

27th June, 2026

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 40th Annual General Meeting of the Company;

We wish to inform you that the 40th Annual General Meeting (“AGM”) of the Company will be held on Thursday, the 23rd July, 2026 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 40th AGM for your records.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 (the “Act”) and Rules framed thereunder, the Company has fixed Thursday, the 16th July, 2026 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 remote e-voting period begins on Monday, the 20th July, 2026 at 9.00 A.M. IST and ends on Wednesday, the 22nd July, 2026, at 5.00 P.M. IST. During this period, Members of the Company, holding shares as on the cut-off date i.e., Thursday, the 16th July, 2026, may cast their vote electronically. Further, the facility for e-voting will also be made available at the time of the AGM to those Members who have not cast their votes through remote e-voting.

Pursuant to Section 91 of the Act, read with Rule 10 of the 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 Friday, the 17th July, 2026 to Thursday, the 23rd July, 2026 (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

Registered Office:
123/4, Sangothipalayam Road,
Arasur Post, Coimbatore - 641 407
Tamil Nadu, India

Corporate Office:
No.1087, 4th & 5th Floor, Krishna Towers,
Avinashi Road, Coimbatore - 641037
Tamil Nadu, India

Tel + 91 422 71 610 00
fax + 91 422 71 612 34
info@craftsmanautomation.com
www.craftsmanautomation.com

CIN NO: L28991TZ1986PLC001816
GST NO: 33AABCC2461K1ZW



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, **E-mail:** investor@craftsmanautomation.com

Notice of the 40th Annual General Meeting

NOTICE is hereby given that the 40th Annual General Meeting (AGM) of the Members of Craftsman Automation Limited will be held on Thursday, the 23rd July, 2026 at 4.00 P.M. IST through Video Conference (VC)/Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To review, consider and adopt the Audited Standalone and Consolidated Annual Financial Statements of the Company for the financial year ended 31st March, 2026, including Audited Balance Sheet as at 31st March, 2026 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 ₹11.25 per Equity Share of ₹5/- each (225%) for the financial year ended 31st March, 2026.
3. To appoint a Director in place of Mr. Srinivasan Ravi (DIN: 01257716), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To consider and approve the re-appointment of Mr. Srinivasan Ravi (DIN:01257716), as the Chairman and Managing Director of the Company for a period of five (5) years with effect from 1st October, 2026.

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Schedule V to the said Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable Rules made thereunder, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereof for the time being in force), the approval of the Members,

upon the recommendation of the Board of Directors and the Nomination and Remuneration Committee, be and is hereby accorded for the re-appointment of Mr. Srinivasan Ravi (DIN:01257716), as the Chairman and Managing Director of the Company for a further period of five (5) years i.e., with effect from 1st October, 2026 till 30th September, 2031, and shall be entitled to exercise substantial powers of management of the affairs of the Company as understood in terms of Section 2(54) of the Companies Act, 2013.”

“RESOLVED FURTHER THAT, subject to the provisions of Sections 196, 197, Schedule V and other applicable provisions of the Act, the managerial remuneration payable to Mr.Srinivasan Ravi with effect from 1st October, 2026 shall be as follows:

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

1. Fixed salary of ₹50 Lakhs per month in the scale of ₹50 Lakhs to ₹70 Lakhs per month. The increments within the scale would be decided by the Board.
2. In addition to the fixed salary indicated in Clause 1 above, he shall be entitled to the following perquisites:
 - a. Leave travel allowance for self, spouse, dependent children and parents up to 12% of the salary.
 - b. Commission of such amount which is obtained by arriving at the value of 5% of the profits of the Company computed in accordance with Section 198 of the Companies Act, 2013 and deducting from there (a) the fixed salary indicated in Clause 1 above; and (b) Value of the Perquisites indicated in Clause 2 above, to the extent actually availed by him.
3. Besides the above, he shall be entitled to the following perquisites which shall not be subject to ceiling specified in Clauses 1 and 2 above:
 - a. Company’s contribution to the provident fund not exceeding 12% of the salary, superannuation fund and annuity fund, if any.

- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- c. Encashment of leave at the end of the tenure.
- d. Company-provided car(s) for official as well as personal use, together with driver and running and maintenance expenses.
- e. Reimbursement / payment of telephone, mobile, internet and communication expenses, at residence and office, incurred for Company business as well as personal use.

"RESOLVED FURTHER THAT subject to the provisions of Sections 196, 197, Schedule V and other applicable provisions of the Act, total managerial remuneration including the commission on profits payable to Mr.Srinivasan Ravi, Chairman and Managing Director, shall not exceed 5% of the profits computed as per Section 198 of the Act."

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

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

"RESOLVED FURTHER THAT in the event of inadequacy of profits or no profits, Mr. Srinivasan Ravi, Chairman and Managing Director, shall be entitled to consolidated remuneration of ₹50 Lakhs per month and such remuneration shall remain in force for a period of three years commencing from the year the Company has inadequacy of profits or reports loss, within the overall tenure of five years, in accordance with Schedule V of the Act."

"RESOLVED FURTHER THAT any Director of the Company, the Chief Financial Officer and the Company Secretary, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the above resolution."

5. To consider and approve the re-appointment of Mr.Ravi Gauthamram (DIN:06789004), as the Whole Time Director as Whole Time Director of the Company for a period of five (5) years with effect from 1st October, 2026.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any,

of the Companies Act, 2013 (the "Act") read with Schedule V to the said Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable Rules made thereunder, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereof for the time being in force), the approval of the Members, upon the recommendation of the Board of Directors and the Nomination and Remuneration Committee be and is hereby accorded for the re-appointment of Mr. Ravi Gauthamram (DIN:06789004), as the Whole Time Director of the Company for a further period of five (5) years from the expiry of his present term of office i.e., with effect from 1st October, 2026 till 30th September, 2031."

"RESOLVED FURTHER THAT subject to the provisions of Sections 196, 197, Schedule V and other applicable provisions of the Act, the managerial remuneration payable to Mr. Ravi Gauthamram with effect from 1st October, 2026 shall be as follows:

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

1. Fixed Salary of ₹8 Lakhs per month in the scale of ₹8 to ₹12 Lakhs per month. The increments within the scale would be decided by the Board.
2. In addition to the fixed salary indicated in Clause 1 above, he shall be entitled to the following benefits/perquisites:
 - a. Leave travel allowance for self, spouse, dependent children and parents up to 12% of the salary.
 - b. Commission of such amount which is obtained by arriving at the value of 1.75% of the profits of the Company computed in accordance with Section 198 of the Act and deducting from there (a) the fixed salary indicated in Clause 1 above; and (b) value of the perquisites indicated in Clause 2 above, to the extent actually availed by him.
3. Besides the above, he shall be entitled to the following perquisites which shall not be subject to ceiling specified in Clauses 1 and 2 above:
 - a. Company's contribution to the provident fund not exceeding 12% of the salary, superannuation fund and annuity fund, if any;
 - b. gratuity payable at a rate not exceeding half a month's salary for each completed year of service;
 - c. encashment of leave at the end of the tenure.

- d. Company-provided car(s) for official as well as personal use, together with driver and running and maintenance expenses.
- e. Reimbursement / payment of telephone, mobile, internet and communication expenses, at residence and office, incurred for Company business as well as personal use.

“RESOLVED FURTHER THAT subject to the provisions of Sections 196, 197, Schedule V and other applicable provisions of the Act, total managerial remuneration including the commission on profits payable to Mr.Ravi Gauthamram, Whole Time Director, shall not exceed 1.75% of the profits computed as per Section 198 of the Act.”

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

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

“RESOLVED FURTHER THAT in the event of inadequacy of profits or no profits Mr.Ravi Gauthamram, Whole Time Director shall be entitled to consolidated remuneration of ₹8 Lakhs per month and such remuneration shall remain in force for a period of three years commencing from the year, the Company has inadequacy of profits or reports loss, within the overall tenure of five years.”

“RESOLVED FURTHER THAT any Director of the Company, the Chief Financial Officer and the Company Secretary, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered

necessary, proper or expedient to give effect to the above resolution.”

- 6. To consider the ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2027.

*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 ₹7,00,000 (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 Number: 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, 2027.”

