

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 31ST MARCH, 2024

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	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report	31-03-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

II. Composition of Committees

Annexure I																		
I. Composition of Board of Directors																		
Disclosure of notes on composition of Board of Directors explanatory																		
Whether the listed entity has a Regular Chairperson														Yes				
Whether Chairperson related to MD or CEO														Yes				
Sr.NO	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 passing special resolution	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	Sundaraman Kalyanaraman	Non-Executive - Independent Director	Not Applicable		25-03-1950	No	Active	Yes	24-05-2018	13-04-2023	24-05-2023		70.07	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		71.01	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		24.12	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		12.26	2	2	3	1

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	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
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
1	01252878	Sundaraman 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

Risk Management Committee

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	Sundaraman Kalyanaraman	Non-Executive - Independent Director	Member	05-05-2021
4	99999999	C.B.Chandrasekar	Chief Financial Officer	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
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

Other Committee					
Sr.No	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

III. Meeting of Board of Directors						
Sr.No	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	30-10-2023		Yes	6	6	4
2	27-01-2024	88	Yes	6	6	4
3	26-03-2024	58	Yes	6	6	4

IV. Meeting of Committees									
Sr.No	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	30-10-2023			Yes	4	4	4	0
2	Audit Committee	27-01-2024	88		Yes	4	4	4	0
3	Nomination and remuneration committee	27-01-2024			Yes	3	3	3	0

4	Stakeholders Relationship Committee	27-01-2024			Yes	3	3	2	0
5	Corporate Social Responsibility Committee	27-01-2024			Yes	3	3	2	0
6	Risk Management Committee	09-02-2024			Yes	3	3	1	1

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
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	
Sr.	Date of the event
	Brief details of the event

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		https://www.craftsmanautomation.com/our-product-segments.html
2	Terms and conditions of appointment of independent directors	Yes		https://www.craftsmanautomation.com/investors/terms-and-conditions-for-appointment-of-independent-directors/
3	Composition of various committees of board of directors	Yes		https://www.craftsmanautomation.com/investors/board-of-directors/
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.craftsmanautomation.com/investors/wp-content/uploads/2024/04/10.-CAL-Code-of-Conduct-for-Directors-and-SM-1.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.craftsmanautomation.com/investors/wp-content/uploads/2024/04/2.-CAL-WhistleBlowerPolicy-1.pdf
6	Criteria of making payments to non-executive directors	Yes		https://www.craftsmanautomation.com/investors/wp-content/uploads/2024/04/3.-CAL-Nomination-Remuneration-and-Board-Evaluation-Policy-1.pdf
7	Policy on dealing with related party transactions	Yes		https://www.craftsmanautomation.com/investors/wp-content/uploads/2024/04/11.-CAL-RPT-Policy.pdf
8	Policy for determining ‘material’ subsidiaries	Yes		https://www.craftsmanautomation.com/investors/wp-content/uploads/2024/04/8.-CAL-Policy-for-determining-Material-Subsidiaries-2.pdf

9	Details of familiarization programmes imparted to independent directors	Yes		https://www.craftsmanautomation.com/investors/corporate-governance/#2
10	Email address for grievance redressal and other relevant details	Yes		https://www.craftsmanautomation.com/investors/investor-contacts/#3
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.craftsmanautomation.com/investors/investor-contacts/#3
12	Financial results	Yes		https://www.craftsmanautomation.com/investors/financial-results/
13	Shareholding pattern	Yes		https://www.craftsmanautomation.com/investors/share-holder/
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		https://www.craftsmanautomation.com/investors/earnings-call/#2
16	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		https://www.craftsmanautomation.com/investors/earnings-call/
17	New name and the old name of the listed entity	NA		
18	Advertisements as per regulation 47 (1)	Yes		https://www.craftsmanautomation.com/investors/disclosures-to-stock-exchanges/#3
19	Credit rating or revision in credit rating obtained	Yes		https://www.craftsmanautomation.com/investors/credit-ratings/
20	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.craftsmanautomation.com/investors/annual-reports/#3
21	Secretarial Compliance Report	Yes		https://www.craftsmanautomation.com/investors/disclosures-to-stock-exchanges/#4

22	Materiality Policy as per Regulation 30 (4)	Yes		https://www.craftsmanautomation.com/investors/wp-content/uploads/2024/04/POLICY-FOR-DETERMINATION-OF-MATERIALITY-AND-DISCLOSURE-OF-MATERIAL-EVENTS-Final.pdf
23	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://www.craftsmanautomation.com/investors/investor-contacts/#4
24	Disclosures under regulation 30(8)	Yes		https://www.craftsmanautomation.com/investors/disclosures-under-regulation-46-of-the-lodr/
25	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
26	Dividend Distribution policy as per Regulation 43A(1)	Yes		https://www.craftsmanautomation.com/investors/wp-content/uploads/2024/04/14.CAL-Dividend-Distribution-Policy-2.pdf
27	Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://www.craftsmanautomation.com/investors/annual-reports/
28	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://www.craftsmanautomation.com/investors/disclosures-under-regulation-46-of-the-lodr/
29	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		https://www.craftsmanautomation.com/investors/disclosures-under-regulation-46-of-the-lodr/
30	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]	Please note that the accounts of Craftsman Europe B.V, Subsidiary Company is not mandated to be audited as per the governing laws of the country where the subsidiary is incorporated. Hence audited financial statements of subsidiary is not uploaded in the website. However, the unaudited financial statements of the subsidiary has been uploaded.		

Annexure 1		
VI. Affirmations		
Sr.No	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 1000 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. No	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(1C), 17(1D) & 17(1E)	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	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	

18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	

39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	NA	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes	
Any other information to be provided				

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	18-04-2024