



## AFFORDABLE ROBOTIC & AUTOMATION LIMITED

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

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

• Email : [account@arapl.co.in](mailto:account@arapl.co.in) • Mobile : 7720018914

Date: March 14, 2023

To,  
**Department of Corporate Services**  
BSE Limited  
25<sup>th</sup> Floor, P. J. Towers,  
Dalal Street, Fort  
Mumbai - 400 001

Ref: Security Code: 541402; Security ID: AFFORDABLE; ISIN: INE692Z01013

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

Dear Sir / Ma'am,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), please find enclosed herewith the Notice of Postal Ballot dated March 14, 2023 along with the Explanatory statement ("Notice") for seeking approval of Members of Affordable Robotic and Automation Limited (the "Company") by way of remote e-voting process to transact the following business:

Item No.	Business to be transacted through Postal Ballot-Special Resolution
1.	Migration of Equity Shares of the Company from SME Platform of BSE to Main Board of BSE as well as Main Board of NSE

The Notice is being sent through electronic means only to those Members of the Company whose e-mail addresses are registered with Link Intime India Private Limited, the Registrar and Transfer Agent of the Company / Depositories / Depository Participants and whose names appear in the Register of Members / List of Beneficial Owners as on Friday, March 10, 2023 ("Cut-off date").

As per the MCA Circulars issued in view of the COVID-19 pandemic, physical copies of the Notice, Postal Ballot Forms and Pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot.

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

Commencement of e-voting	Wednesday, March 15, 2023 at 09:00 a.m. (IST)
End of e-voting	Thursday, April 13 2023 at 05:00 p.m. (IST)
Date of Result	On or before Monday, April 15, 2023

Further, the notice of Postal Ballot is being made available on the website of the Company i.e. [www.arapl.co.in](http://www.arapl.co.in).

Kindly take the same on record.

Thanking You,

**FOR, AFFORDABLE ROBOTIC & AUTOMATION LIMITED**

**Mr. Manohar Padole**  
Whole-time Director  
DIN: 02738236

Encl: Postal Ballot Notice



**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

**Telephone: 91-7720018914, Website: <http://www.arapl.co.in/> Email: [info@arapl.co.in](mailto:info@arapl.co.in)**

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**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 Saturday, March 11, 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 e-voting platform, i.e., [www.instavote.linkintime.co.in](http://www.instavote.linkintime.co.in) 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 Thursday, April 13, 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. Migration of Equity Shares of the Company from SME Platform of BSE to Main Board of BSE as well as Main Board of NSE:**

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

**Note: In accordance with Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the below mentioned resolution shall be acted upon if and only if the votes cast by Shareholders other than Promoters in favor of the proposal amount to at least two times the number of votes cast by Shareholders other than Promoter shareholders against the proposal.**

“RESOLVED THAT pursuant to provisions laid down in Chapter IX and Regulation 277 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Companies Act 2013 read with underlying Rules and Regulations as notified by MCA (including any statutory modifications or re-enactment thereof for the time being in force), the Listing Agreement entered into by the Company with BSE Limited (BSE) applicable to small and medium enterprise and subject to the applicable laws, by-laws, rules and regulations of BSE and NSE and subject to the approval of any statutory authorities, if any, the consent of the members of the Company be and is hereby accorded for Migration of Equity Shares of the Company which are currently listed on SME Platform of BSE to the Main Board of BSE Limited (BSE) as well as Main Board of National Stock Exchange of India Limited (NSE) and upon Migration the said Equity Shares to get listed and traded on the capital segment (Main Board) of BSE and NSE, from the date of approval of Migration / getting listed and admitted to be dealt on Main Board of BSE and NSE as and when the Company is eligible for the same and to follow such procedures as specified by SEBI (ICDR) Regulations and other applicable regulations notified by SEBI / regulatory authorities as amended from time to time to give effect to this resolution.

**RESOLVED FURTHER THAT**, any one of the Directors of the Company or the Company Secretary of the Company be and are hereby authorized to finalize and execute such documents/deeds/writings/agreements as may be required based on the agreed terms with authority to revise the terms in the best interest of the Company and do all such things, acts, deeds and matters as may be considered necessary, usual, proper or expedient to settle any question, difficulty or doubt that may arise in this regard to give effect to this resolution, including but not limited to incorporation of amendment/suggestion/observation made by the Registrar of Companies, Stock Exchange, SEBI, Superintendent of Stamps, or any other authority, to the extent applicable.”

