

CRAFTSMAN AUTOMATION LIMITED

CIN: L28991TZ1986PLC001816

Registered Office: "Senthel Towers", IV Floor, 1078, Avanashi Road, Coimbatore – 641 018

Web: www.craftsmanautomation.com, Email: investor@craftsmanautomation.com

Notice of the 36th Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the 36th Annual General Meeting (AGM) of the Members of Craftsman Automation Limited will be held on Friday, the 17th June, 2022 at 4.00 P.M. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2022 including Audited Balance Sheet as at 31st March, 2022 and the Statement of Profit and Loss, Cash Flow Statement and Statement of Changes in Equity for the financial year ended on that date and the reports of the Board of Directors ("the Board") and Statutory Auditors thereon.
2. To declare a final dividend of ₹3.75 (75%) per equity share for the financial year ended 31st March, 2022.
3. To appoint a Director in place of Mr. Srinivasan Ravi, (DIN: 01257716), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To consider the appointment of Mr. Tamraparni Srinivasan Venkata Rajagopal, (DIN: 07148250) as an Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16(1) (b), 25 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being

in force), Mr. Tamraparni Srinivasan Venkata Rajagopal (DIN: 07148250), who has been appointed as an Additional Director, with effect from 19th March, 2022 by the Board under Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting of the Company and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations and who is eligible for appointment as an Independent Director, be and is hereby appointed as a Non-Executive and Independent Director of the Company, not liable to retire by rotation, to hold office for an initial term of 5 (five) consecutive years commencing from 19th March, 2022 to 18th March, 2027."

5. To consider the revision in payment of Commission to the Non - Executive Directors of the Company.

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

"RESOLVED THAT in supersession of the earlier resolutions passed for payment of remuneration to Non-Executive Directors and pursuant to the provisions of Section 197, 198 and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder and Regulation 17(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation

of Nomination and Remuneration Committee and the Board of Directors, the approval of the members of the Company, be and is hereby accorded for the payment of remuneration by way of commission to the Non-Executive Directors of the Company from the financial year 2022-23 upto a maximum amount of ₹20,00,000 (Rupees Twenty Lakhs only) per annum per Non-Executive Director exclusive of applicable Taxes, as may be decided by Nomination and Remuneration Committee and the Board of Directors from time to time, in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or its Committees thereof, provided that the total remuneration payable to all the Non-Executive Directors shall not exceed One percent (1%) of the net profits of the Company for that financial year computed in accordance with the provisions of Section 198 of the Act or such other percentage as may be specified by the Act from time to time."

6. To consider the ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2023.

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the remuneration of ₹4,00,000 (Rupees Four Lakhs only) plus applicable Taxes and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit, payable to Cost Auditors S.Mahadevan & Co., Cost Accountants, Coimbatore (Registration Number: 000007), who have been appointed by the Board of Directors on the recommendation of Audit Committee, as Cost Auditors of the Company to conduct the audit of the cost records maintained by the Company as prescribed under the Companies (Audit and Auditors) Rules, 2014 as amended, for the financial year ending 31st March, 2023."

(By Order of the Board)
for **CRAFTSMAN AUTOMATION LIMITED**

Coimbatore
09.05.2022

Shainshad Aduvanni
Company Secretary and
Compliance Officer
ACS No. 27895

Notes:

