

29th May, 2021

To

The Manager - Listing,
BSE Limited,
Rotunda Building,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Scrip Code: 543276

The Manager - Listing,
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex ,
Bandra (East),
Mumbai - 400 051
Stock Code: CRAFTSMAN

Dear Sir/Madam,

Sub: 35th Annual General Meeting of the Company

We wish to inform you that the 35th Annual General Meeting of the Company will be held on Monday, the 21st June, 2021 at 4.00 PM IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rules framed thereunder, the Company has fixed 14th June, 2021 as the cut - off date to offer remote e-voting facility to its Members in respect of the businesses to be transacted at the AGM. The voting rights for remote e-voting shall be reckoned on the paid - up value of equity shares registered in the name of Members on the said cut- off date.

The voting period begins on Friday, 18th June, 2021 at 9.00 am IST and ends on Sunday 20th June, 2021 at 5.00 pm IST. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Monday 14th June, 2021 may cast their vote electronically.

The AGM notice is also uploaded on the Company's website.

Kindly take the same into your records.

Thanking you.

Yours faithfully,

for CRAFTSMAN AUTOMATION LIMITED



Shainshaad Aduvanni
Company Secretary & Compliance Officer

Encl: As above

Craftsman Automation Limited

Registered Office:
Senthel Towers, 4th Floor
1078, Avانشi Road
Coimbatore - 641 018
Tamilnadu, India

tel +91 422 71 650 00
fax +91 422 71 650 56

info@craftsmanautomation.com
www.craftsmanautomation.com

CIN No : L28991TZ1986PLC001816
GST No 33AABCC2461K1ZW



CRAFTSMAN AUTOMATION LIMITED

CIN: L28991TZ1986PLC001816

Registered Office: Senthel Towers, IVth Floor, 1078, Avanashi Road, Coimbatore – 641 018

Web: www.craftsmanautomation.com, Email: investor@craftsmanautomation.com

Notice of the 35th Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the 35th Annual General Meeting (AGM) of the Members of Craftsman Automation Limited will be held on Monday, the 21st June, 2021 at 4.00 PM IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the year ended 31st March 2021 including Audited Balance Sheet as at 31st March 2021 and the Statement of Profit and Loss, Cash Flow Statement and Statement of Changes in Equity for the year ended on that date and the reports of the Board of Directors ("the Board") and Statutory Auditors thereon.
2. To appoint a Director in place of Mr. Ravi Gauthamram, (DIN: 06789004), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider the re-appointment of Mr.Srinivasan Ravi, (DIN:01257716) as Chairman and Managing Director of the Company for a period of five (5) years with effect from 1st October, 2021:

To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT the approval of the members, be and is hereby accorded for the re-appointment of Mr.Srinivasan Ravi (DIN 01257716), as the Chairman and Managing Director of the Company for a further period of 5 years with effect from 01st October, 2021 till 30th September, 2026 and shall be entitled to exercise substantial powers of management of the affairs of the Company as understood in terms of clause (54) of Section (2) of the Companies Act, 2013."

"RESOLVED FURTHER THAT, subject to the provisions of Section 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013, the managerial remuneration payable to Mr.Srinivasan Ravi with effect from 01st October, 2021 shall be as follows:

PART A –This Part shall apply when the profits of the Company are adequate.

1. Fixed salary of ₹ 30,00,000 per month in the scale of ₹ 30,00,000 to ₹ 45,00,000 per month. The increments within the scale would be decided by the Board.
2. In addition to the fixed salary indicated in Clause 1 above, he shall be entitled to the following perquisites:
 - a) Leave travel allowance for self, spouse, dependent children and parents upto 12% of the salary.
 - b) Commission of such amount which is obtained by arriving at the value of 7.5% of the profits of the company computed in accordance with Section 198 of Companies Act, 2013 and deducting from there (a) the fixed salary indicated in Clause 1 above; and (b) Value of the Perquisites indicated in Clause 2 above to the extent actually availed by him.
3. Besides the above, he shall be entitled to the following perquisites which shall not be subject to ceiling specified in Clauses 1 and 2 above:
 - a) Company's contribution to provident fund not exceeding 12% of the salary, superannuation fund and annuity fund, if any.
 - b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
 - c) encashment of leave at the end of the tenure.

“RESOLVED FURTHER THAT subject to the provisions of Section 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013, total managerial remuneration including the commission on profits payable to Mr.Srinivasan Ravi, Chairman and Managing Director, shall not exceed 7.5% of the profits computed as per Section 198 of Companies Act, 2013.”

“RESOLVED FURTHER THAT any excess remuneration drawn by him shall be liable to be refunded by him to the Company unless the same has been waived in accordance with the provisions of the Companies Act, 2013.”

