

## **CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 31<sup>ST</sup> MARCH, 2023**

<b>General information about company</b>	
Scrip code	543276
NSE Symbol	CRAFTSMAN
MSEI Symbol	NOTLISTED
ISIN	INE00LO01017
Name of the entity	CRAFTSMAN AUTOMATION LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

**Annexure I**  
**I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory

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Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson related to Promoter

Yes

Sr	Title (Mr / Ms)	Name of the Director	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Current status	Whether special resolution passed?	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
1	Mr	Srinivasan Ravi	Executive Director	Chairperson	MD	18-03-1963	No	Active	NA	18-07-1986	01-10-2021			1	0	2	0
2	Mr	Ravi Gauthamram	Executive Director	Not Applicable		13-04-1988	No	Active	NA	20-02-2014	01-10-2021			1	0	0	0
3	Mr	Chandrashekhar Madhukar Bhide	Non-Executive - Independent Director	Not Applicable		12-07-1948	No	Active	NA	31-01-2011	24-05-2018		58.07	1	1	2	2
4	Mr	Sundararaman Kalyanaraman	Non-Executive - Independent Director	Not Applicable		25-03-1950	No	Active	NA	30-06-2017	24-05-2018		58.07	1	1	2	0
5	Mrs	Vijaya Sampath	Non-Executive - Independent Director	Not Applicable		26-05-1953	No	Active	NA	30-04-2018	30-04-2018		59.01	6	6	7	0
6	Mr	Tamraparni Srinivasan Venkata Rajagopal	Non-Executive - Independent Director	Not Applicable		09-07-1966	No	Active	NA	19-03-2022	19-03-2022		12.12	1	1	2	1
7	Mrs	Rajeswari Karthigeyan	Non-Executive - Independent Director	Not Applicable		24-11-1970	No	Active	NA	06-03-2023	06-03-2023		0.26	1	1	0	0

## 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
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	07148250	Tamraparni Srinivasan Venkata Rajagopal	Non-Executive - Independent Director	Member	19-03-2022

Nomination and remuneration committee					
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
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

Stakeholders Relationship Committee					
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
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>Risk Management Committee</b>					
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
1	01257716	Srinivasan Ravi	Executive Director	Chairperson	05-05-2021
2	06789004	Ravi Gauthamram	Executive Director	Member	05-05-2021
3	01252878	Sundararaman Kalyanaraman	Non-Executive - Independent Director	Member	05-05-2021
4	99999999	C.B.Chandrasekar	Chief Financial Officer	Member	05-05-2021

<b>Corporate Social Responsibility Committee</b>					
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
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

<b>Other Committee</b>					
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

<b>III. Meeting of Board of Directors</b>						
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)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
1	17-10-2022		Yes	6		
2	29-12-2022	72	Yes	6	6	4
3	23-01-2023	24	Yes	6	6	4
4	06-03-2023	41	Yes	7	7	5

IV. Meeting of Committees									
Sr	Name of Committee	Date(s) of meeting	Maximum gap between any two consecutive (in number of days)	Name of other committee	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors (All directors including Independent director)	No. of Independent Directors attending the meeting	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	17-10-2022			Yes	4	4	4	0
2	Audit Committee	23-01-2023	97		Yes	4	3	3	0
3	Nomination and remuneration committee	23-01-2023			Yes	3	3	3	0
4	Nomination and remuneration committee	06-03-2023	41		Yes	3	3	3	0
5	Stakeholders	06-03-2023			Yes	3	3	2	0
6	Risk Management	06-03-2023			Yes	3	3	1	1
7	Corporate Social	06-03-2023			Yes	3	3	2	0
8	Other Committee	04-11-2022		Management Committee	Yes	2	2	0	0
9	Other Committee	16-03-2023	131	Management Committee	Yes	2	2	0	0

