



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

Website: [www.arapl.co.in](http://www.arapl.co.in)

**Affordable Robotic & Automation Limited**

**CIN: L29299PN2010PLC135298**

**Date: February 20, 2026**

<b>To,</b> <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001	<b>To,</b> <b>NSE Limited</b> "Exchange Plaza", Bandra - Kurla Complex, Bandra (EAST), Mumbai - 400051
<b>BSE SCRIP CODE: 541402</b>	<b>NSE SYMBOL: AFFORDABLE</b>

**Subject: 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 February 20, 2026 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:

<b>Item No.</b>	<b>Business to be transacted through Postal Ballot</b>
1.	Increase in Authorised Share Capital and Alteration of Capital Clause of Memorandum of Association (Ordinary Resolution)
2.	Issuance of upto 6,04,839 Equity Shares to an entity belonging to the "Non-promoter" category on Preferential Basis (Special Resolution)
3.	Approve Material Related Party Transactions (Ordinary Resolution)

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, February 13, 2026 ("**Cut-off date**").

In compliance with

General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and subsequent circulars issued from time to time, the latest one being General Circular No. 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs (MCA Circulars) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time),, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, February 13, 2026. Accordingly, physical copy of the Notice along with Postal Ballot Form and prepaid business reply envelope are not being sent to the 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	Saturday, February 21, 2026 at 09:00 a.m. (IST)
End of e-voting	Sunday, March 22, 2026 at 05:00 p.m. (IST)
Date of Result	On or before Tuesday, March 24, 2026

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



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

Website: [www.arapl.co.in](http://www.arapl.co.in)

**Affordable Robotic & Automation Limited**

**CIN: L29299PN2010PLC135298**

The Members whose e-mail addresses are not registered with the Company/Depositories, to receive the Notice, may register their e-mail addresses with the Company's Registrar and Transfer Agent, Link Intime Private Limited. The process for registration of e-mail address is provided in the enclosed Notice.

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.

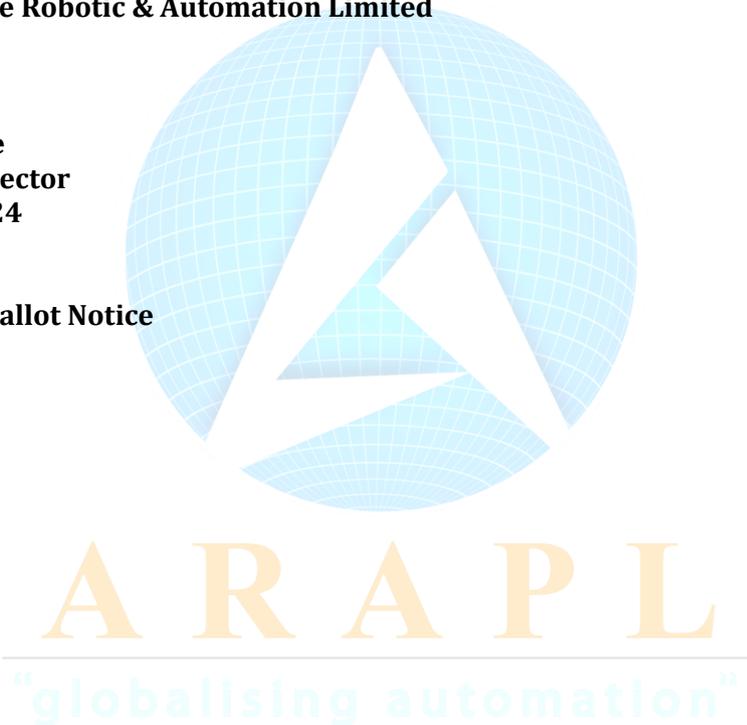
Thanking You,

Yours faithfully

**For Affordable Robotic & Automation Limited**

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

**Encl: Postal Ballot Notice**



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

**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](http://www.arapl.co.in) Email: [info@arapl.co.in](mailto:info@arapl.co.in)**NOTICE OF POSTAL BALLOT**

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 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**”) read with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and subsequent circulars issued from time to time, the latest one being General Circular No. 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs (MCA Circulars) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), the Special Resolution/Ordinary Resolution, as the case may be, as set out in this Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only.

An Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations) and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice along with the instructions for e-voting is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant(s). The details of the procedure to cast the vote form part of the Notes to this Notice. The Postal Ballot Notice is being sent in electronic mode to those Members whose e-mail addresses are registered with the Company /Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date Friday, February 13, 2026.

Pursuant to Rule 22 (5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company 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 Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and results of the Postal Ballot would be announced not later than 2 working days from the conclusion of the e-voting i.e. by Tuesday, March 24, 2026 and the resolutions will be taken as passed, if the results of e-voting indicate that the requisite majority of the Members had assented to the Resolution. The Scrutinizer's decision on the validity of e-voting shall be final. The results will be published on the website of the Company i.e. <https://arapl.co.in/> and will be communicated to the Stock Exchanges where the Company's shares are listed.

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. The e-voting will begin on Saturday, February 21, 2026 and will end on Sunday, March 22, 2026 (the last day to cast vote 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, March 22, 2026 (the last day to cast vote electronically) to be eligible for being considered.

### **Items of Special Business:**

#### **1. Increase in Authorised Share Capital and Alteration of Capital Clause of Memorandum of Association**

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

**“RESOLVED THAT** pursuant to the provisions of section 13, 61 of the Companies Act, 2013 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued by the Securities Exchange Board of India (SEBI) and the other Rules, Regulations, Circular, Notifications, etc. issued there under, consent of the shareholders of the Company be and is hereby accorded for an increase in Authorised Capital of the Company from Rs.12,00,00,000/- (Rupees Twelve Crores Only) comprising of 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of Rs. 10/ each (Rupees Ten Only) to Rs. 20,00,00,000/- (Rupees Twenty Crores Only) comprising of 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/ each (Rupees Ten Only), by creating additional 80,00,000 (Eighty Lakhs) Equity Shares of RS. 10/- each ranking pari passu in all respects with the existing equity shares.”

**“RESOLVED FURTHER THAT** Clause V of the Memorandum of Association of the Company be and is hereby substituted by following new Clause:

“The authorized Share Capital of the Company is 20,00,00,000/- (Rupees Twenty crores) divided into 2,00,00,000(Two Crore) Equity Shares of Rs. 10/- (Rupees Ten) each.”

**“RESOLVED FURTHER THAT** any one of the Directors of the Company and the Company Secretary of the Company be and is hereby authorized to file form and do all acts, things, matters as may be considered necessary, expedient, incidental or conducive in furtherance of the aforesaid resolution for and on behalf of the Company.”

#### **2. Issuance of upto 6,04,839 Equity Shares to an entity belonging to the "Non-promoter" category on Preferential Basis**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 as amended (hereinafter referred to as the **“Companies Act”**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or amendment, re-enactment thereof for the time being in force), in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ( **“SEBI”** ) as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI, Reserve Bank of India (**“RBI”**) and/ or any other competent authorities, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with BSE Limited (**“BSE”**) and

National Stock Exchange of India Limited (“NSE”), where the shares of the Company are **listed ("Stock Exchanges")**, and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, SEBI, Stock Exchanges, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and/ or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any committee thereof, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded, to create, issue, offer and allot, on a preferential basis up to 6,04,839 Equity shares of face value of Rs. 10/- each ("Equity Shares") for cash, at an issue price of Rs. 248/- per equity share (including a premium of Rs. 238/- per Equity Share), determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations for an aggregate amount of up to Rs. 15,00,00,072/- (Rupees Fifteen Crore and Seventy-Two Only) (**"Preferential Issue"**), on such terms and conditions and in such manner as may be finalized by the Board of Directors, to the below mentioned entity belonging to the "Non-Promoter" category (**"Proposed Allottee"**) in the manner as set out below:

<b>Name of the Proposed Allottee</b>	<b>Category</b>	<b>No. of Equity Shares to be allotted</b>
M/s. Atri Energy Transition Private Limited	Non-Promoter	Upto 6,04,839

**RESOLVED FURTHER THAT** in terms of the provisions of Regulation 161 of Chapter V of SEBI ICDR Regulations, the Relevant Date for determining the minimum issue price shall be February 20, 2026, being the working day, 30 days prior to the date on which the special resolution will be deemed to be passed by the members of the Company (last date of postal ballot), i.e., March 22, 2026.

