financial performance highlights the Company's resilient business model, improved operational efficiency, and successful consolidation strategy.

(Amount in Lakhs)

Particulars	31/03/2026	31/03/2025
Revenue From Operations and Other Income	736.48	897.53
Net Profit/Loss before Interest, Depreciation and Tax	**126.53**	**120.87**
Less: Finance Cost	8.04	24.45
Net Profit/Loss before Depreciation and Tax	**118.49**	**96.42**
Less: Depreciation and amortization for the year	14.39	16.97
Net Profit/Loss before exceptional and extraordinary items and tax	**104.10**	**79.45**
Less: Exceptional Items	0.00	0.00
Profit before extraordinary items and tax	**104.10**	**79.45**
Less: Extraordinary Items	0.00	0.00
Profit before tax	**104.10**	**79.45**
Less: Tax Expenses		
i. Current tax expense	24.00	20.00
ii. Deferred tax Liability/(Assets)	(0.74)	(0.77)
iii. Tax for Earlier years		0.00
Profit/Loss for the period from continuing operations	**80.84**	**60.22**
Profit/Loss from discontinuing operations	0.00	0.00
Tax expense of discontinuing operations	0.00	0.00
Profit/Loss from discontinuing operations (after tax)	0.00	0.00
Profit/Loss transferred/adjusted to General Reserve	**80.84**	**60.22**
Basic earnings per equity share	2.24	1.67
Diluted earnings per equity share	2.24	1.67

Discussion on financial performance with respect to operational performance:

1. Revenue and Income:

During the financial year ended March 31, 2026, the Company recorded **revenue of ₹736.48 lakhs**, as against **₹897.53 lakhs** in the previous year.

2. Profitability Analysis:

The Company reported a **Profit Before Tax of ₹ 104.10 lakhs** as compared to a profit of **₹79.45 lakhs** in the previous year. Net Profit After Tax stood at **₹80.84 lakhs** as compared to **₹60.22 lakhs** in the previous year**.** This turnaround in financial results highlights the benefits of business operational efficiency.

3. Finance Costs and Depreciation:

Finance costs reduced to **₹8.04 lakhs** from **₹24.45 lakhs** in the previous year, reflecting higher borrowing costs. Depreciation is **₹14.39 lakhs** from **₹16.97 lakhs** in FY 2024-25, indicating incremental capital expenditure. While these costs placed a burden on profitability, they were offset by stronger operational performance.

4. Earnings Per Share (EPS):

The **EPS improved to ₹ 2.24** for FY 2025-26 as compared to **₹ 1.67** in the previous year. This reflects enhanced profitability and value creation for shareholders.

5. Summary:

The financial performance for the year ended March 31, 2026, indicates significant improvement in both standalone and consolidated operations. Revenue growth, combined with improved profitability and a positive turnaround at the consolidated level, demonstrates the Company's resilience and effective execution of its business strategies. While finance costs and depreciation continue to impact margins, the overall trajectory highlights strengthened op

6. Material development in Human & Other Resources/ Industrial Relations Front:

For a duct cleaning robotics company, advancing Human Resources (HR) and Industrial Relations (IR) is essential to align workforce capabilities with technological innovations and optimize operations.

7. HR Developments:

- **Specialized Training:** Develop comprehensive training programs to upskill employees in operating and maintaining robotic systems. This includes technical training on robotics and software, and soft skills training for effective teamwork and customer interactions.
- **Talent Acquisition:** Focus on recruiting skilled professionals in robotics, engineering, and data analysis. Collaborate with educational institutions to build a skilled talent pipeline.
- **Employee Engagement:** Implement career development plans, provide opportunities for advancement, and create a supportive work environment to boost retention and motivation.
- **Health and Safety:** Establish stringent safety protocols and ergonomic practices to safeguard employees working with robotic systems, ensuring adherence to industry standards.

8. IR Developments:

- **Labor Relations:** Engage proactively with unions and maintain transparent communication to address job security, working conditions, and compensation concerns.
- **Work-Life Balance:** Offer flexible work arrangements and support systems to enhance employees' work-life balance.
- **Compliance:** Ensure adherence to labor laws and safety regulations, providing ongoing training to keep the workforce informed about legal requirements.
- **Change Management:** Facilitate smooth transitions to new technologies through effective change management strategies and communication.

These initiatives will help the company efficiently manage its workforce and adapt to technological advancements in robotic duct cleaning.

Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefore:

Sr. No.	Ratios	Numerator	Denominator	31-Mar-26	31-Mar-25	% Change	Reason for Variance
1	Current Ratio	Current Assets	Current Liabilities	2.80	2.81	0.35%	Sub-note (i)
2	Debt-Equity Ratio	Total Debt	Equity Share Capital +Reserves & Surplus	0.05	0.10	50%	Sub-note (ii)
3	Debt Service Coverage Ratio	EBITDA	Finance Cost	15.74	4.94	218.62%	-
4	Return on Equity Ratio	PAT	Equity Share Capital +Reserves & Surplus	13.48	11.6	16.21%	-
5	Inventory Turnover Ratio	COGS/ Sales	Average Inventory	21.73	23.16	6.17%	Sub-note (i)
6	Trade Receivables Turnover Ratio	Total Sales	Average Accounts Receivable	3.04	3.20	5.00%	Sub-note (i)
7	Trade Payables Turnover Ratio	Total Purchases	Average Trade Payables	633.07	6.26	10012.93%	Sub-note (i)
8	Net Capital Turnover	Total Sales	Average Working	2.01	3.36	40.18%	Sub-note (i)

	Ratio		Capital				
9	Net Profit Ratio	PAT	Total Sales	11.19%	6.75%	65.78%	-
10	Return on Capital Employed	EBIT	Capital Employed	17.84%	18.17%	1.82%	-
11	Return on Investment	PAT	Total Assets	9.62%	7.96%	20.85%	-

Sub-Note (i) – Current Ratio and Working Capital Turnover Ratio along with ratios relating to working capital have increased due to an increase in current assets, being cash and cash equivalents and trade receivables.

Sub-Note (ii) – Repayment of Unsecured Loan has caused a change in Debt Equity Ratio.

Disclosure of Accounting Treatment:

The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, wherever applicable. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act,2013 (Act) read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing standard requires a change in the accounting policy hitherto in use.

Annexure-V

Particulars of Employees

Statement of Disclosure of Remuneration under Section 197 of the Companies Act, 2013 and Rule 5 (1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Ratio of the remuneration of each Director to the median remuneration of Employees of the Company for the financial year 2025-26, the percentage increase in remuneration of Directors, Chief Financial Officer and Company Secretary during the financial year 2025-26.

S.N.	**Name of the Director / KMP and Designation**	**Remuneration of Director / KMP for FY 2025-26 (Incl: Non-Executive Independent Director)**	**Remuneration of Director/ KMP for the FY 2025-26**	**% Increase (Decrease) in remuneration in the FY 2025-26**	**Ratio of Remuneration of each Director/ KMP to median remuneration of employees**
1.	Jay Prakash Motghare (WTD)	12,00,000	0.00	(100%)	6.25:1

II. Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year – as stated above in item No. (I).

III. Percentage increase in the median remuneration of employees in the financial year-12.5%

VI. Number of permanent employees on the rolls of company –

The Company has 79 permanent employees on its rolls as on 31st March, 2026.

V. Affirmation that the remuneration is as per the remuneration policy of the company.

During the period under review, the Company has paid the managerial remuneration as per the Special Resolution passed at the previous Annual General Meeting of the Company.

VI. The provisions of the Section 197(12) of the Companies Act 2013 read with Rules 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 are not applicable to the Company.

