

26th June, 2025

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 the 39th Annual General Meeting of the Company;

We wish to inform you that the 39th Annual General Meeting ("AGM") of the Company will be held on Monday, the 21st July, 2025 at 4.00 P.M. IST through Video Conference ("VC") / Other Audio Visual Means ("OAVM") in accordance with the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India ("SEBI"). We are attaching a copy of the notice of the 39th AGM for your records.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rules framed thereunder, the Company has fixed Monday, 14th July, 2025 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 July, 2025 at 9.00 A.M. IST and ends on Sunday, 20th July, 2025, at 5.00 P.M. IST. During this period, Members of the Company, holding shares as on the cut-off date i.e., Monday, 14th July, 2025, may cast their vote electronically.

Pursuant to Section 91 of the Companies Act, 2013 read with Rule 10 of Companies (Management and Administration) Rules, 2014 and as per the provisions of Regulation 43 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members of the Company will remain closed from Tuesday, 15th July, 2025 to Monday, 21st July, 2025 (both days inclusive) for the purpose of the AGM and payment of Dividend, if approved by the Members.

The AGM notice is also uploaded on the website of the Company.

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 – 641 407

Corporate Office: Krishna Towers, 4th Floor, 1087, Avinashi Road, Coimbatore – 641 037

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

Notice of the 39th Annual General Meeting

NOTICE is hereby given that the 39th Annual General Meeting ("AGM") of the Members of Craftsman Automation Limited will be held on Monday, the 21st July, 2025 at 4.00 P.M. IST through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Annual Financial Statements of the Company for the financial year ended 31st March, 2025 including Audited Balance Sheet as at 31st March, 2025 and the Statement of Profit and Loss, Cash Flow Statement and Statement of Changes in Equity for the financial year ended on that date and the reports of the Board of Directors and Statutory Auditors thereon.
2. To declare a final dividend of ₹5/- per Equity share of ₹5/- each (100%) for the financial year ended 31st March, 2025.
3. To appoint a Director in place of Mr. Ravi Gauthamram (DIN: 06789004), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and re-appoint M/s. Sharp & Tannan, Chartered Accountants as the Statutory Auditors of the Company for a second term of 5 (five) consecutive years.

To consider and if thought fit to pass, with or without modification(s), the following resolutions as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139,141,142 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(s) thereof for the time being in force), upon the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Sharp & Tannan, Chartered Accountants, (Firm Registration No: 003792S), be and is hereby re-appointed as the Statutory Auditors of the Company, to hold the office for a second term of 5 (five) consecutive years from the conclusion of the 39th Annual General

Meeting till the conclusion of 44th Annual General Meeting of the Company at a remuneration of ₹80 Lakhs (Rupees Eighty Lakhs Only) (inclusive of Statutory Audit, Limited Review and Tax Audit) plus applicable taxes and reimbursement of out of pocket expenses to be incurred in connection with the audits/limited review for the 2 (two) financial years i.e., 2025-26 and 2026-27"

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to fix such remuneration and the reimbursement of out-of-pocket expenses, if any, for the rest of the tenure of the re-appointment, as may be determined by the Audit Committee and the Board of Directors of the Company and to do all such necessary acts and take all such steps as may be necessary, proper or expedient, to give effect to this resolution."

SPECIAL BUSINESS:

5. To consider and appoint M/s. KSR & Co Company Secretaries LLP, Practicing Company Secretaries as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years;.

To consider and if thought fit to pass, with or without modification(s), the following resolutions as an

Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), upon the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. KSR & Co Company Secretaries LLP, Practicing Company Secretaries, (LLPIN: No. AAB-3259), be and is hereby appointed as the Secretarial Auditors of the Company for a term of 5 (five) consecutive financial years (FY) commencing from the FY 2025-26 to the FY

2029-30 at a remuneration of ₹7 Lakhs (Rupees Seven Lakhs Only) plus applicable taxes and reimbursement of out of pocket expenses to be incurred in connection with the aforesaid audit for the 2 (Two) FYs i.e., 2025-26 and 2026-27.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to fix such remuneration and the re-imbusement of out of pocket expenses, if any, for the rest of the tenure of the appointment, as may be determined by the Audit Committee and the Board of Directors of the Company.”

“RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorized to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board and to do all such necessary acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To consider the ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2026.

