ARAPL
"globalising automation"

Email: account@arapl.co.in
Website: www.arapl.co.in

Affordable Robotic & Automation Limited

CIN: L29299PN2010PLC135298

Date: July 20, 2026

To, **BSE Limited** Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001	**To,** **NSE Limited** "Exchange Plaza", Bandra – Kurla Complex, Bandra (EAST), Mumbai – 400051
BSE SCRIP CODE: 541402	**NSE SYMBOL: AFFORDABLE**

Subject: Disclosure under regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Notice of Postal Ballot

Dear Sir / Ma'am,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), please find enclosed herewith the Notice of Postal Ballot dated July 20, 2026 along with the Explanatory statement ("Notice") for seeking approval of Members of Affordable Robotic and Automation Limited (the "Company") by way of remote e-voting process to transact the following business:

Item No.	Business to be transacted through Postal Ballot
1.	Issuance of Fully Convertible Warrants ("Warrants") to the person belonging to promoter category on preferential basis upon conversion of loan for an aggregate amount of upto Rs. 21,00,00,000/- (Rupees Twenty-One Crores only) (Special Resolution)
2.	To consider and approve Material Related Party Transactions for the Financial Year 2026-27 as per Regulation 23 of SEBI (LODR) Regulations with Subsidiary ARAPL Raas Private Limited (Ordinary Resolution)
3.	To consider and approve Material Related Party Transactions for the Financial Year 2026-27 as per Regulation 23 of SEBI (LODR) Regulations with Promoter (Ordinary Resolution)

The Notice is being sent through electronic means only to those Members of the Company whose e-mail addresses are registered with Link Intime India Private Limited, the Registrar and Transfer Agent of the Company / Depositories / Depository Participants and whose names appear in the Register of Members / List of Beneficial Owners as on Friday, July 17, 2026 ("**Cut-off date**").

In compliance with
General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and subsequent circulars issued from time to time, the latest one being General Circular No. 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs (MCA Circulars) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time),, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, July 17, 2026. Accordingly, physical copy of the Notice along with Postal Ballot Form and prepaid business reply envelope are not being sent to the Members for this Postal Ballot.

The Company has engaged the services of INSTAVOTE e-voting platform, i.e., www.instavote.linkintime.co.in for providing remote e-voting facility to member. The e-voting facility will be available during the following period.

Email: account@arapl.co.in
Website: www.arapl.co.in

Affordable Robotic & Automation Limited

CIN: L29299PN2010PLC135298

Commencement of e-voting	Thursday, July 21, 2026 at 09:00 a.m. (IST)
End of e-voting	Wednesday, August 19, 2026 at 05:00 p.m. (IST)
Date of Result	On or before Friday, August 21, 2026

The Members whose e-mail addresses are not registered with the Company/Depositories, to receive the Notice, may register their e-mail addresses with the Company's Registrar and Transfer Agent, Link Intime Private Limited. The process for registration of e-mail address is provided in the enclosed Notice.

Further, the notice of Postal Ballot is being made available on the website of the Company i.e., www.arapl.co.in.

Kindly take the same on record.

Thanking You,

Yours faithfully

For Affordable Robotic & Automation Limited

MILIND MANOHAR PADOLE

Digitally signed by MILIND MANOHAR PADOLE
Date: 2026.07.20 23:04:43 +05'30'

Milind Padole
Managing Director
DIN: 02140324

Encl: Postal Ballot Notice

Address: Village Wadki, Gat No. 1209 Taluka Haveli, Dist. Pune, Pune, Maharashtra, India - 412308
Mobile: +91-7720018914

AFFORDABLE ROBOTIC & AUTOMATION LIMITED
CIN: L29299PN2010PLC135298
Registered Office: Village Wadki, Gat No.1209, Taluka Haveli, Dist. Pune, Pune MH 412308 IN,
Telephone: 91-7720018914, Website: www.arapl.co.in Email: info@arapl.co.in

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration Rules, 2014)

Dear Members,

NOTICE is hereby given to the Members of **Affordable Robotic & Automation Limited** (the "**Company**"), pursuant to the provisions of Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") read with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and subsequent circulars issued from time to time, the latest one being General Circular No. 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs (MCA Circulars) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), the Special Resolution/Ordinary Resolution, as the case may be, as set out in this Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only.

An Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations) and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice, along with the instructions for e-voting, is being sent only electronically to those Members whose email addresses are registered with the Company/Depository Participant(s). The details of the procedure to cast the vote form part of the Notes to this Notice. The Postal Ballot Notice is being sent in electronic mode to those Members whose e-mail addresses are registered with the Company /Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date, Friday, July 17, 2026.

Pursuant to Rule 22 (5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company has appointed CS Deepti Maheshwari, Practicing Company Secretary, Pune (Membership No. 9435, CP No. 12214) as the Scrutinizer for conducting the Postal Ballot (only through Remote E-voting process) in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny, and results of the Postal Ballot will be announced not later than 2 working days from the conclusion of the e-voting, i.e., by Friday, August 21, 2026. The resolutions will be taken as passed if the results of e-voting indicate that the requisite majority of the Members have assented to the Resolution. The Scrutinizer's decision on the validity of e-voting shall be final. The results will be published on the website of the Company, i.e., https://arapl.co.in/, and will be communicated to the Stock Exchanges where the Company's shares are listed.

The proposed Resolution(s) and the Explanatory Statement stating the facts as required in terms of Section 102 and Section 110 of the Act are appended hereto for your consideration and approval. Members are requested to read and follow the instructions carefully on remote e-voting provided in this Postal Ballot Notice.

