



AFFORDABLE ROBOTIC AND AUTOMATION LIMITED

(Previously Known as Affordable Robotic and Automation Pvt. Ltd)

Gat No 1209, Village Wadaki, Tal Haveli, Pune-Saswad Road, Pune 412308, Maharashtra, India.

● Email: account@arapl.co.in ● Mobile: 7720018914 ● Website : www.arapl.co.in

● CIN : L29299PN2010PLC135298

Date: September 06, 2023

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400001.

BSE Scrip Code: 541402

Subject: Notice of 14th Annual General Meeting (AGM) along with of E-voting period

Dear Sir/madam,

This to inform you that the 14th Annual General Meeting (AGM) of the Company will be held on Thursday, 28th September, 2023 at 11.00 a.m. at the registered office of the Company situated at Village Wadki, Gat No. 1209, Taluka Haveli, Dist. Pune 412308.

Notice of Annual General Meeting is attached herewith.

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) Regulation, 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 Monday, September 25, 2023 (10.00 a.m. IST) and ends on Wednesday, September 27, 2023 (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 take the above on record.

Thanking you,

Yours faithfully,

For Affordable Robotic & Automation Limited

Manohar Padole
Whole-time Director
DIN: 02738236

Encl: As stated

NOTICE

NOTICE is hereby given that the **Fourteenth** Annual General Meeting of Affordable Robotic & Automation Limited will be held on **Thursday, the 28th day of September, 2023** 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 and Consolidated Audited Financial Statements of the Company for the financial year ended 31st March 2023, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rahul Padole (DIN 07891092), as Director who is liable to retire by rotation in terms of Section 152(6) of the Companies Act 2013 and who, being eligible, offers himself for re-appointment.

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 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Mr. Rahul Padole (DIN 07891092), Director, retiring by rotation and being eligible for re-appointment, has confirmed his eligibility and willingness to accept the office, be and is hereby re-appointed as Director of the Company.

Special Business:

3. To consider and approve re-appointment of Mr. Milind Manohar Padole (DIN: 02140324) as a Managing Director for a period of five (05) years

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), the consent of the members of the company be and is hereby accorded for re-appointment of Mr. Milind Manohar Padole (DIN: 02140324), as a Managing Director of the company, for a period of 5 (Five) years with effect from January 31, 2023 to January 30, 2028, and payment of such remuneration as may be determined by the Board or any of its committee..

RESOLVED FURTHER THAT the Board of Directors or any of its committee be and is hereby authorised to do all such acts, deeds, things, matters, e-filings and take all such steps as may be necessary, proper or expedient to give effect to the forgoing resolution.

4. To consider and approve the re-appointment of Mr. Manohar Padole (DIN: 02738236) as a Whole-Time Director of the Company for a period of five (05) years

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and 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}, on the recommendation of the Nomination & Remuneration Committee and that of the Board of Directors (hereinafter referred to as the “Board” which term shall include the Nomination & Remuneration Committee of the Board), consent of the Members be and is hereby accorded for the re-appointment of Mr. Manohar Padole (DIN: 02738236), as a Whole-Time Director of the Company for a further period of five (05) years effective from 31 January 2023 to 30 January 2028, with liberty to the Board to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To consider and approve the re-appointment of Mr. Bharat Kishore Jhamvar as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Bharat Kishore Jhamvar (DIN: 00211297), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from January 24, 2018 upto January 23, 2023 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from January 24, 2023 to January 23, 2028 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

6. To consider and approve the re-appointment of Rohan Vijay Akolkar as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Rohan Vijay Akolkar (DIN: 08054900), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from January 24, 2018 upto January 23, 2023 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from January 24, 2023 to January 23, 2028 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

7. To consider and approve the re-appointment of Ajay Vishnu Deshmukh as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Ajay Vishnu Deshmukh (DIN: 02834231), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from January 24, 2018 upto January 23, 2023 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from January 24, 2023 to January 23, 2028 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

8. Regularisation of additional director, Mr. Shailesh Shreekant pandit by appointing him as an independent director

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

“RESOLVED THAT Mr. Shailesh Shreekant Pandit (DIN 00642265), who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from July 22, 2023 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Article 129 of the Articles of Association of the Company be and is hereby appointed as Independent Director of the Company.”