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	Yes	

## 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)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="https://www.craftsmanautomation.com/our-product-segments.html">https://www.craftsmanautomation.com/our-product-segments.html</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://www.craftsmanautomation.com/investors/terms-and-conditions-for-appointment-of-independent-directors/">https://www.craftsmanautomation.com/investors/terms-and-conditions-for-appointment-of-independent-directors/</a>
3	Composition of various committees of board of directors	Yes		<a href="https://www.craftsmanautomation.com/investors/board-of-directors/">https://www.craftsmanautomation.com/investors/board-of-directors/</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www.craftsmanautomation.com/investors/wp-content/uploads/2022/08/10.-CAL-Code-of-Conduct-for-Directors-and-SM.pdf">https://www.craftsmanautomation.com/investors/wp-content/uploads/2022/08/10.-CAL-Code-of-Conduct-for-Directors-and-SM.pdf</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://www.craftsmanautomation.com/investors/wp-content/uploads/2022/08/2.-CAL-WhistleBlowerPolicy.pdf">https://www.craftsmanautomation.com/investors/wp-content/uploads/2022/08/2.-CAL-WhistleBlowerPolicy.pdf</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://www.craftsmanautomation.com/investors/wp-content/uploads/2022/08/3.-CAL-Nomination-Remuneration-and-Board-Evaluation-Policy.pdf">https://www.craftsmanautomation.com/investors/wp-content/uploads/2022/08/3.-CAL-Nomination-Remuneration-and-Board-Evaluation-Policy.pdf</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://www.craftsmanautomation.com/investors/wp-content/uploads/2022/08/11.-CAL-RPT-Policy.pdf">https://www.craftsmanautomation.com/investors/wp-content/uploads/2022/08/11.-CAL-RPT-Policy.pdf</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://www.craftsmanautomation.com/investors/wp-content/uploads/2022/08/8.-CAL-Policy-for-determining-Material-Subsidiaries.pdf">https://www.craftsmanautomation.com/investors/wp-content/uploads/2022/08/8.-CAL-Policy-for-determining-Material-Subsidiaries.pdf</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://www.craftsmanautomation.com/investors/corporate-governance/#2">https://www.craftsmanautomation.com/investors/corporate-governance/#2</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/investors/investor-contacts/#3">https://www.craftsmanautomation.com/investors/investor-contacts/#3</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://www.craftsmanautomation.com/investors/investor-contacts/#3">https://www.craftsmanautomation.com/investors/investor-contacts/#3</a>
12	Financial results	Yes		<a href="https://www.craftsmanautomation.com/investors/financial-results/">https://www.craftsmanautomation.com/investors/financial-results/</a>
13	Shareholding pattern	Yes		<a href="https://www.craftsmanautomation.com/investors/shareholder/">https://www.craftsmanautomation.com/investors/shareholder/</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	Yes		<a href="https://www.craftsmanautomation.com/investors/earnings-call/#2">https://www.craftsmanautomation.com/investors/earnings-call/#2</a>
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://www.craftsmanautomation.com/investors/disclosures-to-stock-exchanges/#3">https://www.craftsmanautomation.com/investors/disclosures-to-stock-exchanges/#3</a>
18	Credit rating or revision in credit rating obtained	Yes		<a href="https://www.craftsmanautomation.com/investors/credit-ratings/">https://www.craftsmanautomation.com/investors/credit-ratings/</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/investors/annual-reports/#3">https://www.craftsmanautomation.com/investors/annual-reports/#3</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/investors/disclosures-under-regulation-46-of-the-lodr/">https://www.craftsmanautomation.com/investors/disclosures-under-regulation-46-of-the-lodr/</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="https://www.craftsmanautomation.com/investors/wp-content/uploads/2022/08/13.-CAL-Policy-for-Determination-of-Materiality-Events-and-Information.pdf">https://www.craftsmanautomation.com/investors/wp-content/uploads/2022/08/13.-CAL-Policy-for-Determination-of-Materiality-Events-and-Information.pdf</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		<a href="https://www.craftsmanautomation.com/investors/wp-content/uploads/2022/08/14.CAL-Dividend-Distribution-Policy.pdf">https://www.craftsmanautomation.com/investors/wp-content/uploads/2022/08/14.CAL-Dividend-Distribution-Policy.pdf</a>
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>
24	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]	Nil		

## 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 1000 listed entities)</b>	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	<b>Any comments/observations/advice of Board of Directors may be mentioned here:</b>	<b>Nil</b>

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)	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	
<b>Any other information to be provided</b>				

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
Any other information to be provided		

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

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	18-04-2023