(By Order of the Board)

for CRAFTSMAN AUTOMATION LIMITED

Shainshad Aduvanni

Coimbatore
7th May, 2026

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 its meeting held on 7th May, 2026 had considered the special businesses under Item Nos.4, 5 and 6 are unavoidable and should be transacted at the 40th 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 and re-appointment of Chairman and Managing Director and Whole Time Director at this AGM is furnished as Annexure to this Notice.
 2. Pursuant to the Circulars issued by Ministry of Corporate Affairs ("MCA") from time to time (the latest circular dated September 22, 2025) ("Circulars"), the AGM of the Company is being held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") without the physical presence of the Members. The deemed venue for the 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. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Since the AGM is being held through VC/OAVM, physical attendance of Shareholders has been dispensed with. Accordingly, the facility for appointment of the 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 e-mail through its registered e-mail 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 Route Map of the venue of the Meeting is not annexed hereto.
 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.
- Dispatch of Annual Report through Electronic Mode:**
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 40th AGM along with the Annual Report for the financial year 2025-26 are being sent only in electronic mode to Shareholders whose e-mail addresses are registered with the Company or the Depository Participant(s), unless any Member has requested for the physical copy of the same.
 11. In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those members whose e-mail address is registered with the

Company / Registrar and Transfer Agent / Depository Participants / Depositories. Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2025-26 is available, is being sent to those members whose e-mail addresses are not registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.

12. 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, 2026 and Notice of the 40th AGM of the Company, may send request to the Company's e-mail address at investor@craftsmanautomation.com mentioning Folio No./ DP ID and Client ID.
13. 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).

Procedure for Inspection of Documents:

14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or arrangements on 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.
15. The Board of Directors has recommended final dividend of ₹11.25 per equity share of ₹5/- each (225%) for the financial year ended 31st March, 2026 subject to the approval of the Shareholders at the 40th AGM and the dividend (if declared) will be paid within 30 days from

the date of approval by the Shareholders at the 40th AGM. The record date for determining the eligibility of the equity Shareholders to the final dividend for the financial year ended 31st March, 2026 is fixed as Thursday, the 16th July, 2026.

16. Register of Members of the Company will remain closed from Friday, the 17th July, 2026 to Thursday, the 23rd July, 2026 (both days inclusive), for the purpose of determining the name of Shareholders eligible for dividend on equity shares, if declared at the AGM.
17. 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.

Tax Deductible at Source (TDS) / Withholding tax

18. Dividend income on equity shares is taxable in the hands of Shareholders and the Company is required to deduct tax at source from dividend paid to Shareholders at the prescribed rates in accordance with the provisions of the Income Tax Act, 2025 ("IT Act") read with amendments thereof. The Shareholders are requested to update their PAN with the Company / Registrar & Transfer Agents viz. MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) ("RTA") (in case of shares held in physical form) and with the Depositories / Depository Participants ("DPs") (in case of shares held in demat form) on or before Thursday, the 16th July, 2026.
19. Members who have not claimed their dividend for the previous financial years i.e., 2021-22, 2022-23, 2023-24 and 2024-25 are requested to write to the Company's RTA/ the Company (e-mail 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, 2025 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.
Shareholders who have not linked PAN with Aadhaar as per the guidelines issued by Central Board of Direct Taxes ("CBDT").	20%	N.A.
a) For Resident Individual:		
If the total dividend paid or likely to be paid to the Resident Individual Shareholders during FY 2026-27 does not exceed ₹10,000 through any mode other than cash.	Nil	-
Individual Shareholder submits Form 121 under section 393(6) of the IT Act read with rule 211 of Income Tax Rules 2026 / Nil withholding certificate / lower withholding certificate u/s 395(1) of the IT Act and meets all the required eligibility conditions.	Nil	-
Shareholders (other than individual) submits Nil withholding certificate / other exemption documents and meets all the required eligibility conditions	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 Tax Year 2026-27 and should cover the dividend income.

b) For Resident Non-Individual:

Apart from the cases stated above, following categories of Shareholders are exempt from tax deduction at source as per section 393(4) [Table Sl. no. 10] of the IT Act:

- Life Insurance Corporation of India
- General Insurance Corporation of India / The New India Assurance Company Limited / United India Insurance Company Limited / The Oriental Insurance Company Limited / National Insurance Company Limited
- Any other insurer in respect of any shares owned by it or in which it has full beneficial interest
- Dividend income credited / paid to a "business trust", as defined in section 2(21), by a special purpose vehicle referred to in Schedule V (Note 2).