“RESOLVED FURTHER THAT, pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, the appointment of Mr. Shailesh Shreekant Pandit (DIN 00642265), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing July 22, 2023 to July 21, 2028, be and is hereby approved.”

9. To Approve Continuation of Bhagirathi Manohar Padole (Din: 08048862) As A Non-Executive Director Beyond The Age Of 75 Years

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 Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, consent of the Members of the Company be and is hereby accorded for continuation of directorship of Bhagirathi Manohar Padole (DIN: 08048862), as Non-Executive Director of the Company beyond the age of 75 years as on date.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally and/or jointly authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

10. To Approve Related Party Transactions:

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 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (LODR) Regulations, 2015 and including any statutory modification(s) or re-enactment thereof

for the time being in force, the consent and approval of the Company be and is hereby accorded to related party transactions by the Company with the respective related parties, as mentioned herein below:

Sr. No.	Nature of transaction as per Section 188 of the Companies Act, 2013	Name of the Director/KMP who is related and nature of their relationship	Name of the Related Party	Amounts (In Lakhs)
1.	Transaction/s Arrangements / Contracts of Purchase / Sale of Goods / Services	Milind Padole Managing Director of the Company (Director Remuneration)	Director and Shareholder of the Company	83.76
2.	Transaction/s Arrangements / Contracts of Purchase / Sale of Goods / Services	Milind Padole Managing Director of the Company (Car Rent)	Director and Shareholder of the Company	4.80
3.	Transaction/s Arrangements / Contracts of Purchase / Sale of Goods / Services	Manohar Padole Whole time Director of the Company (Director Remuneration)	Director and Shareholder of the Company	29.76
4.	Transaction/s Arrangements / Contracts of Purchase / Sale of Goods / Services	Rahul Padole Director of the Company (Director Remuneration)	Director and Shareholder of the Company	15.72
5.	Transaction/s Arrangements / Contracts of Purchase /	Masterji.AI Pvt Ltd (Loans and Advances given)	Subsidiary of the Company	97.04
6.	Transaction/s Arrangements / Contracts of Purchase /Sale of Goods / Services	Masterji.AI Pvt Ltd (Loans and advances received back)	Subsidiary of the Company	1.50
7	Transaction/s Arrangements / Contracts of Purchase /Sale of Goods / Services	ARAPL RaaS Pvt Ltd.(Sales)	Subsidiary of the Company	84.53
8.	Transaction/s Arrangements / Contracts of Purchase /Sale of Goods / Services	ARAPL RaaS Pvt Ltd.(Loans and Advances given)	Subsidiary of the Company	341.82
9.	Transaction/s Arrangements / Contracts of Purchase /Sale of Goods / Services	ARAPL RaaS Pvt Ltd.(Loans and advances received back)	Subsidiary of the Company	341.82
10	Transaction/s Arrangements / Contracts of Purchase /Sale of Goods / Services	Masterji.AI Pvt Ltd (Investment)	Subsidiary of the Company	0.02

RESOLVEO FURTHER THAT, the Board of Directors of the Company be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company."

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

Date: August 28, 2023
Place: Pune

By Order of the Board of
Affordable Robotic & Automation Ltd.

Sd/-
Milind Padole
Managing Director
DIN: 02140324

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.**
2. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September 2023 to 28th September 2023 (both days inclusive) in terms Section 91 of the Companies Act, 2013 and of Regulation 42 of SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015.
3. No unpaid/ unclaimed dividend is due for transfer to Investor Education & Protection Fund (IEPF) in the year 2022-23.
4. 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.
5. 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, Link Intime India Private Limited.
6. The Company's Registrar and Share Transfer Agents, Link Intime India Pvt Ltd undertake the transfer of shares. Their address is as follows: **Link Intime India Pvt. Ltd, C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083.** And having Branch office at, **Link Intime India Pvt Ltd, 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 Link Intime India Pvt Ltd at the above address.)**
7. 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.
8. 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).
9. 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 Thirteenth Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Link Intime India Private Limited (LI IPL):

II. Instructions for shareholders to vote electronically:

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

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

<u>Type of shareholders</u>	<u>Login Method</u>
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e- Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast yourvote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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, user will be provided links for the respective ESP where the E Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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 PDFformat in the **‘Custodian / Mutual Fund / Corporate Body’** login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, 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.