CFO Certification

To

The Board of Directors,

Nirmitee Robotics India Limited

In relation to the Audited Financial Accounts of the Company as at March 31st 2026, I hereby certify that:

(a) I have reviewed financial statements and the cash flow statement for the year ended March 31st, 2026 and that to the best of my knowledge and belief:

(i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There is, to the best of my knowledge and belief, no transactions entered into by the Company during the year ended March 31st 2026, which is fraudulent, illegal or violative of the Company's code of conduct.

(c) I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps taken or proposed to be taken to rectify these deficiencies.

(d) I have indicated to the auditors and the Audit committee, wherever applicable:

(i) significant changes in internal control over financial reporting during the year;

(ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

(e) members of the board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management.

Sd/-

Date: 19/08/2026 **Atul Dhawad**

Place: Nagpur **Chief Financial Officer**

CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS

[pursuant to clause 10 (i) of the Part C of Schedule V read with Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

I have examined the relevant registers, records, forms, returns, representation and disclosures received from the Directors of "Nirmitee Robotics India Limited" having CIN L74999MH2016PLC284731 and having registered office at C/o Vithoba Healthcare and Research Private Limited, D3/2, MIDC Hingna, Nagpur (MS) India 440028 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority**.**

Sr. No	**Name of Director**	**DIN**	**Designation**
1.	Mr. Jay Prakash Motghare	07559929	Whole Time Director
2.	Mr. Kartik Eknath Shende	02627131	Non- Executive Director
3.	Mr. Rahul Kartik Shende	11622452	Additional Non- Executive Director
4.	Mrs. Shweta Jay Motghare	09756777	Non- Executive Director
5.	Mr. Manish Tarachand Pande	08712019	Independent Director
6.	Mr. Pradeep Thadani	08611572	Independent Director

For M/s Avinash Gandhewar & Associates

Practicing Company Secretariesss

Peer Review Certificate No: 2718/2022

Sd/-

CS Avinash Gandhewar

Proprietor

FCS. No: 11197

CP No: 16490

UDIN: F011197H000637471

Independent Auditor’s Report

To the Members of

NIRMITEE ROBOTICS INDIA LIMITED

Report on the Audit of Financial Statements

Opinion

We have audited the accompanying Financial Statements of **NIRMITEE ROBOTICS INDIA LIMITED** (the “Company)**,** which comprise the Balance Sheet as at 31st March’ 2026 and Statement of Profit and Loss, and the Statement of Cash Flows, for the year then ended, and notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the “Financial Statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026 and its Profit for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor’s Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

The Emphasis of Matter Paragraph in an audit report serves to draw the user’s specific attention to matters that the auditor, in their professional judgment, considers to be of significance in the organization’s financial statements or other documents.

1) We draw attention to the note no. 7 & 18 to the accompanying financial statements regarding the formation of approved Gratuity Fund for the employees during the year in compliance with the provisions of the Payment of Gratuity Act, 1972. The Company has recorded provision of Rs. 23,77,762/- towards Gratuity for its employees for meeting its future gratuity obligations towards eligible employees.

   Our opinion is not modified in respect of this matter**.**

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described above in "Emphasis of Matter Paragraph" to be the Key Audit Matters to be communicated in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the other applicable report, but does not include the Financial Statements and our auditor's report thereon.

Our opinion on the Financial Statements does not cover such other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance and Cash Flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditor's Report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in:

(i) planning the scope of our audit work and in evaluating the results of our work; and
(ii) to evaluate the effect of any identified misstatements in the Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our Auditor's Report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

    a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

    b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

    c. The company does not have any branch offices and hence, reporting u/s 143(3)(c) of the Act is not applicable.

    d. The Balance Sheet and the statement of Profit & Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

    e. In our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

    f. Based on our audit procedures performed, and as could be ascertained, there are no financial transactions or matters having adverse effect on the functioning of the Company;

    g. On the basis of the written representations received from the directors as on 31st March, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2026 from being appointed as a director in terms of Section 164(2) of the Act.

    h. Based on our audit procedures performed, and as could be ascertained, we have nothing to report in relation to Section 143(3)(h) of the Act;

i. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company does not have any pending litigations as on 31 March 2026 which would impact its financial position.

   ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

   iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

   iv.

      a. The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

      b. The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

      c. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

   v. The Company has neither declared nor paid any dividend during the year.

   vi. The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1 April 2023. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software. Further, for the periods where audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting software, we did not come across any instance of the audit trail feature being tampered with.

B P S D & Associates
Chartered Accountants
FRN: 118251W

Sd/-
CA Shantanu Deshmukh
Partner
Membership No.: 103837
UDIN: 26103837UZEAZF7269

Place: Nagpur
Date: 28.05.2026

The **"Annexure A"** referred to in our report to the Members of Nirmitee Robotics India Limited for the year Ended on 31-Mar-2026. We report that:

Sr. No.	Particulars	Auditor's Remark
(i)	(a) A. whether the company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment; B. whether the company is maintaining proper records showing full particulars of intangible assets;	Yes Yes
	(b) whether these Property, Plant & Equipment have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account;	As explained and represented to us, and as could be ascertained; Property, Plant & Equipment have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification by the management.
	(c) whether the title deeds of all the immovable properties. (Other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the Financial Statements are held in the name of the company. If not, provide the details thereof;	NA.
	(d) Whether the Company has revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year and, if so, whether the revaluation is based on the valuation by a Registered Valuer; specify the amount of change, if change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment or intangible assets;	No
	(e) Whether any proceedings have been initiated or are pending against the company for holding any Benami property under the "Benami Transactions (Prohibition) Act, 1988 and Rules made thereunder; if so, whether the Company has appropriately disclosed the details in its Financial Statements;	No

(ii)	(a) whether physical verification of inventory has been conducted at reasonable intervals by the management and whether, in the opinion of the auditor, the coverage and procedure of such verification by the management is appropriate; whether any discrepancies of 10% or more in the aggregate for each class of inventory were noticed and if so, whether they have been properly dealt with in the books of account;	The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. As explained and represented to us, and as could be ascertained; no material discrepancies were noticed on such verification.
	(b) whether during any point of time of the year, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks or financial institutions on the basis of security of current assets; whether the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company. If not, give details.	No. The Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks or financial institutions on the basis of security of current assets at any point of time of the year.
(iii)	Whether during the year the company has made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships or any other parties. If so,	As explained and represented to us, and as could be ascertained; the company has not made any such investment.
	(a) whether during the year the company has provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity [not applicable to companies whose principal business is to give loans], if so, indicate-	No
	A. the aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances and guarantees or security to subsidiaries, joint ventures, and associates.	N.A.
	B. the aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances and guarantees or security to parties other than subsidiaries, joint ventures, and associates.	N.A.
	(b) whether the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest;	N.A.

	(c) in respect of loans and advances in the nature of loans whether the schedule of repayment of principal and payment of interest has been stipulated and whether the repayments or receipts are regular;	N.A.
	(d) if the amount is overdue, state the total amount overdue for more than ninety days, and whether reasonable steps have been taken by the company for recovery of the principal and interest;	N.A.
	(e) whether any loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties; If so, specify the aggregate amounts of such dues renewed or extended or settled by fresh loans and the percentage of aggregate to the total loans or advances in the nature of loans granted during the year.	N.A
	(f) whether the Company has granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment; if so, specify the aggregate amount, percentage thereof to the total loans granted, aggregate amount of loans granted to Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013	No.
(iv)	in respect of loans, investments, guarantees, and security whether provisions of section 185 and 186 of the Companies Act, 2013 have been complied with. If not, provide the details thereof.	As explained and represented to us, and as could be ascertained, the Company has neither made any investments nor has it given loans or provided guarantee or security as specified under section 185 of the Companies Act, 2013 and has not provided any security as specified under section 186 of the Companies Act, 2013.
(v)	in respect of deposits accepted by the Company or amounts which are deemed to be deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder, where applicable, have been complied with? If not, the nature of such contraventions be stated; If an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether	N.A