**RESOLVED FURTHER THAT** the aforesaid issue of Equity shares shall be subject to the following terms and conditions:

- a) The Equity shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend voting powers, and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- b) The Equity Shares shall be allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any regulatory authority (including, but not limited to BSE, NSE and/or SEBI) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
- c) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time.
- d) The entire pre-preferential equity shareholding of the Proposed Allottee, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.
- e) The Equity Shares to be allotted shall be subject to locked in for such period as specified in the provisions of Chapter V of SEBI ICDR Regulations and any other applicable law for the time being in force.
- f) The Equity Shares to be issued and allotted to the Proposed Allottee pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.

- g) The Equity shares to be offered/issued and allotted shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.
- h) The Proposed Allottee shall, on or before the date of allotment of equity shares, pay an amount equivalent to 100% of the consideration for the Equity Shares to be allotted in line with the requirements of Regulation 169(1) of the SEBI ICDR Regulations.
- i) The Equity Shares so offered, issued and allotted to the Proposed Allottees, shall be issued by the Company for cash consideration.
- j) The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Allottee.
- k) The monies received by the Company from the Proposed Allottee for subscription to the Equity Shares pursuant to the Preferential Issue shall be kept by the Company in a separate bank account opened/ designated by the Company for this purpose and shall be utilized by the Company only in accordance with the provisions of the Companies Act.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution and for the purpose of issue, allotment of the Equity Shares and listing thereof with the Stock Exchange, the Board of Directors of the Company or any duly authorised Committee thereof, and the Company Secretary of the Company be and is hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation, circulation of the Private Placement Offer Letter in Form PAS-4 as prescribed under the Companies Act, to make application to Stock Exchange for obtaining of in-principle approval and any other statutory or regulatory approvals (if any), listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of proceeds of the Preferential Issue, execution of all deeds and documents instruments, agreements on behalf of the Company and to represent the Company before any governmental, legal or statutory or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps and actions which may be incidental, consequential, relevant or ancillary in this condition to further comply with the requirements, if any, of applicable law including the Companies Act, 2013, the SEBI ICDR Regulations and the SEBI Listing Regulations as may be required without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein to Mr. Milind Padole, Managing Director (DIN: 02140324) and Mrs. Ruchika Jitendrakumar Shinde, Company Secretary and Compliance officer, be and are hereby severally to take all such actions to give effect to the aforesaid resolution including making necessary filings with the Stock Exchange for obtaining in-principle approval and other statutory or regulatory authorities execution of any documents, instruments, agreements on behalf of the Company and to represent the Company before any governmental, legal or statutory or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps and actions which may be incidental, consequential, relevant or ancillary in this condition to further comply with the requirements, if any, of applicable law including the Companies Act, 2013, the SEBI ICDR Regulations and the SEBI Listing Regulations.”

**3. To consider and approve Material Related Party Transactions for the Financial Year 2025-26 as per Regulation 23 of SEBI (LODR) Regulations**

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 Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company’s Policy on Related Party Transactions, and subject to the provisions of the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall include any Committee constituted/to be constituted by the Board) to enter into, continue, or execute Material Related Party Transaction(s) with subsidiary or promoter/director, a Related Party as defined under the Act and Listing Regulations, for the Financial Year 2025-26.”

**“RESOLVED FURTHER THAT** the aggregate value of such transaction(s), whether entered into individually or taken together with previous transactions during the Financial Year 2025-26, may exceed the materiality thresholds as defined under Schedule XII of the SEBI Listing Regulations (based on the company’s consolidated turnover as of March 31, 2025), provided that the total value of such transactions shall not exceed ₹ 200 Crore (Rupees Two Hundred Crores only), and further provided that such transactions are conducted at arm’s length and in the ordinary course of business.”

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

**Place:** Pune

**Date:** February 20, 2026

**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, February 13, 2026 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](http://www.arapl.co.in), on the website of BSE and NSE at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and 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 March 22, 2026 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 [cs@arapl.co.in](mailto:cs@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, February 13, 2026, 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, February 21, 2026 at 09:00 AM** and end on **Sunday, March 22, 2026 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., February 22, 2026.
10. The declared results along with the report of Scrutinizer shall be intimated to BSE & NSE where the shares of the Company are listed and will be uploaded on [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). Additionally, the results will also be uploaded on the Company's website at [www.arapl.co.in](http://www.arapl.co.in). The Special Resolution, if passed by the requisite majority, shall be deemed to have been passed on March 22, 2026, 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 MUFG Intime India Private Limited. by clicking the link: [https://in.mpms.muvg.com/ email reg./email\\_register.html](https://in.mpms.muvg.com/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 [investor.helpdesk@in.mpms.muvg.com](mailto:investor.helpdesk@in.mpms.muvg.com)

