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

Affordable Robotic & Automation Limited

CIN: L29299PN2010PLC135298

Date: September 08, 2026

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

Subject: Notice of 17th Annual General Meeting (AGM)

We are submitting herewith the Notice of 17th Annual general Meeting of the company schedule to be held on Wednesday, September 30, 2026 at 11:00 A.M. (IST) at the registered office of the Company situated at Village Wadki, Gat No. 1209, Taluka Haveli, Dist. Pune 412308.

Further as per Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide to its members facility to cast their vote(s) on the resolution set forth in the notice by electronic means (e-voting) also. The e-voting period commences on Sunday, September 27, 2026 (09.00 a.m. IST) and ends on Tuesday, September 29, 2026 (5.00 p.m. IST) (both days inclusive). During this Period, Members may cast their vote electronically. The e-voting module shall be disabled thereafter. The Facility for voting, through Ballot paper will also be made available at the meeting and members attending the meeting who have not already cast their vote can exercise their vote through Ballot paper at the Annual General Meeting.

We request you to kindly take the above information on your records.

Thank you.

Yours faithfully

For Affordable Robotic & Automation Limited

MILIND
MANOHAR
PADOLE

Digitally signed by MILIND MANOHAR PADOLE
Date: 2026.09.08 17:41:07 +05'30'

Milind Padole
Managing Director
DIN: 02140324

Encl: As stated

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

NOTICE OF 17TH ANNUAL GENERAL MEETING

NOTICE

NOTICE is hereby given that the **Seventeenth** Annual General Meeting of Affordable Robotic & Automation Limited will be held on **Wednesday, the 30th day of September, 2026** at **11.00 a.m.** at the registered office of the Company situated at **Village Wadki, Gat No. 1209, Taluka Haveli, Dist. Pune 412308** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Audited 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 receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the Auditors Reports thereon.

3. To appoint a Director in place of Mr. Manohar Padole (DIN: 02738236), who retires by rotation in terms of Section 152(6) of the Companies Act 2013, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Approval For Termination of Employee Stock Option Plan Scheme 2021 ('ESOP Scheme 2021')

   To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

   "**RESOLVED THAT** pursuant to applicable provisions of the Employee Stock Option Scheme 2021 ("ESOP Scheme 2021"), and subject to the applicable provisions of the Companies Act, 2013 and the rules made thereunder, the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time ("SEBI SBEB & SE Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI LODR Regulations"), and other applicable laws, regulations, circulars, notifications, directions and guidelines, and pursuant to the recommendation of the Nomination and Remuneration Committee of the Company ("NRC") and the approval of the Board of Directors of the Company ("Board"), and considering the voluntary and irrevocable surrender of the stock options granted under the ESOP Scheme 2021 by the respective option holders pursuant to their duly executed surrender letters, the consent of the Members of the Company be and is hereby accorded to terminate and close the ESOP Scheme 2021 with effect from the date of passing of this Resolution, and consequently cancel and extinguish all stock options remaining outstanding under the ESOP Scheme 2021 and validly surrendered by the respective option holders, in accordance with the terms of the ESOP Scheme 2021 and applicable law.

   RESOLVED FURTHER THAT upon such termination and closure of the ESOP Scheme 2021 and cancellation and extinguishment of the surrendered stock options, all rights, entitlements and benefits attached to such surrendered stock options, including the right to vest or exercise such stock options and the right to receive equity shares pursuant thereto, shall stand irrevocably extinguished, and the respective option holders shall have no further right, title, interest or claim against the Company in respect of such surrendered stock options.

   RESOLVED FURTHER THAT the Board and the NRC be and are hereby authorized to do all such acts, deeds, and things, as they may, in their absolute discretion deem necessary to the termination of ESOP Scheme 2021 also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard."