PART B – This Part shall apply only in the case of Inadequacy of Profits or no Profits

“RESOLVED FURTHER THAT in the event of inadequacy of profits or no profits, Mr.Srinivasan Ravi, Chairman and Managing Director shall be entitled to consolidated remuneration of ₹ 30,00,000 per month and such remuneration shall remain in force for a period of three years commencing from the year the Company has inadequacy of profits or reports loss, within the overall tenure of five years.”

“RESOLVED FURTHER THAT Mr. Srinivasan Ravi, Chairman and Managing Director, Mr.C.B.Chandrasekar, Chief Financial Officer and Mr.Shainshad Aduvanni, Company Secretary, be and are hereby severally authorised to undertake all actions, deeds, statutory filings and seek necessary approvals to enable the effect of these resolutions.”

4. To consider the re-appointment of Mr.Ravi Gauthamram, (DIN: 06789004) as Whole Time Director of the Company for a period of five (5) years with effect from 1st October, 2021:

To consider and if thought fit to pass, with or without modification, the following resolution as a special resolution:

“RESOLVED THAT approval of the members, be and is hereby accorded for the re-appointment of Mr.Ravi Gauthamram (DIN: 06789004), as the Whole Time Director of the Company for the term of 5 years with effect from 1st October, 2021 till 30th September, 2026.”

“RESOLVED FURTHER THAT subject to the provisions of Section 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013, the managerial remuneration payable to Mr. Ravi Gauthamram effect from 1st October, 2021 shall be as follows:

PART A – This Part shall apply when the profits of the Company are adequate.

1. Fixed Salary of ₹ 5,00,000 per month in the scale of ₹ 5,00,000 to ₹ 7,50,000 per month. The increments within the scale would be decided by the Board.
2. In addition to the fixed salary indicated in Clause 1 above, he shall be entitled to the following benefits/perquisites:
 - a) Leave travel allowance for self, spouse, dependent children and parents upto 12% of the salary.
 - b) Commission of such amount which is obtained by arriving at the value of 2.5% of the profits of the company computed in accordance with Section 198 of Companies Act, 2013 and deducting from there (a) the fixed salary indicated in Clause 1 above; and (b) Value of the Perquisites indicated in Clause 2 above to the extent actually availed by him.
3. Besides the above, he shall be entitled to the following perquisites which shall not be subject to ceiling specified in Clauses 1 and 2 above:
 - a. Company’s contribution to provident fund not exceeding 12% of the salary, superannuation fund and annuity fund, if any.
 - b. gratuity payable at a rate not exceeding half a month’s salary for each completed year of service.
 - c. encashment of leave at the end of the tenure.

“RESOLVED FURTHER THAT subject to the provisions of Section 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013, total managerial remuneration including the commission on profits payable to Mr.Ravi Gauthamram Whole Time Director, shall not exceed 2.5% of the profits computed as per Section 198 of Companies Act, 2013.”

“RESOLVED FURTHER THAT any excess remuneration drawn by him shall be liable to be refunded by him to the Company unless the same has been waived in accordance with the provisions of the Companies Act, 2013.”

PART B – This Part shall apply only in the case of Inadequacy of Profits or no Profits

“RESOLVED FURTHER THAT in the event of inadequacy of profits or no profits Mr.Ravi Gauthamram, Whole Time Director shall be entitled to consolidated remuneration of ₹ 5,00,000 per month and such remuneration shall remain in force for a period of three years commencing from the year the Company has inadequacy of profits or reports loss, within the overall tenure of five years.”

“RESOLVED FURTHER THAT Mr.Srinivasan Ravi, Chairman and Managing Director, Mr.C.B.Chandrasekar, Chief Financial officer and Mr.Shainshad Aduvanni, Company Secretary, be and are hereby severally authorised to undertake all actions, deeds, statutory filings and seek necessary approvals to enable the effect of these resolutions.”

5. To consider the appointment of Mr. Udai Dhawan, (DIN: 03048040) as Non-Executive Director of the Company:

To consider and if thought fit to pass, with or without modification, the following resolution as a special resolution:

“RESOLVED THAT pursuant provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors, the approval of the Shareholders be and is hereby accorded, for appointment of Mr. Udai Dhawan (DIN: 03048040), as a Non-executive, Non Independent Director, liable to retire by rotation.”

“RESOLVED FURTHER THAT Mr. Srinivasan Ravi, Chairman and Managing Director, Mr.C.B.Chandrasekar, Chief Financial Officer and Mr.Shainshad Aduvanni, Company Secretary, be and are hereby severally authorised to undertake all actions, deeds, statutory filings and seek necessary approvals to enable the effect of these resolutions.”