1. An Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("Act") and applicable Secretarial Standards, relating to special business to be transacted at the Annual General Meeting ("AGM"), is annexed to the Notice. The Board of Directors of the Company, at its meeting held on 09th May, 2022 considered that the special business under Item Nos. 4, 5 and 6 are unavoidable and should be transacted at the 36th AGM of the Company.
2. In view of the global outbreak and continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 14/ 2020 dated 8th April, 2020, General Circular No. 17/ 2020 dated 13th April, 2020, General Circular No. 20/ 2020 dated 5th May, 2020, General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 19/ 2021 dated 8th December, 2021, General Circular No. 21/ 2021 dated 14th December, 2021 and General Circular No. 2/ 2022 dated 5th May, 2022 (collectively referred to as "MCA Circulars") has permitted the holding of the AGM through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") on or before 31st December, 2022, without the physical presence of the shareholders at a common venue. In compliance with the provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with circulars issued by MCA and the Securities and Exchange Board of India (SEBI), the 36th AGM of the Company is being held through VC/OAVM. The deemed venue for the 36th AGM shall be the Registered Office of the Company.
3. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its shareholders in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a shareholders using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. The shareholders should join the AGM in the VC/OAVM mode either 30 minutes before or after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 shareholders on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the shareholders attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
6. Since the AGM is being held through VC / OAVM, physical attendance of shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the shareholders will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes.
7. Pursuant to Section 113 of the Act, Institutional / Corporate shareholders (i.e., any Body Corporate) are required to send a scanned copy (in PDF/JPG format) of certified true copy of the Board resolution authorising its representative to vote through remote e-voting/e-voting during the AGM and attend the AGM through VC / OAVM. The said certified true copy of the Board resolution should be sent to the Scrutinizer by email through its registered email address to madhu@ksrandco.in, sankar@ksrandco.in with a copy marked to investor@craftsmanautomation.com .
8. Since the AGM will be held through VC / OAVM, the question of providing Route Map to the venue of the meeting does not arise.

-
9. In line with the MCA Circulars, the notice calling the AGM has been uploaded on the website of the Company at www.craftsmanautomation.com. The notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
 10. In accordance with Sections 101 and 136 of the Act read with Rule 18(1) of the Companies (Management and Administration) Rules, 2014 and Circulars, issued by MCA and SEBI, the notice of the 36th AGM along with the Annual Report are being sent only in electronic mode to shareholders whose e-mail address are registered with the Company or the Depository Participant(s).
 11. Shareholders desirous of receiving communication from the Company in electronic form, may register their email address with their respective depository participant. Further, shareholders are also requested to approach their depository participant to register their e-mail address in their demat account details as per the process defined by the respective depository participant. In case any shareholder is desirous of obtaining hard copy of the Annual Report for the Financial Year, 2022 and notice of the 36th AGM of the Company, may send request to the Company's email address at investor@craftsmanautomation.com mentioning Foilo No./ DP ID and Client ID.
 12. The SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in demat form are, therefore, requested to submit the PAN to their respective Depository Participant(s). Shareholders holding shares in physical form can submit their PAN details to the Company or to the RTA (Link Intime India Private Limited).
 13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements on which the directors are interested under Section 189 of the Companies Act, 2013 will be available electronically for inspection during the AGM. For inspection, the Shareholders may contact the Company Secretary at investor@craftsmanautomation.com at least 5 days before the date of the AGM.
 14. The Board of Directors has recommended final dividend of ₹3.75/- (75%) per equity share of ₹5/- each for the financial year ended 31st March, 2022 subject to the approval of the shareholders at the 36th AGM and the dividend (if declared) will be paid within 30 days from the date of approval by the Shareholders at the 36th AGM. The record date for determining the eligibility of the equity shareholders to the final dividend for the financial year ended 31st March, 2022 is fixed as Friday, 10th June, 2022.
 15. Register of Members of the Company will remain closed from Saturday, 11th June, 2022 to Friday, 17th June, 2022 (both days inclusive), for the purpose of determining the name of Shareholders who are eligible for dividend on equity shares, if declared at the AGM.
 16. As mandated by the Listing Regulations, Company will remit dividend electronically by RTGS/NECS/NACH etc. to the bank account of the shareholder whose bank details are registered with the Company. Shareholders holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, NECS, mandates, nominations, power of attorney, change of address/name, PAN details, etc. to their Depository Participant ("DP") only. In the event the Company is unable to pay the dividend to any shareholder directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers cheque/ demand draft to such shareholder.
 17. Pursuant to the Income-tax Act, 1961, as amended by the Finance Act, 2020, dividend income has become taxable in the hands of shareholders with effect from 1st April, 2020 and therefore, the Company shall be required to deduct tax at source (TDS) from dividend paid to shareholders at the prescribed rates. The summary of the applicable TDS provisions in accordance with the provisions of the Income Tax Act, 1961, for various categories, including Resident or Non-Resident Shareholders are available below. Shareholders are requested to update their Permanent Account Number ("PAN") with the Company and depositories (in case of shares held in demat mode) on or before Friday, 10th June, 2022.