	the same has been complied with or not?	
(vi)	whether maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and whether such accounts and records have been so made and maintained.	N.A
(vii)	(a) whether the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated;	The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into Goods and Services Tax ("GST"). According to the information and explanations given to us and as represented to us, and as could be ascertained and on the basis of our examination of the records of the Company, undisputed statutory dues including GST, Provident fund, Employees' State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues have been regularly deposited by the Company with the appropriate authorities;
	(b) where statutory dues referred to in sub-clause (a) have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned. (A mere representation to the concerned Department shall not be treated as a dispute).	No, according to the information and explanations given to us and on the basis of our examination of the records of the Company.
(viii)	whether any transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961; if so, whether the previously unrecorded income has been properly recorded in the books of account during the year?	As explained and represented to us, and as could be ascertained, there was no such case.
(ix)	(a) whether the company has defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders? If yes, the period and the amount of default to be reported (in case of defaults to the banks, financial institutions, and the Government; lender wise details to be provided)	As explained and represented to us, and as could be ascertained, there was no such case.
	(b) Whether the company is a declared wilful defaulter by any bank or financial institution	No

	or other lender?	
	(c) Whether term loans were applied for the purpose for which the loans were obtained; if not, the amount of loan so diverted and the purpose for which it is used may be reported	According to the information explanation to given to us, the Company has not obtained any term loans during the year.
	(d) whether funds raised on short term basis have been utilized for long term purposes? If yes, the nature and amount to be indicated	No
	(e) whether the Company has taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures? If so, details thereof with nature of such transactions and the amount in each case.	No
	(f) whether the Company has raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies? If so, give details thereof and also report if the company has defaulted in repayment of such loans raised.	No
(x)	(a) Whether money raised by way of initial public offer or further public offer and the term loans were applied for the purpose for which those are raised. If not, the details together with delays and defaults and subsequent rectification, if any, as may be applicable.	Yes.
	(b) whether the Company has made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and if so, whether the requirements of Section 42 and Section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised. If not, provide details in respect of amount involved and nature of non-compliance	According to the information explanation to given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially, or optionally convertible) during the year.
(xi)	(a) whether any fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year; If yes, the nature and the amount involved is to be indicated;	To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or could be ascertain or reported during the year nor have we been informed of such case by the management.
	(b) whether any report under sub-Section (12) of	No

	Section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules 2014 with the Central Government?	
	(c) whether the auditor has considered whistle-blower complaints, if any, received during the year by the Company?	No such case came up.
(xii)	(a) whether the Nidhi Company has complied with the Net Owned Funds to Deposits in the ratio of 1: 20 to meet out the liability	N.A
	(b) whether the Nidhi Company is maintaining ten per cent unencumbered term deposits as specified in the Nidhi Rules, 2014 to meet out the liability;	NA
	(c) whether there has been any default in payment of interest on deposits or repayment thereof for any period and if so, the details thereof.	NA
(xiii)	whether all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards;	Yes
(xiv)	(a) whether the company has an internal audit system commensurate with the size and nature of its business? (b) Whether the reports of the Internal Auditors for the period under audit were considered by the statutory auditor?	Yes Yes
(xv)	whether the company has entered into any non-cash transactions with directors or persons connected with him and if so, whether the provisions of section 192 of Companies Act, 2013 have been complied with;	In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
(xvi)	(a) whether the company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and if so, whether the registration has been obtained.	The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clauses 3(xvi)(a) and 3(xvi)(b) of the Order are not applicable.
	(b) whether the Company has conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act	The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

	1934	
	(c) whether the Company is a Core Investment Company (CIC) as defined under the Regulations by the Reserve Bank of India? If so, whether it continues to fulfil the criteria of a CIC and In case the company is an exempted or unregistered CIC, whether it continues to fulfil such criteria.	According to the information and explanations provided to us during the course of audit, the Group does not have any CICs.
	(d) Whether the Group has more than one CIC as part of the Group, If yes, indicate the number of CICs which are part of the Group.	N.A
(xvii)	whether the Company has incurred cash losses in the Financial Year and in the immediately preceding financial year? If so, state the amount of cash losses.	No
(xviii)	whether there has been any resignation of the statutory auditors during the year? If so, whether the auditor has taken into consideration the issues, objections or concerns raised by the outgoing auditors?	No
(xix)	on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Financial Statements, the auditor's knowledge of the Board of Directors and management plans, whether the auditor is of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.	According to the information and explanations given to us and represented to us, and as could be ascertained, and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Financial Statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a

		period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
(xx)	whether, in respect of other than ongoing projects, the company has transferred unspent amount to a Fund specified in Schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act.	NA
(xxi)	whether there have been any qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the Consolidated Financial Statements? If yes, indicate the details of the companies and the paragraph numbers of the CARO report containing the qualifications or adverse remarks	NA

B P S D & Associates
Chartered Accountants
FRN: 118251W

Sd/-
CA Shantanu Deshmukh
Partner
Membership No.: 103837
UDIN: 26103837UZEAZF7269

Place: Nagpur
Date: 28.05.2026

Annexure “B” to the Independent Auditor’s Report

[Referred to in paragraph 2 (i) under ‘Report on other legal and regulatory requirements’ section of our report to the Members of Nirmitee Robotics India Limited of even date]

Report on the internal financial controls over financial reporting under clause (i) of sub – section 3 of section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of the Company as of March 31, 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

(1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
(2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
(3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

B P S D & Associates
Chartered Accountants
FRN: 118251W

Sd/-
CA Shantanu Deshmukh
Partner
Membership No.: 103837
UDIN: 26103837UZEAZF7269

Place: Nagpur
Date: 28.05.2026

NIRMITEE ROBOTICS INDIA LIMITED
STANDALONE BALANCE SHEET AS AT 31st March 2026

(Amount in Rs. Lakhs)

	PARTICULARS	NOTE NO	AUDITED YEAR ENDED 31.03.2026	AUDITED YEAR ENDED 31.03.2025
A	**EQUITY AND LIABILITIES**			
1	**Shareholder's Funds**			
	(a) Share Capital	1	360.12	360.12
	(b) Reserves and Surplus	2	239.76	158.68
	(c) Money received against Share Warrants		-	-
2	**Share Application Money Pending Allotment**		-	-
3	**Non-current Liabilities**			
	(a) Long-term Borrowings	3	28.58	52.88
	(b) Deferred Tax Liabilities (Net)		-	-
	(c) Other Long Term Liabilities		-	-
	(d) Long-term Provisions		-	-
4	**Current Liabilities**			
	(a) Short-term Borrowings	4	114.71	118.45
	(b) Trade Payables	5		
	(i) Outstanding dues of MSME		-	-
	(ii) Outstanding dues of creditors other than MSME		0.35	0.10
	(c) Other Current Liabilities	6	25.58	6.33
	(d) Short-term Provisions	7	71.53	59.72
	TOTAL		**840.62**	**756.28**
B	**ASSETS**			
1	**Non-Current Assets**			
	(a) Property, Plant and Equipment and Intangible Assets	8		
	(i) Property, Plant and Equipment		47.74	61.98
	(ii) Intangible Assets		0.63	0.78
	(iii) Capital work -in- progress		-	-
	(iv) Intangible Assets under development		-	-
	(b) Non-Current Investments		-	-
	(c) Deferred Tax Assets (Net)	9	2.95	2.20
	(e) Other Non-Current Assets	10	194.34	171.73
2	**Current Assets**			
	(a) Current Investments		-	-
	(b) Inventories		50.21	16.28
	(c) Trade Receivables	11	157.36	317.60
	(d) Cash and Cash Equivalents	12	235.88	148.80
	(e) Short-term Loans and Advances	13	32.13	7.75
	(f) Other Current Assets	14	119.38	29.16
	TOTAL		**840.62**	**756.28**

