

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 Rule 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**") including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the "**MCA**"), Secretarial Standard – 2 on general meeting (the "**SS-2**"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 3/2022 dated 5th May, 2022 and General Circular No. 11/2022 dated December 28, 2022 (the "**MCA Circulars**") in furtherance to the above said MCA Circulars, the Company will send Postal Ballot Notice only by email to all its shareholders who have registered their email addresses with the Company / Registrar and Share Transfer Agent ("**RTA**") or Depository / Depository Participants and the communication of assent / dissent of the shareholders will only take place through the remote e-voting system. This Postal Ballot process is accordingly being initiated in compliance with the abovementioned MCA Circulars.

As permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. Hence, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope (BRE) will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting facility. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules and the MCA Circulars, the Company has extended only the remote e-voting facility for its shareholders, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form. The instructions for remote e-voting are appended to the Notice. The shareholders can vote on the resolutions through remote e-voting facility. Assent (FOR) or dissent (AGAINST) of the shareholders of the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

The Statement pursuant to Section 102 (1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.

Pursuant to Rule 22 (5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company, at its meeting held on Friday, October 06, 2023 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 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 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 remote e-voting facility to all its shareholders to cast their votes 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 Sunday, November 19, 2023 (the last day to cast vote electronically) to be eligible for being considered.

Items of Special Business requiring consent of shareholders through Postal Ballot:

1. Increase in the limits applicable for making investments/extending loans and giving guarantees or providing securities in connection with loans to Persons/ Bodies Corporate:

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 186 of the Companies Act, 2013 (‘Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and the provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which expression includes any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as it may in its absolute discretion deem beneficial and in the interest of the Company, subject to however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 49.28 Crore over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company i.e., ₹ 35.68 Crore or 100% of free reserves and securities premium account of the Company i.e., Rs. 49.28 Crore, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

“RESOLVED FURTHER THAT in terms of the provisions of Section 186 of the Act, where a loan or guarantee is given or where a security has been provided by the Company to its wholly owned subsidiary company or a joint venture company, or acquisition is made by the Company, by way of subscription, purchase or otherwise of, the securities of its wholly owned subsidiary company, the aforementioned limits shall not apply.”

“RESOLVED FURTHER THAT the Board and such person(s) authorized by the Board, be and are hereby authorized, to negotiate, finalize and execute all deeds and documents and take all such steps and do all such acts, deeds and things as may be deemed proper, necessary, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including but not limited to settle any questions or resolve difficulties that may arise in this regard.”

2. Approve the Material Related Party Transactions

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

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), read with Section 188 of the Companies Act, 2013 (the “Act”) and other applicable provisions, if any along with the Rules made thereunder and other applicable laws including any amendments, modifications, variations or re-enactments thereof and the Company’s Policy on the Materiality of Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company to enter into and/or continue the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) in terms of the explanatory statement to this resolution on the respective material terms & conditions set out in the explanatory statement.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer/ executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company / Subsidiaries in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

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

Place: Pune

Date: October 06, 2023

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, October 13, 2023 and whose e-mail IDs are registered with the Company/ Depositories. For receiving copy of postal ballot notice, members who have not yet registered their email addresses are requested to get 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 and on the website of BSE at www.bseindia.com. 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 for facilitating 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 Monday, November 20, 2023 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 Company at info@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 Cut-off date i.e., Friday, October 13, 2023, being the 'cut-off date' fixed for this purpose. Any person who is not a member as on cut-off date should treat this notice for information purpose only.
7. The voting period will commence from **Saturday, October 21, 2023 at 09:00 AM** and end **Sunday, November 19, 2023 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 subsequently.
8. The Company has appointed CS Deepti Maheshwari, Practicing Company Secretary, Pune (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., Sunday, November 19, 2023.
10. The declared results along with the report of Scrutinizer shall be intimated to BSE where the shares of the Company are listed and will be uploaded on www.bseindia.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 Sunday, November 19, 2023, being the last date specified by the Company for e-voting."
11. The Scrutinizer shall, after conclusion of the voting period, prepare report of the votes cast in favour 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 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/email_reg./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.

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

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e., LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants
You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e., Link Intime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: -

A. User ID:

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

B. 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.

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 holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

Shareholders holding shares in **NSDL form, shall provide '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).

3. Click on 'Login' under **'SHARE HOLDER'** tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'**.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon.
2. E-voting page will appear.
3. 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).
4. 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.

Guidelines for Institutional shareholders:

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.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for 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 a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

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

In case shareholders is having 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 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.*

User ID for Shareholders holding shares in Physical Form (i.e., Share Certificate): Your User ID is Event No + Folio Number registered with the Company

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

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- 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: October 06, 2023

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: Increase in the limits applicable for making investments/extending loans and giving guarantees or providing securities in connection with loans to Persons/ Bodies Corporate:

The Board of Directors of the Company, from time to time, invests the Company's funds in other bodies corporate to make optimum utilization of funds available with the Company to achieve long term strategic and business objectives. In terms of the provisions of Section 186 of the Act read with Companies (Meetings of Board and its Powers) Rules, 2014, as amended, the Company is permitted to, directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate, up to 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher. Further, in terms of the provisions of this section, where the giving of any loan or guarantee or providing any security or the acquisition exceeds the limits specified in section 186(2) of the Act, prior approval of the Members of the Company, by means of Special Resolution is required to be passed at the general meeting of the Company.

The Company is proposing a rights issue of Equity Shares for an amount not exceeding ₹ 50 crores. One of the objects of the rights issue is infusion of funds in our Subsidiary, ARAPL RaaS Private Limited towards funding of working capital requirements.