6. To consider the ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2022.

To consider and if thought fit to pass, with or without modification, the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the remuneration of ₹ 4,00,000 (Rupees Four Lakhs only) plus applicable Goods and Service tax (GST) and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit payable to Cost Auditors M/s. S.Mahadevan & Co., Cost Accountants, Coimbatore (Registration Number: 000007), who have been appointed by the Board of Directors on the recommendation of Audit Committee, as Cost Auditors of the Company to conduct the audit of the cost records maintained by the Company as prescribed under the Companies (Audit and Auditors) Rules, 2014 as amended, for the Financial Year ended 31st March, 2022.”

“RESOLVED FURTHER THAT Mr.Srinivasan Ravi, Chairman and Managing Director, Mr.C.B.Chandrasekar, Chief Financial Officer and Mr.Shainshad Aduvanni, Company Secretary, be and are hereby severally authorised to undertake all actions, deeds, statutory filings and seek necessary approvals to enable the effect of these resolutions.”

(By Order of the Board)

for **CRAFTSMAN AUTOMATION LIMITED**

Shainshad Aduvanni

Company Secretary &

Compliance Officer

ACS No. 27895

Coimbatore

05.05.2021

Notes:

1. An Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("Act") and applicable Secretarial Standards, relating to special business to be transacted at the AGM, is annexed to the Notice. The Board of Directors of the Company, at its meeting held on 05th May, 2021 considered that the special business under Item Nos. 3 to 6 are unavoidable and should be transacted at the 35th AGM of the Company.
2. In view of the global outbreak and continuing Covid-19 pandemic, the Ministry of Corporate Affairs (MCA), has vide its General Circular No. 14/ 2020 dated 8th April, 2020, General Circular No. 17/ 2020 dated 13th April, 2020, General Circular No. 20/ 2020 dated 5th May, 2020 and General Circular No. 02/2021 dated 13th January, 2021 (collectively referred to as "MCA Circulars") and Circular No. SEBI / HO / CFD / CMD1 / CIR / P / 2020 / 79 dated 12th May, 2020 and SEBI / HO / CFD / CMD2 / CIR / P / 2021 / 11 dated 15th January, 2021 issued by the Securities and Exchange Board of India ("SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013, MCA and SEBI Circulars, the AGM of the Company is being held through VC/OAVM.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars dated 08th April, 2020, 13th April, 2020, 05th May, 2020 and 13th January, 2021, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. Since the AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes.
7. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
8. Institutional / Corporate shareholders are required to send a scanned copy (in PDF/JPG format) of certified true copy of the Board resolution authorising its representative to vote through remote e-voting and attend the AGM through VC / OAVM. The said certified true copy of the Board resolution should be sent to the Scrutinizer by email through its registered email address to madhu@ksrandco.in with a copy marked to investor@craftsmanautomation.com.
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.craftsmanautomation.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
10. In accordance with, the General Circular No. 20/2020 dated 05th May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated

12th May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address are registered with the Company or the depository Participant(s).

Members desirous of receiving communication from the Company in electronic form, may register their email address with their respective depository participant. Further, Members are also requested to approach their depository participant to register their e-mail address in their demat account details as per the process defined by the respective depository participant.

11. The SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit the PAN to their respective Depository Participant(s). Members holding shares in physical form can submit their PAN details to the Company or to the RTA (Link Intime India Private Limited).
12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements on which the directors are interested under Section 189 of the Companies Act, 2013 will be available electronically for inspection during the AGM. For inspection, the shareholders may contact the Company Secretary at investor@craftsmanautomation.com.
13. In terms of Section 152 of the Act, Mr. Ravi Gauthamram (DIN 06789004), retires by rotation at this Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment. Details of the Director proposed to be re-appointed as required in terms of SEBI Listing Regulations, 2015 and Secretarial Standards on General Meetings (SS - 2) issued by The Institute of Company Secretaries of India, is provided in "Annexure - A"
14. The Board of Directors of the Company have appointed Dr.C.V.Madhusudhanan, Partner failing him Mr.V.R.Sankaranarayanan, Partner of M/s. KSR & Co Company Secretaries LLP, Coimbatore, Practicing Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process and voting through electronic voting system at the AGM in a fair and transparent manner.