To consider and if thought fit to pass, with or without modification(s), 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(s) thereof for the time being in force), the Company hereby ratifies the remuneration of ₹700,000 (Rupees Seven Lakhs only) plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit, payable to the Cost Auditors M/s. S.Mahadevan & Co., Cost Accountants, Coimbatore (Firm Registration No.: 000007), who have been appointed by the Board of Directors on the recommendation of the 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, for the financial year ending 31st March, 2026.”

7. To consider and approve the sale/disposal of land and buildings of Sunbeam Lightweighting Solutions Private Limited, Wholly Owned Subsidiary of the Company, located at Gurgaon, Haryana.

To consider and if thought fit to pass, with or without modifications, the following resolutions as a **Special Resolution**:

Special Resolution:

“RESOLVED THAT pursuant to Regulation 24(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such approvals as may be deemed necessary, the approval of the Members, be and is hereby accorded for the sale/disposal of land and buildings of Sunbeam Lightweighting Solutions Private Limited (Sunbeam), Wholly Owned Subsidiary of the Company, located at 38/6 K.M Stone, Delhi-Jaipur Highway, Narsingpur, Gurgaon - 122001, Haryana, admeasuring approximately 16.184 acres to any third party in one or more parcels, at such price and on such terms and conditions as may be decided by and in such manner as both the Board of Directors of the Company and Sunbeam deem appropriate.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to do all such necessary acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

(By Order of the Board)
for CRAFTSMAN AUTOMATION LIMITED

Coimbatore
13th June, 2025

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

Notes:

1. An Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act") and applicable Secretarial Standards, relating to business to be transacted at the Annual General Meeting ("AGM"), is annexed to the Notice. The Board of Directors of the Company, at their meeting held on 13th June, 2025, considered the special businesses under Item No.5, 6 and 7 are unavoidable and should be transacted at the 39th AGM of the Company. Further, relevant information pursuant to Regulation 36 and other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and disclosure requirements in terms of Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, in respect of Director retiring by rotation and seeking re-appointment at this AGM is furnished as Annexure to this Notice.
2. The Ministry of Corporate Affairs ("MCA"), 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, General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 19/2021 dated 8th December, 2021 and General Circular No. 21/2021 dated 14th December, 2021, General Circular No 02/2022, 03/2022 dated 5th May, 2022 and General Circular No. 10/2022 & 11/2022 dated 28th December, 2022, General Circular No. 09/2023 dated 25th September, 2023, and General Circular No.09/2024 dated 19th September, 2024 (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") has vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/DDHS/P/ CIR/2023/0164 dated 6th October, 2023, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, Circular No. SEBI/HO/CFD/C MD2/CIR/P/2022/62 dated 13th May, 2022, Circular No. SEBI/HO/CFD/C MD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 and Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated 3rd October, 2024 (collectively referred to as "SEBI Circulars") has permitted the Companies to conduct the AGM through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue up to 30th September, 2025. In compliance with the provisions of the Act and the Listing Regulations read with the MCA Circulars and SEBI Circulars, the 39th AGM of the Company is being held through VC/OAVM. The deemed venue for the 39th AGM shall be the Registered Office of the Company.
3. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations, Secretarial Standard on General Meetings (SS-2), MCA Circulars and SEBI Circulars, the Company is providing facility of remote e-voting to its Shareholders 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 shareholder 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 should join the AGM in the VC/OAVM mode either 30 minutes before or 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 at least 1000 Shareholders 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 Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc., who are allowed to attend the AGM without the restriction on account of First Come First Served basis.
5. The attendance of the Shareholders attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
6. Since the AGM is being held through VC/OAVM, physical attendance of Shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Shareholders 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 cast their votes.
7. Pursuant to Section 113 of the Act, Institutional/ Corporate Members (i.e., any Body Corporate) are required to send a scanned copy (in PDF/JPG format) of certified true copy of the Board resolution authorizing its representative to vote through remote e-voting/e-voting during the AGM 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, sankar@ksrandco.in with a copy marked to investor@craftsmanautomation.com .