5. Approval For Implementation of Employee Stock Option Plan Scheme 2026 ('ESOP Scheme 2026')

   To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (including any circulars, notifications, statutory modification or re-enactment thereof for the time being in force) as amended from time to time (hereinafter referred to as the Act), applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB & SE Regulations"), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) ("SEBI Listing Regulations"), any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India ("GoI"), the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), Stock Exchange and/or any other competent authority including any amendments, modifications or re-enactments thereof for the time being in force, andin accordance with the provisions of the Memorandum and Articles of Association of the Affordable Robotic and Automation Limited ("Company"), subject to such other approvals, permissions, sanctions, conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Members be and is hereby accorded to the proposed Employee Stock Option Scheme 2026 (hereinafter referred to as the "ESOP Scheme 2026") and to create, offer, issue and allot share-based options to eligible employees under the ESOP Scheme 2026, and to create, issue, grant and allot from time to time, in one or more tranches up to 1,50,000 (One Lakh Fifty Thousand) Employee Stock Options ("Options/ESOPs") convertible into 1,50,000 (One Lakh Fifty Thousand) Equity Shares of face value INR 10/- (Indian Rupees Ten Only) each fully paid upon exercise at any time, to or for the benefit of such person(s), who are employees, working in India or outside India, including Directors of the Company, whether whole time or otherwise, (selected on the basis of criteria decided by the Board/ NRC) other than Promoter(s) or person(s) belonging to the Promoter Group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% (Ten Percent) of the outstanding equity shares of the Company, (hereinafter collectively referred to as an "Employee(s)"/ "Eligible Employees"), on such terms and conditions as provided in the ESOP Scheme 2026 and as may be fixed or determined by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee ("NRC")) in accordance with applicable laws.

"**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other re-organisation of capital structure, merger and/or sale of division/ undertaking or other re-organisation including preferential allotment of shares or qualified institutions placement, and others, if any, additional Stock Options of the Company are granted/to be granted or equity shares are issued/to be issued to the employees for the purpose of making a fair and reasonable adjustment to the Options issued to them the Board/ Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws so as to ensure that fair and equitable benefits under ESOP Scheme 2026 are passed to the employees of the Company and the above ceiling in terms of number of equity shares/stock options shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s)."

"**RESOLVED FURTHER THAT** without prejudice to the generality of the above the Board, which includes the NRC is authorised to formulate, evolve, decide upon and implement the ESOP Scheme 2026 determine the detailed terms and conditions of the aforementioned ESOP Scheme 2026 including but not limited to the quantum of the Options to be granted per Employee, the number of Options to be granted in each tranche, the terms or combination of terms subject to which the said Options are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such Options shall lapse and to grant such number of Options, to such Employees of the Company, at price, at such time and on such terms and conditions as set out in the ESOP Scheme 2026 and as the Board /Nomination and Remuneration Committee may in its absolute discretion think fit."

"**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee be designated as the Compensation Committee in accordance with Regulation 5(1) of the SBEB Regulations as and when applicable to the Company for the purposes of administration of the ESOP Scheme 2026."

"**RESOLVED FURTHER THAT**, the new equity shares to be issued and allotted by the Company pursuant to the ESOP Scheme 2026 in the manner aforesaid shall rank pari passu in all respects with the then existing equity shares of the Company."

"**RESOLVED FURTHER THAT**, the Board in accordance with the ESOP Scheme 2026 is hereby authorized on behalf of the Company to make and carry out any modifications, changes, variations, alterations or revisions in the terms and conditions of the ESOP Scheme 2026, in accordance with the terms of the ESOP Scheme 2026 and in conformity with the provisions of the Act and rules made thereunder, the SBEB Regulations, 2021 and other applicable laws provided such variation(s), amendment(s), modification(s) or alteration(s) is not detrimental to the interest of the employees who have been granted Stock Options under the ESOP Scheme 2026."

"**RESOLVED FURTHER THAT**, for the purpose of bringing into effect and implementing the ESOP Scheme 2026 and generally for giving effect to these resolutions, the Board and the NRC be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard."

"**RESOLVED FURTHER THAT** the Scheme shall be implemented through a direct route, for extending the benefits to the eligible Employees by way of fresh allotment and will follow a cash mechanism."

"**RESOLVED FURTHER THAT** pursuant to the provisions of Rule 12(10) of the Companies (Share Capital and Debentures) Rules, 2014, a register of Employee Stock Options in Form No.SH-6 shall be maintained at the Registered Office of the Company with the particulars of options granted under clause (b) of sub-section (1) of Section 62 of the Companies Act, 2013. The entries in the register shall be authenticated by any Director or Company Secretary or any other director authorized by the Board for this purpose."

"**RESOLVED FURTHER THAT**, any director and/or the Company Secretary of the Company be and is hereby authorised to certify a copy of this resolution and issue the same to all concerned parties."

