

14<sup>th</sup> March, 2023

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: Notice of Postal Ballot**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the notice of Postal Ballot along with the explanatory statement seeking the approval of the Shareholders of the Company by way of Special Resolution through remote e-voting for the following matters:

1. Re-appointment of Mrs. Vijaya Sampath (DIN:00641110) as an Independent Director of the Company;
2. Re-appointment of Mr. Sundararaman Kalyanaraman (DIN: 01252878) as an Independent Director of the Company;
3. Appointment of Mrs. Rajeswari Karthigeyan (DIN: 10051618) as an Independent Director of the Company.

The notice of Postal Ballot is available on the website of the Company.

In compliance with the General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA"), notice of Postal Ballot has been sent only through electronic mode to those Shareholders whose e-mail addresses are registered with the Company/ Depositories as on **Friday, 10<sup>th</sup> March, 2023 ("Cut-off date")**.

The Company is providing remote e-voting facility to its Shareholders, to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing remote e-voting facility to its Shareholders.

The remote voting period begins on **Wednesday, 15<sup>th</sup> March, 2023 (9:00 A.M. IST)** and ends on **Thursday, 13<sup>th</sup> April, 2023, (5:00 P.M. IST) (both days inclusive)**. During this period, the Shareholders of the Company, holding shares as on the cut-off date i.e. **Friday, 10<sup>th</sup> March, 2023** may cast their vote electronically. The e-voting module shall be disabled for voting after **Thursday, 13<sup>th</sup> April, 2023 at 5:00 P.M. IST**. Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.

The Board of Directors of the Company have appointed Dr.C.V.Madhusudhanan, Partner, failing him Mr.V.R.Sankaranarayanan, Partner of KSR & Co Company Secretaries LLP, Coimbatore, Practicing Company Secretaries as the Scrutinizer to scrutinize the e-voting process for the Postal Ballot in a fair and transparent manner.

The results declared along with the Scrutinizers Report shall be placed on the website of the Company [www.craftsmanautomation.com](http://www.craftsmanautomation.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of results and the same shall also be communicated to BSE Limited and National Stock Exchange of India Limited.

We are also enclosing the Calendar of Events for the Postal Ballot for the dissemination on your websites.

Kindly take the same into your records.

Thanking you.

Yours faithfully,  
**for CRAFTSMAN AUTOMATION LIMITED**

Shainshad Aduvanni  
**Company Secretary & Compliance Officer**

Encl: As above

## CRAFTSMAN AUTOMATION LIMITED

CIN: L28991TZ1986PLC001816

Registered Office: 123/4, Sangothipalayam Road, Arasur Post,  
Coimbatore, Tamil Nadu, 641407

Web: [www.craftsmanautomation.com](http://www.craftsmanautomation.com), Email: [investor@craftsmanautomation.com](mailto:investor@craftsmanautomation.com)

### Notice of Postal Ballot

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

Dear Members,

**NOTICE IS HEREBY GIVEN THAT** pursuant to the provisions of Section 108, 110 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of the Company Secretaries of India and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015"), including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 (collectively referred to as the "MCA Circulars") and other applicable laws, rules and regulations, if any, that the Special Resolutions set forth below is proposed for the approval of the members of Craftsman Automation Limited ("Company") through Postal Ballot, only by way of voting through electronics means ("remote e-voting").

Communication of assent/ dissent of the members on the resolution proposed in this Postal ballot notice ("Notice") will only take place through the remote e-voting system.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

In compliance with Regulation 44 of the SEBI (LODR) Regulations, 2015 and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing remote e-voting facility to its Members. The remote e-voting shall commence on Wednesday, 15<sup>th</sup> March, 2023 (9:00 A.M. IST) onwards. Members are requested to cast their vote through the remote e-voting at any time before Thursday, 13<sup>th</sup> April, 2023 (5:00 P.M. IST) (i.e. the last date to cast vote electronically). The remote e-voting module shall be disabled thereafter.

A statement setting out material facts (Explanatory Statement) pertaining to the Special Resolutions pursuant to Section 102 of the Act and applicable Secretarial Standard and instructions for remote e-voting are annexed to this Notice.