8. Since the AGM will be held through VC/OAVM, the question of providing Route Map to the venue of the meeting does not arise.
9. In line with the MCA Circulars, 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 Sections 101 and 136 of the Act read with Rule 18(1) of the Companies (Management and Administration) Rules, 2014 and Circulars issued by MCA and SEBI, the notice of the 39th AGM along with the Annual Report for the financial year 2024-25 are being sent only in electronic mode to Shareholders whose e-mail address are registered with the Company or the Depository Participant(s), unless any Member has requested for the physical copy of the same.
11. Shareholders desirous of receiving communication from the Company in electronic form, may register their e-mail address with their respective depository participant. Further, shareholders 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. In case any shareholder is desirous of obtaining hard copy of the Annual Report for the Financial Year, 2024-25 and Notice of the 39th AGM of the Company, may send request to the Company's email address at investor@craftsmanautomation.com mentioning Folio No./ DP ID and Client ID.
12. The SEBI has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Shareholders holding shares in demat form are, therefore, requested to submit the PAN to their respective Depository Participant(s). Shareholders holding shares in physical form can submit their PAN details to the Company or to the RTA (MUFG Intime India Private Limited).
13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Act will be available electronically for inspection during the AGM. For inspection, the Shareholders may contact the Company Secretary at investor@craftsmanautomation.com at least 5 days before the date of the AGM.
14. The Board of Directors has recommended final dividend of ₹5/- per equity share of ₹5/- each (100%) for the financial year ended 31st March, 2025 subject to the approval of the shareholders at the 39th AGM and the dividend (if declared) will be paid within 30 days from the date of approval by the Shareholders at the 39th AGM. The record date for determining the eligibility of the equity shareholders to the final dividend for the financial year ended 31st March, 2025 is fixed as Monday, 14th July, 2025.
15. Register of Members of the Company will remain closed from Tuesday, 15th July, 2025 to Monday, 21st July, 2025 (both days inclusive), for the purpose of determining the name of Shareholders eligible for dividend on Equity shares, if declared at AGM.
16. As mandated by the Listing Regulations, the Company will remit dividends electronically by RTGS/NECS/NACH etc. to the bank account of the shareholder whose bank details are registered with the Company. Shareholders holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, NECS, mandates, nominations, power of attorney, change of address/name, PAN details, etc. to their Depository Participant ("DP") only. In the event the Company is unable to pay the dividend to any shareholder directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers cheque/ demand draft to such shareholder.
17. In Accordance with the provisions of the Income-tax Act, 1961 as amended by the Finance Act, 2020, dividend income has become taxable in the hands of shareholders with effect from 1st April, 2020 and therefore, the Company shall be required to deduct tax at source (TDS) from dividend paid to shareholders at the prescribed rates. The summary of the applicable TDS provisions in accordance with the provisions of the Income Tax Act, 1961, for various categories, including Resident or Non-Resident Shareholders are available below. Shareholders are requested to update their Permanent Account Number ("PAN") with the Company and depositories (in case of shares held in demat mode) on or before Monday, 14th July, 2025.

18. Members who have not claimed their dividend for the previous financial years i.e., 2021-22, 2022-23 and 2023-24 are requested to write to the Company's RTA/the Company (email id: investor@craftsmanautomation.com / mufg.update@in.mpms.mufg.com) and claim their dividends.

a) For Resident Shareholders:

Particulars	Applicable Rate	Documents required (if any)
For Resident Shareholders:		
Shareholder with valid PAN	10%	Update/Verify the PAN, and the residential status as per Income Tax Act, 1961 if not already done, with the depositories (in case of shares held in demat mode) and with the Company's Registrar and Transfer Agents i.e. MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) (in case of shares held in physical mode).
If PAN of the Shareholder is not submitted/ PAN is invalid	20%	N.A.
If a person has not filed his/her Return of Income for each of the two preceding financial years and the aggregate of tax deducted at source in his/her case is ₹50,000 or more in each of these two financial years.	Higher of the following: a) Twice the rate specified in the relevant provision of the Income-tax Act, 1961; or b) Twice the rate or rates in force; or c) The rate of five per cent.	N.A.
a) For Resident Individual:		
If the total dividend to be received by a Resident Individual during FY 2024-25 does not exceed ₹10,000.	Nil	
Shareholder Submitting Form 15G/ Form 15H	Nil	Declaration in Form 15G (for individuals, with no tax liability on total income and income not exceeding maximum amount which is not chargeable to tax) / Form 15H (for individuals above the age of 60 years with no tax liability on total income) for the FY 2024-25.
Shareholder submitting order under Section 197 of the Income Tax Act, 1961	Rate specified in the said certificate	If a shareholder has obtained a lower or Nil withholding tax certificate from the tax authorities, a self-attested copy of the said certificate shall be submitted. The certificate should be valid for the FY 2025-26 and should cover the dividend income.
b) For Resident Non-Individual:		
Insurance Companies as specified under Section 194 of the Income Tax Act, 1961	Nil	Self-declaration that it qualifies as 'Insurer' as per section 2(7A) of the Insurance Act, 1938 and has full beneficial interest with respect to the ordinary shares owned by it along with self-attested copy of PAN card and certificate of registration with Insurance Regulatory and Development Authority (IRDA).
Mutual Fund specified under clause (23D) of Section 10 of the Income Tax Act, 1961	Nil	Self-declaration that it is registered with SEBI and is specified and covered under section 10 (23D) of the Income-tax Act, 1961 along with self-attested copy of PAN card and certificate of registration with SEBI
Alternative Investment Fund (AIF) established in India	Nil	Self-declaration that its income is exempt under section 10 (23FBA) of the Income-tax Act, 1961 and they are registered with SEBI as Category I or Category II AIF along-with self-attested copy of the PAN card and certificate of AIF registration with SEBI.