15. The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman or a person authorised by him in writing, who shall countersign the same and declare results (consolidated) within two working days from the conclusion of the AGM.
16. The result declared along with the Scrutinizers Report will be placed on the Company's website www.craftsmanautomation.com and on the website of CDSL e-voting (www.evotingindia.com) immediately after the declaration of result and the same will also be communicated to BSE Limited and the National Stock Exchange of India Limited.
17. Instructions for e-voting and joining the AGM are as follows:

A. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- i. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company provides to Members the facility of exercising their right to cast vote(s) at the AGM by electronic means and the business may be transacted through e-voting services.
- ii. The voting period begins on Friday, 18th June, 2021 at 9.00 am IST and ends on Sunday 20th June, 2021 at 5.00 pm IST. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Monday 14th June, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- iii. The facility for electronic voting system, shall also be made available at the AGM. The Members attending the AGM, who have not cast their votes through remote e-voting and are otherwise not barred from doing so, shall be able to exercise their voting rights at the AGM. The Members who have already casted their votes through remote e-voting may attend the meeting but shall not be entitled to cast their votes again at the AGM.
- iv. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December,

2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/**

websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- v. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSLs Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

vi. The details of the process and manner for remote e-voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders:

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat form other than individual and Physical Form

PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK," else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- xviii. **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
 - a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - d) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- f) Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address -madhu@ksrandco.in and to the Company at the email address viz; investor@craftsmanautomation.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

B. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- i. Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder / members login where the EVSN of Company will be displayed.
- ii. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- iii. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- iv. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- v. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vi. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id viz; investor@craftsmanautomation.com.
- vii. Those shareholders who have registered themselves as a speaker will only be allowed

to express their views/ask questions during the meeting.

- viii. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- ix. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

C. INSTRUCTIONS PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- i. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at investor@craftsmanautomation.com/coimbatore@linkintime.co.in
- ii. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- iii. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meeting through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor,

Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE OF THE 35TH AGM OF THE COMPANY IN RESPECT OF ITEM NO. 3 AND 4 OF THE SAID NOTICE

ITEM NO.3:

RE-APPOINTMENT OF MR. SRINIVASAN RAVI, (DIN:01257716) AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE (5) YEARS WITH EFFECT FROM 1ST OCTOBER, 2021:

The members of the Company at the Extra Ordinary General Meeting held on 30th April, 2018 had approved the continuance of appointment of Mr.Srinivasan Ravi (DIN: 01257716) as Chairman and Managing Director of the Company for the remaining tenure of office (being the term of office remaining from the date of conversion of the company into a public company i.e., 30.04.2018) as approved by the Board vide its meeting dated 30th March, 2018 till the expiry of 30th September, 2021.

The Board of Directors of the Company at its meeting held on 05th May, 2021, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members of the Company, approved re-appointment of Mr.Srinivasan Ravi, as Chairman and Managing Director for a further period of 5 years with effect from 01st October, 2021 till 30th September, 2026 on such remuneration as set out in the resolution.

Mr.Srinivasan Ravi, Chairman and Managing Director, will be in charge of the day-to-day management of the Company and perform his duties and exercise his powers subject to the superintendence, direction and control of the Board of Directors.

Mr.Srinivasan Ravi is not disqualified from being re-appointed as a Chairman and Managing Director in terms of Section 164 of the Act, nor debarred from holding the office of Director by virtue of any SEBI order or any other such authority and has given his consent for the said re-appointment.

Additional information in respect of Mr.Srinivasan Ravi, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015 and the Secretarial Standard on General Meetings (SS-2), and brief profile of Mr.Srinivasan Ravi is given at Annexure A to this Notice.

The Board of the Directors accordingly recommends the Special Resolutions set out at Item No. 3 of the Notice for approval of the members.

Interest of directors & key managerial personnel:

None of the Directors nor any key managerial personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, except Mr.Srinivasan Ravi, Chairman and Managing Director and Mr.Ravi Gauthamram, Whole Time Director son of Mr.Srinivasan Ravi who may be deemed to be interested in this Resolution.

ITEM NO.4:

RE-APPOINTMENT OF MR.RAVI GAUTHAMRAM, (DIN: 06789004) AS WHOLE TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE (5) YEARS WITH EFFECT FROM 1ST OCTOBER, 2021;

The members of the Company at the Extra Ordinary General Meeting held on 30th April, 2018 had approved the continuance of appointment of Mr.Ravi Gauthamram (DIN: 06789004) as the Whole Time Director of the Company for the remaining tenure of office (being the term of office remaining from the date of conversion of the company into a public company i.e., 30.04.2018) as approved by the Board vide its meeting dated 30th March, 2018 till the expiry of 30th September, 2021.

The Board of Directors of the Company at its meeting held on 05th May, 2021, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members of the Company, approved re-appointment of Mr.Ravi Gauthamram as Whole Time Director for a further period of 5 years with effect from 01st October, 2021 till 30th September, 2026 on such remuneration as set out in the resolution.

Mr.Ravi Gauthamram, Whole Time Director, will perform his duties and exercise his powers subject to the superintendence, direction and control of the Board of Directors.

