

**CORPORATE GOVERNANCE FOR THE QUARTER AND YEAR ENDED 31<sup>ST</sup> MARCH, 2021**

<b>General information about company</b>	
Scrip code	543276
NSE Symbol	CRAFTSMAN
MSEI Symbol	NIL
ISIN	INE00LO01017
Name of the entity	CRAFTSMAN AUTOMATION LIMITED
Date of start of financial year	01-04-2020
Date of end of financial year	31-03-2021
Reporting Quarter	Yearly
Date of Report	31-03-2021
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

**ANNEXURE -1**

<b>I. Composition of Board of Directors</b>																
<b>Wether the listed entity has a Regular Chairperson</b>								<b>Yes</b>								
<b>Whether Chairperson is related to MD or CEO</b>								<b>Yes</b>								
<b>Sr</b>	<b>Title (Mr / Ms)</b>	<b>Name of the Director</b>	<b>Category 1 of directors</b>	<b>Category 2 of directors</b>	<b>Category 3 of directors</b>	<b>Date of Birth</b>	<b>Whether special resolution passed?</b>	<b>Date of passing special resolution</b>	<b>Initial Date of appointment</b>	<b>Date of Re-appointment</b>	<b>Date of cessation</b>	<b>Tenure of director (in months)</b>	<b>No of Directorship in listed entities including this listed entity</b>	<b>No of Independent Directorship in listed entities including this listed entity</b>	<b>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity</b>	<b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity)</b>
1	Mr	Srinivasan Ravi	Executive Director	Chairperson	MD	18-03-1963	NA		18-07-1986	01-10-2016		60	1	0	1	0
2	Mr	Ravi Gauthamram	Executive Director	NA		13-04-1988	NA		20-02-2014	01-10-2016		60	1	0	0	0
3	Mr	Chandrashekhar Madhukar Bhide	Non-Executive - Independent Director	NA		12-07-1948	Yes	24-05-2018	31-01-2011	24-05-2018		60	1	1	2	2
4	Mr	Sundararaman Kalyanaraman	Non-Executive - Independent Director	NA		25-03-1950	Yes	24-05-2018	30-06-2017	24-05-2018		60	1	1	2	0
5	Mrs	Vijaya Sampath	Non-Executive - Independent Director	NA		26-05-1953	Yes	30-04-2018	30-04-2018	30-04-2018		60	7	7	5	1
6	Mr	Udai Dhawan	Non-Executive - Nominee Director	NA		17-01-1973	NA		25-11-2016	28-04-2017		0	3	0	2	0

**Annexure 1****II. Composition of Committees****Audit Committee Details**

Whether the Audit Committee has a Regular Chairperson						Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00027967	Chandrashekhar Madhukar Bhide	Non-Executive - Independent Director	Chairperson	24-05-2018	
2	01252878	Sundararaman Kalyanaraman	Non-Executive - Independent Director	Member	24-05-2018	
3	00641110	Vijaya Sampath	Non-Executive - Independent Director	Member	03-02-2020	
4	03048040	Udai Dhawan	Non-Executive - Nominee Director	Member	24-05-2018	

**Nomination and remuneration committee Details**

Whether the Nomination and remuneration committee has a Regular Chairperson						Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00641110	Vijaya Sampath	Non-Executive - Independent Director	Chairperson	24-05-2018	
2	00027967	Chandrashekhar Madhukar Bhide	Non-Executive - Independent Director	Member	24-05-2018	
3	01252878	Sundararaman Kalyanaraman	Non-Executive - Independent Director	Member	24-05-2018	

<b>Stakeholders Relationship Committee Details</b>						
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes	
<b>Sr</b>	<b>DIN Number</b>	<b>Name of Committee members</b>	<b>Category 1 of directors</b>	<b>Category 2 of directors</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1	00027967	Chandrashekhar Madhukar Bhide	Non-Executive - Independent Director	Chairperson	03-02-2020	
2	01257716	Srinivasan Ravi	Executive Director	Member	24-05-2018	
3	01252878	Sundararaman Kalyanaraman	Non-Executive - Independent Director	Member	05-12-2020	

<b>Corporate Social Responsibility Committee</b>						
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes	
<b>Sr</b>	<b>DIN Number</b>	<b>Name of Committee members</b>	<b>Category 1 of directors</b>	<b>Category 2 of directors</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1	01257716	Srinivasan Ravi	Executive Director	Chairperson	17-12-2014	
2	00027967	Chandrashekhar Madhukar Bhide	Non-Executive - Independent Director	Member	17-12-2014	
3	03048040	Udai Dhawan	Non-Executive - Nominee Director	Member	15-12-2016	

<b>Other Committee</b>					
<b>Sr</b>	<b>DIN Number</b>	<b>Name of Committee members</b>	<b>Name of Other Committee</b>	<b>Category 1 of directors</b>	<b>Category 2 of directors</b>
1	01257716	Srinivasan Ravi	INITIAL PUBLIC OFFER (IPO) COMMITTEE	Executive Director	Chairperson
2	00641110	Vijaya Sampath	INITIAL PUBLIC OFFER (IPO) COMMITTEE	Non-Executive - Independent Director	Member
3	03048040	Udai Dhawan	INITIAL PUBLIC OFFER (IPO) COMMITTEE	Non-Executive - Nominee Director	Member

