

## **CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 30<sup>th</sup> SEPTEMBER, 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	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Half Yearly
Date of Report	30-09-2023
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	Sundararaman Kalyanaraman	Non-Executive - Independent Director	Not Applicable		25-03-1950	No	Active	Yes 13-04-2023	30-06-2017	24-05-2023		64.07	1	1	2	1
4	Mrs	Vijaya Sampath	Non-Executive - Independent Director	Not Applicable		26-05-1953	No	Active	NA	30-04-2018	30-04-2023		65.01	7	7	7	0
5	Mr	Tamraparni Srinivasan Venkata Rajagopal	Non-Executive - Independent Director	Not Applicable		09-07-1966	No	Active	NA	19-03-2022	19-03-2022		18.12	1	1	2	2
6	Mrs	Rajeswari Karthigeyan	Non-Executive - Independent Director	Not Applicable		24-11-1970	No	Active	NA	06-03-2023	06-03-2023		6.26	1	1	3	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	07148250	Tamraparni Srinivasan Venkata Rajagopal	Non-Executive - Independent Director	Chairperson	19-03-2022	
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	10051618	Rajeswari Karthigeyan	Non-Executive - Independent Director	Member	08-05-2023	

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	Date of Cessation
1	00641110	Vijaya Sampath	Non-Executive - Independent Director	Chairperson	24-05-2018	
2	01252878	Sundararaman Kalyanaraman	Non-Executive - Independent Director	Member	24-05-2018	
3	07148250	Tamraparni Srinivasan Venkata Rajagopal	Non-Executive - Independent Director	Member	08-05-2023	

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	Date of Cessation
1	01252878	Sundararaman Kalyanaraman	Non-Executive - Independent Director	Chairperson	05-12-2020	
2	01257716	Srinivasan Ravi	Executive Director	Member	24-05-2018	
3	10051618	Rajeswari Karthigeyan	Non-Executive - Independent Director	Member	08-05-2023	

<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	Date of
1	01257716	Srinivasan Ravi	Executive Director	Chairperson	17-12-2014	
2	07148250	Tamraparni Srinivasan Venkata Rajagopal	Non-Executive - Independent Director	Member	19-03-2022	
3	00641110	Vijaya Sampath	Non-Executive - Independent Director	Member	08-05-2023	

<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	08-05-2023		Yes	7	7	5
2	24-07-2023	76	Yes	6	6	4

#### 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	08-05-2023			Yes	4	4	4	0
2	Audit Committee	24-07-2023	76		Yes	4	4	4	0
3	Nomination and remuneration committee	08-05-2023			Yes	3	3	3	0
4	Nomination and remuneration committee	24-07-2023	76		Yes	3	3	3	0
5	Risk Management Committee	25-08-2023			Yes	3	3	1	1
6	Corporate Social Responsibility	08-05-2023			Yes	3	3	2	0
7	Other Committee	19-06-2023		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 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 III

#### III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
<b>Any other information to be provided</b>				

Details of Cyber security incidence			
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter			No
Date of the event		Brief details of the event	

Additional Half yearly Disclosure			
Applicability of disclosure	Not Applicable		
Reason for Non-Applicability	5		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc. refer note below</b>		<b>The Figure should be mentioned in Actual INR only</b>	
<b>(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to</b>			
<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>	
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			



**(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By**

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

**(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by**

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

<b>(D) Additional Information</b>	
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II. Affirmations		
Affirmations	Compliance Status	Company Remarks

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

### Signatory Details

<b>Name of signatory</b>	SHAINSHAD ADUVANNI
<b>Designation of person</b>	Company Secretary and Compliance Officer
<b>Place</b>	Coimbatore
<b>Date</b>	18-10-2023