Mr.Ravi Gauthamram is not disqualified from being re-appointed as a Whole Time Director in terms of Section 164 of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent for the said re-appointment.

Additional information in respect of Mr.Ravi Gauthamram, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), and brief profile of Mr.Ravi Gauthamram is given at Annexure A to this Notice.

The Board of the Directors accordingly recommends the Special Resolutions set out at Item No. 4 of the Notice for approval of the members.

Interest of directors & key managerial personnel:

None of the Directors nor any key managerial personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, except Mr.Srinivasan Ravi, Chairman and Managing Director and Mr.Ravi Gauthamram, Whole Time Director son of Mr.Srinivasan Ravi who may be deemed to be interested in this Resolution.

In respect of Item Nos.3 & 4, the following disclosures in terms of Section II under Part II of the Schedule V of the Companies Act, 2013 (for payment of remuneration in case of no profits or inadequacy of profits) is provided:

I. GENERAL INFORMATION

1. Nature of Industry	Manufacturing.	
2. Date or expected date of commencement of commercial Production	The Company was incorporated on 18 th July 1986.	
3. In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
4. Financial Performance based on given indicators	Particulars	Financial Years (in Rs.Crores)
		2020-21
	Total Revenue	1546.29
	Profit/(Loss)After Tax	96.76
5. Foreign investments or Collaborations, if any	1. Craftsman Europe B.V, Wholly Owned Subsidiary. 2. Craftsman Automation Singapore Pte Limited, Wholly Owned Subsidiary.	

II. INFORMATION ABOUT THE CHAIRMAN AND MANAGING DIRECTOR, WHOLE TIME DIRECTOR:

(A) Mr.Srinivasan Ravi, Chairman and Managing Director

1. Background details	Srinivasan Ravi is the Chairman and Managing Director and also a Promoter of the Company and has been associated with the Company since its incorporation. He holds a bachelor's degree in mechanical engineering from PSG College of Technology, Coimbatore. He has experience of more than 34 years in the automotive industry. He was re-appointed as Chairman and Managing Director for a term of 5 years w.e.f 01 st October, 2016 till 30 th September, 2021.
2. Past Remuneration	₹ 30,00,000 per month plus commission at rate of 7.5% of the profits of the company computed in accordance with Section 198 of Companies Act, 2013 deducting from there (a) the fixed salary and (b) Value of the Perquisites to the extent actually availed by him.
3. Recognition or awards	1. Roots – CMA Best Entrepreneur Award 2010 by Coimbatore Management Association 2. Outstanding Entrepreneur of the year 2011 by TIE, Chennai 3. The Outstanding Entrepreneur Achiever Award 2012 by Bharathiar School of Management and Entrepreneur Development, Bharathiar University, Coimbatore & BSMED Alumni Association 4. Entrepreneur of the year 2015 by Entrepreneurs Organisation, Coimbatore 5. Outstanding Citizen of Coimbatore Award 2018 by Rotary Club of Coimbatore

4. Job profile and his suitability	The job requires in depth engineering knowledge particularly metal cutting and machining and ability to spot emerging opportunities and convert that into profitable business. Given the complexities brought by the product requirements of varied customers, coupled with knowledge requirement of precision engineering, Mr.Srinivasan Ravi has time and again shown his engineering dexterity and acumen in undertaking challenging contracts and business deals and delivering products with great aplomb. He is the main architect behind the Company's stupendous growth over the years. Mr. Srinivasan Ravi, given his in depth knowledge of the engineering, machine tooling sector, business acumen and his impressive track record is eminently suited for this job.
5. Remuneration Proposed:	Salary of ₹ 30,00,000 per month plus commission at rate of 7.5% of the profits of the company computed in accordance with Section 198 of Companies Act, 2013 deducting from there (a) the fixed salary and (b) Value of the Perquisites to the extent actually availed by him. The details of proposed remuneration are presented in the resolution.
6. Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case if expatriates the relevant details would be w.r.t. the country of his origin):	The remuneration payable to Mr.Srinivasan Ravi has been benchmarked with the remuneration being drawn by similar positions in the Industry.
7. Pecuniary Relationship:	Mr.Srinivasan Ravi, Chairman and Managing Director, and Mr.Ravi Gauthamram, Whole Time Director are related to each other. Mr.Srinivasan Ravi and Mr.Ravi Gauthamram do not have any pecuniary relationship, directly or indirectly with the Company or with any other Director or Senior Management except to the extent of their shareholdings in the equity share capital of the Company and the salary drawn by them as Chairman and Managing Director and Whole Time Director respectively. Mr.Srinivasan Ravi, and Mr.Ravi Gauthamram holds 1,05,00,000 Equity Shares of ₹ 5/- each and 200 Equity Shares of ₹ 5/- each, respectively, in the Company.