As per Significant Accounting Policies & Notes to Accounts **21**

As per our Audit Report of even date
For B P S D & Associates
Chartered Accountants
FRN: 118251W

Sd/-
CA Shantanu Deshmukh
Partner
Membership No.: 103837
UDIN: 26103837UZEAZF7269

Date: 28.05.2026
Place: Nagpur

For and on behalf of the Board

Sd/-	Sd/-
Jay Motghare	Kartik Shende
Whole-Time Director	Director
DIN - 07559929	DIN - 02627131
Sd/-	Sd/-
Muskan Bajaj	Atul Dhawad
Company Secretary	CFO
M. No. A79560	PAN: AOYPD8411Q

NIRMITEE ROBOTICS INDIA LIMITED
STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31st March 2026

	PARTICULARS	NOTE NO	YEAR ENDED AUDITED 31.03.2026	YEAR ENDED AUDITED 31.03.2025
A	**CONTINUING OPERATIONS :**			
1	**Revenue from Operations**	**15**	722.26	892.49
2	**Other Income**	**16**	14.22	5.04
3	**Total Income (1+2)**		**736.48**	**897.53**
4	**Expenses:**			
	Cost of Material Consumed		-	-
	Purchase of Stock-in-Trade		140.57	62.03
	Changes in Inventories	**17**	-33.93	44.51
	Employee Benefits Expenses	**18**	174.68	117.32
	Finance Costs	**19**	8.04	24.45
	Depreciation and Amortization Expenses	**8**	14.39	16.97
	Other Operating Expenses	**20**	328.65	552.79
	Total Expenses		**632.38**	**818.08**
5	**Profit before exceptional and Extra-ordinary items and Tax (3-4)**		104.10	79.45
6	**Exceptional Items**		-	-
7	**Profit before extraordinary items and tax (5-6)**		104.10	79.45
8	**Extraordinary Items**		-	-
9	**Profit before tax (7-8)**		104.10	79.45
10	**Tax expenses:**			
	(1) Current Tax Expense for Current Year		24.00	20.00
	(2) Income Tax for earlier Year		-	-
	(3) Deferred Tax		-0.74	-0.77
11	**Profit for the period from Continuing Operations (9-10)**		80.84	60.22
B	**DISCONTINUING OPERATIONS :**			
12(i)	**Profit from discontinuing operations (Before Tax)**		-	-
12(ii)	**Gain on disposal of assets / settlement of liabilities attributable to the discontinuing operations**		-	-
12(iii)	**Add / Less : Tax Expenses of discontinuing operations**		-	-
	(a) on ordinary activities attributable to the discontinuing operations		-	-
	(b) on gain / loss on disposal of assets / settlement of liabilities		-	-
13	**Profit from discontinuing operations (12(i) + 12(ii) + 12(iii))**		-	-
C	**TOTAL OPERATIONS :**			
14	**Profit for the Year (11+13)**		**80.84**	**60.22**
15	**Earnings per Equity Share:**			
	(1) Basic		2.24	1.67
	(2) Diluted		2.24	1.67

As per Significant Accounting Policies & Notes to Accounts **21**

As per our Audit Report of even date
For B P S D & Associates
Chartered Accountants
FRN: 118251W

For and on behalf of the Board

Sd/-
CA Shantanu Deshmukh
Partner
Memb. No.: 103837
UDIN: 26103837UZEAZF7269

Sd/-
Jay Motghare
Whole-Time Director
DIN - 07559929

Sd/-
Kartik Shende
Director
DIN - 02627131

Place : Nagpur
Date : 28.05.2026

Sd/-
Muskan Bajaj
Company Secretary
M. No. A79560

Sd/-
Atul Dhawad
CFO
PAN: AOYPD8411Q

NIRMITEE ROBOTICS INDIA LIMITED

AS 3.18(b) Standalone Cash Flow Statement for the year ended 31st March 2026

(Amount in Rs. Lakhs)

	Particulars	**For the year ended 31st March 2026**		**For the year ended 31 March, 2025**	
AS 3.8 AS 3.20	**A. Cash flow from operating activities**				
	Net Profit / (Loss) before extraordinary items and tax		104.10		79.45
	Adjustments for:				
	Depreciation and amortisation	14.39		16.97	
	Finance costs	8.04		24.45	
	Interest income	(0.00)		(5.04)	
	Adjustment in Reserves and Surplus	0.24	22.66	(103.85)	(67.46)
	Operating profit / (loss) before working capital changes		126.76		11.99
	Changes in working capital:				
	Adjustments for (increase) / decrease in operating assets:				
	Current Investments	-		-	
	Inventories	(33.93)		44.51	
	Trade receivables	160.24		(77.12)	
	Short-term loans and advances	(24.38)		5.45	
	Other current assets	(90.21)	11.71	8.39	(18.77)
	Adjustments for increase / (decrease) in operating liabilities:				
	Trade payables	0.25		(19.62)	
	Other current liabilities	19.24		(2.35)	
	Short-term provisions	11.81		10.74	
	Short-term borrowings	(3.74)	27.56	(2.48)	(13.72)
			166.03		(20.51)
AS 3.28	Cash flow from extraordinary items		-		-
	Cash generated from operations		166.03		(20.51)
AS 3.34 AS 3.35	Net income tax (paid) / refunds		(24.00)		(20.00)
	Net cash flow from / (used in) operating activities (A)		**142.03**		**(40.51)**
AS 3.8 AS 3.15	**B. Cash flow from investing activities**				
	Capital expenditure on fixed assets, including capital advances*	-		(2.72)	
	Interest Earned	0.00		5.04	
	Amounts given as Security Deposits	(22.61)		20.00	
	Amounts advanced for the formation of Subsidiary*	-	(22.61)	230.77	253.08
	(* inclusive of capital goods in transit and its effect on advances)				
AS 3.28	Cash flow from extraordinary items		-		-
			(22.61)		253.08
AS 3.34 AS 3.35	Net income tax (paid) / refunds		-		-
	Net cash flow from / (used in) investing activities (B)		**(22.61)**		**253.08**

AS 3.8 AS 3.17	**C. Cash flow from financing activities**				
	Net Proceeds from long-term borrowings	(24.30)		(82.67)	
	Repayment of short-term borrowings	-		-	
AS 3.30	Finance cost	(8.04)	(32.34)	(24.45)	(107.12)
AS 3.28	Cash flow from extraordinary items		-		-
	Net cash flow from / (used in) financing activities (C)		**(32.34)**		**(107.12)**
	Net increase / (decrease) in Cash and cash equivalents (A+B+C)		**87.08**		**105.46**
	Cash and cash equivalents at the beginning of the year		148.80		43.34
AS 3.25	Effect of exchange differences on restatement of foreign currency Cash and cash equivalents		-		-
	Cash and cash equivalents at the end of the year		235.88		148.80
AS 3.42	**Reconciliation of Cash and cash equivalents with the Balance Sheet:**				
	Cash and cash equivalents as per Balance Sheet		235.88		148.80
	Less: Bank balances not considered as Cash and cash equivalents as defined in AS 3 *Cash Flow Statements* (give details)		-		-
	Net Cash and cash equivalents (as defined in AS 3 *Cash Flow Statements*)		**235.88**		**148.80**
	Add: Current investments considered as part of Cash and cash equivalents (as defined in AS 3 *Cash Flow Statements*) (Refer Note (ii) to Note 16 Current investments)		-		-
	Cash and cash equivalents at the end of the year *		235.88		148.80

As per our Audit Report of even date
For B P S D & Associates
Chartered Accountants
FRN: 118251W

For and on behalf of the Board

Sd/-
CA Shantanu Deshmukh
Partner
Membership No.: 103837
UDIN: 26103837UZEAZF7269