The following payees are also not subject to tax deducted at source in view of the provisions of sections 393(5) and 393(9) of the IT Act and CBDT notification:

- Government [section 393(5)(a)]
- Reserve Bank of India [section 393(5)(b)]
- A corporation established by or under a Central Act which is, under any law in force, exempt from income-tax on its income [section 393(5)(c)]
- Mutual Fund specified under Schedule VII (Table: Sl. No. 20 or 21) [section 393(5)(d)]
- any person for, or on behalf of, the New Pension System Trust referred to in Schedule VII (Table: Sl. No. 41) [section 393(9)]
- Category I or a Category II Alternative Investment Fund (registered with Securities and Exchange Board of India ("SEBI") as per section 224) as per notification 51/2015 dated June 25, 2015.
- The Provident Fund, Approved Superannuation Fund, and Approved Gratuity Fund.

In case, dividend income is assessed/taxable in the hands of a person other than the Shareholder and TDS is applicable on such dividend, then such Shareholder should file declaration with Company in the manner prescribed in Rule 203 of IT Rules 2026.

b) For Non-resident Shareholders:

For a Foreign Institutional Investor ("FII") / Foreign Portfolio Investor ("FPI"), taxes shall be deducted at source under section 393(2) [Sl. No. 15] of the IT Act at 20% (plus applicable surcharge and cess).

For other non-resident Shareholders, taxes are required to be deducted in accordance with the provisions of section 393(2) [Sl. No. 17] of the IT Act, at the rates in force. As per the relevant provisions of the IT Act, the tax shall be deducted at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to them.

No tax shall be deducted on the dividend payable to a non-resident Shareholder if the Shareholder submits Nil withholding certificate and meets all the required eligibility conditions.

FII / FPI and the non-resident Shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") between India and the country of tax residence of the Shareholder, if they are more beneficial to them.

To avail benefit of rate of deduction of tax at source under DTAA, such FPI / non-resident Shareholders will have to provide the following:

- a. Self-attested copy of PAN allotted by the Indian Income Tax authorities.
In case of non-availability of PAN, following details and documents to be furnished:
 - (i) name, e-mail address, contact number;
 - (ii) address in the country of which the deductee is a resident;
 - (iii) tax residency certificate;
 - (iv) Tax Identification Number of the deductee in the country or specified territory of his residence and in case no such number is available, then a unique number on the basis of which the deductee is identified by the Government of that country or the specified territory of which he claims to be a resident.
- b. Tax residency certificate from the jurisdictional tax authorities confirming residential status which covers FY 2026-27 period.
- c. Form 41 by the non-resident Shareholder filed electronically on Income Tax Portal.
- d. Self-declaration by the non-resident Shareholder for the following:
 - Eligibility to claim tax treaty benefits based on the tax residential status of the Shareholder, including having regard to the Principal Purpose Test (if any), introduced in the applicable tax treaty with India;
 - No Permanent Establishment / fixed base in India in accordance with the applicable tax treaty;

- Shareholder being the beneficial owner of the dividend income to be received on the equity shares;

- e. In case of FII and FPI, copy of SEBI registration Certificate.

General:

In order to enable the Company to determine the appropriate tax rate at which tax has to be deducted at source under the respective provisions of the IT Act, the Company requests resident Shareholders, FPI and non-resident Shareholders to upload the details and documents referred to in the Notice in the specified format and as applicable, on the link <https://web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html>.

Deduction of tax at a rate lower than statutory rate or no deduction of tax shall depend upon the completeness of the documents and the satisfactory review of the forms and the documents, submitted by resident Shareholders, to the Company / RTA. Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts.

Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review of the documents submitted, by FPI / non-resident Shareholders to the Company / RTA. Tax deducted by the Company is final and the Company shall not refund / adjust the tax so deducted subsequently.