The Company has engaged the services of INSTAVOTE as the agency to provide an e-voting facility.

In accordance with the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide a remote e-voting facility to all its shareholders to cast their votes electronically. The **e-voting will begin on Tuesday, July 21, 2026, at 9:00 A.M. and will end on Wednesday, August 19, 2026 (the last day to cast a vote electronically).** Shareholders are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. (IST) on Wednesday, August 19, 2026 (the last day to cast their vote electronically) to be eligible for consideration.

Items of Special Business:

Item No. 1: Issuance of Fully Convertible Warrants ("Warrants") to the person belonging to promoter category on preferential basis upon conversion of loan for an aggregate amount of upto Rs. 21,00,00,000/- (Rupees Twenty-One Crores only)

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 as amended (hereinafter referred to as the **"Companies Act")** read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or amendment, re-enactment thereof for the time being in force), in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India **("SEBl")** as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended **("SEBI ICDR Regulations"),** the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations"),** as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI, Reserve Bank of India **("RBI")** and/ or any other competent authorities, enabling provisions in the Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with BSE Limited **("BSE")** and National Stock Exchange of India Limited **("NSE")**, where the shares of the Company are **listed ("Stock Exchanges"),** and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, SEBI, Stock Exchanges, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and/ or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any committee thereof, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis up to 10,93,750

Fully Convertible Warrants **("Warrants")** at an issue price of Rs. 192/- (Rupees One Hundred Ninety-Two Only) each, (including premium of Rs. 182/- per share), determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (Eighteen) months from the date of its allotment into an equivalent number of fully paid-up equity shares of the face value of Rs. 10/- each, the entire consideration of which shall be adjusted towards the conversion of outstanding unsecured loan aggregating to Rs. 21,00,00,000/- (Rupees Twenty-One Crores), held in the name of the proposed allottee, on such further terms and conditions as may be finalized by the Board as per applicable laws, in the manner as set out below:

Sr. No.	Name of the Proposed Allottee	Category	No. of Warrants to be allotted
1.	Mr. Milind Manohar Padole	Promoter	Up to 10,93,750

RESOLVED FURTHER THAT in terms of the provisions of Regulation 161 of Chapter V of SEBI ICDR Regulations, the Relevant Date for determining the minimum issue price of Warrants proposed to be allotted to the above-mentioned proposed allottee shall be July 20, 2026, being the working day, 30 days before the date on which the special resolution will be deemed to be passed by the members of the Company (last date of postal ballot), i.e., August 19, 2026.

RESOLVED FURTHER THAT the aforesaid issue of Warrants shall be subject to the following terms and conditions:

a) The conversion of Warrants into equity shares shall happen at any time at the option of the Warrant holder, in one or more tranches, within a period of 18 (Eighteen) months from the date of allotment of Warrants in terms of SEBI (ICDR) Regulations.

b) No consideration shall be payable by proposed allottee at the time of allotment of Warrants or at the time of conversion thereof as entire consideration so payable shall be adjusted against the outstanding unsecured loan, held in the name of proposed allottee, at the time of subscription of Warrants and conversion thereof.

c) In terms of Regulation 169 of the SEBI (ICDR) Regulations, 2018, an amount equivalent to at least 25% of the consideration payable in respect of 10,93,750 Warrants shall stand adjusted and set off against the outstanding loan on the date of allotment of Warrants. The balance 75% of the consideration payable shall be adjusted and set off against the outstanding loan amount at the time of allotment of Equity Shares pursuant to the exercise of the Warrants over a period of 18 months from the allotment of Warrants.

d) The Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the Members, provided that where the allotment of Warrants is subject to receipt any approval(s) or permission(s) from Applicable Regulatory Authority(ies), the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval or permission.

e) The Warrants being allotted to the Proposed Allottee and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under Regulation 167(1) of the SEBI (ICDR) Regulations.

f) The price determined and the number of Equity Shares to be allotted on the conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time.

g) The Equity Shares to be allotted on exercise of the Warrants shall be in dematerialized form and rank pari -passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

h) The entire pre-preferential equity shareholding of the Proposed Allottee, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.

i) The Equity Shares arising on conversion to be issued and allotted to the Proposed Allottee pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.

j) The Warrants or Equity shares arising on conversion to be offered/issued and allotted shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.

RESOLVED FURTHER THAT, subject to receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and the Board be and is hereby authorized to make an offer to the Proposed Allottees, through a Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for the purpose of issue, allotment of the Equity Shares and listing thereof with the Stock Exchange, the Board of Directors of the Company or any duly authorised Committee thereof, and the Company Secretary of the Company be and is hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation, circulation of the Private Placement Offer Letter in Form PAS-4 as prescribed under the Companies Act, to make application to Stock Exchange for obtaining of in-principle approval and any other statutory or regulatory approvals (if any), listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of proceeds of the Preferential Issue, execution of all deeds and documents instruments, agreements on behalf of the Company and to represent the Company before any governmental, legal or statutory or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps and actions which may be incidental, consequential, relevant or ancillary in this condition to further comply with the requirements, if any, of applicable law including the Companies Act, 2013, the SEBI ICDR Regulations and the SEBI Listing Regulations as may be required without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein to Mr. Milind Manohar Padole, Managing Director (DIN: 02140324), (Executive Director) and Mrs. Ruchika Jitendrakumar Shinde, Company Secretary and Compliance Officer, be and are hereby severally authorized to take all such actions to give effect to the aforesaid resolution, including making necessary filings with the Stock Exchange for obtaining in-principle approval and other statutory or regulatory authorities execution of any documents, instruments, agreements on behalf of the Company and to represent the Company before any governmental, legal or statutory or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps and actions which may be incidental, consequential, relevant or ancillary in this condition to further comply with the requirements, if any, of applicable law including the Companies Act, 2013, the SEBI ICDR Regulations and the SEBI Listing Regulations."