Date: 28.05.2026
Place: Nagpur

Sd/-
Jay Motghare
Whole-Time Director
DIN - 07559929

Sd/-
Kartik Shende
Director
DIN - 02627131

Sd/-
Muskan Bajaj
Company Secretary
M. No. A79560

Sd/-
Atul Dhawad
CFO
PAN: AOYPD8411Q

NIRMITEE ROBOTICS INDIA LIMITED
NOTES FORMING PART OF STANDALONE AUDITED BALANCE SHEET

Note 1 Share Capital **(Amount in Rs. Lakhs)**

Share Capital	As at 31 March 2026		As at 31 March 2025	
	Number	Amount	Number	Amount
Authorised Capital				
Equity Shares of INR 10/- each	110.00	110.00	110.00	110.00
Preference Shares of INR 10/- each	-	-	-	-
Total	110.00	110.00	110.00	110.00
Issued,Subscribed & Fully paid up				
Equity shares of Rs. 10/- each	36.01	360.12	36.01	360.12
Preference shares of Rs. 10/- each	-	-	-	-
Total	36.01	360.12	36.01	360.12
Subscribed but not fully paid up	-	-	-	-
Total	36.01	360.12	36.01	360.12

Note 1a Disclosure of shares held by Promoters

As at 31st March 2026			
Name of Promoter	Shares held	% of holding	% of Change
Jay Motghare	8.50	23.60%	0%
Kartitk Eknath Shende	8.50	23.60%	0%
Rajesh Admane	8.50	23.60%	0%

As at 31st March 2025			
Name of Promoter	Shares held	% of holding	% of Change
Jay Motghare	8.50	23.60%	5%
Kartitk Eknath Shende	8.50	23.60%	5%
Rajesh Admane	8.50	23.60%	5%

Note 1b Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Particulars	Equity Shares		Equity Shares	
	As at 31 March 2026		As at 31 March 2025	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	36.01	360.12	36.01	360.12
Shares issued during the year/period	-	-	-	-
Shares bought back during the year/period	-	-	-	-
Shares outstanding at the end of the year/period	36.01	360.12	36.01	360.12

Note 1c Right, Preference and restrictions attached to shares.

Equity Shares:

Company has only one kind of equity shares having par value of Rs. 10/- share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amount in proportion to their shareholding.

Equity Shares

Note 1d Shareholders holding more than 5% shares in the Company

Name of the Shareholder	Equity Shares As at 31 March 2026		Equity Shares As at 31 March 2025	
	No. of Shares held	% of holding	No. of Shares held	% of holding
Shri. Rajesh Admane	8.50	23.60%	8.50	23.60%
Shri. Jay Motghare	8.50	23.60%	8.50	23.60%
Shri. Kartik Shende	8.50	23.60%	8.50	23.60%
Total	**25.50**	**70.81%**	**25.50**	**70.81%**

Preference Shares

Shareholders holding more than 5% shares in the Company

Name of the Shareholder	Preference Shares As at 31 March 2026		Preference Shares As at 31 March 2025	
	No. of Shares held	% of holding	No. of Shares held	% of holding
	-	-	-	-

*Terms/Right attached with the Preference Shares: The Company has no class of Preference Shares during the period ended 31.03.2026. Earlier, the Company had one class of preference share having a par value of Rs. 10/- per share. Voting right of preference shares was carried as per provision of section 47(2) of the Companies Act, 2013. Those preference shares carried non cumulative dividend right. The conversion of every preference shares of face value of Rs. 10 entitlement was equity share of face value of Rs. 10 each.

NIRMITEE ROBOTICS INDIA LIMITED
NOTES FORMING PART OF STANDALONE AUDITED BALANCE SHEET

(Amount in Rs. Lakhs)

PARTICULARS	FIGURES AS AT 31.03.2026	FIGURES AS AT 31.03.2025
NOTE - 2		
Reserves and Surplus:-		
(a) Share Premium Account		
Opening Balance	6.50	6.50
Closing Balance (A)	6.50	6.50
(b) Profit & Loss Account		
As per Last Balance Sheet	152.18	195.82
Add: Profit as per Profit & Loss account	80.84	60.22
Less: Income Tax/TDS for Previous Years	(0.41)	(4.04)
Less: Income Tax/Interest on Income Tax	(0.32)	-
Add: Income Tax Refund of earlier years	0.97	-
Less: Public Issue Expenses	-	(8.82)
Less: Irrecoverable Loan to Nirmitee Robotics AC Maintenance LLC (wholly owned subsidiary)	-	(90.99)
Closing Balance (B)	233.26	152.18
Total (A+B)	**239.76**	**158.68**
NOTE - 3		
Long-term Borrowings:-		
Loans & Advances from Related Parties		
Unsecured Loans:-		
Loan from Directors	28.58	52.88
Total	**28.58**	**52.88**
NOTE - 4		
Short-term Borrowings:-		
Secured Loans:-		
ICICI Bank (OD Account No.: 196505002053)	114.72	-
Others		
ICICI Bank (CC Account No.: 1211)	(0.01)	118.45
Total	**114.71**	**118.45**

NIRMITEE ROBOTICS INDIA LIMITED
NOTES FORMING PART OF STANDALONE AUDITED BALANCE SHEET

NOTE - 5 (Amount in Rs. Lakhs)
Trade Payables

For F.Y. 2025-26

Particulars	Outstanding for following periods since due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed dues - MSME	-	-	-	-	-
Undisputed dues - Others	0.35	-	-	-	0.35
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
Total	**0.35**	**-**	**-**	**-**	**0.35**

For F.Y. 2024-25

Particulars	Outstanding for following periods since due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed dues - MSME	-	-	-	-	-
Undisputed dues - Others	0.10	-	-	-	0.10
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
Total	**0.10**	**-**	**-**	**-**	**0.10**

NIRMITEE ROBOTICS INDIA LIMITED
NOTES FORMING PART OF STANDALONE AUDITED BALANCE SHEET

(Amount in Rs. Lakhs)

PARTICULARS	FIGURES AS AT 31.03.2026	FIGURES AS AT 31.03.2025
NOTE - 6		
Other Current Liabilities:-		
Account Management Fees Payable	0.05	0.04
Commission to Directors	8.82	2.94
EPF Employee's Share	1.16	0.62
EPF Employer's Share	1.25	0.67
ESIC Employee's Share	0.06	0.03
ESIC Employer's Share	0.27	0.14
Other Payables	-	0.03
Profession Tax	0.14	0.09
Rent Payable	1.33	1.44
Site Electricity Payable	1.19	0.02
Sitting Fees	0.59	0.30
Security Deposit of Ultrapure	11.89	-
Total	**26.76**	**6.33**
NOTE - 7		
Short Term Provisions		
Audit Fees Payable	2.00	2.00
LIC Group Gratuity Scheme	23.78	-
GST Payable	7.18	31.23
Provision for Income Tax	24.00	20.00
Salary Payable	13.77	5.83
TDS Payable	0.79	0.66
Total	**71.53**	**59.72**

NIRMITEE ROBOTICS INDIA LIMITED
DEPRECIATION AS PER COMPANIES ACT 2013, REVISED SCHEDULE II
NOTES FORMING PART OF STANDALONE AUDITED BALANCE SHEET
NOTE 8 - PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

(Amount in Rs. Lakhs)