Particulars	Applicable Rate	Documents required (if any)
Corporation established by or under a Central Act, which is, under any law for the time being in force, exempt from income-tax on its income	Nil	Declaration that it is a corporation established by or under a Central Act whereby income-tax is exempt on the income and accordingly, covered under section 196 of the Income Tax Act, 1961 along with self-attested copy of PAN card and registration certificate and relevant extract of the section whereby the income is exempt from tax.
Any other entity entitled to exemption from TDS	Nil	Valid self-attested documentary evidence (e.g., copy of the relevant registration, notification, order, etc.) in support of the entity being entitled to TDS exemption along with self-attested copy of PAN card

b) For Non-resident Shareholders:

Particulars	Applicable Rate	Documents required (if any)
Non-resident shareholders (including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) Investors (FPIs))	20% (plus applicable surcharge and cess) or Tax Treaty Rate (whichever is lower, provided documents are received)	Update/Verify the PAN and the residential status as per Income Tax Act, 1961, if not already done, with the depositories (in case of shares held in demat mode) and with the Company's Registrar and Transfer Agents i.e. MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) India Private Limited (in case of shares held in physical mode).
Shareholder having PE in India who have not filed Income Tax return for FY 23-24 (AY 24-25) and amount of TDS deducted on their PAN is ₹50,000 or above	40% (plus applicable surcharge and cess) [Shareholder who has not furnished a declaration stating no Permanent Establishment (PE) in India]	N.A.
Shareholder submitting order under Section 197 of the Income Tax Act, 1961	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from tax authority. Tax will be deducted at the rate specified in the said certificate, subject to furnishing a self-attested copy of the same. The certificate should be valid for the FY 2025-26 and should cover the dividend income.

As per Section 90 read with Section 195 of the Income-tax Act, 1961 the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") read with applicable Multilateral Instrument ('MLI') between India and the country of tax residence of the shareholder, if they are more beneficial to them.

For this purpose, i.e., to avail the Tax Treaty benefits, the non-resident shareholder will have to provide the following:

- a. Self-attested true copy of Tax Residency Certificate ("TRC") obtained from the tax authorities of the country of which the shareholder is resident for the FY 2024-25;
- b. Self-declaration in Form 10F;
- c. Self-attested true copy of the PAN Card if allotted by the Indian Income Tax authorities;
- d. Self-declaration to be provided under Rule 37BC (2) of the Income Tax Rules, 1962;
- e. Self-declaration in the format prescribed by the Company, certifying the following points:
 - i. Shareholder is and will continue to remain a tax resident of the country of its residence during the FY 2025-26;
 - ii. Shareholder is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
 - iii. Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
 - iv. Shareholder does not have a taxable presence or a Permanent Establishment ("PE") in India during the FY 2025-26. In any case, the amounts paid/payable to the Shareholder are not attributable or effectively connected to the PE or fixed base, if any, which may have got constituted otherwise;

- v. Shareholder is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and
- vi. Self-declaration by the shareholder regarding the satisfaction of the Place of Effective Management (POEM), principal purpose test, GAAR, Simplified Limitation of Benefit test (wherever applicable), as regards the eligibility to claim recourse to concerned Double Taxation Avoidance Agreements.

Shareholders may submit the aforementioned documents to investor@craftsmanautomation.com on or before Monday, 14th July, 2025 in order to enable the Company to determine and deduct appropriate tax.

It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/ documents from the Shareholders, there would still be an option available with the Shareholders to file the return of income and claim an appropriate refund, if eligible. The above referred documents submitted by you will be verified by us and we will consider the same while deducting the appropriate taxes, if any, provided that these documents are in accordance with the provisions of the Act.