RESOLVED FURTHER THAT all actions taken by the Board duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

Item No. 2: To consider and approve Material Related Party Transactions for the Financial Year 2026-27 as per Regulation 23 of SEBI (LODR) Regulations with Subsidiary ARAPL Raas Private Limited

To consider and, if thought fit, the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the applicable Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company's Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions, and subject to such other approvals as may be required, consent of the Members of the Company be and is hereby accorded to enter into contract(s) / arrangement(s) / transaction(s) (whether by way of an individual transaction or transactions taken together or a series of transactions), including but not limited to sale, purchase, loan, advance or any other financial assistance, with **ARAPL RAAS PRIVATE LIMITED**, a related party and subsidiary of the Company, for an aggregate amount not exceeding **₹100 Crore (Rupees One Hundred Crore only)** per financial year for the financial year **2026–2027**, provided that such transaction(s) shall be entered into in the ordinary course of business and on an arm's length basis and on such terms and conditions as may be considered appropriate by the Board of Directors of the Company (including any Committee thereof).

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to finalise, vary, execute and implement all such agreements, documents, undertakings and writings as may be necessary or expedient to give effect to this Resolution.

RESOLVED FURTHER THAT all related parties of the Company, whether or not a party to the said transaction(s), shall abstain from voting on this resolution in compliance with Regulation 23 of the SEBI (LODR) Regulations, 2015.

Item No. 3: To consider and approve Material Related Party Transactions for the Financial Year 2026-27 as per Regulation 23 of SEBI (LODR) Regulations with Promoter

To consider and, if thought fit, the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the applicable Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company's Policy on Materiality of Related Party Transactions, and subject to such other approvals as may be required, consent of the Members of the Company be and is hereby accorded for availing borrowings / loans / advances from promoter group companies (being related parties), in one or more tranches, for an aggregate amount not exceeding ₹50 Crore (Rupees Fifty Crore only) during a financial year in the ordinary course of business and on an arm's length basis and on such terms and conditions as may be determined by the Board of Directors of the Company (including any Committee thereof).

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such agreements, documents, undertakings and writings as may be necessary or expedient to give effect to this Resolution.

RESOLVED FURTHER THAT all related parties of the Company, whether or not a party to the said transaction(s), shall abstain from voting on this resolution in compliance with Regulation 23 of the SEBI (LODR) Regulations, 2015."

By order of the Board of Directors
For Affordable Robotic & Automation Limited

Place: Pune
Date: July 20, 2026

Sd/-
Mr. Milind Padole
Managing Director
DIN: 02140324

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules, stating material facts and reasons for the proposed resolution, is annexed hereto.

2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to all those members whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company/ Depositories as on the Cut-off date, i.e., Friday, July 17, 2026, and whose e-mail IDs are registered with the Company/ Depositories. To receive a copy of the postal ballot notice, members who have not yet registered their email addresses are requested to register their email addresses registered with Link Intime India Private Limited, RTA of the Company. The Notice shall also be uploaded on the website of the Company at www.arapl.co.in, on the websites of BSE and NSE at www.bseindia.com and www.nseindia.com and all the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this Notice.

3. In accordance with the provisions of the MCA Circulars, Members can vote only through the e-voting process. Members are requested to provide their assent or dissent through e-voting only. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.

4. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'Listing Regulations') as amended from time to time, the Company is pleased to offer remote e-voting facility to all the members of the Company. The Company has appointed Link Intime India Private Limited to facilitate e-voting to enable the members to cast their votes electronically (hereinafter referred to as the "Remote e-voting").

5. The document(s) referred to in the Postal Ballot Notice and Explanatory Statement, if any, will be available for inspection at the Company's Registered Office and copies thereof shall also be available for inspection at the Registered office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11:00 a.m. and 5:00 p.m. till August 19, 2026 subject to available relaxations, if any granted by local authorities in view of restrictions imposed due to outbreak of the pandemic. Members seeking to inspect can send an email to the Company at cs@arapl.co.in.

6. The voting rights of the Members shall be reckoned in proportion to their shares of the paid-up equity share capital as on the Cut-off date, i.e., Friday, July 17, 2026, being the 'cut-off date' fixed for this purpose. Any person who is not a member as of the cut-off date should treat this notice for informational purposes only.

7. The voting period will commence on **Tuesday, July 21, 2026, at 09:00 AM** and end on **Wednesday, August 19, 2026, at 05:00 PM**. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change it subsequently.

8. The Company has appointed CS Deepti Maheshwari, Practicing Company Secretary, (Membership No. 9435, CP No. 12214), as the Scrutinizer to scrutinize the e-voting and Postal Ballot process in a fair and transparent manner.

9. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting, i.e., August 19, 2026.

10. The declared results along with the report of the Scrutinizer shall be intimated to BSE & NSE where the shares of the Company are listed and will be uploaded on www.bseindia.com and www.nseindia.com. Additionally, the results will also be uploaded on the Company's website at www.arapl.co.in.The Special Resolution, if passed by the requisite majority, shall be deemed to have been passed on August 19, 2026, being the last date specified by the Company for e-voting."