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

**Place:** Pune

**Date:** March 11, 2023

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**Mr. Manohar Padole**  
**Whole-time Director**  
**DIN: 02738236**

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Act, Secretarial Standard – 2 on General Meetings and Regulation 17(11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended pertaining to the said Resolutions setting out the material facts concerning the said items and the reasons thereof is annexed hereto, which forms part of this Postal Ballot Notice for your consideration.
2. In compliance with the MCA Circulars, the Notice along with the instructions regarding e-voting is being sent only by email to all those members, whose email addresses are registered with the Company or with the depository (ies) / depository participants and whose names appear in the register of members / list of beneficial owners as on the Cut-off date i.e., Friday, March 10, 2023. As per the MCA Circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of the Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to the members for this Postal Ballot. 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](http://www.arapl.co.in) and on the website of BSE at [www.bseindia.com](http://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. 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.
4. 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 of the Company on all working days, except Saturdays, Sundays and public holidays,

between 11:00 a.m. and 5:00 p.m. till Thursday, April 13, 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](mailto:info@arapl.co.in).

5. 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").
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, March 10, 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 **Wednesday, March 15, 2023 at 09:00 AM** and end on **Thursday, April 13, 2023 at 05:00 PM**. The e-voting module shall be disabled for voting thereafter.
8. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Thursday, April 13, 2023.
9. Members are requested to contact Ms. Ruchika Nikumbh Shinde, Company Secretary and Compliance officer (Email ID: [cs@arapl.co.in](mailto:cs@arapl.co.in)) in case of any query pertaining to the postal ballot.
10. 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](https://linkintime.co.in/email_reg./email_register.html) in their website [www.linkintime.co.in](http://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](mailto: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.
11. 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](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022-4918 6000.

12. 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. The Resolutions, if passed by requisite majority

shall be deemed to have been passed on Thursday, April 13, 2023, being the last date specified by the Company for e-voting.

13. 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](http://www.bseindia.com). Additionally, the results will also be uploaded on the Company's website at [www.arapl.co.in](http://www.arapl.co.in).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@arapl.co.in](mailto:cs@arapl.co.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs@arapl.co.in](mailto:cs@arapl.co.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to <https://instavote.linkintime.co.in> for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

**Place:** Pune

**Date:** March 11, 2023

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**Mr. Manohar Padole**  
**Whole-time Director**  
**DIN: 02738236**



**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: Migration of Equity Shares of the Company from SME Platform of BSE to Main Board of BSE as well as Main Board of NSE.**

As the members of the Company are aware that the Equity Shares of the Company are listed on SME Exchange of BSE i.e. BSE SME Platform w.e.f. June 04, 2018. The listing of Equity Shares of the Company on BSE SME Platform enhanced transparency in the functioning and over the period, the Company gained good experience in listing compliances, Corporate Governance practices and thus is now geared up for moving on to the main board of BSE and NSE.

In terms of eligibility criteria prescribed for shifting from SME Exchange to Main Board, the Equity Shares of the Company must be listed on BSE SME for 2 years. Moreover, the paid-up equity capital of the Company shall not be less than ₹ 10 crores and the market capitalisation of the Company's equity shall not be less than ₹ 25 crores for a period as prescribed under the rules. Further, the Company should comply with other eligibility norms. The Company complies with the eligibility requirement of equity paid up share capital of more than ₹ 10 Crores, continued listing of 2 years on BSE SME & market capitalization of more than ₹ 25 crores for migration purpose.

The Board of Directors are of the view that Migration to Main Board on BSE and NSE will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors. The benefits of listing on the main board in the form of increase in liquidity, visibility and larger investor participation will accrue to the shareholders. Hence, the Board of Directors of the Company in their meeting held on Saturday, March 11, 2023 decided to migrate from BSE SME to Main Board of BSE as well as Main Board of NSE.

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.

Pursuant to proviso to Regulation 277 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal. It is in the interest of all the shareholders to migrate the Equity Shares of the Company on the Main Board of BSE as well as Main Board of NSE and hence management recommends the passing of said resolution and seeks your approval.

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

**Place:** Pune

**Date:** March 11, 2023

**Mr. Manohar Padole**  
**Whole-time Director**  
**DIN: 02738236**