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

- Shareholders/ members 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”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e., NSDL/ CDSL, they may contact the respective helpdesk given below:

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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional Shareholders & e-voting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders 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.

InstaVote Support Desk; Link Intime India Private Limited

- 10.** The e-voting period commences on 25th September 2023 (09:00 A.M.) and ends on 27th September 2023 (5:00 P.M.). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date (record date) of 21st September 2023 may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- 11.** 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 21st September 2023.
- 12.** The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman/Managing Director of the Company.
- 13.** 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 LINK INTIME within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE 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. Members are required to update their Email ID and Contact details with their Depository Participants (DP).
- 16.** Members may also note that the Notice of the 14th Annual General Meeting and the Annual Report for 2022-23 will also be available on the Company's website www.arapl.co.in for their download.
- 17.** 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.

Regulation 36 of SEBI (LODR) Regulations, 2015 permits sending of soft copies of Annual Reports to all those members who have registered their email addresses for the purpose.

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. In light of the requirements prescribed by the aforesaid circulars,

for those Members whose Depository Participant accounts do not contain the details of their email address, printed copies of the Notice of Annual General Meeting and Annual Report for the year ended March 31, 2023 would be dispatched.

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

By Order of the Board of
Affordable Robotic & Automation Ltd.

Sd/-

Date: August 28, 2023
Place: Pune

Milind Padole
Managing Director
DIN: 02140324

Explanatory Statement pursuant to Section 102 of the Companies, Act, 2013:

Item No. 3

Mr. Milind Padole was appointed as a Managing Director for a term of 5 years, he has been associated with the Company for a considerable period and has played a pivotal role in the growth and success of the Company. His experience and expertise have been instrumental in positioning the Company as a leading player in the industry. Under his leadership, the Company has achieved significant milestones and has consistently delivered good results to the shareholders

Considering his background and experience, the Board is of the opinion that re-appointment and presence of Mr. Milind Padole as a Managing Director will be desirable, beneficial and in the best interest of the Company.

In terms of the provisions of the Companies Act, 2013, consent of the shareholders is required for appointment of Milind Padole as a Managing Director of the Company for another term of 5 years. As such, the Board recommends the resolution set out in item no. 3 of the accompanying Notice for approval and adoption of the Members.

The Board of Directors recommends passing of Special resolution. None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution except Mr. Milind Padole, Mr. Manohar Padole, Mr. Rahul Padole and Mrs. Bhagirathi Padole.

Item No. 4

Mr. Manohar Padole (DIN: 02738236) was appointed as a Whole-Time Director for a term of 5 years, he has been associated with the Company for a considerable period and has played a pivotal role in the growth and success of the Company. His experience and expertise have been instrumental in positioning the Company as a leading player in the industry. Under his leadership, the Company has achieved significant milestones and has consistently delivered good results to the shareholders

Considering his background and experience, the Board is of the opinion that re-appointment and presence of Mr. Manohar Padole (DIN: 02738236) as a Whole-Time Director will be desirable, beneficial and in the best interest of the Company.

In terms of the provisions of the Companies Act, 2013, consent of the shareholders is required for appointment of Manohar Padole (DIN: 02738236) as a Whole-Time Director of the Company for another term of 5 years. As such, the Board recommends the resolution set out in item no. 4 of the accompanying Notice for approval and adoption of the Members.

The Board of Directors recommends passing of Special resolution. None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution except Mr. Milind Padole, Mr. Manohar Padole, Mr. Rahul Padole and Mrs. Bhagirathi Padole.

Item No. 5

Mr. Bharat Kishore Jhamvar (DIN: 00211297) was appointed as an Independent Director for a term of 5 years, he has been associated with the Company for a considerable period and has played a pivotal role in the growth and success of the Company.

Considering his background and experience, the Board is of the opinion that re-appointment and presence of Mr. Bharat Kishore Jhamvar (DIN: 00211297) as an Independent Director will be in the best interest of the Company.