11. The Scrutinizer shall, after conclusion of the voting period, prepare a report of the votes cast in favour of or against, if any, and submit the same to the Chairman/Director of the Company or any person authorized by him. The results of the e-voting by Postal Ballot will be announced within two working days from the conclusion of the e-voting

12. Members who have not registered their email address with the Company or Depositories may complete the email registration process as follows:

i) The members of the Company holding equity shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with MUFG Intime India Private Limited by clicking the link: https://in.mpms.mufg.com/ email reg./email_register.html on their website www.linkintime.co.in at the Investor Services tab by choosing the e-mail registration heading and following the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number, and e-mail ID. In case of any query, a member may send an e-mail to LIIPL at investor.helpdesk@in.mpms.mufg.com

On submission of the shareholder's details, an OTP will be received by the shareholder, which needs to be entered in the link for verification.

ii) It is clarified that for permanent registration of email address, shareholders are requested to register their email addresses, in respect of electronic holdings with their concerned Depository Participants by following the procedure prescribed by the Depository Participant.

13. The instructions and other information relating to e-voting are as under:

Remote e-Voting Instructions for shareholders:
In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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 correctly in their demat accounts to access the remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp
b) Enter your 8 - character DP ID, 8 - digit Client ID, PAN, Verification code and generate OTP.
c) Enter the OTP received on your registered email ID/ mobile number and click on login.
d) Post successful authentication, you will be redirected to the NSDL depository website, wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name,” and you will be redirected to the InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for the IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on the “Beneficial Owner” icon under “IDeAS Login Section”.
b) Enter IDeAS User ID, Password, Verification code & click on “Log-in”.
c) Post successful authentication, you will be able to see e-Voting services under the Value-added services section. Click on “Access to e-Voting” under e-Voting services.
d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name,” and you will be redirected to the InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for the IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select “Register Online for IDeAS Portal” or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
c) Enter the last 4 digits of your bank account / generate ‘OTP’
d) Post successful registration, user will be provided with Login ID and password.
e) Follow steps given above in points (a-d).

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

Google Play App Store

METHOD 3 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com
b) Click on the “Login” tab available under the ‘Shareholder/Member’ section.
c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.
d) Post successful authentication, you will be redirected to the NSDL depository website, wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name,” and you will be redirected to the InstaVote website for casting the vote during the remote e-voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com.
b) Go to the e-voting tab.
c) Enter 16-digit Demat Account Number (BO ID) and PAN No. And click on "Submit".
d) The system will authenticate the user by sending an OTP to the registered Mobile and Email as recorded in the Demat Account
e) Post successful authentication, the user will be able to see the e-voting option. The e-voting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".
b) Enter existing username, Password & click on "Login".
c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration / https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.
b) Proceed with updating the required fields for registration.
c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

3. Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website
b) After Successful login, user shall navigate through "e-voting" option.
c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

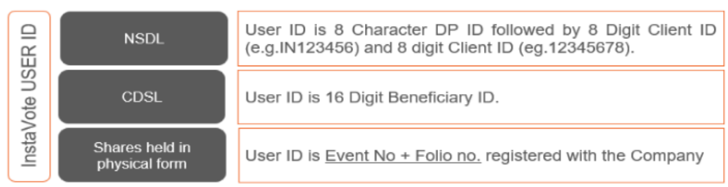
Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Login"** under 'SHARE HOLDER' tab.

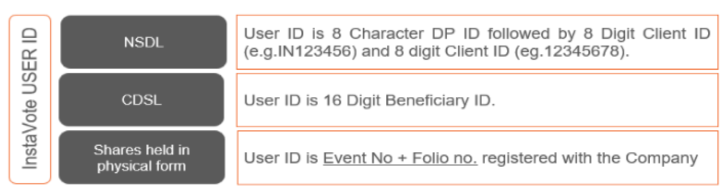
b) Enter details as under:



1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click "Submit".
   (Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for the INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Sign Up"** under 'SHAREHOLDER' tab & register with details as under:



1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
   - Shareholders, holding shares in **NSDL form**, shall provide 'point 4' above.
   - Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.
   - Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
5. Set the password of your choice.
   (The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on **"Login"** under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to the InstaVote inbox page, you will be able to see the "Notification for e-voting".
B. Select 'View' icon. E-voting page will appear.
C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
D. After selecting the desired option, i.e., Favour / Against, click on 'Submit'.
E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on the "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting a vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.
Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at the registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at the registered email address.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in
B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
C. Fill up your entity details and submit the form.
D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
B. Click on "Investor Mapping" tab under the Menu section
C. Map the Investor with the following details:

   1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
   2) 'Investor's Name - Enter Investor's Name as updated with DP.
   3) 'Investor PAN' - Enter your 10-digit PAN.

4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report section”.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) Click on “Votes Entry” tab under the Menu section.
c) Enter the “Event No.” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
d) Enter “16-digit Demat Account No.”.
e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
f) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) After successful login, you will see “Notification for e-voting”.
c) Select “View” icon for “Company’s Name / Event number”.
d) E-voting page will appear.
e) Download sample vote file from “Download Sample Vote File” tab.
f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

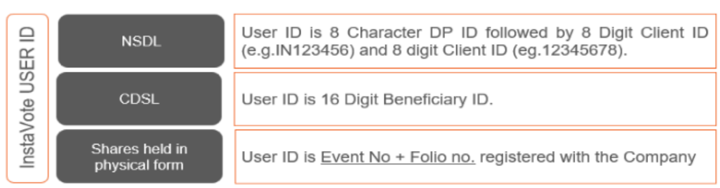
Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through the Depository, i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in



- Click on **"Login"** under 'SHARE HOLDER' tab.
- Further Click on **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Further Click on **"forgot password?"**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a *minimum of 8 characters, at least one special character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants' website.