In addition to the above, please note the following:

- i. In case you hold shares under multiple accounts under different status/ category but under a single PAN, the highest rate of tax as applicable to the status in which shares held under the said PAN will be considered on the entire holding in different accounts.
- ii. In case of joint shareholding, the withholding tax rates shall be considered on the basis the status of the primary beneficial shareholder.
- iii. The Beneficiary data provided by the CDSL and NSDL will be taken for consideration.

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, such shareholder will be responsible to indemnify the Company and also, provide the Company with all information/ documents and co-operation in any appellate proceedings. The said certificate can also be viewed in Form 26AS at TRACES <https://www.tdscpc.gov.in/app/login.xhtml> or the website of the Income Tax department of India <https://www.incometax.gov.in/home>.

- 19. Details required under Regulation 36 of the Listing Regulations, 2015 and Secretarial Standards on General Meetings (SS - 2) issued by the Institute of Company

Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are provided in "Annexure - A" of this notice.

- 20. To prevent fraudulent transactions, shareholders are advised to exercise due diligence and notify the Company of any change in address or demise of any Shareholder as soon as possible. Shareholders are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
- 21. 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 M/s. KSR & Co Company Secretaries LLP, Coimbatore, Practicing Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process and voting through the electronic voting system at the AGM in a fair and transparent manner.
- 22. 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.
- 23. 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.
- 24. Instructions for e-voting and joining the AGM are as follows:

A. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER

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 Friday, 18th July, 2025 at 9.00 a.m. and ends on Sunday, 20th July, 2025 at 5.00 p.m. 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 Monday, 14th July, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual Shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 the e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 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 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.

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.

- (iv) 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.

Individual Shareholders holding securities in demat mode with NSDL Depository	<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. 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 holding 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
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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 or joining virtual meeting & voting during the meeting.
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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

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 toll free no. 1800 21 09911
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.com or call at 022 4886 7000 and 022 2499 7000

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

- (v) Login method for e-Voting and joining virtual meetings 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.
 - 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 Physical Shareholders and other than individual Shareholders holding shares in Demat.

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders) 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. 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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for Craftsman Automation Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - 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 will be mapped automatically & can be delinked in case of any wrong mapping.

- e) It is Mandatory that, 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 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, sankar@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:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. 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.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their

request from Wednesday, 9th July, 2025 (9.00 a.m. IST) to Friday, 11th July, 2025 (5.00 p.m. IST) mentioning their name, demat account number/ folio number, email id, mobile number at investor@craftsmanautomation.com The Shareholders who do not wish to speak during the AGM but have queries may send their queries in advance from Monday, 9th July, 2025 (9.00 a.m. IST) to Friday, 11th July, 2025 (5.00 p.m. IST) mentioning their name, demat account number/folio number, email id, mobile number at (investor@craftsmanautomation.com). These queries will be replied to by the Company suitably by email.

8. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. 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.
10. 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 may be considered invalid as the facility of e-voting during the meeting is available only to the Shareholders attending the meeting.

C. 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 / mufg.update@in.mpms.mufg.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.

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 toll free no. 1800 2109911

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, 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 toll free no. 1800 2109911.

'SWAYAM' is a secure, user-friendly web-based application, developed by "MUFGE Intime India Private Limited," our Registrar and Share Transfer Agent, that empowers Shareholders to effortlessly access various services detailed below. We request you to get registered and have first-hand experience of the portal. This application can be accessed at <https://swayam.in.mpms.mufg.com/>

- Effective Resolution of Service Request -Generate and Track Service Requests/Complaints through SWAYAM.
- Features - A user-friendly GUI.
- Track Corporate Actions like Dividend/Interest/Bonus/split.
- PAN-based investments - Provides access to linked PAN accounts, Company wise holdings and security valuations.
- Effortlessly Raise request for Unpaid Amounts.
- Self-service portal – for securities held in demat mode and physical securities, whose folios are KYC compliant.
- Statements - View entire holdings and status of corporate benefits.
- Two-factor authentication (2FA) at Login - Enhances security for investors.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE OF THE 39TH AGM OF THE COMPANY IN RESPECT OF ITEM NO: 4,5,6 and 7 OF THE SAID NOTICE

ITEM NO. 4

RE-APPOINTMENT OF M/S. SHARP & TANNAN, CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITORS OF THE COMPANY FOR A SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS

The Shareholders of the Company at their 34th Annual General Meeting held on 20th May, 2020, approved the appointment of M/s. Sharp & Tannan, Chartered Accountants, as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years, commencing from the conclusion of the 34th AGM till the Conclusion of the 39th AGM (i.e, FY 2020-21 to FY 2024-25).