PARTICULARS	GROSS BLOCK				DEPRECIATION/AMORTIZATION				NET BLOCK	
	Opening Balance (Rs.)	Additions during the Year (Rs.)	Deductions/ Transfers during the Year/Period (Rs.)	Closing Balance (Rs.)	Accumulated Depreciation (Rs.)	Addition During the year/Period (Rs.)	Reversal during the year	Closing Balance (Rs.)	Value as on 31st March' 2026 (Rs.)	Value as on 31st March' 2025 (Rs.)
A) TANGIBLE ASSETS -										
Furniture & Fixture	21.01	-	-	21.01	9.51	2.98	-	12.49	8.53	11.51
Plant and Machinery	91.81	-	-	91.81	46.71	8.16	-	54.87	36.94	45.10
Office Equipment	4.88	-	-	4.88	3.25	0.74	-	3.99	0.90	1.64
Computer and Computer Peripherals	18.64	-	-	18.64	14.91	2.36	-	17.27	1.38	3.73
Total (A)	**136.35**	**-**	**-**	**136.35**	**74.37**	**14.24**	**-**	**88.61**	**47.74**	**61.98**
B) INTANGIBLE ASSETS -										
Robot Technology (VNIT) & Patent	2.46	-	-	2.46	2.37	0.02	-	2.39	0.03	0.05
Patent*	0.14	-	-	0.14	0.07	0.01	-	0.08	0.04	0.06
Patent (Previously categorised as Capital WIP	1.12	-	-	1.12	0.34	0.11	-	0.45	0.56	0.67
Total (B)	**3.72**	**-**	**-**	**3.72**	**2.78**	**0.15**	**-**	**2.92**	**0.63**	**0.78**
Total (A+B+C)	**140.07**	**-**	**-**	**140.07**	**77.15**	**14.39**	**-**	**91.53**	**48.38**	**62.76**
Previous Year - Year ended March 31, 2025	**101.11**	**38.97**	**(36.25)**	**140.07**	**60.33**	**16.97**	**-**	**77.31**	**62.76**	**77.02**

*Note - 1) Patent Rs. 13,800 would be amortised over 10 year.
2) There may be meagre change in amount of previous year due to rounding off.

NIRMITEE ROBOTICS INDIA LIMITED
NOTES FORMING PART OF STANDALONE AUDITED BALANCE SHEET

(Amount in Rs. Lakhs)

PARTICULARS	FIGURES AS AT 31.03.2026	FIGURES AS AT 31.03.2025
NOTE - 9		
Deferred Tax Assets		
Deferred Tax Liability due to timing difference of Depreciation on Property, Plant and Equipment:		
Provided upto last year	2.20	1.44
Add: Deferred Tax Asset due to greater tax base	0.74	0.77
Total	**2.95**	**2.20**
NOTE - 10		
Other Non-Current Assets		
Security Deposits, considered good	194.34	171.73
Total	**194.34**	**171.73**

NIRMITEE ROBOTICS INDIA LIMITED
NOTES FORMING PART OF STANDALONE AUDITED BALANCE SHEET

NOTE - 11 (Amount in Rs. Lakhs)
Trade Receivables

For F.Y. 2025-26

Particulars	Outstanding for following periods since due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables- considered good	142.21	1.15	11.24	-	2.76	157.36
Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
	-	-	-	-	-	
Total	**142.21**	**1.15**	**11.24**	**-**	**2.76**	**157.36**

For F.Y. 2024-25

Particulars	Outstanding for following periods since due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables- considered good	314.84	-	-	-	2.76	317.60
Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
Total	**314.84**	**-**	**-**	**-**	**2.76**	**317.60**

NIRMITEE ROBOTICS INDIA LIMITED
NOTES FORMING PART OF STANDALONE AUDITED BALANCE SHEET

(Amount in Rs. Lakhs)

PARTICULARS	FIGURES AS AT 31.03.2026	FIGURES AS AT 31.03.2025
NOTE - 12		
Cash and Cash Equivalents		
Cash in Hand	0.00	0.00
Balance with Banks		
ICICI Bank (196505002053)	-	75.18
IDBI Bank (Limited Account) (0510102000019716)	0.92	0.35
IDBI Bank Limited, Nagpur (0510102000015464)	1.08	0.06
IDBI Parking Account (0510102000017037)	0.11	0.11
State Bank of India	0.16	1.19
Balance with Banks to the extent held as margin money or security against the borrowings, guarentees, other commitments	233.60	71.91
Total	**235.88**	**148.80**
NOTE - 13		
Short Term Loans And Advances		
Unsecured considered good		
Advance to Suppliers	0.84	0.94
Other Advance	28.84	3.64
Site Advances	2.45	3.17
Total	**32.13**	**7.75**
NOTE - 14		
Other Current Assets		
Accrued Interest on FDR	15.24	5.60
Advance Tax (FY 2025-26)	13.00	-
GST Retention (South Western Railway, Hubli)	1.06	1.06
Advance for Office Purchase	48.00	-
Tax Deducted/Collected at Source (FY 2025-26)	13.57	-
Tax Deducted/Collected at Source (FY 2024-25)	5.39	13.42
Tax Deducted/Collected at Source (FY 2023-24)	-	4.14
Preliminary Expenses	-	0.94
Prepaid General Expenses	0.09	0.08
Rent Deposit	1.25	1.25
Other Deposits	3.13	2.47
Other Current Assets	18.65	0.20
Total	**119.38**	**29.16**

NIRMITEE ROBOTICS INDIA LIMITED
NOTES FORMING PART OF STANDALONE AUDITED STATEMENT OF PROFIT AND LOSS

(Amount in Rs. Lakhs)

PARTICULARS	FIGURES AS AT 31.03.2026	FIGURES AS AT 31.03.2025
NOTE - 15		
Revenue from Operations	563.93	688.66
Sales	158.33	203.83
Total	**722.26**	**892.49**
NOTE - 16		
Other Income		
Interest income	0.06	-
Interest on Bank Deposits	14.16	5.04
Total	**14.22**	**5.04**
NOTE - 17		
Changes In Inventory		
Opening Stock	16.28	60.79
Closing Stock (as certified by the Management)	50.21	16.28
Change in Inventory	**(33.93)**	**44.51**
NOTE - 18		
Employee Benefits Expenses		
Bonus	-	2.68
Directors Remuneration	12.00	3.00
Contribution to Labour Fund	-	-
Salaries and Wages	122.48	99.93
Staff Incentives	2.50	0.27
Employer's Contribution to Provident Fund	11.33	8.38
Employer's Contribution to ESIC	2.31	1.81
Gratuity to Staff	23.78	0.72
Maharashtra Labour Welfare Fund	0.13	0.10
Staff Welfare Expenses	0.16	0.41
Total	**174.68**	**117.32**
NOTE - 19		
Finance Costs		
Bank Commission & Charges	3.22	3.02
Bank Charges & Interest	2.31	7.63
Currency Conversion Charges	-	0.04
Interest on Unsecured Loan	2.50	13.77
Total	**8.04**	**24.45**

(Amount in Rs. Lakhs)

PARTICULARS	FIGURES AS AT 31.03.2026	FIGURES AS AT 31.03.2025
NOTE - 20		
Other Expenses		
Advertisement Expenses	0.37	0.59
Account Management Fees	0.65	0.53
Audit Fees	2.00	2.00
Bad Debts	-	0.84
Carting Charges	1.82	0.63
Commission to Directors	36.00	27.50
Conveyance Expenses	1.91	1.31
Cess Charges	0.05	0.05
Conservancy Charges	0.03	0.02
Courier Charges	1.20	0.58
Deferred GST	0.02	-
Duty Advancement Charge	0.01	-
Insurance Expenses	0.43	0.47
Interest on GST	0.00	-
Legal & Stamp Paper Charges	2.03	-
Liquidated Damages	-	0.54
Loading & Unloading Charges	0.25	0.55
Medical Expenses	0.07	0.04
Office Expenses	0.11	0.04
Printing & Stationery	12.33	9.76
Professional Charges	9.03	14.59
Profession Tax	0.03	0.03
Public Issue Expenses	1.46	0.74
Refreshment Expenses	1.20	1.30
Rates, Duties & Taxes	-	0.76
Registration & Renewal Charges	3.24	1.68
Repairs & Maintenance	0.84	0.63
ROC Fees and Charges	0.05	0.05
Round Off	0.00	-
Service Charges	0.03	-
Site Expenses	221.85	315.18
Sitting Fees	0.66	0.33
Stores & Tools	28.97	36.99
Telephone Charges	0.28	0.37
Tender Filing Fees	0.18	0.09
Transportation Charges	1.08	0.16
Website Expenses	0.47	0.80
Write Off due to Irrecoverable Amount of Advances	-	62.99
Write Off due to Diminished Value of Equity Investment	-	70.66
Total	**328.65**	**552.79**

NIRMITEE ROBOTICS INDIA LIMITED
NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS
PERIOD 01.04.2025 TO 31.03.2026

NOTES TO ACCOUNTS - 21

A) General Information: -

Nirmitee Robotics India Limited ("the Company") is registered under the Company's Act, 2013 engaged in providing repairs and maintenance services. The Company offers HVAC air duct cleaning for offices, hotels, convention centres, hospitals, trains and bus coaches, aircrafts, ships, buildings, and operation theatres. The Company has its registered office at c/o Vithoba Healthcare and Research Private Limited, D 3/2 Hingna MIDC Nagpur, 440028 India.