General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

By order of the Board of Directors
For Affordable Robotic & Automation Limited

Place: Pune
Date: July 20, 2026

Sd/-
Mr. Milind Padole
Managing Director
DIN: 02140324

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement relating to the accompanying Notice sets out all material facts relating to the business mentioned in the Notice as specified under Section 102 (1) of the Companies Act, 2013:

Item No. 1: Issuance of up to 10,93,750 Fully Convertible Warrants to the person belonging to the "Promoter" category on a preferential basis.

The Special Resolution contained in Item No. 1 of the notice, has been proposed pursuant to the provisions of Section 23, Section 42 and Section 62 of the Companies Act, 2013 ("Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, or any other applicable rules made thereunder, to issue and allot, on a preferential basis up to 10,93,750 Fully Convertible Warrants of the Company having a face value of Rs. 10/- each, for conversion/adjusting the outstanding unsecured loan, for an aggregate amount of up to Rs. 21,00,00,000/- (Rupees Twenty-One Crores Only), at an issue price of Rs. 192/- per Warrant, (including premium of Rs. 182/-per share) to Mr. Milind Padole, being the Promoter" of the Company (hereinafter referred to as the "Preferential issue").

The proposed Preferential Issue shall be made in terms of the provisions of Chapter V of the SEBI ICDR Regulations and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board of Directors of the Company ("Board") in their meeting held on July 17, 2026. The approval of the members of the Company is accordingly being sought by way of a 'Special Resolution' under Sections 42 and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations.

I. Object of the Issue:

The Company proposes to issue Warrants on preferential basis in order to restructure the said unsecured loans held in the names of proposed allottee namely, Mr. Milind Padole to the extent of Rs. 21,00,00,000/- (Twenty One Crores only) and to strengthen the Capital structure of the Company.

Object	Amount Allocated (Appx.) (Rs. In cr.)	Tentative timeline
i. Conversion of outstanding unsecured loan given by the proposed allottee, Mr. Milind Padole to the Company	21.00	Within 18 months from the date of allotment of warrants
Total	**21.00**	

II. Monitoring of Utilization of Funds

Given that the issue size does not exceed Rs.100 Crore (Rupees One Hundred Crore Only), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company shall not be required to appoint a credit rating agency registered with SEBI as the monitoring agency to monitor the use of the proceeds of the Preferential Issue.

III. Particulars of the offer, including date of passing of board resolution, kind of securities offered, maximum number of specified securities to be issued:

The Board at their meeting held on July 17, 2026 had subject to approval of the Members of the Company ("Members") and such other approvals as may be required, approved the issue of up to 10,93,750 Fully Convertible Warrants having face value of Rs. 10/- each of the Company being convertible into equivalent number of Equity Shares of Rs. 10/- each, to Mr. Milind Padole, "Promoter" category, at an issue price of Rs. 192/- each, (including premium of Rs. 182/- per share).

IV. The intent of the promoters, directors, key management personnel, or senior management of the issuer to subscribe to the offer.

Mr. Milind Manohar Padole, being the Director and the Promoter of the Company, intends to subscribe to upto 10,93,750 Warrants proposed under the present Preferential Issue, by way of conversion of the outstanding unsecured loan of Rs. 21,00,00,000/- (Rupees Twenty-One Crore Only) extended by him to the Company.

Save and except the aforesaid Proposed Allottee, none of the other promoters, promoter group entities, directors, key managerial personnel, or senior management of the Company intend to subscribe to any of the Warrants/Equity Shares proposed to be issued under the proposed

V. The Shareholding Pattern of the issuer before and after the Preferential Issue.

The shareholding pattern of the Company before and after the proposed preferential issue to 'Promoter' is likely to be as follows:

Sr no	Category	Pre-issue		Warrants to be allotted	Post issue(1)	
		No of Shares held	% of share holding		No of Shares held	% of share holding
A	**Promoters Shareholding**					
A1	Indian:					
	Individuals & HUF	49,07,834	41.41	10,93,750	60,01,584	46.36
A2	Foreign promoters	-	-	-	-	-
	Subtotal (A)=A1+A2	**49,07,834**	**41.41**	**10,93,750**	**60,01,584**	46.36
B	**Public Shareholding**					
B1	**Institutional investor**					
	Domestic	-		-	-	-
	Foreign	1,29,305	1.09	-	1,29,305	1.00
B2	**Central Govt./Stat Govt./POI**	-	-	-	-	-
B3	**Non-Institutional Investors**			-		

	Individuals	49,87,639	42.08	-	49,87,639	38.53
	Body Corporate	12,54,613	10.59	-	12,54,613	9.69
	Others [including NRI's/Foreign Body Corporates/Cooperative]	5,71,594	4.83	-	5,71,594	4.42
	KMP,Directors and their relatives (excluding Independent Directors & Nominee Directors)	120	-	-	120	0.00
	Sub Total (B)=B1+B2+B3	**69,43,271**	**58.59**	**-**	**69,43,271**	**53.64**
	Grand Total (A+B)	**1,18,51,105**	**100**	**10,93,750**	**1,29,44,855**	**100.00**

(1)Post-Issue shareholding Pattern have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. Rs. Rs. 12,94,48,550 divided into 1,29,44,855 Equity Shares of face value of INR 10 each, assuming full conversion of Warrants over a period of 18 months.

(2) The pre-issue shareholding pattern is as of the latest BENPOS date, i.e., June 30, 2026

(3) Post-shareholding structure may change depending upon any other corporate action in between.