Pursuant to Section 139 of the Companies Act, 2013, every Company shall, at the first Annual General Meeting, appoint an individual or a firm as an Auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth Annual General Meeting and thereafter till the conclusion of every Sixth meeting and no listed Company shall appoint or re-appoint:

- (a) an individual as auditor for more than one term of five consecutive years; and
- (b) an audit firm as auditor for more than two terms of five consecutive years.

Accordingly, the Board of Directors of the Company, based on the recommendation of the Audit Committee at their meeting held on 13th June, 2025, had approved and recommended to the Members, the re-appointment of M/s. Sharp & Tannan, Chartered Accountants, Chennai (Firm Registration No. 003792S) as the Statutory Auditors of the Company for a second consecutive term of 5 (five) years, from the conclusion of the 39th AGM until the conclusion of the 44th AGM.

The details required to be disclosed under Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015) are as under:

S.No	Particulars	Details
1.	Proposed Statutory Auditors	Upon the recommendation of the Audit Committee, the Board of Directors at their meeting held on 13 th June, 2025, had approved and recommended the re-appointment of M/s. Sharp & Tannan, Chartered Accountants, Chennai as the Statutory Auditors to the Members of the Company.

S.No	Particulars	Details
2.	Brief profile of M/s. Sharp & Tannan and Basis of Recommendation	M/s. Sharp & Tannan, Chartered Accountants, Chennai (Firm Reg. No. 003792S) is part of the Sharp & Tannan network, which has a pan-India network of firms with presence in 10 cities, over 500+ staff members, and 22 partners. They provide their clients Assurance, Governance, Risk & Compliance, and Consultancy and Tax services. They have been involved in Statutory audit of listed entities for over seven decades and bring expertise in audit of public interest entities in various sectors like Manufacturing & Industrial, EPC & Infrastructure, IT & IES, BFSI, Real estate, Infrastructure Trusts, etc. M/s. Sharp & Tannan has given their consent to be re-appointed as the Statutory Auditors and have confirmed that their appointment falls within the limits specified under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Companies Act, 2013 and the Rules framed thereunder.
3.	Terms of Appointment	Five (5) consecutive years from the conclusion of the 39 th AGM until the conclusion of the 44 th AGM of the Company
4.	Proposed Fees	Proposed fees of ₹80 Lakhs (inclusive of Statutory Audit, Limited Review and Tax Audit) plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the audits/limited review for the 2 (two) Financial Years i.e., 2025-26 and 2026-27 and for the remaining tenure, the remuneration be determined by the Audit Committee and the Board of Directors of the Company.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for the approval of Members.

Interest of Directors and Key Managerial Personnel:

None of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 5

APPOINTMENT OF M/S. KSR & CO COMPANY SECRETARIES LLP, PRACTICING COMPANY SECRETARIES AS THE SECRETARIAL AUDITORS OF THE COMPANY FOR A TERM OF 5 (FIVE) CONSECUTIVE YEARS;

In terms of Regulation 24A of the SEBI Listing Regulations and other applicable provisions of the Companies Act, 2013, the Company is required to appoint Secretarial Auditors for a term of 5 years commencing FY 2025-26, to conduct the Secretarial Audit of the Company in accordance with Section

204 of the Companies Act, 2013 read with Regulation 24A of the SEBI Listing Regulations.

In connection with the above, the Company proposes to appoint M/s. KSR & Co Company Secretaries LLP, Practicing Company Secretaries, as the Secretarial Auditors of the Company for a term of 5 (five) years commencing from the financial year 2025-26 to the financial year 2029-30.

The details required to be disclosed under provisions of Regulation 36(5) of the SEBI Listing Regulations are as under:

S.No	Particulars	Details
1.	Proposed Statutory Auditors	Based on the recommendation of the Audit Committee, the Board of Directors of the Company at their meeting held on 13 th June, 2025, had approved and recommended the appointment of M/s. KSR & Co Company Secretaries LLP, Practicing Company Secretaries, as the Secretarial Auditors to the Members of the Company, taking into account the eligibility of the firm's qualification, experience, independent assessment and expertise in providing secretarial audit-related services.