a) For Resident Shareholders:

Particulars	Applicable Rate	Documents required (if any)
For Resident Shareholders:		
Shareholder with valid PAN	10%	Update/Verify the PAN, and the residential status as per Income Tax Act, 1961 if not already done, with the depositories (in case of shares held in demat mode) and with the Company's Registrar and Transfer Agents i.e. Link Intime India Private Limited (in case of shares held in physical mode).
If PAN of the Shareholder is not submitted/ PAN is invalid	20%	N.A.
If a person has not filed his/her Return of Income for each of the two preceding financial years and the aggregate of tax deducted at source in his/her case is ₹50,000 or more in each of these two financial years.	Higher of the following: a) Twice the rate specified in the relevant provision of the Income-tax Act, 1961; or b) Twice the rate or rates in force; or c) The rate of five per cent.	N.A.
a) For Resident Individual:		
If the total dividend to be received by a Resident Individual during FY 2022-23 does not exceed ₹5,000.	Nil	
Shareholder Submitting Form 15G/ Form 15H		Declaration in Form 15G (for individuals, with no tax liability on total income and income not exceeding maximum amount which is not chargeable to tax) / Form 15H (for individuals above the age of 60 years with no tax liability on total income) for the FY 2022-23.
Shareholder submitting order under Section 197 of the Income Tax Act, 1961)	Rate specified in the said certificate	If a shareholder has obtained a lower or Nil withholding tax certificate from the tax authorities, a self-attested copy of the said certificate shall be submitted. The certificate should be valid for the FY 2022-23 and should cover the dividend income.

b) For Resident Non-Individual:

Insurance Companies as specified under Section 194 of the Income Tax Act, 1961	Nil	Self declaration that it qualifies as 'Insurer' as per section 2(7A) of the Insurance Act, 1938 and has full beneficial interest with respect to the ordinary shares owned by it along with self attested copy of PAN card and certificate of registration with Insurance Regulatory and Development Authority (IRDA).
Mutual Fund specified under clause (23D) of Section 10 of the Income Tax Act, 1961	Nil	Self-declaration that it is registered with SEBI and is specified and covered under section 10 (23D) of the Income-tax Act, 1961 along with self-attested copy of PAN card and certificate of registration with SEBI
Alternative Investment Fund (AIF) established in India	Nil	Self-declaration that its income is exempt under section 10 (23FBA) of the Income-tax Act, 1961 and they are registered with SEBI as Category I or Category II AIF along-with self-attested copy of the PAN card and certificate of AIF registration with SEBI.
Corporation established by or under a Central Act, which is, under any law for the time being in force, exempt from income-tax on its income	Nil	Declaration that it is a corporation established by or under a Central Act whereby income-tax is exempt on the income and accordingly, covered under section 196 of the Income Tax Act, 1961 along with self-attested copy of PAN card and registration certificate and relevant extract of the section whereby the income is exempt from tax.
Any other entity entitled to exemption from TDS	Nil	Valid self-attested documentary evidence (e.g., copy of the relevant registration, notification, order, etc.) in support of the entity being entitled to TDS exemption along with self-attested copy of PAN card

b. For Non-resident Shareholders:

Particulars	Applicable Rate	Documents required (if any)
Non-resident shareholders (including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) Investors (FPIs))	20% (plus applicable surcharge and cess) OR Tax Treaty Rate (whichever is lower, provided documents are received)	Update/Verify the PAN and the residential status as per Income Tax Act, 1961, if not already done, with the depositories (in case of shares held in demat mode) and with the Company's Registrar and Transfer Agents i.e. Link Intime India Private Limited (in case of shares held in physical mode).
Shareholder having PE in India who have not filed Income Tax return for FY 20-21 (AY 21-22) and amount of TDS deducted on their PAN is ₹50,000 or above	40% (plus applicable surcharge and cess) [Shareholder who has not furnished a declaration stating no Permanent Establishment (PE) in India]	N.A.
Shareholder submitting order under Section 197 of the Income Tax Act, 1961	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from tax authority. Tax will be deducted at the rate specified in the said certificate, subject to furnishing a self-attested copy of the same. The certificate should be valid for the FY 2022-23 and should cover the dividend income.

