



AFFORDABLE ROBOTIC & AUTOMATION LIMITED
(Formerly known as Affordable Robotic & Automation Private Limited)
CIN: L29299PN2010PLC135298

Registered Office: Village Wadki, Gat No. 1209, Taluka Haveli, Dist. Pune, MH 412308 IN
Website: www.arapl.co.in **Ph. No.:** +91 7720018914 **E-mail Id:** cs@arapl.co.in

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013, as amended (hereinafter referred to as the "Act") read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020 and General Circular No. 33/2020 dated September 28, 2020, General Circular No.39/2020 dated December 31, 2020 issued by Ministry of Corporate Affairs, Government of India ("MCA Circulars"), pursuant to other applicable laws and regulations, for seeking approval of members of Affordable Robotic & Automation Limited (the "Company") to the proposed resolution appended below through Postal Ballot, only through remote voting by electronic means ("remote e-voting").

SPECIAL BUSINESS:

Item No.1

TO APPROVE 'AFFORDABLE ROBOTIC AND AUTOMATION LIMITED EMPLOYEE STOCK OPTION PLAN 2021' ("ESOP 2021" / "PLAN");

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 all other applicable provisions, if any, of the Companies Act, 2013, Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and pursuant to the provisions contained in the Securities and Exchange Board of India Regulations in this respect ("the Guidelines"), the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval and consent of the Company be and are hereby accorded respectively to the 'Affordable Robotic and Automation Limited Employee Stock Option Plan 2021' ("ESOP 2021" / "Plan") and to the Board of Directors of the Company (hereinafter referred

to as "the Board" which term shall be deemed to include any Committee, including the Compensation Committee which the Board may constitute to exercise its powers, including the powers, conferred by this resolution) to create, offer and grant from time to time up to 1,25,000 (One Lac Twenty Five Thousand) Options to the permanent employees, existing and future, including the Whole-time Directors (but excluding the Independent Director/s and Promoters) of the Company, as may be decided solely by the Board under the Plan, exercisable into not more than 1,25,000 (One Lac Twenty Five Thousand) Equity Shares of face value of Rs. 10 each fully paid up, in one or more tranches, on such terms and in such manner as the Board may decide in accordance with the provisions of the law."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot Equity Shares to the eligible employees and Directors of the Company upon exercise of Options from time to time in accordance with ESOP 2021."

"RESOLVED FURTHER THAT the Equity Shares to be allotted and issued by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing Equity Shares of the Company."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional Equity Shares are required to be issued by the Company to the Option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling of Equity Shares as approved above shall be deemed to increase to the extent of such additional Equity Shares issued."

"RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of Shares to be allotted and the exercise price payable by the Option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value of Rs. 10 per Equity Share shall bear to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the terms and conditions of the Employee Stock Options or of the Plan from time to time including but not limited to suspend, withdraw, terminate or revise the ESOP 2021 as it may deem fit at its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013, any Rules issued in this behalf, the Memorandum and Articles of Association of the Company and any other applicable laws."

**By Order of the Board of Directors
For Affordable Robotic & Automation Limited
(Formerly known as Affordable Robotic & Automation Private Limited)**

**Milind Padole
Managing Director
(DIN: 02140324)**

Date: April 19, 2021
Place: Pune

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto and forms part of the Notice.
2. The Board of Directors of the Company has appointed Shri. Sandeep Kulkarni (Membership No. 9125), Practicing Company Secretaries of M/s. Sandeep Kulkarni & Associates, Company Secretaries, as a Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent only by email to those members who have registered their email address with their Depository Participant(s) (“DPs”) or with Link Intime India Private Limited (“LI IPL”), Registrars and Share Transfer Agent of the Company (“RTA”) and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on Friday, April 16, 2021 (‘Cut-off date’) in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India’s General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020 and General Circular No. 33/2020 dated September 28, 2020, General Circular No.39/2020 dated December 31, 2020 (MCA Circulars”). In accordance with the aforesaid MCA Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot. The communication of the assent or dissent of the members would take place through the process of remote e-voting only.
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 for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the “Remote e-voting”).
5. The Notice of Postal Ballot is also placed on the website of the Company i.e. www.arapl.co.in and the website of Link Intime India Private Limited i.e. www.linkintime.co.in and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed i.e. BSE Ltd. (www.bseindia.com).
6. Members who have not registered their email address with the Company or Depositories, may complete the email registration process as under:
 - 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 Link Intime India Pvt. Ltd. by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their website www.linkintime.co.in at the Investor Services tab by choosing the e-mail registration heading and follow 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 LIPL at rnt.helpdesk@linkintime.co.in

On submission of the shareholders 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.

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

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

► Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID: Enter your User ID

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders/ members holding shares in **CDSL demat account shall provide either ‘C’ or ‘D’, above**
- Shareholders/ members holding shares in **NSDL demat account shall provide ‘D’, above**
- Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

► 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).

► Click “confirm” (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on 'Login' under '**SHARE HOLDER**' tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.
4. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
5. E-voting page will appear.
6. 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).
7. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. 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.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

If you have forgotten the password:

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- 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.
- 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".

Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022-4918 6000.