#### **SPECIAL BUSINESS:**

##### **1. Re-appointment of Mrs. Vijaya Sampath (DIN: 00641110) as an Independent Director of the Company;**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulation 16(1)(b), 25 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, Mrs. Vijaya Sampath (DIN: 00641110), who was appointed as an Independent Director of the Company with effect from 30<sup>th</sup> April, 2018 and holds office up to 29<sup>th</sup> April, 2023 and who is eligible for re-appointment and meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a member under Section 160(1) of the Act proposing her candidature for the office of Director and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation,

to hold office for a second term of 5 (Five) consecutive years commencing from 30<sup>th</sup> April, 2023 to 29<sup>th</sup> April, 2028.”

##### **2. Re-appointment of Mr. Sundararaman Kalyanaraman (DIN: 01252878) as an Independent Director of the Company;**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulation 16(1)(b), 25 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, Mr. Sundararaman Kalyanaraman (DIN: 01252878), who was appointed as an Independent Director of the Company with effect from 24<sup>th</sup> May, 2018 and holds office up to 23<sup>rd</sup> May, 2023 and who is eligible for re-appointment and meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (Five) consecutive years commencing from 24<sup>th</sup> May, 2023 to 23<sup>rd</sup> May, 2028.”

**“RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the Listing Regulations and based on the recommendations of the Nomination and Remuneration Committee and Board of Directors of the Company, approval of the members, be and is hereby accorded for continuation of Directorship of Mr. Sundararaman Kalyanaraman (DIN: 01252878) as an Independent Director from the day he attains the age of 75 years i.e., 25<sup>th</sup> March, 2025 till the expiry of his second term i.e., 23<sup>rd</sup> May, 2028.”

**3. Appointment of Mrs. Rajeswari Karthigeyan (DIN: 10051618) as an Independent Director of the Company;**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16(1)(b), 25 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Mrs. Rajeswari Karthigeyan (DIN: 10051618), who has been appointed as an Additional Director with effect from 6<sup>th</sup> March, 2023 by the Board under

Section 161 of the Act and who holds office upto the date of ensuing Annual General Meeting of the Company and who is eligible for appointment and meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as a Non-Executive and Independent Director of the Company, not liable to retire by rotation, to hold office for an initial term of 5 (Five) consecutive years commencing from 6<sup>th</sup> March, 2023 to 5<sup>th</sup> March, 2028.”

(By Order of the Board)  
for **CRAFTSMAN AUTOMATION LIMITED**

Shainshad Aduvanni  
Company Secretary and Compliance Officer  
ACS No. 27895

Coimbatore  
6<sup>th</sup> March, 2023

**Notes :**

1. The Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions setting out the material facts and reasons for the proposed resolutions to be transacted by Postal Ballot is appended herein below and forms part of the Notice. Members are requested to peruse the proposed resolution along with the explanatory statement and thereafter, record their assent or dissent through the Remote E-Voting facility provided by the Company.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose name appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, 10<sup>th</sup> March, 2023 (“cut-off date”)**.
3. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at [www.craftsmanautomation.com](http://www.craftsmanautomation.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
4. In terms of Section 108 and Section 110 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide e-voting facilities for Members to exercise their right to vote on the resolution proposed, through Remote E-Voting system. For this purpose, the Company has engaged the services of CDSL.
5. Remote E-Voting period shall commence on Wednesday, 15<sup>th</sup> March, 2023 (9:00 A.M. IST) and end on Thursday, 13<sup>th</sup> April, 2023, (5:00 P.M. IST) (both days inclusive). During this period, Members of the Company holding shares as on the cut-off date (including those Members who may not have received this Notice due to non- registration of their e-mail address with the Company or the Depositories / Depository Participants), may cast their vote electronically, in respect of the resolution as set out in the Postal Ballot Notice only through the Remote E-Voting. The Remote E-Voting module shall be disabled for voting thereafter.
6. Voting rights of a Member / Beneficial Owner shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the cut-off date. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.
7. The Board of Directors of the Company have appointed Dr.C.V.Madhusudhanan (FCS No: 5367), Partner, failing him Mr.V.R.Sankaranarayanan (ACS No:19450), Partner of KSR & Co Company Secretaries LLP, Coimbatore, Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot through Remote E-Voting process in a fair and transparent manner.
8. The Scrutinizer will submit his report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot on or before Monday, 17<sup>th</sup> April, 2023. The Scrutinizer’s decision on the validity of votes cast will be final.
9. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.craftsmanautomation.com](http://www.craftsmanautomation.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited .



10. Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for e-voting i.e. Thursday, 13<sup>th</sup> April, 2023.
11. Resolution passed by the Members through postal ballot is deemed to have been passed as if it has been passed at a General Meeting of the members.
12. Instructions for Remote e-voting are as follows:

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Wednesday, 15<sup>th</sup> March, 2023 (9:00 A.M. IST)** and end on Thursday, **13<sup>th</sup> April, 2023 (5.00 P.M. IST)** (both days inclusive). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 10<sup>th</sup> March, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, 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 shareholders/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.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (iii) 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 abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li data-bbox="429 644 1365 810">1) Users who have opted for CDSL 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 users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li data-bbox="429 857 1365 1131">2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li data-bbox="429 1178 1365 1272">3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li data-bbox="429 1319 1365 1551">4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>



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- Individual Shareholders holding securities in demat mode with **NSDL** Depository
- 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.
  - 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>
  - 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 hold 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.

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Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**

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 website for casting your vote during the remote e-Voting period.

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**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**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- iv. Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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 Physical shareholders and other than individual shareholders holding shares in Demat.**

<b>PAN</b>	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"> <li>• 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.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	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"> <li>• 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.</li> </ul>

- v. After entering these details appropriately, click on “SUBMIT” tab.
- vi. 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.
- vii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- viii. Click on the EVSN of Craftsman Automation Limited to vote.
- ix. 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.
- x. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xi. 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.
- xii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xiv. 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.
- xv. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvi. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - 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.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory 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 and to the Company at the email address viz; [madhu@ksrandco.in](mailto:madhu@ksrandco.in), [sankar@ksrandco.in](mailto:sankar@ksrandco.in) with a copy marked to [investor@craftsmanautomation.com](mailto:investor@craftsmanautomation.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

### **13. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. 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 [investor@craftsmanautomation.com](mailto:investor@craftsmanautomation.com).
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. 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 meetings through Depository.

In light of the MCA Circulars, Members who have not registered their e-mail address and in consequence could not receive the Postal Ballot Notice may temporarily get their e-mail registered with the Company's RTA, by sending a mail to [investor@craftsmanautomation.com](mailto:investor@craftsmanautomation.com). Post receipt of the e-mail, Members would get soft copy of the notice and the procedure for e-voting to enable voting for this Postal Ballot.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no.1800 22 55 33.

## **EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013;**

### **ITEM NO:1**

#### **Re-appointment of Mrs. Vijaya Sampath (DIN: 00641110) as an Independent Director of the Company;**

The members of the Company at the Extra Ordinary General Meeting held on 30<sup>th</sup> April, 2018 had appointed Mrs. Vijaya Sampath (DIN: 00641110) as an Independent Director of the Company for a term of five (5) years commencing from 30<sup>th</sup> April, 2018, Accordingly, the first term of Mrs. Vijaya Sampath is expiring on 29<sup>th</sup> April, 2023.

Pursuant to the provisions of Section 149 and Schedule IV of the Companies Act 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Independent Director shall be re-appointed by the members by passing a special resolution. Further, in terms of the Regulation 17(1C) of the Listing Regulations, effective 1<sup>st</sup> January, 2022, a Listed Entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

During her tenure as an Independent Director in last five years, Mrs. Vijaya Sampath has made valuable contributions to the Company. On the basis of performance evaluation of Mrs. Vijaya Sampath as a member of Board and its committees, possession of skills and capabilities required for the role of Independent Director as identified by the Board, the Nomination and Remuneration Committee (“NRC”) and Board of Directors at their meeting held on 6<sup>th</sup> March, 2023 have recommended the re-appointment of Mrs. Vijaya Sampath as an Independent Director of the Company for a second term of five years from 30<sup>th</sup> April, 2023. Further, in terms of Section 160(1) of the Act, the Company has received a notice in writing from a Member proposing the candidature of Mrs. Vijaya Sampath for the office of Director.

Mrs. Vijaya Sampath is a Lawyer with over 35 years of experience in legal and secretarial including governance and ethics. She holds a bachelor’s degree in arts from University of Madras and a bachelor’s degree in law from University of Mysore. She is a fellow member of the Institute of Company Secretaries of India. She has attended the advanced management program of Harvard Business School, USA and a program on managing strategic alliances conducted by the Wharton School, University of Pennsylvania, USA. She has experience in corporate laws and advisory and is an advisory the FICCI committee on corporate laws. She was a Senior Partner with Lakshmikumaran & Sridharan Attorneys and with Bharti Airtel as a Group General Counsel and Company Secretary.