(B) Mr.Ravi Gauthamram, Whole Time Director

1. Background details	Mr.Ravi Gauthamram, Whole Time Director is a graduate in mechanical engineering from PSG College of Technology and post graduate holding a Masters Degree in Science in Production Systems Engineering from RWTH Aachen University, Germany. He has experience in automotive industry. He is engaged in building the product strategy in the industrial and engineering segment of the Company. He is also the vice president of the Coimbatore Industrial Infrastructure Association. Prior to joining the Company, he was associated with Caterpillar India Private Limited. He was appointed as Whole Time Director for a term of 5 years w.e.f 01 st October, 2016 till 30 th September, 2021.
2. Past Remuneration	₹ 3,50,000 per month in the scale of ₹ 3,00,000 to ₹ 6,00,000. The increments within the scale would be decided by the Board.
3. Recognition or awards	NIL
4. Job profile and his suitability	Mr.Ravi Gauthamram is presently responsible for industrial and engineering vertical of the Company. Given his educational background and his experience in working for Caterpillar India Private Limited he is ideally suited for the office of Whole-time Director.
5. Remuneration Proposed:	Salary of ₹ 5,00,000/- per month plus Commission @ 2.5% of the net profits calculated as per Section 198 of the Companies Act, 2013 deducting from there (a) the fixed salary and (b) Value of the Perquisites to the extent actually availed by him. The details of proposed remuneration are presented in the resolution.

6. Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case if expatriates the relevant details would be w.r.t. the country of his origin)	The remuneration payable to Mr.Ravi Gauthamram has been bench marked with the remuneration being drawn by similar positions in the Industry.
7. Pecuniary Relationship:	Mr.Ravi Gauthamram, Whole Time Director and Mr.Srinivasan Ravi, Chairman and Managing Director are related to each other. Mr.Ravi Gauthamram and Mr.Srinivasan Ravi do not have any pecuniary relationship, directly or indirectly with the Company or with any Director or Senior Management except to the extent of their shareholdings in the equity share capital of the Company and the salary drawn by them as Whole Time Director and Chairman and Managing Director respectively. Mr.Ravi Gauthamram and Mr.Srinivasan Ravi, holds 200 Equity Shares of ₹ 5/- each and 1,05,00,000 Equity Shares of ₹ 5/- each, respectively in the Company.

III. OTHER INFORMATION

1. Reasons for loss or inadequacy of profits:	The Company has not incurred any loss till date. The resolutions proposed are only enabling resolutions to pay minimum remuneration to the Managing Director and Whole time Director in the unlikely event of Company not able to earn adequate profit or making no profits.
2. Steps taken or proposed to be taken for improvement:	Not applicable at present. However, the Company will take suitable steps in the event of inadequacy of profits or no profits for improving the business of the Company.
3. Expected increase in productivity and profits in measurable terms:	The Company's revenue is expected to grow above industry average and its profit margins are also expected to be higher than industry average given the business opportunities.

IV. DISCLOSURES

1. The necessary disclosures as required under Schedule V part II of the Companies Act, 2013 have been mentioned in the Board of Director's report under the heading "Corporate Governance"

ITEM NO.5

APPOINTMENT OF MR. UDAI DHAWAN (DIN:03048040) AS A NON-EXECUTIVE DIRECTOR, OF THE COMPANY;

Mr.Udai Dhawan was appointed on 25th November, 2016 as a Nominee Director on the Board of your Company by Standard Chartered Private Equity (Mauritius) II Limited (now Marina III (Singapore) Pte Limited).

Further, in terms of Article 22(8) of Articles of Association of the Company, Marina III (Singapore) Pte Limited is having right to nominate a Director subject to the approval of such right of nomination of a Director by the members of the Company by way of a special resolution passed in the first general meeting held post the completion of the initial public offering of the equity shares of the Company.

The Board of Directors of the Company at its meeting held on 05th May, 2021, on the recommendation of the Nomination and Remuneration Committee and subject

to the approval of the Members of the Company, approved the appointment of Mr. Udai Dhawan, (DIN: 03048040) as Non-Executive Director, Non Independent Director, liable to retire by rotation.

Mr. Udai Dhawan is not disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent for the said appointment.

Additional information in respect of Mr. Udai Dhawan, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), and brief profile of Mr. Udai Dhawan is given at Annexure A to this Notice

The Board of the Directors accordingly recommends the Special Resolutions set out at Item No. 5 of the Notice for approval of the members.