4	01257716	Srinivasan Ravi	MANAGEMENT COMMITTEE	Executive Director	Chairperson
5	06789004	Ravi Gauthamram	MANAGEMENT COMMITTEE	Executive Director	Member

<b>III. Meeting of Board of Directors</b>					
<b>Sr</b>	<b>Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)</b>	<b>Maximum gap between any two consecutive (in number of days)</b>	<b>Whether requirement of Quorum met (Yes/No)</b>	<b>Number of Directors present*</b>	<b>No. of Independent Directors attending the meeting*</b>
1	28-10-2020		Yes	5	3
2	20-11-2020	22	Yes	6	3
3	05-12-2020	14	Yes	6	3
4	09-12-2020	3	Yes	6	3
5	25-01-2021	46	Yes	6	3
6	05-03-2021	38	Yes	6	3
7	18-03-2021	12	Yes	6	3

IV. Meeting of Committees							
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	28-10-2020			Yes	3	3
2	Audit Committee	25-01-2021	88		Yes	4	3
3	Corporate Social Responsibility Committee	25-01-2021			Yes	3	1
4	Other Committee	12-10-2020		INITIAL PUBLIC OFFER (IPO) Committee	Yes	3	1
5	Other Committee	20-11-2020		INITIAL PUBLIC OFFER (IPO) Committee	Yes	3	1
6	Other Committee	08-12-2020		INITIAL PUBLIC OFFER (IPO) Committee	Yes	3	1
7	Other Committee	25-02-2021		INITIAL PUBLIC OFFER (IPO) Committee	Yes	3	1
8	Other Committee	08-03-2021		INITIAL PUBLIC OFFER (IPO) Committee	Yes	3	1
9	Other Committee	11-03-2021		INITIAL PUBLIC OFFER (IPO) Committee	Yes	3	1
10	Other Committee	12-03-2021		INITIAL PUBLIC OFFER (IPO) Committee	Yes	3	1
11	Other Committee	22-03-2021		INITIAL PUBLIC OFFER (IPO) Committee	Yes	2	0
12	Other Committee	22-03-2021		INITIAL PUBLIC OFFER (IPO) Committee	Yes	3	1

<b>V. Related Party Transactions</b>		
<b>Sr</b>	<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
1	Whether prior approval of audit committee obtained	Yes
2	Whether shareholder approval obtained for material RPT	NA
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
<b>Sr</b>	<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	<b>If status is "No" details of non-compliance may be given here.</b>	<b>Web address</b>
1	Details of business	Yes		<a href="https://www.craftsmanautomation.com/">https://www.craftsmanautomation.com/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://www.craftsmanautomation.com/">https://www.craftsmanautomation.com/</a>
3	Composition of various committees of board of directors	Yes		<a href="https://www.craftsmanautomation.com/">https://www.craftsmanautomation.com/</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www.craftsmanautomation.com/">https://www.craftsmanautomation.com/</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://www.craftsmanautomation.com/">https://www.craftsmanautomation.com/</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://www.craftsmanautomation.com/">https://www.craftsmanautomation.com/</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://www.craftsmanautomation.com/">https://www.craftsmanautomation.com/</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://www.craftsmanautomation.com/">https://www.craftsmanautomation.com/</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://www.craftsmanautomation.com/">https://www.craftsmanautomation.com/</a>

10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.craftsmanautomation.com/">https://www.craftsmanautomation.com/</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://www.craftsmanautomation.com/">https://www.craftsmanautomation.com/</a>
12	Financial results	NA		
13	Shareholding pattern	Yes		<a href="https://www.craftsmanautomation.com/">https://www.craftsmanautomation.com/</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	Yes		<a href="https://www.craftsmanautomation.com/">https://www.craftsmanautomation.com/</a>
17	Advertisements as per regulation 47 (1)	NA		
18	Credit rating or revision in credit rating obtained	Yes		<a href="https://www.craftsmanautomation.com/">https://www.craftsmanautomation.com/</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		<a href="https://www.craftsmanautomation.com/">https://www.craftsmanautomation.com/</a>
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://www.craftsmanautomation.com/">https://www.craftsmanautomation.com/</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="https://www.craftsmanautomation.com/">https://www.craftsmanautomation.com/</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="https://www.craftsmanautomation.com/">https://www.craftsmanautomation.com/</a>



**Annexure 1**

**VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 500 listed entities)</b>	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	SHAINSHAD ADUVANNI
2	Designation	Company Secretary and Compliance Officer

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	

12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	

33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA

Annexure II		
1	Name of signatory	SHAINSHAD ADUVANNI
2	Designation	Company Secretary and Compliance Officer

<b>Signatory Details</b>	
Name of signatory	SHAINSHAD ADUVANNI
Designation of person	Company Secretary and Compliance Officer
Place	COIMBATORE
Date	12-04-2021