The Company has received from Mrs. Vijaya Sampath (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act, and (iii) a declaration under Section 149 (7) of the Act and Regulation 25(8) of the Listing Regulations to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and (iv) a declaration that she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence. At present, she is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor is debarred from holding the office of Director pursuant to any SEBI Order.

The NRC and the Board has opined that she fulfils the conditions / criteria specified in the Act, the Rules and the Listing Regulations and determined that she is independent of the Management and

possess appropriate skills, experience and knowledge to be re-appointed as an Independent Director of the Company for second term of five years from 30<sup>th</sup> April, 2023 and is being placed before the Members for their approval by way of a Special Resolution. Mrs. Vijaya Sampath, if reappointed, will not be liable to retire by rotation.

The terms and conditions for reappointment of Mrs. Vijaya Sampath as an Independent Director would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered email address to the Company at [investor@craftsmanautomation.com](mailto:investor@craftsmanautomation.com).

Additional information pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) and a brief profile of Mrs. Vijaya Sampath is given at Annexure A to this Notice.

#### Interest of Directors & Key Managerial Personnel:

None of the Directors nor any Key Managerial Personnel of the Company or their relatives except Mrs. Vijaya Sampath is directly or indirectly concerned or interested, financially or otherwise in the resolution.

The Board recommends the Special Resolution set out in Item No. 1 of this Notice for the approval of the Shareholders.

#### **ITEM NO:2**

#### **Re-appointment of Mr. Sundararaman Kalyanaraman (DIN: 01252878) as an Independent Director of the Company;**

The members of the Company at the Extra Ordinary General Meeting held on 24<sup>th</sup> May, 2018 had appointed Mr. Sundararaman Kalyanaraman (DIN: 01252878) as an Independent Director of the Company for a term of five (5) years commencing from 24<sup>th</sup> May, 2018, Accordingly, the first term of Mr. Sundararaman Kalyanaraman is expiring on 23<sup>rd</sup> May, 2023.

Pursuant to the provisions of Section 149 and Schedule IV of the Companies Act 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Independent Director shall be re-appointed by the members by passing of a special resolution. Further, in terms of the Regulation 17(1C) of the Listing Regulations, effective 1<sup>st</sup> January, 2022, a Listed Entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Taking into account the performance, immense contributions of Mr. Sundararaman Kalyanaraman and considering his expertise, experience and substantial contribution and time commitment for the Company as an Independent Director during his first term and on the basis of performance evaluation of Mr. Sundararaman Kalyanaraman as a member of Board and its committees possession of skills and capabilities required for the role of Independent Director as identified by the Board, the Nomination and Remuneration Committee ("NRC") and Board of Directors at their meeting held on 6<sup>th</sup> March, 2023 have recommended the re-appointment of Mr. Sundararaman Kalyanaraman as an Independent Director of the Company for second term of five years from 24<sup>th</sup> May, 2023. Further, in terms of Section 160(1) of the Act, the Company has received a notice in writing from a Member proposing the candidature of Mr. Sundararaman Kalyanaraman for the office of Director.

Mr. Sundararaman Kalyanaraman holds a Bachelor's degree in Mechanical Engineering from University of Madras. He has completed senior executive course of the 3-tier programme for management development from Indian Institute of Management, Ahmedabad and BPL strategic leadership programme from Indian Institute of Management, Bengaluru. He has a vast experience in automotive industry. He was associated with TG Kirloskar Automotive Private Limited, Kirloskar Systems



Limited, BPL Limited and Widia (India) Limited in the past. He was a trustee in Caring with Colours – A Manasi Kirloskar Initiative. He has completed a training course for preparation as an award assessor for the “Confederation of Indian Industry Award for Business Excellence” by European Foundation for Quality Management (“EFQM”). He is a member of Indian Society for Advancement of Materials and Process Engineering and is also a member of Project Management Institute (a global membership association dedicated to advancing the practice, science and profession of project management).