6. Approval For Extension of Benefits of the Employee Stock Option Plan Scheme 2026 ("ESOP Scheme 2026") to The Eligible Employees of the Group Companies Including Holding, Subsidiary and Associate Companies of the Company

   To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014 (including any circulars, notifications, statutory modification or re-enactment thereof for the time being in force) as amended from time to time (hereinafter referred to as the Act), applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB & SE Regulations"), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) ("SEBI Listing Regulations"), any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India ("GoI"), the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), Stock Exchange and/or any other competent authority including any amendments, modifications or re-enactments thereof for the time being in force, and in accordance with the provisions of the Memorandum and Articles of Association of Affordable Robotic and Automation Limited ("Company"), subject to such other approvals, permissions, sanctions, conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Members be and is hereby accorded to the Board to extend the benefits and coverage of the "Employee Stock Option Scheme 2026" ("ESOP Scheme 2026") to such persons who are in employment of any present and future group company of the Company including holding, associate and subsidiary company(ies) of the Company who is working in India or outside India, whether Whole Time Director or not, but excluding (i) an employee/director who is a promoter(s) or belonging to the Promoter Group or (ii) Directors who either himself or through his relative or through any body corporate holds directly or indirectly more than 10% (Ten percent) of the outstanding equity shares of the Company (hereinafter referred to as "Employees"), within the ceiling of total number of ESOP Options and equity shares, as specified under Item No. 2 of this Notice on such terms and conditions as may be fixed or determined by the Board of Directors ("Board") or the Nomination and Remuneration Committee ("NRC"), as applicable in accordance with the SBEB Regulations or other provisions of law as may be prevailing at that time."

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board and the NRC be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper to settle any questions, difficulties or doubts that may arise in this regard.”

7. Ratification of Remuneration of Cost Auditors

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration fixed by the directors plus applicable taxes and reimbursement of out-of-pocket expenses payable to Vivekbrata Mukherjee, Cost Accountants (Firm Registration Number - 101727), who, based on the recommendation(s) of the Audit Committee, have been appointed by the Board of Directors of the Company (‘Board’), as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company for the Financial Year ending March 31, 2027.

RESOLVED FURTHER THAT the Board and/or any person authorised by the Board, be and is hereby authorised severally to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient or desirable for the purpose of giving effect to this resolution.”

By Order of the Board of
Affordable Robotic & Automation Limited

Sd/-
Milind Padole
Managing Director
DIN: 02140324

Date: August 31, 2026
Place: Pune

Registered Office:
Village Wadki, Gat No. 1209, Haveli, Dist. Pune – 412308
CIN: L29299PN2010PLC135298
Website: www.arapl.co.in
Email: account@arapl.co.in

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) members and holding in the aggregate not more than ten (10) percent of the total share capital of the Company carrying voting rights. A member holding more than ten (10) percent of the total share capital of the Company carrying voting rights may appoint a single person only as a proxy and such person shall not act as proxy for other shareholder.

2. 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. A Proxy form is annexed hereto.

3. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under SEBI Listing Regulations and Circulars issued thereunder are also annexed.

4. The Register of Members and Share Transfer Books of the Company will remain closed from September 24, 2026 to September 30, 2026 (both days inclusive) in terms Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

5. No unpaid/ unclaimed dividend is due for transfer to Investor Education & Protection Fund (IEPF) in the financial year 2025-26.

6. Members are requested to intimate their queries, if any, relating to the accounts or any other matter at least seven days in advance so that the explanation can be made available and furnished readily at the meeting.

7. The Company's Registered Office is situated at "Village Wadki, Gat No. 1209, Taluka Haveli, Dist. Pune – 412308". Shareholders are requested to address all correspondence to the Company Secretary at the Registered Office or to the Registrar and Share Transfer Agents, MUFG Intime India Private Limited Private Limited.

8. The Company's Registrar and Share Transfer Agents, MUFG Intime India Private Limited undertake the transfer of shares. Their address is as follows: MUFG Intime India Private Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083. And having Brach office at, MUFG Intime India Private Limited, Block No 202, 2nd Floor, Akshay Complex, Near Ganesh Temple, Off-Dhole Patil Road, Pune – 411001 (Members may send their transfer requests and other share related queries either to the Company at the Registered Office or to MUFG Intime India Private Limited at the above address.)

9. Members are requested to notify immediately any change in their address/bank mandate to their Depository Participants (DPs) in respect of their electronic share accounts.

10. Members are requested to update their mobile number and email id and notify immediately any change in their mobile number and email id to their Depository Participants (DPs).

11. Voting through electronic means:

    I. In Compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) (Amendment) Rules, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Seventeenth Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by MUFG Intime India Private Limited

    II. The e-voting period commences on September 27, 2026 (09:00 A.M.) and ends on September 29, 2026 (5:00 P.M.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 23, 2026 may cast their vote electronically. The e-voting module shall be disabled by the voting agency for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

    III. REMOTE E-VOTING INSTRUCTIONS:

    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 remote e-Voting facility.