S.No	Particulars	Details
2.	Brief profile of M/s. Sharp & Tannan and Basis of Recommendation	<p>M/s. KSR & Co Company Secretaries LLP, is a Company Secretaries firm which has created a niche in Corporate Law practice with expertise in diverse domains akin to a full-service Law firm. The partners and the team have set an excellent track record in the Field of Corporate Laws, Securities Laws, Foreign Exchange Management Laws, Intellectual Property Laws, Insolvency and Bankruptcy laws, Industrial and Labour Laws, and Environmental Laws. The firm undertakes Board Process Audits, Corporate Governance Audits, Secretarial Audits, Internal Audits on Functions and Activities, and Due Diligence Audits. The Firm is acclaimed for its expertise in mergers and acquisitions, both Regulatory Compliance and Legal aspects as well as conceptualization strategies, Litigation Management in Shareholder Disputes, Board Disputes, Oppression and Mismanagement Cases, Commercial Arbitration, Mediation and Conciliation. The firm received the Best Secretarial Audit Report Award in the year 2019 and the Best PCS Firm Award in the year 2024 from the Institute of Company Secretaries of India (ICSI). The firm has offices at Coimbatore, Chennai and Bangalore.</p> <p>M/s. KSR & Co Company Secretaries LLP has provided their consent to be appointed as the Secretarial Auditors of the Company and has confirmed that, if appointed, the appointment will be in accordance with Regulation 24A of the SEBI Listing Regulations, read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, and other relevant applicable SEBI Circulars issued in this regard.</p> <p>M/s. KSR & Co Company Secretaries LLP has been associated with the Company as its Secretarial Auditors since 2013, in compliance with the provisions of the Companies Act, 2013.</p>
3.	Terms of Appointment	For a term of five years commencing from the financial year 2025-26 to the financial year 2029-30
4.	Proposed Fees	Proposed fees of ₹7 Lakhs plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit for the 2 (two) Financial Years i.e., 2025-26 and 2026-27 and for the remaining tenure, the remuneration be determined by the Audit Committee and the Board of Directors of the Company

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice 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.

ITEM NO. 6

RATIFICATION OF THE REMUNERATION PAYABLE TO THE COST AUDITORS FOR THE FINANCIAL YEAR ENDING 31ST MARCH, 2026;

Pursuant to 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 the cost records of a Company, by the Board of Directors on the recommendation of the Audit Committee; and
- ratification of remuneration payable to him by the shareholders of the Company.

In terms of the aforesaid provisions, the Board of Directors of the Company at their meeting held on 13th June, 2025 and based on the recommendation of Audit Committee had approved the appointment of M/s.S.Mahadevan & Co., Cost Accountants, Coimbatore (Firm Registration Number: 000007) as Cost Auditors to conduct the audit of the cost

records of the Company for the financial year ending 31st March, 2026. The remuneration fixed for his appointment is ₹7,00,000 (Rupees Seven Lakhs only) plus applicable taxes 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 shall be ratified by the shareholders of the Company.

Accordingly, approval of the shareholders is being 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 the 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.

ITEM NO. 7:

THE SALE/DISPOSAL OF LAND AND BUILDINGS OF SUNBEAM LIGHTWEIGHTING SOLUTIONS PRIVATE LIMITED, WHOLLY OWNED SUBSIDIARY, LOCATED AT GURGAON;

The members may note that the erstwhile promoters of Sunbeam Lightweighting Solutions Private Limited (Sunbeam), had intention to sell the land and building of the Sunbeam located at Gurgaon to settle labour and supplier dues. However, the sale could not be executed due to various reasons.

Subsequently, the Company had acquired Sunbeam w.e.f. 9th October, 2024, including the land and buildings located at Gurgaon.

The Board of Directors of Sunbeam at their meeting held on 26th October, 2024, had approved the relocation of its Gurgaon plant to Salarpur, Bhiwadi, Rajasthan and the execution of a Sub-Lease Agreement with the Company considering operational advantages such as proximity to Sunbeam's other plants (Tapukara and Bawal), closeness to key OEMs, ageing infrastructure at the Gurgaon facility and rising costs in NCR, and better prospects for future expansion near customers.

Thereafter, the Board of Directors of Sunbeam, at their meeting held on 22nd January, 2025, had approved and recommended to their Shareholders for the sale of land located at 38/6 K.M Stone, Delhi-Jaipur Highway, Narsingpur, Gurgaon - 122001, Haryana admeasuring approximately 16.184 acres including the buildings (Gurgaon Land) to any third party in one or more parcels, at such price and on such terms and conditions as may be decided by and in such manner as both the Board of Directors of the Company and Sunbeam deem appropriate.