The Company has received from Mr. Sundararaman Kalyanaraman (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act, and (iii) a declaration under Section 149 (7) of the Act and Regulation 25(8) of the Listing Regulations to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and (iv) a declaration that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. At present, he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor is debarred from holding the office of Director pursuant to any SEBI Order.

The NRC and the Board has opined that he fulfils the conditions / criteria specified in the Act, the Rules and the Listing Regulations and determined that he is independent of the Management and possesses appropriate skills, experience and knowledge to be re-appointed as an Independent Director of the Company for second term of five years from 24<sup>th</sup> May, 2023.

As per Regulation 17(1A) of the Listing regulations read with SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, a

special resolution shall be passed to appoint or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy five (75) years. Mr. Sundararaman Kalyanaraman will attain the age of 75 years on 25<sup>th</sup> March, 2025. Accordingly, the Board also recommends the special resolution in relation to the continuation of directorship of Mr. Sundararaman Kalyanaraman as an Independent Director, even after he attains the age of 75 years till the expiry of his term of re-appointment.

The re-appointment of Mr. Sundararaman Kalyanaraman as an Independent Director and continuation even after he attains the age of 75 years till the expiry of second term is being placed before the Members for their approval by way of a Special Resolution. Mr. Sundararaman Kalyanaraman, if reappointed, will not be liable to retire by rotation.

The terms and conditions for reappointment of Mr. Sundararaman Kalyanaraman as an Independent Director would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered email address to the Company at [investor@craftsmanautomation.com](mailto:investor@craftsmanautomation.com).

Additional information pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2), and a brief profile of Mr. Sundararaman Kalyanaraman is given at Annexure A to this Notice.

#### Interest of Directors & Key Managerial Personnel:

None of the Directors nor any Key Managerial Personnel of the Company or their relatives except Mr. Sundararaman Kalyanaraman is directly or indirectly concerned or interested, financially or otherwise in the resolution.

The Board recommends the Special Resolution set out in Item No. 2 of this Notice for the approval of the Shareholders.



### ITEM NO:3

#### **Appointment of Mrs. Rajeswari Karthigeyan (DIN: 10051618) as an Independent Director of the Company;**

The Board of Directors of the Company at its meeting held on 6<sup>th</sup> March, 2023, upon recommendation of the Nomination and Remuneration Committee (“NRC”) has appointed Mrs. Rajeswari Karthigeyan (DIN: 10051618) as an Additional Director of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013 (‘the Act’), appointment of Independent Directors requires approval of the Shareholders of the Company. Further, in terms of the Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), effective 1<sup>st</sup> January, 2022, a Listed Entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. As per Regulation 25(2A) of the Listing Regulations also provide that the appointment of an Independent Director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

The Board of Directors of the Company at its meeting held on 6<sup>th</sup> March, 2023, upon recommendation of the NRC has considered and recommended the appointment of Mrs. Rajeswari Karthigeyan as an Independent Director with effect from 6<sup>th</sup> March, 2023 for a period of Five (5) years subject to the approval of shareholders by means of a Special Resolution and she is not liable to retire by rotation. The Company has received a notice in writing from a member in terms of Section 160(1) of the Act, proposing the candidature of Mrs. Rajeswari Karthigeyan for the office of Independent Director of the Company.

Mrs. Rajeswari Karthigeyan holds a Bachelor of Commerce degree from Ethiraj College for Women,

Chennai , PG Diploma in Systems Management from National Institute of Information Technology and completed Independent Directors Certificate Programme at Indian Institute of Management, Bangalore. She was an Associate Director at CRISIL Ratings during the period 2006 till October 2022 and a Senior Manager in CRISIL Research from 1992 to 2005.

Mrs. Rajeswari Karthigeyan has an overall 30 years of experience in CRISIL Ltd., which is an Indian analytical company providing ratings, research, and risk & policy advisory services. It is the largest rating agency in India. It is also a subsidiary of S&P Global, which in turn is the largest global company in financial information, ratings and analytics. She also has 18 years of experience in Credit rating of Indian corporates and around 12 years of research experience encompassing various industries, Indian economy as well as customized research. She has functional expertise in Credit appraisal of large manufacturing entities, surveillance of ratings, interacting with investors and media, and providing thought leadership in the form of opinion pieces and webinars on various industries. She also served as a rating committee member for several years. During her tenor, she had insightful interactions with several Promoters, MDs, CFOs, CEOs and various functional Directors. She has meaningfully contributed to sustainability and risk management of numerous large corporates.