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL

METHOD 1 - NSDL OTP based login

Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp

Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.

Enter the OTP received on your registered email ID/ mobile number and click on login.

Post successful authentication, you will be re-directed to 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.

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 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".

Enter IDeAS User ID, Password, Verification code & click on "Log-in".

Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.

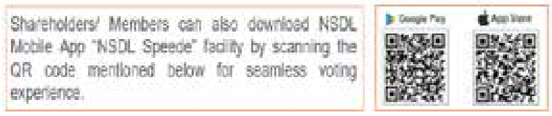
Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

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

Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".

Enter the last 4 digits of your bank account / generate 'OTP'


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

Post successful registration, user will be provided with Login ID and password.

Follow steps given above in points (a-d).

METHOD 3 - NSDL e-voting website

Visit URL: https://www.evoting.nsdl.com

a) Click on the "Login" tab available under 'Shareholder/Member' section.

b) 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".

c) Post successful authentication, you will be re-directed to 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.

d) 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.

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH CDSL

METHOD 1 - CDSL e-voting page

Visit URL: https://www.cdslindia.com

Go to e-voting tab.

Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".

System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

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.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".

a) Enter existing username, Password & click on "Login".

b) 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:

To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration

a) Proceed with updating the required fields for registration.

b) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

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:

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

a) Enter details as under:

1. User ID: Enter User ID

InstaVote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is Event No + Folio no. registered with the Company

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 INSTAVOTE facility:

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

1. User ID: Enter User ID

InstaVote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is Event No + Folio no. registered with the Company

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 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 "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting 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 registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

GUIDELINES FOR INSTITUTIONAL SHAREHOLDERS ("CUSTODIAN / CORPORATE BODY/ MUTUAL FUND")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

Visit URL: https://instavote.linkintime.co.in

Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"

Fill up your entity details and submit the form.

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

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

Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

Click on "Investor Mapping" tab under the Menu section

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.

A. 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

Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

Click on "Votes Entry" tab under the Menu section.

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".

a) Enter "16-digit Demat Account No.".

b) 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'.

c) 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

Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

After successful login, you will see "Notification for e-voting".

Select "View" icon for "Company's Name / Event number".

E-voting page will appear.

Download sample vote file from "Download Sample Vote File" tab.

Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

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.

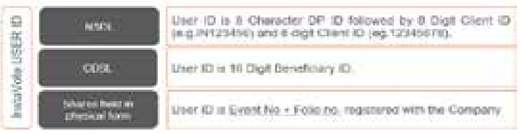
Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through 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:



InstaVote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is Event No + Folio no. registered with the Company

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".

12. **The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) of September 23, 2026.**

13. **The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes and submit a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman/Managing Director of the Company.**

    The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.arapl.co.in and on the website of MUFG INTIME within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE and NSE Limited.

14. **The Chairman/Managing Director shall, at the AGM, at the end of discussion on the resolutions on which**

voting is to be held, allow voting with the assistance of scrutinizer for all those members who are present at the AGM but have not cast their votes by availing the remote e- voting facility.

15. **The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market, Members holding shares in electronic form are, therefore, requested to submit the PAN to the Depository Participants with whom they are maintaining their demat accounts.**

16. **All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 a.m. to 3.00 p.m.) on all working days except Saturdays and Sundays up to and including the date of the Annual General Meeting of the Company.**

    Pursuant to Regulation 36 of SEBI Listing Regulations and in compliance with the MCA Circulars and SEBI Circulars, notice of the 17th Annual General Meeting along with the Annual Report Financial Year 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participants. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website at www.arapl.co.in under 'Investor Relations' section and also can accessed on the website of Stock Exchanges i.e. BSE at www.bseindia.com and NSE at www.nseindia.com. Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participant.

17. **In Compliance with SEBI circular No: SEBI/LAD-NRO/GN/2024/218 dated December 12, 2024 and Regulation 36(1)(b) of SEBI Listing Regulations, the Company has dispatched a letter providing the web-link, including the exact path, where complete details of the Annual Report are available to those shareholder(s) who have not so registered their email address with the Company and relevant Depository Participants**

18. **The Companies Act, 2013 has also recognized serving of documents to any Member through electronic mode. In terms of the Circular No. NSDL/CIR/II/10/2012 dated March 9, 2012 issued by National Securities Depository Limited, email addresses made available by the Depository for your respective Depository Participant accounts as part of the beneficiary position downloaded from the Depositories from time to time will be deemed to be your registered email address for serving notices/documents including those covered under Sections 101 and 136 of the Companies Act, 2013 read with Section 20 of the Companies Act, 2013 and the underlying rules relating to transmission of documents in electronic mode.**

By Order of the Board of
Affordable Robotic & Automation Limited

Sd/-
Milind Padole
Managing Director
DIN: 02140324

Registered Office:
Village Wadki, Gat No. 1209, Taluka Haveli,
Dist. Pune – 412308
Date: August 31, 2026
Place: Pune

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND/OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND/OR SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA.