B) Significant Accounting Policies: -

1. Basis of Preparation of Financial Statements: -

The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, wherever applicable. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act,2013 (Act) read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing standard requires a change in the accounting policy hitherto in use.

2. Use of Estimates: -

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include computation of percentage of completion which requires the Company to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended, provisions for doubtful debts, future obligations under employee retirement benefit plans, income taxes, post-sales customer support and the useful lives of fixed tangible assets and intangible assets. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects if any, are disclosed in the notes to the financial statements.

3. Valuation of Inventories (AS – 2): -

Inventories are stated at cost or net realizable value whichever is lower. Cost comprises all cost of purchase and other costs which are being incurred in bringing the inventories to their present location and condition. The inventories consist of items related to the manufacturing of robots and materials used for duct cleaning on various sites.

4. **Cash Flow Statement (AS – 3): -**

Cash Flow statement has been prepared as per the requirement of Accounting Standard- 3. Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non- cash nature, any deferrals, or accruals of past or future operating cash receipts or payments and item of income and expenses associated with investing or financing cash flows. Cash flows from operating, investing, and financing activities of the Company are segregated, accordingly.

5. **Contingencies and Event Occurring After the Balance Sheet Date (AS – 4): -**

Effects of, event occurred after Balance Sheet date and having material effect on financial statements if any, are reflected where ever required.

6. **Net profit or loss for the period, prior period items and changes in accounting policies (AS – 5): -**

There are no changes in the accounting policies of the company during the current year.

7. **Revenue Recognition (AS – 9): -**

(i) Revenue is recognised when service is performed. Company is following Proportionate Completion Method for recognition of revenue, wherever applicable. As such, the service completion consists of the execution of at least one service and Revenue is recognized with the completion of each such service.
(ii) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head 'Other income' in the statement of Profit and Loss.

8. **Property, Plant & Equipment (Tangible Assets) (AS – 10): -**

Property, Plant, and Equipment are stated at cost less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalised until the property, plant and equipment are ready for use, as intended by the Management. The Company depreciates property, plant and equipment over their estimated useful lives using the written down value method, considering a salvage value of 5%. The estimated useful lives of assets are as follows:

Asset	Estimated Useful Life
Plant & Equipment	15 years
Office Equipment	5 years
Tools	3 years
Computers & IT Equipment	3 years
Furniture & Fittings	10 years

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end. Subsequent expenditures relating to property, plant and equipment are capitalised only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognised in net profit in the Statement of Profit and Loss when incurred. Depreciation is charged from the time asset is available for and put to use. The cost and related accumulated depreciation will be eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses will be recognised in the Statement of Profit and Loss as per the policy promulgated in this regard.

Intangible Assets (AS – 26): -

The cost of an intangible asset comprises its purchase price, including any other taxes (other than those subsequently recoverable by the enterprise from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use. Directly attributable expenditure includes, for example, professional fees for legal services. Any trade discounts and rebates are deducted in arriving at the cost.

9. The effects of changes in Foreign Exchange Rates (AS – 11): -

There is no foreign exchange gain or loss during the year in the Financial Statements.

10. Accounting for Government Grant (AS – 12): -

No Government Grant has been received by the company during the current year.

11. Employee Benefits (AS – 15): -

The Contribution made by the Company paid/ payable towards PF/ESIC of employees' benefits are debited to Profit & Loss account. The Company pays PF/ESIC contributions as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due. The Company has created an approved Gratuity Fund for its employees during the year under consideration in compliance with the provisions of the Payment of Gratuity Act, 1972. The Company has recorded provision of Rs. 23,77,762/- towards Gratuity for its employees for meeting its future gratuity obligations towards eligible employees.

12. Borrowing Costs (AS – 16): -

The Company has cash credit facility with ICICI Bank during the year. The interest costs and other charges are debited to Profit & Loss account.

13. Segment Reporting (AS – 17): -

The objective of AS 17 is to establish principles for reporting financial information by segment, i.e., information about the different types of products and services an enterprise produces and the different geographical areas in which it operates. Since the company, has only one line business, the scope of reporting is limited under this standard and hence could not been made.

14. **Related Party Disclosures (AS – 18): -**

List of related Parties is as under: -

Sr. No.	Parties where control exists	For the year ended 31.03.2026
1.	Key Management Personnel and their relatives	1. Mr. Jay Motghare (Whole - Time Director)
2.	Individuals having significant influence other than 1 above and their relatives	1. Mrs. Shweta Motghare (Director) 2. Mr. Rajesh Admane (Director) 3. Mr. Kartik Shende (Director) 4. Mrs. Neelima Admane (Wife of Director) 5. Mrs. Padma Shende (Wife of Director) 6. Mr. Sudarshan Shende (Brother of Director)
3.	Associates / Enterprises over which any person described in 1 and 2 can exercise significant influence.	1. Vithoba Healthcare & Research Pvt. Ltd. 2. Nirmitee Engineers 3. Ozone Research and Applications (India) Private Limited 4. Vithoba Industries Pvt. Ltd.

The Company has entered into various transactions with related parties during the year. The details of transactions are mentioned below: -

Sr. No.	Name of Party	Relation	Nature of Transaction	Amount (In Rs.)
1.	Mr. Jay Motghare	Whole-Time Director	Remuneration	12,00,000/-
2.	Mrs. Shweta Motghare	Director	Commission	12,00,000/-
3.	Mr. Kartik Shende	Director	Commission	18,00,000/-
			Interest on Unsecured Loan	12,170/-
4.	Mr. Rajesh Admane	Director	Commission	6,00,000/-
			Interest on Unsecured Loan	2,37,972/-
5.	Vithoba Healthcare & Research Pvt Ltd	Associate	Office Rent	12,00,000/-

Disclosure relating to loans/advances to Directors/KMP/Related Parties:
The Company has not granted loans/advances to Directors/KMP/Related Parties, during the current financial year.

Disclosure relating to loans/advances from Directors/KMP/Related Parties:
During the year, the Company has taken the following amounts in the nature of loans/advances from Directors/KMP/Related Parties:

Sr. No.	Name of Party	Relation	Nature of Transaction	Amount as on 31.03.2026 (In Rs.)
1.	Shri. Kartik Shende	Director	Unsecured Loan	Nil
2.	Shri. Rajesh Admane	Director	Unsecured Loan	28,58,313/-

Note: Interest on such Unsecured Loan was duly paid and Tax was deducted thereon.

15. Accounting for Leases (AS – 19): - Not Applicable.

16. Earnings Per Share (EPS) (AS – 20): -

Basic and diluted earnings per share are computed in accordance with Accounting Standard 20 "Earnings per Share". Basic earnings per share is calculated by dividing the net profit or loss after tax for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share are computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the year except where the results are anti-dilutive.

