

CORPORATE GOVERNANCE REPORT FOR THE YEAR ENDED 31ST MARCH, 2022

General information about company	
Scrip code	543276
NSE Symbol	CRAFTSMAN
MSEI Symbol	NOTLISTED
ISIN	INE00LO01017
Name of the entity	CRAFTSMAN AUTOMATION LIMITED
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Yearly
Date of Report	31-03-2022
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

Annexure I

I. Composition of Board of Directors

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

Yes

Sr	Title (Mr / Ms)	Name of the Director	Category 1 of directors	Whether special resolution passed ? [Refer Reg. 17(1A) of Listing Regulations]	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1	Mr	Srinivasan Ravi	Executive Director – Chairperson- MD	NA	18-07-1986	01-10-2021	-	60	1	0	1	0
2	Mr	Ravi Gauthamram	Executive Director	NA	20-02-2014	01-10-2021	-	60	1	0	0	0
3	Mr	Chandrashekhar Madhukar Bhide	Non-Executive - Independent Director	NA	31-01-2011	24-05-2018	-	60	1	1	2	2
4	Mr	Sundararaman Kalyanaraman	Non-Executive - Independent Director	NA	30-06-2017	24-05-2018	-	60	1	1	2	0
5	Mrs	Vijaya Sampath	Non-Executive - Independent Director	NA	30-04-2018	30-04-2018	-	60	7	7	7	1
6	Mr	Tamraparni Srinivasan Venkata Rajagopal	Non-Executive - Independent Director	NA	19-03-2022	-	-	3	1	1	1	0
7	Mr	Udai Dhawan	Non-Executive - Non Independent Director	NA	25-11-2016	21-06-2021	19-03-2022	0	1	0	1	0

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	Chandrashekar 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	07148250	Tamraparni Srinivasan Venkata Rajagopal	Non-Executive - Independent Director	Member	19-03-2022	
5	03048040	Udai Dhawan	Non-Executive - Non Independent Director	Member	24-05-2018	19-03-2022

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	Chandrashekar Madhukar Bhide	Non-Executive - Independent Director	Member	24-05-2018	
3	01252878	Sundararaman Kalyanaraman	Non-Executive - Independent Director	Member	24-05-2018	

Stakeholders Relationship Committee Details

Whether the Stakeholders Relationship 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	Chandrashekar Madhukar Bhide	Non-Executive - Independent Director	Chairperson	03-02-2020	
2	01257716	Srinivasan Ravi	Executive Director	Member	24-05-2018	
3	01252878	Sundaraman Kalyanaraman	Non-Executive - Independent Director	Member	05-12-2020	

Risk Management Committee Details

Whether the Risk Management 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	01257716	Srinivasan Ravi	Executive Director	Chairperson	05-05-2021	
2	06789004	Ravi Gauthamram	Executive Director	Member	05-05-2021	
3	01252878	Sundaraman Kalyanaraman	Non-Executive Director	Member	05-05-2021	
4	99999999	C.B.Chandreaskar	Member	Member	05-05-2021	

Corporate Social Responsibility Committee						
Whether the Corporate Social Responsibility 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	01257716	Srinivasan Ravi	Executive Director	Chairperson	17-12-2014	
2	00027967	Chandrashekhar Madhukar Bhide	Non-Executive - Independent Director	Member	17-12-2014	
3	07148250	Tamraparni Srinivasan Venkata Rajagopal	Non-Executive - Independent Director	Member	19-03-2022	
4	03048040	Udai Dhawan	Non-Executive - Non Independent Director	Member	15-12-2016	19-03-2022

Other Committee					
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors
1	01257716	Srinivasan Ravi	Management Committee	Executive Director	Chairperson
2	06789004	Ravi Gauthamram	Management Committee	Executive Director	Member
3	01257716	Srinivasan Ravi	Initial Public Offer Committee	Executive Director	Chairperson
4	00641110	Vijaya Sampath	Initial Public Offer Committee	Non-Executive - Independent Director	Member
5	03048040	Udai Dhawan	Initial Public Offer Committee	Non-Executive - Non Independent Director	Member

III. Meeting of Board of Directors					
Sr	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)	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	18-10-2021		Yes		
2	24-01-2022	97	Yes	5	3
3	19-03-2022	53	Yes	6	4

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* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	18-10-2021			Yes		
2	Audit Committee	24-01-2022	97		Yes	3	3
3	Nomination and remuneration committee	18-03-2022			Yes	3	3
4	Stakeholders Relationship Committee	24-01-2022			Yes	3	2
5	Risk Management Committee	18-03-2022			Yes	3	1
6	Corporate Social Responsibility Committee	24-01-2022			Yes	2	1

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
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	

Annexure II		
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)		
I. Disclosure on website in terms of Listing Regulations		
Sr	Item	Compliance status (Yes/No/NA)
1	Details of business	Yes
2	Terms and conditions of appointment of independent directors	Yes
3	Composition of various committees of board of directors	Yes
4	Code of conduct of board of directors and senior management personnel	Yes
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
6	Criteria of making payments to non-executive directors	Yes

7	Policy on dealing with related party transactions	Yes
8	Policy for determining 'material' subsidiaries	Yes
9	Details of familiarization programmes imparted to independent directors	Yes
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
11	email address for grievance redressal and other relevant details	Yes
12	Financial results	Yes
13	Shareholding pattern	Yes
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	Yes
16	New name and the old name of the listed entity	NA
17	Advertisements as per regulation 47 (1)	Yes
18	Credit rating or revision in credit rating obtained	Yes
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes
21	Materiality Policy as per Regulation 30	Yes
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes
23	It is certified that these contents on the website of the listed entity are correct	Yes

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 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
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
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Nil

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
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)	Yes
23	Meeting of Risk Management Committee	21(3A)	Yes
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	Yes

Additional Half Yearly Disclosure	
Applicability of disclosure	Not Applicable
Reason for Non Applicability	Please note that as per the SEBI Circular No. SEBI/HO/CFD/CMD-2/P/CIR/2021/567 dated 31st May, 2021 , the additional half yearly disclosure excludes loan made, guarantee/comfort letter or security provided to/for its subsidiary and joint venture whose accounts are consolidated with the listed entity. Accordingly, this disclosure is not applicable to the company.

Signatory Details	
Name of signatory	SHAINSHAD ADUVANNI
Designation of person	Company Secretary and Compliance Officer
Place	COIMBATORE
Date	15-04-2022