As per section 90 read with section 195 of the Income-tax Act, 1961, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") read with applicable Multilateral Instrument ('MLI') between India and the country of tax residence of the shareholder, if they are more beneficial to them.

For this purpose, i.e., to avail the Tax Treaty benefits, the non-resident shareholder will have to provide the following:

- a. Self-attested true copy of Tax Residency Certificate ("TRC") obtained from the tax authorities of the country of which the shareholder is resident for the FY 2021-22;
- b. Self-declaration in Form 10F;
- c. Self-attested true copy of the PAN Card if allotted by the Indian Income Tax authorities;
- d. Self-declaration to be provided under Rule 37BC(2) of the Income Tax Rules, 1962
- e. Self-declaration in the format prescribed by the Company, certifying the following points:
 - i. Shareholder is and will continue to remain a tax resident of the country of its residence during the FY 2022-23;
 - ii. Shareholder is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
 - iii. Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
 - iv. Shareholder does not have a taxable presence or a Permanent Establishment ("PE") in India during the FY 2022-23. In any case, the amounts paid/payable to the Shareholder are not attributable or effectively connected to the PE or fixed base, if any, which may have got constituted otherwise;
 - v. Shareholder is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and
 - vi. Self-declaration by the shareholder regarding the satisfaction of the place of effective management (POEM), principal purpose test, GAAR, Simplified Limitation of Benefit test (wherever applicable), as regards the eligibility to claim recourse to concerned Double Taxation Avoidance Agreements.

Shareholders may submit the aforementioned documents to investor@craftsmanautomation.com on or before Thursday, 9th June, 2022 in order to enable the Company to determine and deduct appropriate tax .

It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/ documents from the Shareholders, there would still be an option available with the Shareholders to file the return of income and claim an appropriate refund, if eligible. The above referred documents submitted by you will be verified by us and we will consider the same while deducting the appropriate taxes, if any, provided that these documents are in accordance with the provisions of the Act.

In addition to the above, please note the following:

- i. In case you hold shares under multiple accounts under different status/ category but under a single PAN, the highest rate of tax as applicable to the status in which shares held under the said PAN will be considered on the entire holding in different accounts.
- ii. In case of joint shareholding, the withholding tax rates shall be considered basis the status of the primary beneficial shareholder.
- iii. The Beneficiary data provided by the CDSL and NSDL will be taken for consideration.

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, such shareholder will be responsible to indemnify the Company and also, provide the Company with all information/ documents and co-operation in any appellate proceedings. The said certificate can also be viewed in Form 26AS at TRACES <https://www.tdscpc.gov.in/app/login.xhtml> or the website of the Income Tax department of India <https://www.incometax.gov.in/home>.

18. Details required under Regulation 36 of the Listing Regulations, 2015 and Secretarial Standards on General Meetings (SS - 2) issued by The Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM is provided in **"Annexure-A"** of this notice. Directors seeking appointment/re-appointment have furnished requisite declarations under Section 164(2) and other applicable provisions of the Act including rules framed thereunder.
19. To prevent fraudulent transactions, shareholders are advised to exercise due diligence and notify the Company of any change in address or demise of any Shareholder as soon as possible. Shareholders are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
20. The Board of Directors of the Company have appointed Dr.C.V.Madhusudhanan (FCS No: 5367), Partner failing him Mr.V.R.Sankaranarayanan (ACS No:19450), Partner of M/s. KSR & Co Company Secretaries LLP, Coimbatore, Practicing Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process and voting through electronic voting system at the AGM in a fair and transparent manner.
21. The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman or a person authorised by him in writing, who shall countersign the same and declare results (consolidated) within two working days from the conclusion of the AGM.