Item No. 3:

Name of the Director	Mr. Manohar Padole
Director Identification Number (DIN)	02738236
Date of Birth	April 27, 1942
Age	84 Years
Date of Appointment on Board as a Director	January 12, 2010
Date of Last Re-appointment as Director	January 31, 2023
Qualification	Graduate
Nature of expertise in specific functional area	He currently leads the finance and accounts division of the company.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company inter-se	1. Father of Mr. Milind Padole, Managing Director 2. Grandfather of Mr. Rahul Padole, Director 3. Grand father-in-Law of Mrs. Priyanka Padole, Director
Terms and conditions of re-appointment	Mr. Manohar Padole, being re-appointed as Whole-Time Director liable to retire by rotation.
Details of remuneration last drawn (FY 2025-26)	Rs. 30 Lakhs
Details of remuneration sought to be paid	He shall be paid remuneration as recommended by the Nomination and Remuneration Committee of the Company and approved by the Board of Directors.
Directorships in other Companies	NA
Chairman/Member of the Committees of the Board of Directors of other Companies in which he is a director	None
Listed entities from which the Director has resigned from directorship in last three (3) years:	None
No. of Board Meetings attended during FY 2025-26	Attended all 10 Board Meetings held during FY 2025-26.
No. of Equity Shares held in Company	92,000 Equity Shares (March 31, 2026)

The Board of Directors recommends the resolution for approval by the Members, as set out at Item No. 3 of the Notice. None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Mr. Manohar Padole and his relatives (if any), are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice.

Item No. 4,5 & 6

The Employee Stock Options represent a reward system based on performance. The Shareholders are aware that Employee Stock Options are a very useful tool to attract and retain the key talents working with the Company and its Subsidiary company(ies), by way of rewarding their performance and motivating them to contribute to the overall corporate growth and profitability. Your Company believes in rewarding its employees, including Directors of the Company as well as those of the Subsidiary company(ies) for their continuous hard work, dedication and support, which has led the Company on the growth path.

Accordingly, the Company came up with the Employee Stock Option Scheme in the year 2021. The said Scheme was formulated in accordance with erstwhile SEBI (Share Based Employee Benefit) Regulations, 2014. However, the new SEBI (Share Based Employee Benefit & Sweat Equity) Regulations (“**SBEB Regulations**”) came in the year 2021 which chalked out various governing provisions which were not present under the old guidelines. This made the Employee Stock

Options un-aligned with the latest regulatory provisions. Also, the Stock Option Scheme 2021 could not be initiated at all due to the Scheme being less lucrative to employees as well as the company. The employees also surrendered the options granted under the ESOP Scheme 2021. Also, it is to mention that no options were exercised under the old Employee Stock Option Scheme.

Hence the management of the company is of the view to terminate the old Scheme and come with a new ESOP Plan which is comparatively more lucrative to reward the employees and also is in compliance of the latest provisions of the law and regulations.

The Board of the Company at its meeting held on Monday, August 31, 2026 keeping in view the aforesaid objectives, formulated the Employee Stock Option Scheme ("**ESOP Scheme 2026**"). **The management also decided to extend the benefit of ESOP Scheme 2026 to the identified eligible employees to whom options were granted under the ESOP Scheme 2021.**

At the said meeting, the Board authorized the Nomination and Remuneration Committee ("**NRC**") which has been designated as the Compensation Committee for the superintendence of the Grant of stock options under the ESOP Scheme 2026 shall be as per the terms and conditions as may be decided by the Nomination and Remuneration Committee from time to time in accordance with the provisions of Companies Act, 2013, the rules made thereunder and the SBEB & SE Regulations.

A brief description of the ESOP Scheme 2026 is provided below:

1. **Brief Description of the scheme:**

   The objective of the ESOP Scheme 2026 is to reward the Employees for their performance and to motivate them to contribute to the growth and profitability of the Company and to attract and retain talent in the organisation. The Company strongly believes that an equity component in the compensation goes a long way in aligning the objectives of an individual with those of the organisation.