In terms of the provisions of the Companies Act, 2013, consent of the shareholders is required for appointment of Bharat Kishore Jhamvar (DIN: 00211297) as an Independent Director of the Company for another term of 5 years. As such, the Board recommends the resolution set out in item no. 5 of the accompanying Notice for approval and adoption of the Members.

The Board of Directors recommends passing of Special resolution. None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 6

Mr. Rohan Vijay Akolkar (DIN: 08054900) was appointed as an Independent Director for a term of 5 years, he has been associated with the Company for a considerable period and has played a pivotal role in the growth and success of the Company.

Considering his background and experience, the Board is of the opinion that re-appointment and presence of Rohan Vijay Akolkar (DIN: 08054900) as an Independent Director will be in the best interest of the Company.

In terms of the provisions of the Companies Act, 2013, consent of the shareholders is required for appointment of Rohan Vijay Akolkar (DIN: 08054900) as an Independent Director of the Company for another term of 5 years. As such, the Board recommends the resolution set out in item no. 6 of the accompanying Notice for approval and adoption of the Members.

The Board of Directors recommends passing of Special resolution. None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 7

Mr. Ajay Vishnu Deshmukh (DIN: 02834231) was appointed as an Independent Director for a term of 5 years, he has been associated with the Company for a considerable period and has played a pivotal role in the growth and success of the Company.

Considering his background and experience, the Board is of the opinion that re-appointment and presence of Mr. Ajay Vishnu Deshmukh (DIN: 02834231) as an Independent Director will be in the

best interest of the Company.

In terms of the provisions of the Companies Act, 2013, consent of the shareholders is required for appointment of Ajay Vishnu Deshmukh (DIN: 02834231) as an Independent Director of the Company for another term of 5 years. As such, the Board recommends the resolution set out in item no. 7 of the accompanying Notice for approval and adoption of the Members.

The Board of Directors recommends passing of Special resolution. None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 8

Mr. Shailesh Shreekant Pandit (DIN 00642265) was appointed as an Additional Independent Director by the board with effect from July 22nd 2023 in accordance with the provisions of Section 161 of the Companies Act, 2013.

Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company. Considering his background and experience, the Board is of the opinion that regularization of Mr. Shailesh Shreekant Pandit (DIN 00642265) as an Independent Director will be in the best interest of the Company.

In terms of the provisions of the Companies Act, 2013, consent of the shareholders is required for regularization of Shailesh Shreekant Pandit (DIN 00642265) as an Independent Director of the Company for the term of 5 years. As such, the Board recommends the resolution set out in item no. 8 of the accompanying Notice for approval and adoption of the Members.

The Board of Directors recommends passing of Special resolution. None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 9

Bhagirathi Manohar Padole (DIN: 08048862) was appointed as a Non-Executive Director of the Company with effect from January 31, 2018. In terms of Regulation 17(1A) of SEBI Listing Regulations, effective from 1st April, 2019 consent of members by way of special resolution is required for appointment or continuation of directorship of Non-Executive Director, beyond the age of 75 years. Further, Bhagirathi Manohar Padole (DIN: 08048862) has already attained the age of 75 years and thereby the approval of members is required for the continuation of her directorship from the day she attained the age of 75 years till the continuation of her Directorship.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Bhagirathi Manohar Padole (DIN: 08048862) as a Director. Accordingly, the Board recommends passing of the Special Resolution in relation to continuation of directorship of Bhagirathi Manohar Padole (DIN: 08048862) as a Director.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution except Mr. Milind Padole, Manohar

Padole, Rahul Padole and Bhagirathi Padole.

The Board recommends the Special Resolution set out at Item No. 09 of the Notice for approval of the Members.

Item No. 10

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 govern the Related Party Transactions for entering into any contract, transactions or arrangement with the related party(ies), the Company obtain the approval of Shareholders by way of a Resolution as prescribed in rule 15 of the Companies (Meeting of Board and its Power) Rules,2014

In the light of provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed transactions along with annual limit that your Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013).