The Company has received from Mrs. Rajeswari Karthigeyan (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act, and (iii) a declaration under Section 149 (7) of the Act and Regulation 25(8) of the Listing Regulations to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 (1) (b) of the Listing Regulations and (iv) a declaration that she is not aware of any circumstance or situation, which exist or may be

anticipated, that could impair or impact her ability to discharge his duties with an objective independent judgment and without any external influence At present she is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor is debarred from holding the office of Director pursuant to any SEBI Order. She is also registered with the database of Independent Directors at Indian Institute of Corporate Affairs (IICA) constituted by Ministry of Corporate Affairs pursuant to the relevant notifications.

The NRC and the Board has assessed the veracity of the said declarations and other documents furnished by Mrs. Rajeswari Karthigeyan and based on the same, has opined that she fulfils the conditions / criteria specified in the Act, the Rules and the Listing Regulations and determined that she is independent of the Management and possesses appropriate skills, experience and knowledge to be appointed as an Independent Director of the Company.

The terms and conditions for appointment of Mrs. Rajeswari Karthigeyan as an Independent Director would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered email address to the Company at [investor@craftsmanautomation.com](mailto:investor@craftsmanautomation.com).

Additional information in respect of Mrs. Rajeswari Karthigeyan, pursuant to Regulation 36 (3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2), and brief profile of Mrs. Rajeswari Karthigeyan is given at Annexure A to this Notice.

Interest of Directors & Key Managerial Personnel:

None of the Directors nor any Key Managerial Personnel of the Company or their relatives except Mrs. Rajeswari Karthigeyan is directly or indirectly concerned or interested, financially or otherwise in the resolution.


The Board recommends the Special Resolution set out in Item No. 3 of this Notice for the approval of the Shareholders.

(By Order of the Board)  
for **CRAFTSMAN AUTOMATION LIMITED**

Shainshad Aduvanni  
*Company Secretary and Compliance Officer*  
ACS No. 27895


Coimbatore  
6<sup>th</sup> March, 2023

**ANNEXURE A****DETAILS OF DIRECTORS SEEKING APPOINTMENT AND RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND 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.1 – Brief profile of Mrs. Vijaya Sampath**

Photograph	
Name of the Director	Mrs. Vijaya Sampath
Director Identification Number (DIN)	00641110
Date of Birth & Age	26.05.1953 & 69 years
Date of Appointment on Board as Director	30 <sup>th</sup> April, 2018
Date of Last Re-appointment as Director	30 <sup>th</sup> April, 2018
Expertise in Specific Functional Areas	Rich experience and expertise in Corporate legal, secretarial and governance functions of large listed companies. Experience of practice of Corporate Law
Qualification	Mrs. Vijaya Sampath holds a Bachelor's degree in Arts from University of Madras and a Bachelor's degree in Law from University of Mysore. She is a Fellow member of the Institute of Company Secretaries of India. She has attended the advanced management program of Harvard Business School, USA and a program on managing strategic alliances conducted by the Wharton School, University of Pennsylvania, USA.
Brief Profile	Mrs. Vijaya Sampath is an Independent Director of our Company and has been on the Board since 30 <sup>th</sup> April, 2018. She has experience in corporate laws and advisory and is an advisory the FICCI committee on corporate laws. She was a Senior Partner with Lakshmikumaran & Sridharan Attorneys and with Bharti Airtel as a Group General Counsel and Company Secretary.
No. of Equity Shares held in Company	Nil
Number of Meetings of the Board attended during the year	6