22. The result declared along with the Scrutinizers Report will be placed on the Company's website www.craftsmanautomation.com and on the website of CDSL e-voting(www.evotingindia.com) immediately after the declaration of result and the same will also be communicated to BSE Limited and the National Stock Exchange of India Limited.

23. Instructions for e-voting and joining the AGM are as follows:

A. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER

- i. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company provides to shareholders the facility of exercising their right to cast vote(s) at the AGM by electronic means and the business may be transacted through e-voting services.
- ii. The voting period begins on Tuesday, 14th June, 2022 at 9.00 a.m. and ends on Thursday, 16th June, 2022 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 10th June, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- iii. The facility for electronic voting system, shall also be made available at the AGM. The shareholders attending the AGM, who have not cast their votes through remote e-voting and are otherwise not barred from doing so, shall be able to exercise their voting rights at the AGM. The shareholders who have already casted their votes through remote e-voting may attend the meeting but shall not be entitled to cast their votes again at the AGM.
- iv. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 2020, under Regulation 44 of the Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- v. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at: https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at: https://eservices.nsd.com. Select "Register Online for IDeAS Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

vi. The details of the process and manner for remote e-voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders:

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. Now enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat form other than individual and Physical Form	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent

to the Resolution and option NO implies that you dissent to the Resolution.

- xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK,” else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvi. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvii. Facility for Non – Individual Shareholders and Custodians –Remote Voting

- a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- f. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address madhu@ksrandco.in, sankar@ksrandco.in and to the Company at the email address viz; investor@craftsmanautomation.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

B. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- i. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders / members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder / members login where the EVSN of Company will be displayed.
- ii. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- iii. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- iv. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- v. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

-
- vi. Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request in advance from Thursday, 9th June, 2022 (9.00 a.m. IST) to Saturday, 11th June, 2022 (5.00 p.m. IST) mentioning their name, demat account number/folio number, email id, mobile number at company email id viz; investor@craftsmanautomation.com.
 - vii. The request received by the Company during the aforesaid period shall only be considered and responded during the AGM and those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
 - viii. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
 - ix. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/ OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

C. INSTRUCTIONS PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- i. For Physical shareholders - please provide necessary details like 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 Company at investor@craftsmanautomation.com / coimbatore@linkintime.co.in
- ii. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
- iii. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meeting through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr.Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE OF THE 36TH ANNUAL GENERAL MEETING OF THE COMPANY IN RESPECT OF ITEM NO:4, 5 AND 6 OF THE SAID NOTICE

ITEM NO.4:

APPOINTMENT OF MR. TAMRAPARNI SRINIVASAN VENKATA RAJAGOPAL, (DIN: 07148250) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

The Board of Directors of the Company at its meeting held on 19th March, 2022, upon recommendation of the Nomination and Remuneration Committee has appointed Mr. Tamraparni Srinivasan Venkata Rajagopal (DIN: 07148250) as an Additional Director of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013 ('the Act'), appointment of Independent Directors requires approval of the Shareholders of the Company. Further, in terms of the Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective 1st January, 2022, a Listed Entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. The Listing Regulations also provide that the appointment of an Independent Director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

The Company has received a notice in writing from a member in terms of Section 160(1) of the Act, proposing the candidature of Mr. Tamraparni Srinivasan Venkata Rajagopal for the office of Independent Director of the Company. The Board of Directors of the Company at its meeting held on 9th May, 2022, upon recommendation of the Nomination and Remuneration Committee has considered and recommended the appointment of Mr. Tamraparni Srinivasan Venkata Rajagopal as an Independent Director with effect from 19th March, 2022 for a period of Five (5) years subject to the approval of shareholders by means of a Special Resolution at the ensuing AGM and he is not liable to retire by rotation.