**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:**

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

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

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

**1. Individual Shareholders holding securities in demat mode with NSDL**

**METHOD 1 - NSDL OTP based login**

- Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- Enter the OTP received on your registered email ID/ mobile number and click on login.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - NSDL IDeAS facility**

Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- Enter IDeAS User ID, Password, Verification code & click on "Log-in".
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- Enter the last 4 digits of your bank account / generate 'OTP'
- Post successful registration, user will be provided with Login ID and password.
- Follow steps given above in points (a-d).

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



### **METHOD 3 - NSDL e-voting website**

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **2. Individual Shareholders holding securities in demat mode with CDSL**

#### **METHOD 1 - CDSL e-voting page**

- a) Visit URL: <https://www.cdslindia.com>.
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### **METHOD 2 - CDSL Easi/ Easiest facility:**

##### Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: [www.cdslindia.com](http://www.cdslindia.com), click on “Login” and select “My Easi New (Token)”.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

##### Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

### **3. Individual Shareholders holding securities in demat mode with Depository Participant**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

- d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

**STEP 1: LOGIN / SIGNUP on InstaVote**

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “**Login**” under ‘SHARE HOLDER’ tab.  
 b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click “Submit”.

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

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “**Sign Up**” under ‘SHARE HOLDER’ tab & register with details as under:

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

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

3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
  - o Shareholders, holding shares in **NSDL form**, shall provide ‘point 4’ above.
  - o Shareholders, holding shares in **CDSL form**, shall provide ‘point 3’ or ‘point 4’ above.
  - o Shareholders, holding shares in **physical form** but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above
5. Set the password of your choice.  
 (The password should contain minimum 8 characters, at least one special Character (!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click “Submit” (You have now registered on InstaVote).

Post successful registration, click on “**Login**” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

## STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

**NOTE:** Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

**Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

### **Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)**

#### **STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

#### **STEP 2 – Investor Mapping**

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu section
- C. Map the Investor with the following details:
  - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
  - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
  - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
  - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report section”.

### STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at [registered email address](mailto:registered_email_address) with a copy marked to RTA at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) and the company at [registered email address](mailto:registered_email_address).

#### HELPDESK:

#### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

#### Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

## Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on:

<https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Further Click on “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

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

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Further Click on “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

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

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

## General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

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

**Place:** Pune

**Date:** February 20, 2026

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 Authorised Share Capital and Alteration of Capital Clause of Memorandum of Association:**

The existing Authorised Share Capital of the Company is ₹12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of ₹10/- each.

In lieu of fund raising requirement of the Company wherein it is/ may require to issue fresh capital from time to time. Accordingly, it is proposed to increase the existing Authorised Share Capital of the Company and to amend the Capital 'Clause V' of the Memorandum of Association and replace it with following new clause-

“The Authorized Share Capital of the Company is 20,00,00,000/- (Rupees Twenty crores) divided into 2,00,00,000(Two Crore) Equity Shares of Rs. 10/- (Rupees Ten) each.”

The draft of revised Memorandum of Association of the Company, reflecting the said changes is available for inspection by the members at the Registered Office of the Company on all working days.

The consent of the members is sought for amending the Capital Clause –V of Memorandum of Association to re-classify the Share Capital through proposed Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company.

The Board of Directors accordingly recommends passing of the proposed resolution in item no. 01 as Ordinary Resolution.

### **Item No. 2: Issuance of upto 6,04,839 Equity Shares to an entity belonging to the "Non-promoter" category on Preferential Basis:**

The Special Resolution contained in Item No. 2 of the notice, has been proposed pursuant to the provisions of Section 23, Section 42 and Section 62 of the Companies Act, 2013 ("Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, or any other applicable rules made thereunder, to issue and allot, on a preferential basis: Up to 6,04,839 Equity Shares of the Company having a face value of Rs. 10/- each ("Equity Shares"), for Cash, for an aggregate amount of up to Rs. 15,00,00,072/-, at an issue price of Rs. 248/- per Equity Share (including a premium of Rs. 238/- per Equity Share) to certain entity belonging to the "Non-Promoter" category (hereinafter referred to as the "Preferential Issue").