Interest of directors & key managerial personnel:

None of the Directors nor any key managerial personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, except Mr.Udai Dhawan who may be deemed to be interested in this Resolution.

ITEM NO.6:

RATIFICATION OF THE REMUNERATION PAYABLE TO THE COST AUDITORS FOR THE FINANCIAL YEAR ENDING 31ST MARCH, 2022;

Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 provides for:

- appointment of a Cost Accountant in practice, to conduct audit of cost records of a company, by the Board of Directors on the recommendation of Audit Committee; and
- ratification of remuneration payable to him by the members of the company.

In terms of the aforesaid provisions, the Board of Directors of the Company at its meeting held on 5th May, 2021 and based on the recommendation of Audit Committee had approved the appointment of M/s.S.Mahadevan & Co., Cost Accountants, Coimbatore (Registration Number: 000007), to conduct the audit of the cost records of the Company for the financial

year ending 31st March, 2022. The remuneration fixed for his appointment is ₹ 4,00,000 (Rupees Four Lakhs only) plus applicable Goods and Service tax (GST) and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors.

The Board recommends the Ordinary Resolution set out at Item No. 6 for the approval of Members.

Interest of directors & key managerial personnel:

None of the Directors or key managerial personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution.

(By Order of the Board)

for **CRAFTSMAN AUTOMATION LIMITED**

Coimbatore
05.05.2021

Shainshad Aduvanni
Company Secretary &
Compliance Officer
ACS No. 27895

DETAILS OF DIRECTORS SEEKING APPOINTMENT AND RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Item No.2 and 4 – Brief profile of Mr. Ravi Gauthamram

Name of the Director	Mr. Ravi Gauthamram
Director Identification Number (DIN)	06789004
Date of Birth & Age	13.04.1988 & 33 years
Date of Appointment on Board as Director	20 th February, 2014
Date of Last Reappointment as Director	01 st October, 2016
Expertise in Specific Functional Areas	He is responsible for building the product strategy including product development of the Industrial & Engineering Segment.
Qualification	Bachelor Degree in Engineering (Mechanical) from PSG College of Technology and Master's Degree in Science in Production Systems Engineering from RWTH Aachen University, Germany.
Brief Profile	Mr. Ravi Gauthamram is a Whole-time Director of the Company and has been on the Board since February 20, 2014. He holds a bachelor's degree in mechanical engineering from PSG College of Technology, Coimbatore and a master's degree in mechanical engineering from RWTH Aachen University, Germany. He has experience in automotive industry. He is engaged in building the product strategy in the industrial and engineering segment of our Company. He is also the vice president of the Coimbatore Industrial Infrastructure Association. Prior to joining the Company, he was associated with Caterpillar India Private Limited
No. of Equity Shares held in Company	200
Number of Meetings of the Board attended during the year 2020-2021	All the Board Meetings. Nine Board Meetings in total.
Terms and Conditions of Appointment or Reappointment along with details of Remuneration sought to be paid and the Remuneration last drawn	Mr. Ravi Gauthamram is the Whole Time Director of the Company. He was appointed as Whole Time Director for a term of 5 year w.e.f 01 st October, 2016 and the remuneration last drawn was ₹ 3,50,000 per month in the scale of ₹ 3,00,000 to ₹ 6,00,000. The increments within the scale would be decided by the Board. The Remuneration sought to be paid is ₹ 5,00,000 per month plus commission of such percentage such that the total remuneration does not exceed 2.5% of the net profits of the Company.
List of outside Directorships in Public/Private Companies	MC Craftsman Machinery Private Limited
Chairman/Member of the Committees of the Board of Directors of the Company	1. Member of the Management Committee 2. Member of Risk Management Committee w.e.f. 05.05.2021
Chairman/Member of the Committees of Board of Directors of other Companies in which he is a Director	NIL
Relationship with other Directors/Managers/ KMP	Son of Mr. Srinivasan Ravi, Chairman and Managing Director of the Company.