Mr. Tamraparni Srinivasan Venkata Rajagopal is a Practicing Chartered Accountant by qualification and profession, possess rich experience of more than 30 years. He is the Senior Partner of Subbuchar

& Srinivasan, Chartered Accountants Firm, Coimbatore. He is a graduate and fellow member of The Institute of Chartered Accountants of India (ICAI) and also an All India Rank Holder in both CA Intermediate and Final examinations conducted by ICAI. He was awarded several academic awards at School and College levels. He has presented several papers on corporate audit and taxation at the ICAI, Coimbatore chapter.

The Company has received from Mr. Tamraparni Srinivasan Venkata Rajagopal (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act, and (iii) a declaration under Section 149 (7) of the Act and Regulation 25(8) of the 'Listing Regulations' to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 (1) (b) of the 'Listing Regulations' and (iv) a declaration that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. At present he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor is debarred from holding the office of Director pursuant to any SEBI Order. He is also registered with the database of Independent Directors at Indian Institute of Corporate Affairs (IICA) constituted by Ministry of Corporate Affairs pursuant to the relevant notifications.

The Nomination and Remuneration Committee and the Board has assessed the veracity of the said declarations and other documents furnished by Mr. Tamraparni Srinivasan Venkata Rajagopal and based on the same, has opined that he fulfils the conditions / criteria specified in the Act, the Rules and the Listing Regulations and determined that he is independent of the Management and possesses appropriate skills, experience and knowledge to be appointed as an Independent Director of the Company.

Additional information in respect of Mr. Tamraparni Srinivasan Venkata Rajagopal, pursuant to

Regulation 36 (3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2), and brief profile of Mr. Tamraparni Srinivasan Venkata Rajagopal is given at **Annexure A** to this Notice.

Interest of Directors & Key Managerial Personnel:

None of the Directors nor any Key Managerial Personnel of the Company or their relatives except Mr. Tamraparni Srinivasan Venkata Rajagopal is directly or indirectly concerned or interested, financially or otherwise in the resolution.

The Board recommends the Special Resolution set out in Item No. 4 of this Notice for the approval of the Shareholders.

ITEM NO.5:

REVISION IN PAYMENT OF COMMISSION TO THE NON - EXECUTIVE DIRECTORS OF THE COMPANY:

The Shareholders of the Company at the Extra Ordinary General Meeting held on 30th April, 2018 had approved the payment of commission of ₹1,50,000/- per calendar quarter per Non-Executive Director from the financial year 2018-19 onwards subject to the total annual commission exclusive of applicable GST thereon, if any, to all the Non-Executive Directors shall not exceed 1% of the net profit of the Company during any financial year calculated in accordance with provisions of the Act.

The Company has made an Initial Public Offer (IPO) and listed its securities in the Stock Exchanges (BSE and NSE) on 25th March, 2021. Consequent to listing, the role, duties and responsibilities of Non-Executive Directors has been widened and the degree and quality of their engagement with the Board and the Company has undergone significant changes, though they do not engage in the day-to-day management of the organization. Since the Non-Executive Directors, devote their valuable time in deliberating on the strategic and important matters in the course of the Board and Committee meetings of the Company and give their valuable advice, suggestion and guidance to the management of the Company from time to time, it has been proposed to revise the Commission payable to the Non-Executive Directors.

The Board of Directors of the Company at its meeting held on 9th May, 2022, upon recommendation of the Nomination and Remuneration Committee has considered and recommended the revision in payment of Commission to the Non-Executive

Directors from the financial year 2022-23 for an amount of ₹ 9,00,000 (Rupees Nine Lakhs Only) per annum per Non Executive Director.

The Nomination and Remuneration Committee and the Board of Directors will determine the amount of Commission payable to the Non Executive Directors year on year upto a maximum amount of ₹20,00,000 (Rupees Twenty Lakhs Only) per annum per Non Executive Director, exclusive of applicable Taxes. The Commission payable will be in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or its Committees. The total remuneration payable to the Non-Executive Directors shall not exceed one percent (1%) of the net profits of the Company for that financial year computed in accordance with the provisions of Section 198 of the Companies Act, 2013 or such other percentage as may be specified by the Act from time to time.

Accordingly, consent of the Shareholders is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for payment of commission to Non-Executive Directors of the Company.

