Deepti Maheshwari
Practicing Company Secretary
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Date: 20.07.2026

To,
Board of Directors
Affordable Robotic & Automation Ltd
Gat No.1209, Village Wadki, Taluka Haveli,
Pune, Maharashtra, 412308

Sub: Proposed Preferential Issuance of 10,93,750 Fully Convertible Warrants to the person belonging to the "Promoter" category by Affordable Robotic & Automation Ltd ("the Company"), in terms of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("SEBI ICDR Regulations")

Dear Sirs,

In terms of Regulation 163 sub-regulation 2 of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, this is to certify that the proposed preferential issue of upto 10,93,750 Fully Convertible Warrants, each convertible into one fully paid-up equity share of Affordable Robotic & Automation Limited (hereinafter referred to as the **"Company"**) of face value of Rs. 10/- each, at an issue price of Rs. 192/- per Warrant (including premium of Rs. 182/ - per share), to Mr. Milind Manohar Padole, belonging to the "Promoter" category (**"Proposed Allottee"**), against the conversion of the outstanding loan amounting to Rs. 21,00,00,000 crore (Twenty-One Crore) extended by the Proposed Allottee to the Company (**"Preferential Issue"**), approved by the Board of Directors at its meeting held on July 17, 2026, is being made in compliance with the applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **"SEBI ICDR Regulations"**) read with Companies Act, 2013.

Accordingly, this Certificate is being issued under the SEBI ICDR Regulations.

Management Responsibility:

The Management of the Company is responsible for ensuring compliance with the requirements of the SEBI ICDR Regulations detailed as under:

i. Determination of the relevant date, being the date thirty days prior to the date on which the special resolution is proposed to be passed by way of postal ballot approving the proposed preferential issue;
ii. Determination of the minimum price of Warrants in terms of Regulation 164 and Regulation 166 of the SEBI ICDR Regulations;
iii. Compliance with the conditions/requirements of the SEBI ICDR Regulations and the Companies Act, 2013.

Verification:

For the purpose of confirming that the proposed Preferential Issue is in compliance with the applicable provisions of the SEBI ICDR Regulations, we have examined the following limited documents as provided by the Company and available on the date of this certificate:

a. Certified true copy of Board Resolution dated July 17, 2026 approving the Preferential Issue.
b. Obtained transaction statement and/or holding statement and confirmation from the Company/RTA confirming the shareholding held by the Proposed Allottee and confirming that the Proposed Allottee has not sold any equity shares of the Company during the Ninety Trading Days preceding the Relevant Date, i.e., July 17, 2026, and thereafter till date.

c. Confirmation from the Company that:

i. The Board of Directors of the Company has decided July 17, 2026, as the "Relevant Date", being the date thirty days prior to the date on which the special resolution is deemed to be passed by the Members through postal ballot notice dated July 20, 2026, to consider and approve the Preferential Issue;
ii. The Company has determined the minimum price of Warrants in terms of Regulation 164 read with Regulation 166 of the SEBI ICDR Regulations;
iii. The Board of Directors of the Company at its meeting held on July 17, 2026, approved the Notice of Postal Ballot for the Preferential Issue, the last date for receipt of postal ballot forms/e-voting being August 19, 2026;
iv. The proposed Preferential Issue is being made to a person belonging to the "Promoter" category;
v. The Company has obtained the Permanent Account Number of the Proposed Allottee;
vi. The Proposed Allottee, belonging to the "Promoter" category, is not ineligible for allotment in terms of Regulation 159 of the SEBI ICDR Regulations;
vii. The Warrants are not being issued for cash by way of set-off and adjustment against the outstanding loan of Rs. 21,00,00,000/- extended by the Proposed Allottee to the Company, in terms of Regulation 168(1) of the SEBI ICDR Regulations;
viii. The Proposed Allottee, being an existing Promoter, holds equity shares in the Company as on date; the entire pre-preferential equity shareholding of the Proposed Allottee shall accordingly be subject to lock-in in terms of Regulation 167(6) of the SEBI ICDR Regulations. The Warrants allotted pursuant to the Preferential Issue, and the Equity Shares allotted upon exercise of such Warrants, shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations;
ix. The Proposed Allottee has not sold any equity shares of the Company during the ninety trading days preceding the Relevant Date (Relevant Date being July 17, 2026);

Certification:

In our opinion and to the best of our knowledge, and according to the verifications considered necessary and explanations furnished to us by the Company and its Officers, we certify that the proposed Preferential Issue is being made in compliance with the conditions/requirements of the SEBI ICDR Regulations stated above under the heading of Verification.

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.

2. Our responsibility is to give this certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.

3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

4. Our scope of work did not include verification of compliance with other requirements of the SEBI ICDR Regulations, the Companies Act, 2013, Rules and Regulations framed thereunder, other circulars, notifications, etc., issued by relevant regulatory authorities from time to time, and any other laws and regulations applicable to the Company.

5. This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of further submission to the Members considering the proposed Preferential Issue by way of postal ballot, and should not be used by any other person or for any other purpose

Deepti Maheshwari
Practicing Company Secretary
Membership No.: F9435
C.P. No.: 12214

UDIN: F009435H000893934

Date: 20.07.2026
Place: Pune