Shareholders may submit the aforementioned documents to investor@craftsmanautomation.com on or before 17th July, 2026 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.

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 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 the website of the Income Tax department of India <https://www.incometax.gov.in/home>.

20. 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.
21. 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.
22. 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.
23. 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.
24. 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.
25. Instructions for e-voting and joining the AGM are as follows:

A. THE INSTRUCTIONS OF 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 Monday, the 20th July, 2026 at 9.00 A.M. and ends on Wednesday, the 22nd July, 2026 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 Thursday, the 16th July, 2026 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.

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 e-mail Id in their demat accounts in order to access e-Voting facility.

Pursuant to the 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 e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting 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 are 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 & My Easi New (Token) 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 an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile Number & e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
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.nsd.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.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN No., Verification code and generate OTP. Enter the OTP received on registered e-mail id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of Shareholders	Login Method
Individual Shareholders (holding securities in demat mode) 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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at the 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.co.in 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 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) <ul style="list-style-type: none"> ● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> ● If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field.

- (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 for 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 e-mailed 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 e-mail address viz; madhu@ksrandco.in, sankar@ksrandco.in and to the Company at the e-mail address viz; investor@craftsmanautomation.com (designated e-mail 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 the 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 Friday, 17th July, 2026 (9.00 A.M. IST) to Sunday, 19th July, 2026 (5.00 P.M. IST) mentioning their name, demat account number/folio number, e-mail 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 Friday, 17th July, 2026 (9.00 A.M. IST) to Sunday, 19th July, 2026 (5.00 P.M. IST) mentioning their name, demat account number/folio number, e-mail ID, mobile number at (investor@craftsmanautomation.com). These queries will be replied to by the Company suitably by e-mail.
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 E-MAIL/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), Aadhaar (self attested scanned copy of Aadhaar Card) by e-mail to investor@craftsmanautomation.com / mufg.update@in.mpms.mufg.com.

2. For Demat Shareholders - Please update your e-mail ID & mobile no. with your respective **Depository Participant (DP)**.
3. **For Individual Demat Shareholders – Please update your e-mail 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 e-mail to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Assistant Vice President, (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 e-mail to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

'**SWAYAM**' is a secure, user-friendly web-based application, developed by "MUFG 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.linkintime.co.in>

- 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.

STATEMENT OF MATERIAL FACTS (EXPLANATORY STATEMENT) PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE OF THE 40TH ANNUAL GENERAL MEETING OF THE COMPANY IN RESPECT OF ITEM NO: 4, 5 AND 6;

ITEM NO. 4

TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. SRINIVASAN RAVI (DIN:01257716), AS THE CHAIRMAN AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE (5) YEARS WITH EFFECT FROM 1ST OCTOBER, 2026;

The Members of the Company at the 35th Annual General Meeting held on 21st June, 2021 had re-appointed Mr. Srinivasan Ravi (DIN: 01257716) as the Chairman and Managing Director of the Company for a period of five (5) years commencing from 1st October, 2021 up to 30th September, 2026. Accordingly, his present tenure is due to expire on 30th September, 2026.

The Board of Directors of the Company, at its meeting held on 7th May, 2026, upon the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members of the Company, has approved the re-appointment of Mr. Srinivasan Ravi as the Chairman and Managing Director for a further period of five (5) years with effect from 1st October, 2026 up to 30th September, 2031, on such remuneration and other terms and conditions as set out in the resolution.

Mr. Srinivasan Ravi, Chairman and Managing Director, shall continue to be entrusted with overall executive responsibility for the affairs of the Company and shall perform his duties and exercise his powers subject to the superintendence, direction and control of the Board of Directors.

Mr. Srinivasan Ravi is not disqualified from being re-appointed as Chairman and Managing Director in terms of Section 164 of the Companies Act, 2013. He is also not debarred from holding the office of Director by virtue of any order issued by the Securities and Exchange Board of India or any other statutory authority, and has given his consent to act as the Chairman and Managing Director of the Company.