The proposed Preferential Issue shall be made in terms of provisions of Chapter V of the SEBI ICDR Regulations and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board of Directors of the Company ("Board") in their meeting held on February 18, 2026. The approval of the members of the Company is accordingly being sought by way of a 'Special Resolution' under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SES ICDR Regulations are set forth below:

## I. Object of the Issue:

As the Company is engaged in the business of automation of industrial and business process through itself and through its subsidiaries. Accordingly, the funds raised through preferential issue of Equity Shares will be utilized for the following objects:

Object	Amount Allocated (Appx.) (Rs. In cr.)	Tentative timeline for utilization
i. Loan/ Equity Investment into its subsidiary "ARAPL RaaS Private Limited" – Humro (a Warehouse Automation and Robotics Company) towards its Working capital requirements, Business expansion, Technology and product development	14.75	By April 30, 2026
ii. General corporate purposes	0.25	By April 30, 2026
<b>Total</b>	<b>15.00</b>	

Note: The issue proceeds to be received by the Company on the Preferential Issue of Equity Shares would be utilized for all the above-mentioned objects, in phases, as per the business requirements and availability of issue proceeds.

### Interim Use of Proceeds

Our Company, in accordance with the policies formulated in accordance with the applicable laws and guidelines and description as given in this Notice, will have the flexibility to deploy the proceeds. Pending utilization of the proceeds for the purposes described above, our Company intends to keep as deposits/ investments with banks or government securities, under applicable laws.

## II. Monitoring of Utilization of Funds

Given that the issue size does not exceeds Rs.100 Crore (Rupees One Hundred Crore Only), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company shall not be required to appoint a credit rating agency registered with SEBI as the monitoring agency to monitor the use of the proceeds of the Preferential Issue.

## III. Particulars of the offer including date of passing of board resolution, kind of securities offered, maximum number of specified securities to be issued:

The Board at their meeting held on February 18, 2026 had subject to approval of the Members of the Company ("Members") and such other approvals as may be required, approved the issue of up to 6,04,839 Equity Shares having face value of Rs. 10/- each of the Company to an entity belonging to "Non-Promoter" category, at an issue price of Rs. 248/- each, determined in terms of Chapter V of SEBI ICDR Regulations. In respect of the Equity Shares proposed to be allotted, an amount equivalent to 100% of the consideration for the Equity shares shall be payable at the time of allotment of Equity Shares.

## IV. The intent of the promoters, directors, key management personnel, or senior management of the issuer to subscribe to the offer.

None of the promoters or promoter group or directors or key managerial personnel or senior management of the Company intend to subscribe to any of the Equity Shares proposed to be issued under the proposed Preferential Issue.

#### V. The Shareholding Pattern of the issuer before and after the Preferential Issue.

The shareholding pattern of the Company before and after the proposed preferential issue to 'Non-Promoter' is likely to be as follows:

Sr no	Category	Pre-issue		Shares to be allotted	Post issue	
		No of Shares held	% of share holding		No of Shares held	% of share holding
<b>A</b>	<b>Promoters Shareholding</b>					
<b>A1</b>	Indian:					
	Individuals & HUF	48,62,834	43.24		48,62,834	41.03
<b>A2</b>	Foreign promoters	-	-		-	
	<b>Subtotal (A)=A1+A2</b>	<b>48,62,834</b>	<b>43.24</b>		<b>48,62,834</b>	<b>41.03</b>
<b>B</b>	<b>Public Shareholding</b>					
<b>B1</b>	<b>Institutional investor</b>					
	Domestic	-			-	-
	Foreign	1,01,744	0.90		1,01,744	0.86
<b>B2</b>	<b>Central Govt./Stat Govt./POI</b>	-			-	-
<b>B3</b>	<b>Non-Institutional Investors</b>					
	Individuals	49,66,528	44.16		49,66,528	41.91
	Body Corporate	725676	6.45	6,04,839	13,30,515	11.23
	Others [including NRI's/Foreign Body Corporates/Cooperative]	5,89,484	5.24		5,89,484	4.97
	Directors and their relatives (excluding Independent Directors & Nominee Directors)	-	-		-	-
	<b>Sub Total (B)=B1+B2+B3</b>	<b>63,83,432</b>	<b>56.76</b>		<b>69,88,271</b>	<b>58.97</b>
	<b>Grand Total (A+B)</b>	<b>1,12,46,266</b>	<b>100.00</b>	<b>6,04,839</b>	<b>1,18,51,105</b>	<b>100.00</b>

#### Notes:

1. The pre-issue shareholding pattern is as on the latest BENPOS date i.e. Friday, February 13, 2026
2. Post shareholding structure may change depending upon any other corporate action in between.