VI. Proposed time limit within which the allotment shall be completed:

As required under Regulation 170 of the SEBI ICDR Regulations, Preferential Issue of the said Warrants shall be completed within a period of 15 (fifteen) days from the date of passing of special resolution at Item No. 2. Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of the last of such approvals or permissions.

VII. Number of persons to whom allotment on a preferential basis has already been made during the year, in terms of number of securities as well as price:

The Company has made One (1) Preferential Issue of 6,04,839 Equity Shares to M/s Atri Energy Transition Private Limited on April 14, 2026 at an issue price of Rs. 248/- per SEBI laws, during the financial year 2026-2027.

VIII. Class or classes of the proposed allottee(s):

The Preferential Issue, if approved, is proposed to be made to a promoter entity, "Mr. Milind Padole". The Proposed Allottee is a member of the promoter/promoter group of the Company as of the date of this Notice.

IX. The percentage of post-preferential issue capital that may be held by the allottee(s) pursuant to the preferential issue

Sr. No.	Name of Proposed Allottee	Pre-Issue (No. of Shares)	Pre-Issue (%)	Warrants to be allotted	(1)Post-Issue (No. of Shares)	(1)Post-Issue (%)
1.	Milind Padole	32,87,075	27.74%	10,93,750	43,80,825	33.84%

(1) Post-Issue shareholding Pattern have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. Rs. 12,94,48,550 divided into 1,29,44,855 Equity Shares of face value of INR 10 each, assuming full conversion of Warrants over a period of 18 months.

(2) The pre-issue shareholding pattern is as of the latest BENPOS date, i.e., June 30, 2026

(3) Post-shareholding structure may change depending upon any other corporate action in between.

X. Consequential changes in the voting rights, change in control, and change in the management, if any, in the issuer consequent to the preferential issue:

As a result of the proposed Preferential Issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

XI. Lock-in Period:

a. The Warrants to be allotted and Equity Shares arising on conversion thereof shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
b. The entire pre-preferential shareholding, if any, of the Proposed Allottee in the Company shall be locked in as per Chapter V of the SEBI ICDR Regulations.

XII. Basis or justification for the issue price and relevant date:

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Issue of Equity Shares has been reckoned as July 20, 2026, being the working day, 30 days prior to the date on which the special resolution will be deemed to be passed by the members of the Company (last date of postal ballot), i.e. August 19, 2026.

The Equity shares of the Company are listed on NSE and BSE, having higher trading volume at NSE and are frequently traded thereat as per the provisions of Chapter V of the SEBI ICDR Regulations, 2018. Accordingly, NSE’s stock price data has been considered for the purpose of pricing in compliance with Regulation 164 of Chapter V of SEBI ICDR Regulations, 2018.

The issue price of the Fully Convertible Warrants of Rs. 192/- each has been determined in accordance with the applicable provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").

The minimum issue price per Fully Convertible Warrant shall be the higher of the price determined through the following methods:

1. **In terms of Regulation 164 of the SEBI ICDR Regulations:** The minimum issue price at which the Fully Convertible Warrants, being the higher of:
   a. Rs. 190.77/- each, being the volume weighted average price ("VWAP") of the equity shares of the Company during the 90 trading days preceding the Relevant Date; or
   b. Rs. 163.22/- each, being the volume weighted average price ("VWAP") of the equity shares of the Company during the 10 trading days preceding the Relevant Date.

2. Price as determined in accordance with the methodology prescribed in the Articles of Association of the Company- not applicable, as the Articles of Association of the Company are silent on the determination of the floor price/minimum price of the shares issued on a preferential basis.

3. In terms of Regulation 166A of the SEBI ICDR Regulations, since the proposed preferential issue of Fully Convertible Warrants to the proposed allottee(s) exceeds 5% of the post-issue fully diluted share capital of the Company, the Company has obtained a valuation report from an Independent Registered Valuer in accordance with Regulation 166A of the SEBI ICDR Regulations. As per the Valuation Report dated July 20, 2026 issued by CA Bhavesh M Rathod, Registered Valuer (Registration No. (Reg No: IBBI/RV/06/2019/10708), the value of each Fully Convertible Warrant has been determined at Rs. 190.77/- each. The said Valuation Report is available on the website of the Company at https://cdn.prod.website-files.com/68b690f7b2853dbad69d70cb/6a5e05003bcf8f77ef7e939d_Valuation%20Report_20.07.2026.pdf

Thus, minimum issue price for the Warrants is Rs. 190.77/- each. Accordingly, the Board of the Company has decided to issue Equity Shares at Rs. 192/- each, which is higher than the abovementioned prices

XIII. Undertakings:

The Company hereby undertakes that:

- The Company is eligible to make a Preferential Issue to the Proposed Allottee under Chapter V of the SEBI ICDR Regulations.
- None of the Company, its directors or promoters are categorized as a willful defaulter or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India ("RBI"). Consequently, the disclosures required under Regulation 163(1)(i) are not applicable.
- None of its directors or promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the Equity Shares have been listed on a recognized stock exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation163(1)(h) of SEBI ICDR Regulations is not applicable.
- The Proposed Allottee has not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- The Company is in compliance with the conditions of continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchange and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and any circulars and notifications issued by the SEBI thereunder.

XIV. Disclosures specified in Schedule VI of ICDR Regulations, whether the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower:

Not Applicable, since none of the Directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the RBI.