The particulars of the transaction pursuant to the provisions of Section 188 and Rules made there under, are as under:

Sr. No.	Nature of transaction as per Section 188 of the Companies Act, 2013	Name of the Director/KMP who is related and nature of their relationship	Name of the Related Party	Amounts (In Lakhs)
1.	Transaction/s Arrangements / Contracts of Purchase / Sale of Goods / Services	Milind Padole Managing Director of the Company (Director Remuneration)	Director and Shareholder of the Company	83.76
2.	Transaction/s Arrangements / Contracts of Purchase / Sale of Goods / Services	Milind Padole Managing Director of the Company (Car Rent)	Director and Shareholder of the Company	4.80
3.	Transaction/s Arrangements / Contracts of Purchase / Sale of Goods / Services	Manohar Padole Whole time Director of the Company (Director Remuneration)	Director and Shareholder of the Company	29.76
4.	Transaction/s Arrangements / Contracts of Purchase / Sale of Goods / Services	Rahul Padole Director of the Company (Director Remuneration)	Director and Shareholder of the Company	15.72
5.	Transaction/s Arrangements / Contracts of Purchase /	Masterji.AI Pvt Ltd (Loans and Advances given)	Subsidiary of the Company	97.04
6.	Transaction/s Arrangements / Contracts of Purchase /Sale of Goods / Services	Masterji.AI Pvt Ltd (Loans and advances received back)	Subsidiary of the Company	1.50
7	Transaction/s Arrangements / Contracts of Purchase /Sale of Goods / Services	ARAPL RaaS Pvt Ltd.(Sales)	Subsidiary of the Company	84.53
8.	Transaction/s Arrangements / Contracts of Purchase /Sale of Goods / Services	ARAPL RaaS Pvt Ltd.(Loans and Advances given)	Subsidiary of the Company	341.82

9.	Transaction/s Arrangements / Contracts of Purchase /Sale of Goods / Services	ARAPL RaaS Pvt Ltd.(Loans and advances received back)	Subsidiary of the Company	341.82
10	Transaction/s Arrangements / Contracts of Purchase /Sale of Goods / Services	Masterji.AI Pvt Ltd (Investment)	Subsidiary of the Company	0.02

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with related parties of the Company. The provisions of Section 188 of the Companies Act, 2013 that govern the related party's transactions.

Their present roles are crucial to provide impetus to the expanding national business in the emerging market business of the Company. They are focusing on tapping the potential markets. Considering their qualification, experience and present role prescribed limit of Companies Act is not commensurate, hence requires approval of the shareholders.

Your Directors recommend passing of this resolution by way of a ordinary resolution.

Except Mr. Milind Padole, Mr. Manohar Padole & Mr. Rahul Padole and his relatives, none of the other Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding.



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: _____

as my / our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the FOURTEENTH ANNUAL GENERAL MEETING of the Company to be held on Thursday, 28th day of September, 2023 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 and Consolidated Audited Financial Statements of the Company for the financial year ended 31st March 2023, together with the Reports of the Board of Directors and Auditors thereon (Ordinary Resolution)			
2.	To appoint a Director in place of Mr. Rahul Padole (DIN 07891092), as Director who is liable to retire by rotation in terms of Section 152(6) of the Companies Act 2013 and who, being eligible, offers himself for re-appointment.			
Special Business				
3.	To consider and approve the re-appointment of Mr. Milind Manohar Padole (DIN: 02140324) as a Managing Director of the Company for a period of five (05) years			
4.	To consider and approve the re-appointment of Mr. Manohar Padole (DIN: 02738236) as a Whole-Time Director of the Company for a period of five (05) years			
5.	To consider and approve the re-appointment of Mr. Bharat Kishore Jhamvar as an Independent Director for a period of five (05) years			
6.	To consider and approve the re-appointment of Rohan Vijay Akolkar as an Independent Director for a period of five (05) years			
7.	To consider and approve the re-appointment of Ajay Vishnu Deshmukh as an Independent Director for a period of five (05) years			
8.	Regularization of Mr. Shailesh Shreekant Pandit as an Independent Director			
9.	To Approve Continuation of Bhagirathi Manohar Padole (Din: 08048862) As A Non-Executive Director Beyond The Age Of 75 Years			
10.	To Approve Related Party Transactions (Ordinary Resolution)			

Affix
Revenue
Stamp

Signed this _____ day of _____, 2023

Signature of the Member (shareholder) _____

Signature of Proxy holder(s) _____

Notes:

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

14TH ANNUAL GENERAL MEETING ON THURSDAY, 28TH DAY OF SEPTEMBER, 2023

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 Fourteenth 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 Thursday, 28th day of September, 2023.