Interest of Directors & Key Managerial Personnel:

Except Non-Executive Directors, none of the other Directors or Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution.

The Board recommends an Ordinary Resolution set out at Item No. 5 for the approval of shareholders.

ITEM NO.6:

RATIFICATION OF THE REMUNERATION PAYABLE TO THE COST AUDITORS FOR THE FINANCIAL YEAR ENDING 31ST MARCH, 2023;

Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 provides for:

- appointment of a Cost Accountant in practice, to conduct audit of cost records of a Company, by the Board of Directors on the recommendation of Audit Committee; and
- ratification of remuneration payable to him by the shareholders of the company.

In terms of the aforesaid provisions, the Board of Directors of the Company at its meeting held on 9th May, 2022, based on the recommendation of

Audit Committee had approved the appointment of S.Mahadevan & Co., Cost Accountants, Coimbatore (Registration Number: 000007) as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2023. The remuneration fixed for his appointment is ₹4,00,000 (Rupees Four Lakhs only) plus applicable Taxes and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor shall be ratified by the shareholders of the Company.

Accordingly, consent of the shareholders is sought to ratify the remuneration payable to the Cost Auditors. The Board recommends the Ordinary Resolution set out at Item No. 6 for the approval of -Shareholders.

Interest of Directors & Key Managerial Personnel:

None of the Directors or Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution.

The Board recommends an Ordinary Resolution set out in Item No. 6 of this Notice for the approval of the Shareholders.

(By Order of the Board)
for **CRAFTSMAN AUTOMATION LIMITED**

Coimbatore
09.05.2022

Shainshad Aduvanni
Company Secretary and
Compliance Officer
ACS No. 27895

ANNEXURE A**DETAILS OF DIRECTORS SEEKING APPOINTMENT AND RE-APPOINTMENT AT THE 36TH ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA****Item No.3 – Brief profile of Mr. Srinivasan Ravi**

Name of the Director	Mr.Srinivasan Ravi
Director Identification Number (DIN)	01257716
Date of Birth & Age	18.03.1963 & 59 Years
Date of Appointment on Board as Director	18 th July, 1986
Date of Last Reappointment as Director	1 st October, 2021
Expertise in Specific Functional Areas	He is an outstanding technocrat brings with him almost 35 years of experience in engineering sector.
Qualification	Bachelor of Engineering (Mechanical) from PSG College of Technology.
Brief Profile	Mr. Srinivasan Ravi is the Promoter and Chairman and Managing Director of the Company and has been associated with the Company since its incorporation. He holds a bachelor's degree in mechanical engineering from PSG College of Technology, Coimbatore. He has experience of more than 35 years in the automotive industry. He has received various awards, including "Outstanding Citizen of Coimbatore Award" by Rotary Club of Coimbatore in 2018, "Entrepreneur of the Year 2015 Award" by Entrepreneurs' Organization, Coimbatore, "Outstanding Entrepreneur Achiever Award 2012" by Bharathiar School of Management and Entrepreneur Development, Bharathiar University, Coimbatore and "Best Entrepreneur Award" by Coimbatore Management Association in 2010.
No. of Equity Shares held in Company	1,05,00,000 shares
Number of Meetings of the Board attended during the year 2021-2022	All the Board Meetings. Six Board Meetings in total.
Terms and Conditions of Appointment or Reappointment along with details of Remuneration sought to be paid and the Remuneration last drawn	Mr. Srinivasan Ravi is the promoter and also Chairman and Managing Director of the Company. He was reappointed as Managing Director for a term of 5 years w.e.f 01 st October, 2021 and his revision in terms of appointment was approved by shareholders at the Annual General Meeting held on 21 st June, 2021. Shareholders has approved remuneration of Fixed salary of ₹30,00,000 per month in the scale of ₹30,00,000 to ₹45,00,000 per month plus other perquisites and commission of 7.5% percentage of profits, such that the total remuneration does not exceed 75% of the profits of the company computed in accordance with Section 198 of Companies Act, 2013 w.e.f 01 st October, 2021. Mr. Srinivasan Ravi has informed the Company about his decision to voluntarily cap on the commission payable to him to 50% of limits approved by the shareholders of the Company w.e.f.01 st April, 2021 till 30 th September, 2026.
List of outside Directorships in Public/Private Companies	1. Carl Stahl Craftsman Enterprises Private Limited 2. Craftsman Europe B.V., Netherlands (Formerly known as Craftsman Marine B.V.)
Listed entity from which Director has resigned in last three years	Nil
Chairman/Member of the Committees of the Board of Directors of the Company	1. Chairman of Corporate Social Responsibility Committee 2. Chairman of the Management Committee 3. Chairman of Risk Management Committee 4. Member of Stakeholders Relationship Committee
Chairman/Member of the Committees of Board of Directors of other Companies in which he is a Director	Not Applicable
Relationship with other Directors/Managers/ KMP	Father of Mr.Ravi Gauthamram, Whole Time Director of the Company