Calculation of Earnings per Share:

Particulars	FY 2025-26	FY 2024-25
Profit / (Loss) after Tax [attributable to the Equity Shareholders]	Rs. 80.84 Lakhs	Rs. 60.22 Lakhs
Equity Shares	36,01,188	36,01,188
Basic Earnings per Share [in Rs.]	2.24	1.67
Dilution Element in Equity	-	-
Diluted Earnings per Share [in Rs.]	2.24	1.67

17. Consolidated Financial Statements (AS – 21): -

The objective of AS 21, Consolidated Financial Statements, is to lay down principles and procedures for the preparation and presentation of consolidated financial statements. Consolidated financial statements are presented by a parent company (also known as the holding enterprise) to provide financial information about the economic activities of its group. These statements are intended to present financial information about a parent and its subsidiary(ies) as a single economic entity to show the economic resources controlled by the group, the obligations of the group and the results, the group achieves with its resources.

This is not applicable in the FY 2024-25 since; its subsidiary has been liquidated with effect from 15th July 2024.

18. **Accounting for Taxes on Income (AS – 22): -**

The Company had an opening balance of Deferred Tax Asset of Rs. 2.20 Lakhs. During the year, deferred tax asset amounting to Rs. 0.74 Lakhs has been created on account of timing differences. The closing balance of deferred tax asset is Rs. 2.95 Lakhs as on 31st March 2026.

19. **Accounting for Investments in Associates (AS – 23): -** Not Applicable

20. **Discontinuing Operations (AS – 24):**

The Company had set up a wholly owned subsidiary in Dubai, United Arab Emirates engaged in the same business of HVAC air duct cleaning. The subsidiary was liquidated in the FY 2024-25 with effect from 15th July 2024. This however, does not affect the going concern of the company.

21. **Interim Financial Reporting (AS – 25): -**

The Company has adhered to the norms of the regulatory authorities including the BSE in reporting the interim financials wherever applicable.

22. **Financial Reporting of Interests in Joint Ventures (AS – 27): -** Not Applicable.

23. **Impairment of Assets (AS – 28): -**

At each Balance Sheet date, the management reviews the carrying amounts of its assets included in each cash generating unit to determine whether there is any indication that those assets were impaired. If any such condition exists, the recoverable amount of assets is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an assets net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of an assets and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and risks specific to the asset. Reversal of impairment loss is recognised immediately as income in the statement of profit and loss.

24. **Provisions, Contingent Liabilities and Contingent Assets (AS – 29): -**

Provisions are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognised but disclosed in the notes. While contingent assets are neither recognized nor disclosed.

25. **Going Concern: -**

The Financial Statements are prepared on a going concern basis unless management either intends to liquidate the entity or to cease trading, or has no realistic alternative but to do so.

26. **Income Tax Provision: -**

Provision for taxation is made after taking into consideration benefits admissible under the provisions of Income Tax Act, 1961. Deferred tax resulting from timing difference between the book profit and taxable profit is accounted for using the tax rates and tax laws that have been enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognised and carried forward only to the extent that there is reasonable certainty that the asset will be realized in future.

27. Expenditure: -

Expenses are accounted on accrual basis and provisions are made for all known losses and liabilities. No personal expenses are charged in the accounts and the genuineness of all the expenses is affirmed.

28. Profit and Loss Account –

The Profit and Loss account is drawn incorporating the revenues and expenses of the business operations.

C) NOTES TO ACCOUNTS

1. All amounts are in Lakhs (Rs.) unless otherwise specifically stated. The figure "0" represents value less than one thousand.

2. Estimated amounts of contracts remaining to be executed on capital account and not provided for: Nil

3. Contingent liability: In the opinion of the Directors of the Company, there are no known contingent liabilities which remain undisclosed. Further, there are no undisputed liabilities so far.

4. Remuneration to Directors — **FY 2025-2026**: Rs. 12,00,000/- ; **FY 2024-2025**: Rs. 3,00,000/-

5. Payment to Auditors — **FY 2025-2026**: Rs. 2,00,000 ; **FY 2024-2025**: Rs. 2,00,000/-

6. Confirmations of balances of various parties have not been obtained. Any rectification, if necessary, will be made at the time of receipt of confirmation.

7. Previous year's figures have been regrouped wherever necessary to make them comparable with the current year's figures.

8. In trade payables amount due to Micro, Small and Medium Business Enterprises as defined under Micro, Small and Medium Business Enterprises Development Act, 2006, as ascertainable are disclosed separately.

9. The company had deposited a sum of Rs. 1 Crore towards Rent with Vithoba Healthcare & Research Pvt Ltd, the director of which is Shri. Kartik Shende who is also a director of Nirmitee Robotics India Limited.

10. Deferred Tax – Adjustment of Rs. 0.74 Lakhs is made towards deferred tax asset during the year for the current year on account of timing difference between book profit and taxable profit arising due to rate of depreciation applied in the books of accounts as per schedule II of the Company Act, 2013 and rate of depreciation as per the Income Tax Rules, 1962. The details are as follows: -

Particulars	**31.03.2026**	**31.03.2025**
WDV as per Income Tax	Rs. 60.08 Lakhs	Rs. 71.52 Lakhs
WDV as per Company Act	Rs. 48.37 Lakhs	Rs. 62.76 Lakhs
Difference	Rs. 11.70 Lakhs	Rs. 8.76 Lakhs
Tax Rate	25.168%	25.168%
Deferred Tax Asset/(Liability)	Rs. 2.94 Lakhs	Rs. 2.20 Lakhs
Provided till Last Year	Rs. 2.20 Lakhs	Rs. 1.43 Lakhs
Net adjustment	Rs. 0.74 Lakhs	Rs. 0.77 Lakhs

11. Disclosure relating to Working Capital Borrowings:
The company has the facility of Overdraft from ICICI Bank Ltd and for enjoying such facility the ICICI Bank Ltd., does not require the submissions of quarterly returns and statement of current assets. Charges relating to working capital borrowings have been registered.

12. Ratio Analysis:

Sr. No.	Ratios	31.03.26	31.03.25	% Change	Reason
1	Current Ratio	2.80	2.81	-0.37%	Sub-Note (i)
2	Debt-Equity Ratio	0.05	0.10	-53.26%	Sub-Note (ii)
3	Debt Service Coverage Ratio	15.74	4.94	218.52%	-
4	Return on Equity Ratio	13.48%	11.61%	1.87%	-
5	Inventory Turnover Ratio	21.73	23.16	-6.20%	Sub-Note (i)
6	Trade Receivables Turnover Ratio	3.04	3.20	-4.91%	Sub-Note (i)
7	Trade Payables Turnover Ratio	633.07	6.26	10012.01%	Sub-Note (i)
8	Net Capital Turnover Ratio	2.01	3.36	-40.02%	Sub-Note (i)
9	Net Profit Ratio	11.19%	6.75%	4.45%	-
10	Return on Capital Employed	17.84%	18.17%	-0.33%	-
11	Return on Investment	9.62%	7.96%	1.65%	-

Sub-Note (i) – Current Ratio and Working Capital Turnover Ratio along with ratios relating to working capital have changed due to an change in current assets, being cash and cash equivalents and trade receivables.
Sub-Note (ii) – Repayment of Unsecured Loan has caused a change in Debt Equity Ratio.

For & on behalf of the Board

Sd/-
Jay Motghare
Whole-Time Director
DIN – 07559929

Sd/-
Muskan Bajaj
Company Secretary
M. No. – A79560

Sd/-
Kartik Shende
Director
DIN – 02627131

Sd/-
Atul Dhawad
CFO
PAN: AOYPD8411Q

As per our report of even date
For B P S D & Associates
Chartered Accountants
FRN: 118251W

Sd/-
CA Shantanu Deshmukh
Partner
Membership No. 103837
UDIN: 26103837UZEAZF7269

Date: 28.05.2026
Place: Nagpur