2. **Total number of options, shares or benefits, as the case may be, to be offered and granted**

   A total of 1,50,000 options would be available for grant to the eligible employees of the Company and its director(s) excluding independent directors under ESOP Scheme 2026, in one or more tranches, on such other terms and conditions as the administrator, may decide from time to time, subject to any adjustment as may be required due to any corporate action or change in control of the Company.

   An Employee may surrender his / her vested / unvested options at any time during / post his employment with the company. Any employee willing to surrender his/her Options shall communicate the same to the Board of Directors or Compensation Committee of the Company in writing.

   Vested Options lapsed due to non-exercise, surrender and/or unvested Options that gets cancelled due to resignation or any other separation conditions of Option grantees, surrendered or otherwise, would be available for being re-granted at a future date. The Board/ Compensation Committee is authorized to re-grant such lapsed / cancelled / surrendered options.

3. **Identification of classes of employees entitled to participate and be beneficiaries in the scheme**

   Following class/ classes of employees are entitled to participate in the ESOP Scheme 2026:

   (i) An employee as designated by the company, who is exclusively working in India or outside India; or

   (ii) a director of the company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or

   (iii) an employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary and associate company, in India or outside India. but does not include

      a. an employee who is a promoter or a person belonging to the promoter group; or

      b. a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company;

      c. an independent director within the meaning of the Companies Act, 2013

   The class of Employees eligible for participating in the "ESOP Scheme 2026" shall be determined on the basis of the grade, length of service, performance record, merit of the Employee, future potential contribution by the Employee, role assigned to the Employee and such other parameters as may be decided by the Board / Compensation Committee of the Company in its sole discretion from time to time.

4. Requirements of Vesting and period of Vesting

The options granted shall vest so long as the employee continues to be in the employment of the Company. The vesting period shall be decided by the Compensation Committee from time to time but shall not be less than one year from the date of grant of options and not later than three years from the date of grant of such options. Vesting may happen in one or more tranches. The detailed terms and conditions of vesting will be governed by the ESOP Scheme 2026.

In case of deputation to the Subsidiary Company, as the case may be, the period of employment with the respective Company may also be considered at the discretion of the Compensation Committee, and thus the Option would vest essentially on passage of time. As a pre-requisite for a valid Vesting, a Grantee is required to be in employment or service of the Company on the date of Vesting, excluding retirement, death and permanent disability cases, and must neither be serving his notice for termination of employment/ service, nor be subject to any disciplinary proceedings pending against him on such date of Vesting.

The specific Vesting schedule and Vesting Conditions subject to which Options would vest would be detailed in writing and provided to the Option Grantee at the time of the Grant of Options. Vesting may happen in one or more tranches.

Vesting of Options in case of Employees on long leave: Period of long leave shall not be included in determining the vesting period in the event the Employee is on a sabbatical. However, the Compensation Committee at its discretion may include the period of long leave in determining the vesting period. In all other events, including approved earned leave and sick leave, the period of leave shall be included to calculate the vesting period unless otherwise determined by the Compensation Committee.

5. Maximum period (subject to regulation 18(1) of SBEB regulations within which the options / benefits shall be vested)

The maximum period of vesting will be three years from the date of respective grant of Options, unless otherwise decided by the Board/ Compensation Committee.

The Board of Directors / Compensation Committee shall have, subject to the applicable law (and subject to a minimum vesting period of 1 year) the right, to vest all or part of the Unvested Options in an accelerated manner from out of the options granted and outstanding to the employees.

6. Exercise price or pricing formula

Under this Scheme, the Exercise Price will be decided by the Compensation Committee at the time of Grant and shall be linked with the Market Price as defined in the Scheme.

The Compensation Committee has the power to provide suitable discount on such price as arrived above. However, in any case the Exercise Price shall not go below the face value of the Share of the Company.

7. Exercise period and process of exercise/acceptance of offer

The stock options granted shall be capable of being exercised within a period not more than two years from the date of vesting of the respective stock options, either in full or in tranches by making full payment of exercise price and applicable taxes and by execution of such documents as may be prescribed by the Compensation Committee, from time to time.

The vested Options shall be exercisable by the Employees by a written application to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Board / Compensation Committee from time to time. The Options shall lapse if not exercised within the specified exercise period.

The Options may also lapse, under certain circumstances even before the expiry of the specified exercise period. Payment of the Exercise Price shall be made by a crossed cheque or a demand draft drawn in favour of the Company, or by any other payment methods prevalent in RBI recognized banking channels or in such other manner and subject to such procedures as the Board of Directors/ Compensation Committee may decide.