XV. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Sr. No.	Name of Proposed Allottee	Current Status	Post Issue Status
1.	Mr. Milind Padole	Promoter	Promoter

XVI. Practicing Company Secretary's Certificate:

The certificate from CS Deepti Maheshwari, Practicing Company Secretaries, certifying that the preferential issue of Equity Shares is being made in accordance with the requirements of Chapter V of SEBI ICDR Regulations, has been obtained considering the said preferential issue. The copy of said certificate shall be available on the Company's website https://cdn.prod.website-files.com/68b690f7b2853dbad69d70cb/6a5e050c40a39dfa450c460d_PCS%20Certificate%20Reg%20163_20.07.2026.pdf

XVII. Valuation for consideration other than cash and the justification for the allotment proposed to be made for consideration other than cash, together with the valuation report of the registered valuer:

This is not applicable as the proposed Preferential Issue is being made only for consideration in cash.

XVIII. Details of the directors, key managerial persons, or their relatives, in any way, concerned or interested in the said resolution:

Except Mr. Milind Padole, Director of the Company and his relatives, none of the directors, key managerial personnel, or their relatives, in any way, are concerned or interested, financially or otherwise, in the resolutions set out at Item no. 1 of this Notice.

The Board recommends the resolution as set out at Item No. 1 of this notice for the issue of Fully Convertible Warrants on a preferential basis to the proposed allottee by way of Special Resolution.

Item No. 2:
To consider and approve Material Related Party Transactions for the Financial Year 2026-27 as per Regulation 23 of SEBI (LODR) Regulations:

ARAPL Raas Private Limited ("ARAPL") is a subsidiary of the Company and qualifies as a related party under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations.

In order to support the operational and working capital requirements of ARAPL, the Company proposes to enter into transactions by way of sale, loan, advance or other financial assistance up to an aggregate amount of ₹100 Crores per financial year for FY 2026–27.

The Audit Committee and the Board of Directors have reviewed and approved the proposed transactions, subject to Members' approval. The transactions shall be in the ordinary course of business and on an arm's length basis.

Except to the extent of their shareholding, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

Disclosure in terms of SEBI circular dated October 13, 2025 read with SEBI Master Circular dated January 30, 2026 are as follows:

Sr. No.	Particulars	Details
1	Name of the Related Party	ARAPL Raas Private Limited
2	Relationship with the Company	Subsidiary Company
3	Nature of Relationship	Related Party under Section 2(76) of Companies Act, 2013 and Regulation 2(1)(zb) of SEBI Listing Regulations
4	Nature, Material Terms, Monetary Value and Particulars of the Contract/Arrangement	Sale of goods and/or providing loan/advance/financial assistance to meet working capital requirements Aggregate value not exceeding ₹100 Crore during FY 2026–27
5	Tenure of the Transaction	FY 2026–2027

6	Value of Proposed Transaction	Up to ₹100 Crores (aggregate per financial year)
7	Whether transaction is in ordinary course of business	Yes
8	Whether transaction is in ordinary course of business	Yes
8	Whether transaction is at arm's length	Yes
9	Justification as to why the RPT is in the interest of the Company	To support subsidiary's operational and working capital requirements and ensure smooth business operations
10	Details of Promoter/Director/KMP interest	Promoters/Directors may be deemed interested to the extent of their shareholding in the subsidiary
11	Any other relevant information	Audit Committee and Board have approved the transaction subject to Members' approval

<table>
<tr><th>S. No.</th><th>Description</th><th>Details</th></tr>
<tr><td></td><td colspan="2">A summary of information provided by the management to the Audit Committee</td></tr>
<tr><td>1.</td><td>Basic details of the related party</td><td>ARAPL RAAS PRIVATE LIMITED
- Company providing warehouse automation by manufacture of Robots use in the warehouse</td></tr>
<tr><td>2.</td><td>Relationship and ownership of the related Party
(Direct & Indirect)</td><td>Material Subsidiary Company</td></tr>
<tr><td>3.</td><td>Details of previous transactions with the related party</td><td>Rs. 35 cr</td></tr>
<tr><td>4.</td><td>Amount of the proposed transactions and details thereof</td><td>-Rs. 100 crores

- Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year: 61%
- Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)- N.A.
- Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available: NIL</td></tr>
<tr><td>5.</td><td>Financial performance of the related party for the immediately preceding financial year [For FY 2025-2026]</td><td><table><tr><td>Particulars</td><td>FY [INR Lakhs in Rs.]</td></tr><tr><td>Turnover</td><td>575.95/-</td></tr><tr><td>Loss After Tax</td><td>15.69/-</td></tr><tr><td>Net worth (-)</td><td>3697.3/-</td></tr></table></td></tr>
<tr><td>6.</td><td>Basic details of the proposed transaction</td><td>-Inter-corporate loans, deposits, guarantee, investment, contracts/arrangements/transactions relate to sale/purchase of goods/services or any other transaction(s) as per Companies Act and Policy of RPT of the Company</td></tr>
</table>

		-Tenure of the proposed transaction: Appx 12 months
7.	Whether omnibus approval is being sought?	Yes
8.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	NIL in the current FY 2026-2027 till date.
9.	Details for specific transactions	N.A.
10	Justification for why the proposed transaction is in the interest of the listed entity	These transactions are being undertaken to ensure day-to day operational & Business operations of the subsidiary and essential for its activities. This will contribute to the overall consolidated financial performance of the Company
11	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Inter-corporate loans, deposits, guarantee, investment, contracts/arrangements/transactions relate to sale/purchase of goods/services or any other transaction(s) as per Companies Act and Policy of RPT of the Company
	(i) details of the source of funds in connection with the proposed transaction	The proposed transaction is proposed to be funded through a combination of internal accruals, surplus funds, and/or existing banking arrangements of the Company. No separate financing arrangement has been entered into exclusively for this transaction. The funding shall be in the ordinary course of business and within the limits approved by the Board and shareholders, wherever applicable.
	(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	N.A.
	(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	N.A.
	(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To ensure operational efficiency of the subsidiary which will contribute to the overall consolidated financial performance of the Company
12	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered	N.A.