Item No.3 – Brief profile of Mr. Srinivasan Ravi

Name of the Director	Mr. Srinivasan Ravi
Director Identification Number (DIN)	01257716
Date of Birth & Age	18.03.1963 & 58 Years
Date of Appointment on Board as Director	18 th July, 1986
Date of Last Reappointment as Director	30 th April, 2018
Expertise in Specific Functional Areas	He is an outstanding technocrat brings with him almost 34 years of experience in engineering sector.
Qualification	Bachelor of Engineering (Mechanical) from PSG College of Technology
Brief Profile	Mr. Srinivasan Ravi is the Chairman and Managing Director and Promoter of the Company and has been associated with the Company since its incorporation. He holds a bachelor's degree in mechanical engineering from PSG College of Technology, Coimbatore. He has experience of more than 34 years in the automotive industry. He has received various awards, including "Outstanding Citizen of Coimbatore Award" by Rotary Club of Coimbatore in 2018, "Entrepreneur of the Year 2015 Award" by Entrepreneurs' Organization, Coimbatore, "Outstanding Entrepreneur Achiever Award 2012" by Bharathiar School of Management and Entrepreneur Development, Bharathiar University, Coimbatore and "Best Entrepreneur Award" by Coimbatore Management Association in 2010
No. of Equity Shares held in Company	1,05,00,000
Number of Meetings of the Board attended during the year 2020-2021	All the Board Meetings. Nine Board Meetings in total.
Terms and Conditions of Appointment or Reappointment along with details of Remuneration sought to be paid and the Remuneration last drawn	Mr. Srinivasan Ravi is the promoter of the Company and also its Chairman and Managing Director. He was reappointed as Managing Director for a term of 5 years w.e.f 01 st October, 2016 and his revision in terms of appointment was approved by members at their Extra Ordinary General Meeting held on 30 th April, 2018. The remuneration last drawn and sought to be paid is ₹ 30,00,000 per month plus commission of such percentage such that the total remuneration does not exceed 7.5% of the profits of the company computed in accordance with Section 198 of Companies Act, 2013.
List of outside Directorships in Public/Private Companies	<ol style="list-style-type: none">1. MC Craftsman Machinery Private Limited2. Carl Stahl Craftsman Enterprises Private Limited3. Craftsman Europe B.V., Netherlands (Formerly known as Craftsman Marine B.V.)4. Craftsman Automation Singapore Pte Limited
Chairman/Member of the Committees of the Board of Directors of the Company	<ol style="list-style-type: none">1. Chairman of Corporate Social Responsibility Committee of the Company2. Chairman of the IPO Committee of the Company3. Chairman of the Management Committee4. Member of Stakeholders Relationship Committee5. Chairman of Risk Management Committee w.e.f. 05.05.2021
Chairman/Member of the Committees of Board of Directors of other Companies in which he is a Director	Not Applicable
Relationship with other Directors/Managers/KMP	Father of Mr.Ravi Gauthamram, Whole Time Director of the Company

Item No.5 – Brief profile of Mr. Udai Dhawan

Name of the Director	Mr. Udai Dhawan
Director Identification Number (DIN)	03048040
Date of Birth & Age	17.01.1973 & 48 years
Date of Appointment on Board as Director	25 th November, 2016
Date of Last Re-appointment as Director	-
Expertise in Specific Functional Areas	Finance
Qualification	CA, MBA
Brief Profile	Mr. Udai Dhawan is a Nominee Director of the Company and has been on the Board since November 25, 2016. He holds a bachelor's degree in commerce (honours) from University of Delhi and is also a chartered accountant. He holds a master's degree in business administration from the Wharton School, University of Pennsylvania. He has experience in financial services. He was associated with Standard Chartered Private Equity Advisory (I) Private Limited, SkyWorks Capital, LLC, Kotak Mahindra Capital Company Limited, Sabre Inc., J.P. Morgan, and Arthur Andersen & Co. in the past.
No. of Equity Shares held in Company	NIL
Number of Meetings of the Board attended during the year 2020-2021	Eight (8) Board Meeting attended out of Nine Board Meetings held during the year 2020-2021.
Terms and Conditions of Appointment or Reappointment along with details of Remuneration sought to be paid and the Remuneration last drawn	Mr. Udai Dhawan was appointed as a Nominee Director on 25 th November, 2016 by Standard Chartered Private Equity (Mauritius) II Limited (now Marina III (Singapore) Pte Limited) and no remuneration was paid to him. He will be appointed as Non-Executive, Non-Independent Director, liable to retire by rotation and no remuneration will be paid to him.
List of outside Directorships in Public/Private Companies	<ol style="list-style-type: none">1. Affirma Capital Limited2. Tek Travels Private Limited3. Affirma Capital Investment Adviser India Private Limited4. Prodapt Solutions Private Limited5. Redington (India) Limited6. Prime Focus Limited7. Tirupati Medicare Limited
Chairman/Member of the Committees of the Board of Directors of the Company	<ol style="list-style-type: none">1. Member of Corporate Social Responsibility Committee of the Company2. Member of the IPO Committee of the Company3. Member of the Audit Committee
Chairman/Member of the Committees of Board of Directors of other Companies in which he is a Director	Redington (India) Limited <ol style="list-style-type: none">1. Member of Stakeholders Relationship Committee2. Member of Nomination and Remuneration Committee3. Member of Strategy Committee
Relationship with other Directors/Managers/KMP	Nil