8. Appraisal process for determining the eligibility of employees for the scheme

The process for determining the eligibility of the employees will be specified by the Compensation

Committee and will be based on:

(i) Loyalty: It will be determined on the basis of tenure of employment of an Employee in the Company.

(ii) Performance of Employee: Employee's performance during the financial year on the basis of the parameters decided by the Committee.

(iii) Performance of Company: Performance of the Company as per the standards set by the Board.

(iv) Any other criteria as decided by the Committee from time to time.

9. Maximum number of options, shares, as the case may be, to be offered and issued per employee and in aggregate, if any

Maximum number of options to be granted in aggregate – 1,50,000. The maximum number of options to be granted per employee shall be as determined by the Board (or any person authorised by the Board in accordance with the ESOP Scheme 2026) subject to overall limits as approved by the shareholders. Any grant equal to or exceeding 1% of the issued capital of the Company to an identified employee shall be subject to separate shareholders' approval.

10. Maximum quantum of benefits to be provided per employee under a Scheme

The maximum quantum of benefits that will be available to every Eligible Employee under the Scheme will be the difference between the market value of Company's Share on the Recognized Stock Exchange(s) as on the Date of Exercise of Options and the Exercise Price paid by the Employee.

11. Whether the scheme(s) is to be implemented and administered directly by the Company or through a trust

The ESOP Scheme 2026 shall be implemented and administered directly by the Company under the guidance of the Board and the Compensation Committee.

12. Whether the scheme involves new issue of shares by the company or secondary acquisition by the trust or both

The ESOP Scheme 2026 will involve only new issue of shares by the Company.

13. The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.

Not Applicable

14. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme

Not Applicable

15. Accounting and Disclosure Policies:

The Company shall follow the relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 and/ or any relevant accounting standards/ guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein, in compliance with Regulation 15 of SBEB & SE Regulations.

16. Method which the Company shall use to value its options

The Company shall follow 'fair valuation method' for valuation of Options as prescribed under Ind AS 102 on share-based payment or any accounting standard / guidance note, as applicable, notified by the competent authorities from time to time.

17. Period of lock-in

The Equity Shares issued pursuant to exercise of Options shall not be subject to lock-in period restriction.

However, the Board or the Compensation Committee as may be authorized by the Board, may, in some cases, provide for lock-in of Shares issued upon the exercise of Options, which shall be mentioned in grant letter issued to the Option Grantee.

Provided that the transferability of the Shares shall be subject to the restriction for such period in terms of the Securities Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended from time to time or for such other period as may be stipulated from time to time in terms of Company's Code of Conduct for Prevention of Insider Trading, as and when these regulations applicable to the Company.

18. Terms & conditions for buyback, if any of specified securities covered under SBEB Regulations

The Board or the Compensation Committee as may be authorized by the Board has the powers to determine the procedure for buy-back of Options granted under the Scheme, if to be undertaken at any time by the Company, and the applicable terms and conditions, in accordance with the applicable laws.

The Compensation Committee shall have all the powers to take necessary decisions for effective implementation of the ESOP Scheme 2026. In terms of the provisions of the SEBI ESOP Regulations, the ESOP Scheme 2026 is required to be approved by the members by passing of special resolution.

A copy of ESOP 2025 is available for inspection at the Company's registered office / corporate office during official hours on all working days till the last date of the e-voting.

Pursuant to Section 102 of the Companies Act, 2013, the Board of the Company do hereby confirm that none of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of the stock options that may be granted to them under the ESOP Scheme 2026.

Pursuant to Clause (c) and (d) of sub-regulation 3 of Regulation 6, the Company is required to pass a separate resolution in a general meeting by way of Special resolution in the following cases

1. Grant of option, shares or other benefits, as the case may be, to employees of subsidiary or holding company;
2. Grant of option, shares or benefits, as the case may be, to identified employees, during any one year, equal to or exceeding one per cent. of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant of option, SAR, shares or incentive, as the case may be.

The Board accordingly recommends passing of the resolution as set out under Item No. 4, 5 and 6 for approval of the members as a special resolution in the AGM.

Item No. 7:

Pursuant to Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have the audit of its cost records conducted by a Cost Accountant in practice. Further, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board must be ratified by the Members of the Company. The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of Vivekbrata Mukherjee. (Firm Registration No. 101727), as the Cost Auditors of the Company to conduct audit of the cost records of the Company for the financial year ending March 31, 2027 at a remuneration decided by the board plus applicable taxes and out of pocket expenses.

Consent Cum Declaration has been received from the above Cost Auditor regarding his consent and eligibility for appointment as Cost Auditor will be available for inspection of the Members electronically during the AGM.