Item No.4 – Brief profile of Mr. Tamraparni Srinivasan Venkata Rajagopal

Name of the Director	Mr. Tamraparni Srinivasan Venkata Rajagopal
Director Identification Number (DIN)	07148250
Date of Birth	09.07.1966 & 55 years
Date of Appointment on Board as Director	19 th March, 2022
Date of Last Re-appointment as Director	Nil
Expertise in Specific Functional Areas	Mr. Tamraparni Srinivasan Venkata Rajagopal is a Practicing Chartered Accountant with experience of more than 30 years. He has rich experience in Audit & Assurance, Tax Litigation support upto ITAT, CESTAT etc., among other professional areas. He has immense knowledge and proficiency in the areas of Companies Act, FEMA, SEBI Regulations.
Qualification	B.Com., FCA
Brief Profile	Mr. Tamraparni Srinivasan Venkata Rajagopal is a Practicing Chartered Accountant by qualification and profession, possess rich experience of more than 30 years. He is the Senior Partner of Subbachar & Srinivasan, Chartered Accountants Firm, Coimbatore. He is a graduate and fellow member of The Institute of Chartered Accountants of India (ICAI) and also an All India Rank Holder in both CA Intermediate & Final examinations conducted by ICAI. He was awarded several academic awards at School and College levels. He has presented several papers on corporate audit and taxation at the ICAI, Coimbatore chapter..
No. of Equity Shares held in Company	Nil
Number of Meetings of the Board attended during the year 2021-22	One (1)
Terms and Conditions of Appointment or Reappointment along with details of Remuneration sought to be paid and the Remuneration last drawn	Mr. Tamraparni Srinivasan Venkata Rajagopal is proposed to be appointed as an Independent Director for a period of 5 years with effect from 19 th March, 2022 and not liable to retire by rotation. He shall be paid sitting fees and reimbursement of expenses for attending the meetings of the Board and its Committees, as well as Commission on profit as approved by the shareholders. During the FY 2021-22, he has been paid sitting fee of ₹50,000/-
List of outside Directorships in Public/Private Companies	Nil
Listed entity from which Director has resigned in last three years	Nil
Chairman/Member of the Committees of the Board of Directors of the Company	Member of Audit Committee Member of Corporate Social Responsibility Committee
Chairman/Member of the Committees of Board of Directors of other Companies in which he is a Director	Nil
Relationship with other Directors/Managers/KMP	Mr. Tamraparni Srinivasan Venkata Rajagopal is not related to any Director and Key Managerial Personnel
Skills and capabilities required for the role of the Independent Director as identified by the Nomination and Remuneration Committee (NRC) and the manner in which the proposed person meets such requirements	The NRC had set the following skills and capabilities required for the role of the Independent Director: Knowledge of Sector, Broad public policy direction, Understanding of government legislation/legislative process, experience in Accounting, Finance, Law, Public relations, Strategy development and implementation, Financial Literacy, Strategic thinking/planning from a governance perspective, Governance related risk management experience, Compliance focus, Profile/reputation and Behavioral competencies. Mr. Tamraparni Srinivasan Venkata Rajagopal, Chartered Accountant who has more than 30 years of experience, has met all the skills and capabilities required.