<p>Terms and Conditions of Appointment or Reappointment along with details of Remuneration sought to be paid and the Remuneration last drawn</p>	<p>Mrs. Vijaya Sampath is proposed to be re-appointed as an Independent Director of the Company for second term of five years from 30<sup>th</sup> April, 2023 and not liable to retire by rotation. She shall be paid sitting fees and reimbursement of expenses for attending the meetings of the Board and its Committees, as well as Commission on profit as approved by the shareholders.</p>
<p>List of outside Directorships in Public/Private Companies</p>	<ol style="list-style-type: none"> <li>1. Ingersoll-Rand (India) Limited</li> <li>2. Safari Industries (India) Limited</li> <li>3. Varroc Engineering Limited</li> <li>4. VA Tech Wabag Limited</li> <li>5. Intellect Design Arena Limited</li> <li>6. GVS Envicon Tegnologies Private Limited</li> <li>7. Mankind Pharma Limited</li> <li>8. DR Axion India Private Limited</li> </ol>
<p>Chairman/Member of the Committees of the Board of Directors of the Company</p>	<ol style="list-style-type: none"> <li>1. Chairperson of Nomination and Remuneration Committee</li> <li>2. Member of Audit Committee</li> </ol>
<p>Chairman/Member of the Committees of Board of Directors of other Companies in which she is a Director</p>	<ol style="list-style-type: none"> <li>1. Ingersoll-Rand (India) Limited <ol style="list-style-type: none"> <li>(i) Member of Audit Committee</li> </ol> </li> <li>2. Safari Industries (India) Limited <ol style="list-style-type: none"> <li>(i) Member of Audit Committee, Nomination and remuneration committee and Corporate Social Responsibility Committee</li> </ol> </li> <li>3. Varroc Engineering Limited <ol style="list-style-type: none"> <li>(i) Chairperson of Risk Management committee</li> <li>(ii) Member of Audit Committee, Nomination and remuneration committee</li> </ol> </li> <li>4. VA Tech Wabag Limited <ol style="list-style-type: none"> <li>(i) Chairperson of Nomination and remuneration committee and Corporate Social Responsibility Committee</li> <li>(ii) Member of Audit Committee and Capital Allocation Committee</li> </ol> </li> <li>5. Intellect Design Arena Limited <ol style="list-style-type: none"> <li>(i) Member of Audit Committee and Nomination and remuneration committee</li> </ol> </li> <li>6. DR Axion India Private Limited <ol style="list-style-type: none"> <li>(i) Chairperson of Nomination and remuneration Committee</li> <li>(ii) Member of Audit Committee and Corporate Social Responsibility Committee</li> </ol> </li> </ol>
<p>Relationship with other Directors/ Managers/ KMP</p>	<p>Nil</p>

**Item No.2 – Brief profile of Mr. Sundararaman Kalyanaraman**

Photograph	
Name of the Director	Mr. Sundararaman Kalyanaraman
Director Identification Number (DIN)	01252878
Date of Birth & Age	25.03.1950 & 72 years
Date of Appointment on Board as Director	24 <sup>th</sup> May, 2018
Date of Last Reappointment as Director	24 <sup>th</sup> May, 2018
Expertise in Specific Functional Areas	Mr. Sundararaman Kalyanaraman has outstanding technical, operational and general management experience and brings with him almost 45 years of experience in machine tools and automotive sector.
Qualification	Mr. Sundararaman Kalyanaraman holds a bachelor's degree in mechanical engineering from University of Madras. He has completed senior executive course of the 3-tier programme for management development from Indian Institute of Management, Ahmedabad and BPL strategic leadership programme from Indian Institute of Management, Bengaluru.
Brief Profile	Mr. Sundararaman Kalyanaraman is an Independent Director of the Company from 24 <sup>th</sup> May, 2018. He has a vast experience in automotive industry. He was associated with TG Kirloskar Automotive Private Limited, Kirloskar Systems Limited, BPL Limited and Widia (India) Limited in the past. He was a trustee in Caring with Colours – A Manasi Kirloskar Initiative, and has completed a training course for preparation as an award assessor for the “Confederation of Indian Industry Award for Business Excellence” by European Foundation for Quality Management (“EFQM”). He is a member of Indian Society for Advancement of Materials and Process Engineering and is also a member of Project Management Institute (a global membership association dedicated to advancing the practice, science and profession of project management).
No. of Equity Shares held in Company	Nil
Number of Meetings of the Board attended during the year	6

Terms and Conditions of Appointment or Reappointment along with details of Remuneration sought to be paid and the Remuneration last drawn	Mr. Sundararaman Kalyanaraman is proposed to be re-appointed as an Independent Director of the Company for second term of five years from 24 <sup>th</sup> May, 2023 and not liable to retire by rotation.  He shall be paid sitting fees and reimbursement of expenses for attending the meetings of the Board and its Committees, as well as Commission on profit as approved by the shareholders.
List of outside Directorships in Public/Private Companies	Nil
Chairman/Member of the Committees of the Board of Directors of the Company	1. Member of Audit Committee 2. Member of Nomination and Remuneration Committee 3. Member of Stakeholder Relationship Committee 4. Member of Risk Management Committee
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	Nil