None of the Directors, Key Managerial Personal or their relatives are concerned or interested financial or otherwise in the aforesaid resolution.

The Board of Directors recommend to pass necessary resolution as set out in the Notice by way of an Ordinary Resolution.

AFFORDABLE ROBOTIC & AUTOMATION LIMITED

Registered Office: Village Wadki, Gat No.1209, Taluka Haveli, Dist. Pune – 412308

Corporate Identity Number (CIN): L29299PN2010PLC135298

Phone: +91 77 2001 8914, **Email**: cs@arapl.co.in, **Website**: www.arapl.co.in

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]

Name of the member(s): ....

Registered address: ....

E-mail ID: ....

Folio No. / DP ID No. and Client ID No.: ....

I/We being the member(s) of ....

shares of Affordable Robotic & Automation Limited, hereby appoint:

(1) Name: ....E-mail ID: ....

Address: ....

Signature: .... or failing him/her;

(2) Name: ....E-mail ID: ....

Address: ....

Signature: .... or failing him/her;

(3) Name: ....E-mail ID: ....

Address: ....

Signature: .... or failing him/her;

as my / our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the SEVENTEENTH ANNUAL GENERAL MEETING of the Company to be held on Wednesday, 30th day of September, 2026 at 11.00 a.m. at the registered office of the Company situated at Village Wadki, Gat No. 1209, Taluka Haveli, Dist. Pune 412308 and at any adjournment thereof in respect of following resolutions:

Sr. No.	Resolution	Optional*		
		For	Against	Abstain
Ordinary Business				
1	To receive, consider and adopt the Standalone Audited 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 receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the Auditors Reports thereon.			
3	To appoint a Director in place of Mr. Manohar Padole (DIN 02738236), who retires by rotation in terms of Section 152(6) of the Companies Act 2013, and being eligible, offers himself for re-appointment.			

Special Business				
4	Approval For Termination of Employee Stock Option Plan Scheme 2021 ('ESOP Scheme 2021')			
5	Approval For Implementation of Employee Stock Option Plan Scheme 2026 ('ESOP Scheme 2026')			
6	Approval For Extension of Benefits of the Employee Stock Option Plan Scheme 2026 ("ESOP Scheme 2026") to The Eligible Employees of the Group Companies Including Holding, Subsidiary and Associate Companies of the Company			
7	Ratification of Remuneration of Cost Auditors			

Affix
Revenue
Stamp

Signed this __________day of __________________, 2026

Signature of the Member (shareholder) ____

Signature of Proxy holder(s) ____

Notes:

1. **This form of proxy in order to be effective, should be duly filled, signed, completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.**

2. **For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.**

3. ***It is optional to put '?' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' or 'Abstain' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she thinks appropriate.**

Please complete all details including details of member(s) in above box before submission.

AFFORDABLE ROBOTIC & AUTOMATION LIMITED

Registered Office: Village Wadki, Gat No.1209, Taluka Haveli, Dist. Pune – 412308

Corporate Identity Number (CIN): L29299PN2010PLC135298

Phone: +91 77 2001 8914, **Email**: cs@arapl.co.in, **Website**: www.arapl.co.in

ATTENDANCE SLIP

17TH ANNUAL GENERAL MEETING ON WEDNESDAY, 30TH DAY OF SEPTEMBER, 2026 at the registered office of the Company situated at Village Wadki, Gat No. 1209, Taluka Haveli, Dist. Pune 412308, at 11.00 A.M.

Folio No.:	
DP ID No.:	
Client ID No.:	
No. of Shares:	

I/We hereby record my/our presence at the Seventeenth Annual General Meeting of the Company at the registered office of the Company situated at Village Wadki, Gat No. 1209, Taluka Haveli, Dist. Pune 412308, at 11.00 a.m. on Wednesday, 30th day of September, 2026.

Name of the Member: ____Signature: ____________________

Name of the Proxy holder: ____Signature: ____________________

Notes:

a) **Only Member/Proxy holder can attend the Meeting.**

b) **Please complete the Folio No./DP ID No., Client ID No. and name of the Member/Proxy holder, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.**

c) **A Member/Proxy holder attending the meeting should bring copy of the Annual Report for reference at the meeting.**

Route Map:

AFFORDABLE ROBOTIC & AUTOMATION LIMITED

VILLAGE WADKI, GAT NO. 1209, TALUKA HAVELI, DIST. PUNE PUNE MH 412308 IN

Please scan this QR code to access the route map for AGM Venue provided below