#### VI. Proposed time limit within which the allotment shall be completed:

As required under Regulation 170 of the SEBI ICDR Regulations, Preferential Issue of the said Equity Shares shall be completed within a period of 15 (fifteen) days from the date of passing of special resolution at Item No. 2. Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of the last of such approvals or permissions.

**VII. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

Not Applicable, since the Company has not made any allotment on preferential basis during the year.

**VIII. Class or classes of the proposed allottee(s):**

The Preferential Issue, if approved, is proposed to be made to a non-promoter entity, “M/s. Atri Energy Transition Private Limited”. The Proposed Allottee is not a member of promoter/promoter group of the Company as on the date of this Notice and will not be classified as a member of promoter/promoter group of the Company pursuant to such Preferential Issue.

**IX. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):**

Identity of the ultimate beneficial owners of the securities proposed to be allotted:

S. No.	Name of the Proposed Allottee	Category	Name of Ultimate Beneficial Owners
1.	M/s. Atri Energy Transition Private Limited	Non-Promoter, Body Corporate	Ms. Aditi Kishore

**X. The percentage of post preferential issue capital that may be held by the allottee(s) pursuant to the preferential issue**

Sr. No.	Name of Proposed Allottee	Pre-Issue (No. of Shares)	Pre-Issue (%)	Equity Shares to be allotted	Post- Issue (No. of Shares)	Post-Issue (%)
1.	Atri Energy Transition Private Limited	NIL	NIL	6,04,839	6,04,839	5.10%

Note:

1. Post-issue %age have been calculated on the basis of post-preferential share capital of the Company of 1,18,51,105 Equity Shares of face value of Rs. 10/- each.
2. The pre-issue shareholding pattern is as on the latest BENPOS date i.e. Friday, February 13, 2026.
3. Post shareholding structure may change depending upon any other corporate action in between.

**XI. Consequential changes in the voting rights, change in control, and change in the management, if any, in the issuer consequent to the preferential issue:**

As a result of the proposed Preferential Issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

**XII. Lock-in Period:**

- a. Equity Shares to be allotted shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- b. The entire pre-preferential shareholding, if any, of the Proposed Allottees, in the Company, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

### **XIII. Basis or justification for the issue price and relevant date:**

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Issue of Equity Shares has been reckoned as February 20, 2026, being the working day, 30 days prior to the date on which the special resolution will be deemed to be passed by the members of the Company (last date of postal ballot), i.e. March 22, 2026.

The Equity shares of the Company are listed on NSE and BSE, having higher trading volume at NSE and are frequently traded thereat as per the provisions of Chapter V of the SEBI ICDR Regulations, 2018. Accordingly, NSE's stock price data has been considered for the purpose of pricing in compliance with Regulation 164 of Chapter V of SEBI ICDR Regulations, 2018.

The minimum issue price per Equity Share shall be the higher of the price determined through following methods:

1. In terms of the provisions of Regulation 164 of the SEBI ICDR Regulations, the minimum issue price at which the Equity Shares may be issued computed to Rs. 236.71/- each, being higher of following:

a) Rs. 236.71/- being the Average of 90 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date: or

b) Rs. 206.13/- being the Average of 10 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.

2. Price as determined in accordance with the methodology prescribed in the Articles of Association of the Company- Not applicable as the Articles of Association of the Company are silent on the determination of floor price/minimum price of the shares issued on preferential basis.

3. In terms of Regulation 166A of the SEBI ICDR Regulations, since the allotment of more than five per cent. of the post issue share capital of the Company, the price determined as per the Valuation Report is Rs. 236.71/- issued by Ms. Dipti Zaveri, Registered Valuer (Registration no: IBBI/RV/03/2020/13005) from Mumbai, Independent Registered Valuer. The said Valuation Report is available at the website of the Company at [www.arapl.co.in](http://www.arapl.co.in)

The Board of the Company has decided to issue Equity Share at Rs. 248/- each, which is higher than the abovementioned prices.