Minimum Remuneration in the Event of Inadequacy of Profits or No Profits

In terms of Sections 196, 197 and Schedule V of the Companies Act, 2013, approval of the Members is being sought, as an enabling provision, to authorise the payment of minimum remuneration to Mr. Srinivasan Ravi, Chairman and Managing Director, in the event the Company does not have adequate profits or incurs losses during any financial year within the proposed tenure.

The Board, upon the recommendation of the Nomination and Remuneration Committee, has approved a consolidated remuneration of ₹50 Lakhs (Rupees Fifty Lakh only) per month, payable for a period not exceeding three (3) financial years within the overall tenure of five (5) years, commencing from financial year 2026-27, strictly in accordance with the limits prescribed under Schedule V of the Companies Act, 2013.

The Board notes that the Company has not incurred losses in the past and has consistently delivered stable financial performance. Accordingly, the proposed approval is intended only as a precautionary and protective measure to ensure continuity of leadership and management stability in unforeseen or exceptional circumstances and is not expected to be invoked in the normal course of business.

The Board is of the view that such minimum remuneration, if required to be paid, would be commensurate with the responsibilities of the role, the scale and complexity of the Company's operations, and the need to retain continuity of executive leadership, and is consistent with sound governance practices. Any payment of minimum remuneration shall remain subject to applicable provisions of the Companies Act, 2013 and shall be reviewed periodically by the Nomination and Remuneration Committee and the Board.

Additional Disclosures and Profile

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

Brief profile of Mr. Srinivasan Ravi

Mr. Srinivasan Ravi is the Chairman and Managing Director and Promoter of the Company and has been associated with the Company since its incorporation. He holds a Bachelor's degree in Mechanical Engineering from PSG College of Technology, Coimbatore, and is a first-generation entrepreneur with over three decades of experience in the automotive and precision engineering industry.

With strong relationships across the automotive and engineering ecosystem, Mr. Srinivasan Ravi has played a pivotal role in building and scaling the Company into a diversified engineering group.

In recognition of his entrepreneurial excellence and contributions to industry, he has received several prestigious awards, including the "Outstanding Citizen of Coimbatore Award" from the Rotary Club of Coimbatore (2018), the "Entrepreneur of the Year Award" from the Entrepreneurs' Organisation, Coimbatore (2015), the "Outstanding Entrepreneur Achiever Award" from Bharathiar School of Management and Entrepreneur Development, Bharathiar University, Coimbatore (2012)," "Outstanding Entrepreneur of the Year Award" from TIE, Chennai (2011) and the "Best Entrepreneur Award" from the Coimbatore Management Association (2010).

Under his leadership, the Company has evolved into a diversified engineering enterprise with a strong presence across automotive, industrial and powertrain segments. He

has been instrumental in shaping the Company's strategic direction and driving its expansion through capacity creation, diversification and key acquisitions, including DR Axion India Limited, Sunbeam Lightweighting Solutions Limited and Craftsman Germany GmbH, thereby strengthening the Company's technological capabilities and global footprint.

Mr. Srinivasan Ravi has consistently emphasised operational discipline, technology adoption, quality systems and customer-centricity, enabling the Company to build long-standing relationships with leading OEMs in India and international markets. His leadership has also contributed to export growth, diversification of the product portfolio and mitigation of sectoral risks.

He has received several prestigious recognitions for his entrepreneurial excellence and contributions to industry from, among others, the Coimbatore Management Association, TiE Chennai, Bharathiar University, Entrepreneurs' Organisation, Rotary Club of Coimbatore, and the Indian Chamber of Commerce and Industry. During his current tenure, Mr. Srinivasan Ravi has also demonstrated strong governance practices reflecting his commitment to responsible leadership.

Given his deep domain expertise, proven track record and strategic vision, the Board considers the continued leadership of Mr. Srinivasan Ravi as Chairman and Managing Director to be critical to the Company's sustained growth and long-term value creation.

Performance, Scale and Execution (Post-IPO Period)

Since the Company's listing in March, 2021, Mr. Srinivasan Ravi has provided executive leadership that enabled the Company to significantly scale its operations while maintaining financial and operational discipline during a high-investment phase.

During the post-IPO period, the Company's consolidated revenue increased from ₹1,560 crore in FY 2020-21 to ₹8,069 crore in FY 2025-26, representing 5-fold growth, supported by capacity expansion and diversification across aluminium products, powertrain and industrial engineering segments.