	email address of the shareholder/ Web link/ QR code	
13	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards	The Audit Committee has reviewed the certificates issued by the Managing Director and CFO of the Company, as required under the RPT Industry Standards.
14	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The Material Related Party Transaction with ARAPL RAAS has been approved by Audit Committee. The Board of Directors recommends the proposed transactions to the shareholders for approval.
15	Affirmation that the Audit Committee and Board of Directors, while providing information to the shareholders, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision making	Yes
16	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	N.A.
17	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Milind Padole and Rahul Padole are the Directors on the Board and the Promoters of both ARAPL RAAS & the Company. Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship/shareholding in the Company and ARAPL RAAS
18	Any other information that may be relevant	All important information forms part of the Explanatory Statement setting out material facts of the proposed RPTs.

The said transactions, being a material RPT, require prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 2.

Except, Mr. Milind Padole, Rahul Padole and their relatives, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, except to the extent of their shareholding and/or relationship with the related party. The Board recommends the resolution for approval of the Members.

Item No. 3:
To consider and approve Material Related Party Transactions for the Financial Year 2025-26 as per Regulation 23 of SEBI (LODR) Regulations:

The Company, in order to meet its business requirements and financial obligations, may require additional financial support from promoter of the company. The proposed borrowings/loans/advances from promoter up to ₹50 Crores in aggregate during a financial year 2026-27. Therefore, prior approval of the Members is required for the period 2026-27.

These borrowings shall be within the overall borrowing limits approved by Members under Section 180(1)(c) of the Companies Act, 2013.The Audit Committee and Board have approved the proposal subject to Members' approval. The borrowings shall be on an arm's length basis and on terms considered commercially reasonable.

Promoter Directors may be deemed to be interested in the resolution to the extent of their shareholding and interest in the promoter companies.

Disclosure in terms of SEBI circular dated October 13, 2025 read with SEBI Master Circular dated January 30, 2026 are as follows:

Sr. No.	Particulars	Details
1	Name of Related Parties	Mr. Milind Manohar Padole
2	Relationship	Promoter of the company
3	Nature of Transaction	Availing of loan (financial assistance)
4	Material Terms	Financial assistance in one or more tranches such as unsecured loan, terms including tenure, interest (if any), repayment to be mutually agreed
5	Maximum Amount	₹50 Crores (aggregate per financial year)
6	Tenure	As per mutually agreed terms
7	Whether at arm's length	Yes
8	Whether in ordinary course	Yes
9	Purpose	To meet business requirements and liquidity needs/business expansion
10	Justification	Ensures timely availability of funds with flexibility and cost efficiency
11	Interest of Directors/KMP	Promoter Directors may be deemed interested

S. No.	Description	Details
	A summary of information provided by the management to the Audit Committee	
1.	Basic details of the related party	Mr. Milind Padole,
2.	Relationship and ownership of the related Party (Direct & Indirect)	Promoter and MD of the company
3.	Details of previous transactions with the related party	Rs. 36 cr
4.	Amount of the proposed transactions and details thereof	-Rs. 50 crores

		- Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year: 30.57% - Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)- N.A. - Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available: NIL
5.	Financial performance of the related party for the immediately preceding financial year	Not Applicable
6.	Basic details of the proposed transaction	Availing of loan (financial assistance) -Tenure of the proposed transaction: Appx 12 months
7.	Whether omnibus approval is being sought?	Yes
8.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	NIL in the current FY 2026-2027 till date.
9.	Details for specific transactions	Financial assistance in one or more tranches such as unsecured loan, terms including tenure, interest (if any), repayment to be mutually agreed
10.	Justification for why the proposed transaction is in the interest of the listed entity	These transactions are being undertaken to ensure day-to day operational & Business operations of the subsidiary and essential for its activities. This will contribute to the overall consolidated financial performance of the Company
11.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Availing of loan (financial assistance) Financial assistance in one or more tranches such as unsecured loan, terms including tenure, interest (if any), repayment to be mutually agreed
	(i) details of the source of funds in connection with the proposed transaction	Owned Funds
	(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and	N.A.

	- tenure	
	(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Financial assistance in one or more tranches such as unsecured loan, terms including tenure, interest (if any), repayment to be mutually agreed
	(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet business requirements and liquidity needs/business expansion. This will ensure timely availability of funds with flexibility and cost efficiency
12.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder/ Web link/ QR code	N.A.
13.	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards	The Audit Committee has reviewed the certificates issued by the Managing Director and CFO of the Company, as required under the RPT Industry Standards.
14.	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	Yes
15.	Affirmation that the Audit Committee and Board of Directors, while providing information to the shareholders, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision making	Yes
16.	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	N.A.
17.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Milind Padole, the Directors on the Board and the Promoter of the Company Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship/shareholding in the Company
18.	Any other information that may be relevant	All important information forms part of the Explanatory Statement setting out material facts of the proposed RPTs.

The said transactions, being a material RPT, require prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 3.

Except, Mr. Milind Padole and his relatives, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, except to the extent of their shareholding and/or relationship with the related party. The Board recommends the resolution for approval of the Members.

The Board commends the Ordinary Resolutions set out at Item No. 3 of the Notice for approval by the Members.

By order of the Board of Directors
For Affordable Robotic & Automation Limited

Place: Pune
Date: July 20, 2026

Sd/-
Mr. Milind Padole
Managing Director
DIN: 02140324