### **XIV. Undertakings:**

The Company hereby undertakes that:

- The Company is eligible to make Preferential Issue to the Proposed Allottee under Chapter V of the SEBI ICDR Regulations.
- None of the Company, its directors or promoters are categorized as a willful defaulter or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India ("RBI"). Consequently, the disclosures required under Regulation 163(1)(i) is not applicable.
- None of its directors or promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the Equity Shares have been listed on a recognized stock exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) of SEBI ICDR Regulations is not applicable.
- The Proposed Allottee has not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- The Company is in compliance with the conditions of continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchange and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and any circulars and notifications issued by the SEBI thereunder.

**XV. Disclosures specified in Schedule VI of ICDR Regulations, whether the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower:**

Not Applicable, since none of the Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the RBI.

**XVI. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:**

Sr. No.	Name of Proposed Allottee	Current Status	Post Issue Status
1.	Atri Energy Transition Private Limited	Non-Promoter	Non-Promoter

**XVII. Practicing Company Secretary's Certificate:**

The certificate from CS Deepti Maheshwari, Practicing Company Secretaries, certifying that the preferential issue of Equity Shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website [www.arapl.co.in](http://www.arapl.co.in)

**XVIII. Listing:**

The Company will make an application to the BSE and NSE for listing of the Equity Shares issued pursuant to the Preferential Issue. Such Equity Shares, once allotted, shall rank pari-passu with the existing Equity Shares of the Company in all respects, including inter alia dividend and voting rights.

**XIX. Valuation for consideration other than cash and the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

This is not applicable as the proposed Preferential Issue is being made only for consideration in cash.

**XX. Details of the directors, key managerial persons, or their relatives, in any way, concerned or interested in the said resolution:**

None of the directors, key managerial personnel or their relatives, in any way are concerned or interested, financially or otherwise, in the resolutions set out at Item no. 1 of this Notice:

Pursuant to Section 62(1)(c) of the Companies Act, further equity shares may be issued to persons other than the existing members of the Company as specified in Section 62(1)(a) of the Companies Act, provided that the members of the Company approve the issue of such equity shares by means of a special resolution.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act only after the approval of its shareholders by way of a special resolution has been obtained.

Further in terms of Regulations 160 of SEBI ICDR Regulations, a special resolution needs to be passed by shareholders of a listed company prior to issue of specified securities on preferential basis.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/regulations issued/ to be issued by the Government of India or the SEBI or the Ministry

of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the

aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI ICDR Regulations including any amendment, modification, variation or reenactment thereof.

The Board of Directors of the Company believes that the Proposed Issue is in the best interest of the Company and its shareholders and therefore recommends the Special Resolutions as set out in Item No. 2 in the accompanying notice for your approval.

The Board recommends the resolution as set out at Item No. 2 of this notice for the issue of Equity Shares on a preferential basis, to the proposed allottees by way of Special Resolution.

**Item No. 3: To consider and approve Material Related Party Transactions for the Financial Year 2025-26 as per Regulation 23 of SEBI (LODR) Regulations:**

The Company, in the ordinary course of its business, enters into transactions with Related Parties as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(1) (zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

In terms of Regulation 23 of the SEBI LODR Regulations, prior approval of the shareholders is required for Material Related Party Transactions. Accordingly, the Company seeks approval of the Members to enter into Material Related Party Transactions during the Financial Year **2025–26**, the particulars of which are provided in the statement annexed to this Notice.

All the proposed Related Party Transactions shall be undertaken in the ordinary course of business and on an arm's length basis. The Audit Committee and the Board of Directors have reviewed and approved the proposed transactions at their respective meetings held on February 18, 2026, subject to shareholders' approval.

As per the provisions of SEBI LODR Regulations, related parties shall abstain from voting on this resolution.

Except to the extent of shareholding or interest in the Related Parties, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

**None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr./Ms. Milind Manohar Padole (Promoter), to the extent of his/her interest, are concerned or interested, financially or otherwise, in the resolution.**

The Board commends the Ordinary Resolutions set out at Item No. 3 of the Notice for approval by the Members.

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

**Place: Pune  
Date: February 20, 2026**

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