The relocation of the manufacturing facility from Gurgaon to Tapukara and Salarpur- Bhiwadi, Rajasthan was completed in May, 2025 and the relocation was carried out in a planned and phased manner to ensure continuity of its business operations. Further, 100% of the unionised workmen of Sunbeam - Gurgaon Plant opted for the Voluntary Retirement Scheme (VRS) and the labour settlements were completed in a harmonious industrial environment.

Thereafter, the Shareholders of Sunbeam at the 8th Annual General Meeting held on 13th June, 2025, had approved the sale/disposal of the said land, subject to the approval of the Shareholders of the Company and other statutory approvals, as applicable.

Pursuant to Regulation 24(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements), Regulations, 2015 (SEBI (LODR) Regulations, 2015), selling, disposing and leasing of assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year shall require prior approval of the Shareholders of the Holding Company by means of Special Resolution.

Sunbeam being a Material Subsidiary of the Company and as the value of the Gurgaon land as per the books and the estimated sale value is more than the 20% of the assets of Sunbeam, the approval of the Shareholders of the Company by means of Special Resolution under Regulation 24 of the SEBI (LODR), Regulations, 2015 is required for selling the said land.

The members may further note that the Company had also subscribed to 60,60,00,000 Optionally Convertible Debentures ("OCDs") of ₹10/- (Rupees Ten) each for an aggregate amount of ₹606 Crores (Rupees Six Hundred and Six Crores) issued by Sunbeam in various tranches for settlement of its labour and supplier dues.

Any proceeds from the sale may be utilized by Sunbeam for meeting the capital expenditure or working capital requirements or repayment or prepayment of the existing borrowings or redemption of the debentures in part or full or in combination thereof.

Based on the recommendations of the Audit Committee, the Board of Directors of the Company at their meeting held on 13th June, 2025 has approved and recommended to the Shareholders, the sale/disposal of the above-mentioned land and buildings of Sunbeam.

Accordingly, the Board recommends the Special Resolution set out at Item No. 7 of the Notice for the approval of the 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
13th June, 2025

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

ANNEXURE A

DETAILS OF DIRECTORS SEEKING APPOINTMENT AND RE-APPOINTMENT AT THE 39TH ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA;

Name of the Director	Mr. Ravi Gauthamram
Director Identification Number (DIN)	06789004
Date of Birth & Age	13.04.1988 & 37 Years
Date of Appointment on Board as Director	20 th February, 2014
Date of Last Reappointment as Director	1 st October, 2021
Expertise in Specific Functional Areas	He is responsible for building the product strategy, including product development of the Industrial & Engineering Segment.
Qualification	Bachelor's 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 the automotive industry. He is engaged in building the product strategy in the industrial and engineering segment of our Company. Prior to joining the Company, he was associated with Caterpillar India Private Limited.
No. of Equity Shares held in the Company	200 shares
Number of Meetings of the Board attended during the financial year 2024-25	Seven Board Meetings
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, 2021. Shareholders has approved remuneration of Fixed salary of ₹5,00,000 per month in the scale of ₹5,00,000 to ₹7,50,000 per month plus other perquisites and commission of 2.5% percentage of profits, such that the total remuneration does not exceed 2.5% of the profits of the Company computed in accordance with Section 198 of Companies Act, 2013 w.e.f 01 st October, 2021. He has informed the Company about his decision to voluntarily cap on the commission payable to him to 50% of the limits approved by the shareholders of the Company w.e.f. 01 st April, 2021 till 30 th September, 2026. The Remuneration paid during the FY 2024-25 is ₹192 Lakhs (inclusive of salary, commission and others).
List of outside Directorships in Public/ Private Companies	Carl Stahl Craftsman Enterprises Private Limited DR Axion India Private Limited Sunbeam Lightweighting Solutions Private Limited
Listed entity from which the Director has resigned in the last three years	Nil
Chairman/Member of the Committees of the Board of Directors of the Company	Member of the Management Committee Member of Risk Management Committee Member of Fund Raising Committee
Chairman/Member of the Committees of the Board of Directors of other Companies in which he is a Director	-
Relationship with other Directors/ Managers/KMP	Son of Mr. Srinivasan Ravi, Chairman and Managing Director of the Company.