Name of the Member: _____ Signature: _____

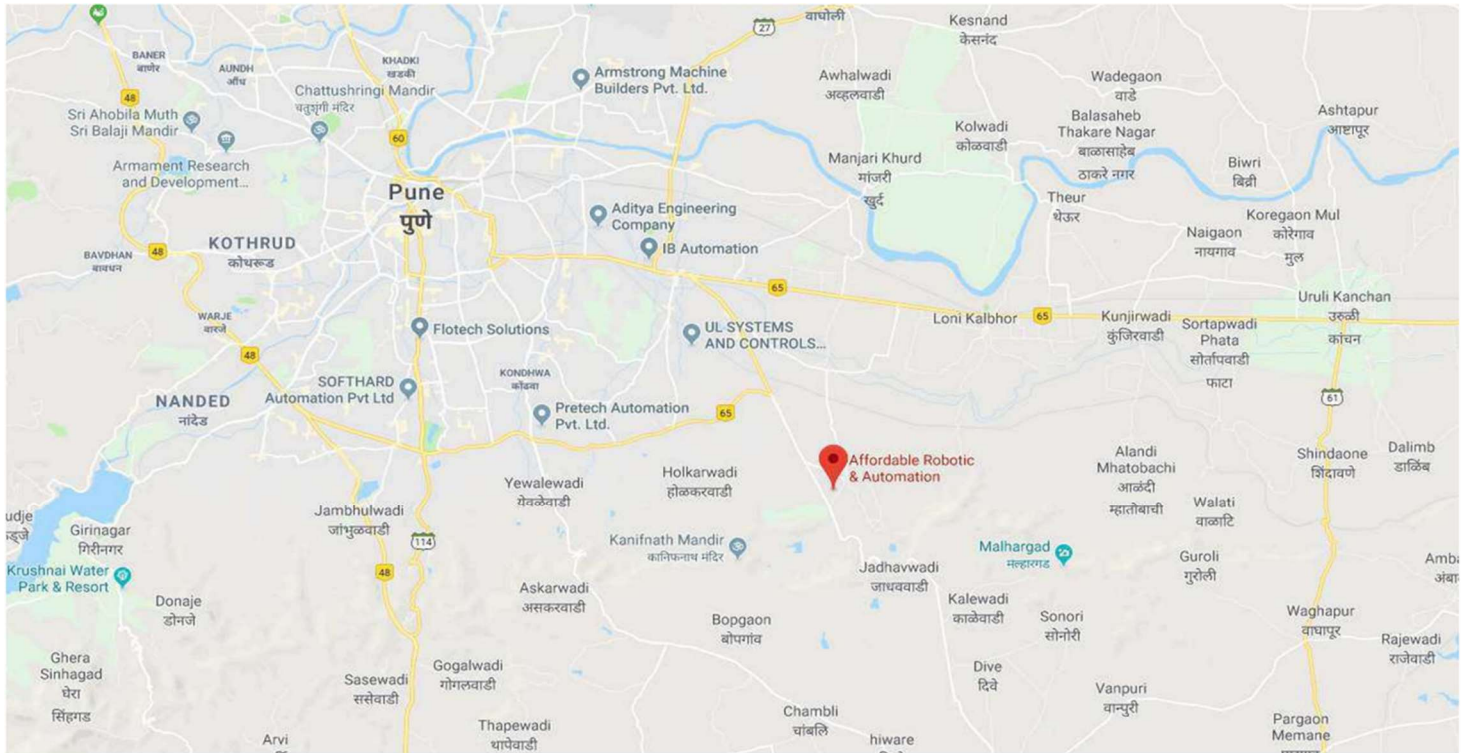
Name of the Proxy holder: _____ Signature: _____

Notes:

1. Only Member/Proxy holder can attend the Meeting.
2. 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.
3. 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



Map 2 km