### Item No.3 – Brief profile of Mrs. Rajeswari Karthigeyan

Photograph	
Name of the Director	Mrs. Rajeswari Karthigeyan
Director Identification Number (DIN)	10051618
Date of Birth & Age	24.11.1970 & 52 years
Date of Appointment on Board as Director	6 <sup>th</sup> March, 2023
Date of Last Reappointment as Director	-
Expertise in Specific Functional Areas	Mrs. Rajeswari Karthigeyan was an Associate Director at CRISIL Ratings from 2006 till October 2022, where she has handled a team of analysts in Large corporate division of CRISIL. She was responsible for credit rating and surveillance of around 150 companies annually and handled credit assessment of more than 500 corporates. Her work involved assessment of business models, financial profile and policies, risk mitigation practices, competitive landscape of the industry a Company operates, market position and operating efficiency, management quality, project risks and parent/group support assessment

Qualification	B.Com - Ethiraj College for Women, Chennai, PG Diploma in Systems Management - National Institute of Information Technology, Independent Directors Certificate Programme - Indian Institute of Management, Bangalore.
Brief Profile	Mrs. Rajeswari Karthigeyan has an overall 30 years of experience in CRISIL Ltd., which is an Indian analytical company providing ratings, research, and risk & policy advisory services. It is the largest rating agency in India. It is also a subsidiary of S&P Global, which in turn is the largest global company in financial information, ratings and analytics. She also has 18 years of experience in Credit rating of Indian corporates and around 12 years of research experience encompassing various industries, Indian economy as well as customized research. She has functional expertise in Credit appraisal of large manufacturing entities, surveillance of ratings, interacting with investors and media, and providing thought leadership in the form of opinion pieces and webinars on various industries. She also served as a rating committee member for several years. During her tenor, she had insightful interactions with several Promoters, MDs, CFOs, CEOs and various functional Directors. She has meaningfully contributed to sustainability and risk management of numerous large corporates.
No. of Equity Shares held in Company	Nil
Number of Meetings of the Board attended during the year	1
Terms and Conditions of Appointment or Reappointment along with details of Remuneration sought to be paid and the Remuneration last drawn	Mrs. Rajeswari Karthigeyan is proposed to be appointed as an Independent Director of the Company for First term of five years from 6 <sup>th</sup> March, 2023 and not liable to retire by rotation. She shall be paid sitting fees and reimbursement of expenses for attending the meetings of the Board and its Committees, as well as Commission on profit as approved by the shareholders.
List of outside Directorships in Public/Private Companies	Nil
Chairman/Member of the Committees of the Board of Directors of the Company	Nil
Chairman/Member of the Committees of Board of Directors of other Companies in which she is a Director	Nil
Relationship with other Directors /Managers /KMP	Nil



## CALENDAR OF EVENTS FOR THE POSTAL BALLOT

S. No	Particulars	Day & Date
1.	Date on which consent is given by the Scrutinizer	Wednesday, 1 <sup>st</sup> March, 2023
2.	Date of passing the Resolution authorizing the Postal Ballot process	Monday, 6 <sup>th</sup> March, 2023
3.	Date of appointment of the Scrutinizer	Monday, 6 <sup>th</sup> March, 2023
4.	Cut-off Date for determining Shareholders to whom Postal Ballot Notice will be sent and Shareholders eligible to vote	Friday, 10 <sup>th</sup> March, 2023
5.	Date of completion of dispatch of notice by electronic means	Tuesday, 14 <sup>th</sup> March, 2023
6.	Date of publishing advertisement in newspaper	Wednesday, 15 <sup>th</sup> March, 2023
7.	Remote e-voting beginning date	Wednesday, 15 <sup>th</sup> March, 2023
8.	Remote e-voting ending date	Thursday, 13 <sup>th</sup> April, 2023
9.	Date on which Resolution shall be deemed to be passed	Thursday, 13 <sup>th</sup> April, 2023
10.	Tentative date for submission of the Report by the Scrutinizer	On or before Monday, 17 <sup>th</sup> April, 2023
11.	Date of declaration of the results	Monday, 17 <sup>th</sup> April, 2023