- 8.** The e-voting period commences on Tuesday, April 20, 2021 at 09:00 A.M. and ends on Wednesday, May 19, 2021 at 5:00 P.M. The remote e-voting module shall be disabled for voting thereafter. During this period, the members of the Company holding shares, as on the cut-off date, being Friday, April 16, 2021, may cast their vote by electronic means in the manner and process set out hereinabove. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change it subsequently.
- 9.** The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the Company, as on Friday, April 16, 2021.
- 10.** The Scrutinizer will submit the results to the Chairman or any authorised person of the Company after completion of the scrutiny of the e-voting, and the results of the voting by Postal Ballot will be announced on or before Friday, May 21, 2021 at the Registered Office of the Company at Village Wadki, Gat No. 1209, Taluka Haveli, Dist. Pune MH 412308 IN.
- 11.** The result of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the Company's website www.arapl.co.in and also on the website of Link Intime India Private Limited and shall be communicated to the Stock Exchanges where the Company's shares are listed. The result of the Postal Ballot will also be displayed at the Registered Office of the Company.
- 12.** Resolutions passed by the members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the members convened in that behalf. The resolution, if approved by the requisite majority of members by means of Postal Ballot, shall be deemed to have been passed on the last date of voting, i.e. Wednesday, May 19, 2021.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
FORMING PART OF THE NOTICE**

Item No. 1

The Company is planning to come out with an ESOP Scheme to motivate employees, who are consistently performing well, and to give them opportunity to participate and gain from the Company's performance, thereby, acting as a retention tool as well as to align the efforts of such talent towards long term value creation in the organization and to attract new talent.

To promote the culture of employee ownership in the company, approval of the Shareholders is being sought for issue of stock options to the employees of the Company.

The main features of the ESOP 2021 are as under:

The disclosures in pursuance of Companies (Share Capital and Debentures) Rules, 2014 are as follows:

a. Total number of Options to be granted:

1,25,000 (One Lac Twenty-Five Thousand) Options exercisable into 1,25,000 (One Lac Twenty-Five Thousand) Equity Shares in the Company of face value of Rs. 10 each fully paid-up, would be available for grant to the eligible employees of the Company under ESOP 2021, in one or more tranches.

Vested options lapsed due to non-exercise and/or unvested options that get cancelled due to resignation of the employees or otherwise, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed / cancelled options as per the provisions of ESOP 2021.

In case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment shall be made to the Options granted.

b. Identification of classes of employees entitled to participate in the Employee Stock Option Scheme(s):

Following classes of employees are entitled to participate in the ESOP 2021:

- (i) a permanent employee of the Company working in India or out of India; or
- (ii) a director of the Company, whether a whole time director or not; or
- (iii) an employee, as defined in sub-clauses (i) or (ii) in this Para, of a subsidiary, in India or out of India,

but excludes

- (i) an employee who is a promoter or belongs to the promoter group;
- (ii) a director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the outstanding equity Shares of the Company and
- (iii) an independent director.

c. Appraisal process for determining the eligibility of employees under ESOP 2021:

The Options shall be granted to the employees as per performance appraisal system of the Company.

d. Requirements of vesting and period of vesting:

The Options granted shall vest so long as an employee continues to be in the employment of the Company. The Board may, at its discretion, lay down certain performance metrics on the achievement of which such Options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options granted would vest subject to the vesting period of 3 years.

e. Maximum period within which the Options shall be vested:

Options granted shall vest at the end of 3 years from the date of grant of Options.

f. Exercise price or pricing formula:

The exercise price shall be determined by the Board on the recommendation of the Nomination, Remuneration and Compensation Committee.

g. Exercise period and the process of exercise:

The Vested Options can be exercised by the employee within an Exercise Period of 5 years from date of vesting of options.

The vested Option shall be exercisable by the Employees by a written application to the Company/ Board expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Board from time to time. The Options shall lapse if not exercised within the period specified in the ESP 2021 Scheme.

h. Lock-in period, if any:

There shall not be any lock-in period post exercise of Options.

i. Maximum number of Options to be issued per employee and in aggregate:

The number of Options that may be granted to any specific employee under the Plan shall not exceed 1% of the issued Equity Share Capital of the Company at the time of grant of Option.

j. Method of Option valuation:

The Company shall and is presently complying with the requirements of Accounting Standards and is using Fair Value method.

k. Conditions under which Vested Options may lapse:

Vested Options shall lapse in case of (i) Termination due to misconduct or due to breach of company policies or the terms of employment, and (ii) Abandonment of this Scheme. In the

event of resignation or termination of the employee the options which are granted and yet to be vested as on that day shall lapse. However employee is entitled to retain all the vested options subject to the terms and conditions as may be specified by the Board in this regard.

l. Exercise period in case of proposed termination of employment or resignation of employee:

In case of resignation or termination other than due to misconduct or breach of Company policies/ terms of employment, the Vested Options can be exercised by the employee within 60 days of his last working day with the Company. Thereafter the vested options cannot be exercised.

m. Adherence to applicable Accounting Standards:

The Company shall comply with the applicable Accounting Policies/ Standards from time to time.

n. Whether the scheme(s) is to be implemented and administered directly by the company or through a trust;

Scheme is to be implemented and administered directly by the Company.

o. Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both;

Scheme(s) involves new issue of shares by the company

p. the amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.;

Not applicable as Scheme is to be implemented and administered directly by the Company.

q. 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(s);

Nil.

As ESOP 2021 contemplates issue of Shares to persons other than existing Shareholders of the Company, consent of the members is being sought pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder.

A copy of the Plan shall be kept for inspection by the members for 2 days i.e. on the date of this General Meeting and one day prior to it at in registered office of the company situated at Village Wadki, Gat No. 1209, Taluka Haveli, Dist. Pune Pune MH 412308 during office hours.

None of the Directors, Key Managerial Personnel of the Company are in any way, concerned or interested in the resolution, except to the extent of the Shares that may be offered to them under the ESOP 2021.

The Directors recommend the resolution for your approval by way of Special Resolution.

**By Order of the Board of Directors
For Affordable Robotic & Automation Limited
(Formerly known as Affordable Robotic & Automation Private Limited)**

**Milind Padole
Managing Director
(DIN: 02140324)**

Date: April 19, 2021
Place: Pune