Pursuant to the latest Audited balance sheet as on March 31, 2023, 60% of the paid-up share capital, free reserves and securities premium account aggregates to ₹ 35.68 Crore whereas 100% of its free reserve and securities premium account aggregates to ₹ 49.28 Crore. As on March 31, 2023, the aggregate value of investments made and guarantees, securities issued by the Company, is ₹ 0.02 Crore. Therefore, the maximum limit available to the Company under Section 186(2) for making investments or giving loans or providing guarantees sums up to ₹ 49.26 Crore. Since the proposed investments exceed the limits provided in Section 186(2) of the Act, it is proposed to seek prior approval of the Members by way of special resolution to enhance the existing limits to ₹ 100 crore.

In view of above, you are requested to grant your consent to above said special resolution as set out herein in the Postal Ballot Notice of the Company. None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

The Board recommends the special resolution set forth at Item No. 1 of the Notice for approval of the Members.

Item No. 2: Approve the Material Related Party Transactions:

The Board of Directors of the Company have pursuant to a resolution passed in their meeting held on Friday, October 06, 2023 approved rights issue of equity shares having face value of ₹ 10/-. One of the objects of the proposed rights issue shall be infusion of funds in our Subsidiary by way of investment in the equity share capital of our Subsidiary, ARAPL RaaS Private Limited towards funding of its working capital requirements.

In furtherance to the above, the Company and its Subsidiaries will enter into transactions / contract(s) / agreement(s) / arrangement(s) in terms of Regulation 2(1)(zc)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

All related party transactions of the Company and its Subsidiaries are at arm's length and in the ordinary course of business.

Further, all related party transactions are undertaken after obtaining prior approval of the Audit Committee. The Audit Committee of the Company currently comprises majority of Independent Directors. All related party transactions have

been unanimously approved by the Audit Committee after satisfying itself that the related party transactions are at arm's length and in the ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into by the Company during the previous quarter, pursuant to its approvals.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/ CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 (“**SEBI Master Circular**”) are set forth below:

S. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity, including nature of its concern or interest (financial or otherwise)	ARAPL RaaS Private Limited ARAPL RaaS Private Limited is a subsidiary company of the Company wherein the Company holds 81.20% of stake. ARAPL RaaS Private Limited was incorporated on October 17, 2021 for carrying on business of godown / warehouse automation.
2.	Type, tenure, material terms and particulars	The Board of Directors of the Company have pursuant to a resolution passed in their meeting held on [October 6, 2023] approved rights issue of equity shares having face value of ₹ 10/-. One of the objects of the proposed rights issue shall be infusion of funds in ARAPL RaaS Private Limited by way of investment in the equity share capital of our Subsidiary, ARAPL RaaS Private Limited towards funding of its working capital requirements. The Company proposed to invest an amount not exceeding ₹ 50 crores in ARAPL RaaS Private Limited. The investment will be made to fund the working capital required of ARAPL RaaS Private Limited. The above arrangements shall be continuing business transactions. Approval of the shareholders is being sought for transactions during the next two financial years i.e., from 2023- 2024 and 2024-2025.
3.	Value of the proposed transaction	The investment in ARAPL RaaS Private Limited by way of investment in the equity share capital shall not exceed ₹ 50 crores. The exact amount of the investment shall be disclosed in the Draft Letter of Offer and the Letter of Offer proposed to be filed by the Company, in relation to the proposed rights issue.
4.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	The estimated transaction value for investment in the equity share capital of ARAPL RaaS Private Limited for 2023-24 represents 37.16% of the annual consolidated turnover of the Company for 2022-23.
5.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
6.	Details of the source of funds in connection with the proposed transaction	The Board of Directors of the Company have pursuant to a resolution passed in their meeting held on [October 6, 2023] approved rights issue of equity shares having face value of ₹ 10/-. One of the objects of the proposed rights issue shall be infusion of funds in our Subsidiary by way of investment in the equity share capital of our Subsidiary, ARAPL RaaS Private Limited towards funding of its working capital requirements. The Net Proceeds received from the rights issue shall be utilised towards investing in the share capital of ARAPL RaaS Private Limited.
7.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	ARAPL RaaS Private Limited shall utilise the funds towards funding of its working capital requirements.

S. No.	Particulars	Details
8.	i) where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investments, <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; ii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
9.	Justification as to why the RPT is in the interest of the listed entity	It is required to fulfil the Capex and Working Capital Requirement of ARAPL RaaS Private Limited.
10.	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 the registered email address of the shareholders	Not Applicable
11.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	The estimated transaction value for investment in the equity share capital of ARAPL RaaS Private Limited for 2023-24 represents 6651% of the annual consolidated turnover of the ARAPL RaaS Private Limited for 2022-23.
12.	Any other information that may be relevant	Further details in respect of the transaction shall be disclosed in the Draft Letter of Offer and the Letter of Offer proposed to be filed by the Company in respect of the proposed rights issue.

Rahul Milind Padole and Milind Manohar Padole, Director are Managing Directors of the Company and are also directors of ARAPL RaaS Private Limited.

The said Directors and their relatives, to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the said transactions. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions.

Pursuant to Regulation 23 of the Listing Regulations, Members may also note that no related party of the Company shall vote to approve the Ordinary Resolutions set out at Item No. 2 whether the entity is a related party to the particular transaction or not.

The Board commends the Ordinary Resolutions set out at Item No. 2 of the Notice for approval by the Members.

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

Place: Pune
Date: October 06, 2023

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