The Company's consolidated EBITDA rose from ₹448 crore in FY 2020-21 to ₹1,300 crore in FY 2025-26, with EBITDA margins currently in the range of 15%–17%, notwithstanding commodity cycles, ramp-up of new capacities and integration of acquisitions. Profit after tax increased from ₹97 crore to ₹384 crore during the same period.

The post-IPO phase also involved significant capital deployment, with consolidated total assets expanding from ₹2,352 crore to ₹8,980 crore, and investments (including

acquisitions and subsidiaries) increasing from ₹29 crore to ₹1376 crore. Operating cash flows (before WC changes) improved from ₹418 crore to ₹1215 crore, demonstrating strong internal accruals even during a capital-intensive growth phase.

Although return ratios such as ROCE and ROE moderated temporarily during this period due to the scale-up and investment cycle, the Board considers such moderation to be transitional in nature and expects returns to improve meaningfully as utilisation of new capacities stabilises. During this period, the Company's market capitalisation increased from approximately ₹3000 crore at the time of listing to about ₹18,500 crore, reflecting sustained investor confidence.

Remuneration–Performance Alignment

The Nomination and Remuneration Committee and the Board have evaluated the proposed remuneration of Mr. Srinivasan Ravi for the forthcoming tenure in the context of the Company's scale of operations, complexity of business, sustained financial performance, capital deployment responsibilities and execution of strategic initiatives. The Board is satisfied that the remuneration structure appropriately reflects pay-for-performance principles, individual contribution and leadership responsibility, and aligns with long-term Shareholder value creation, while remaining commensurate with industry practices.

The proposed remuneration is also placed before the Members for approval by way of Special Resolution pursuant to Regulation 17(6)(e) of the SEBI Listing Regulations.

Further, approval of the Members is being sought, as an enabling measure, for payment of minimum remuneration in accordance with Schedule V of the Companies Act, 2013 in the event of inadequacy of profits or no profits during the proposed tenure.

Recommendation of the Board

The Board of Directors accordingly recommends the Special Resolution set out at Item no. 4 of the Notice for approval of the Members.

Interest of Directors and Key Managerial Personnel

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution, except Mr. Srinivasan Ravi, Chairman and Managing Director, and Mr. Ravi Gauthamram, Whole-time Director and son of Mr. Srinivasan Ravi, who may be deemed to be interested in the resolution.

ITEM NO. 5

TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. RAVI GAUTHAMRAM (DIN:06789004), AS THE AS WHOLE TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE (5) YEARS WITH EFFECT FROM 1ST OCTOBER, 2026;

The Members of the Company at the 35th Annual General Meeting held on 21st June, 2021 had re-appointed Mr. Ravi Gauthamram (DIN: 06789004) as the Whole-time Director of the Company for a period of five (5) years commencing from 1st October, 2021 up to 30th September, 2026. Accordingly, his present tenure is due to expire on 30th September, 2026.

The Board of Directors of the Company, at its meeting held on 7th May, 2026, upon the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members of the Company, has approved the re-appointment of Mr. Ravi Gauthamram as the Whole-time Director of the Company for a further period of five (5) years with effect from 1st October, 2026 up to 30th September, 2031, on such remuneration and other terms and conditions as set out in the resolution.

Mr. Ravi Gauthamram, Whole Time Director, is entrusted with executive responsibilities and is involved in the day-to-day management of the Company, functioning under the superintendence, direction and control of the Board of Directors. He is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013, nor debarred from holding the office of Director pursuant to any order of SEBI or any other statutory authority, and has given his consent to act as the Whole-time Director of the Company.

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

Minimum Remuneration in the Event of Inadequacy of Profits or No Profits

In terms of Sections 196, 197 and Schedule V of the Companies Act, 2013, approval of the Members is being sought, as an enabling provision, to authorise the payment of minimum remuneration to Mr. Ravi Gauthamram, Whole-time Director, in the event the Company does not have adequate profits or incurs losses during any financial year within the proposed tenure.

The Board, upon the recommendation of the Nomination and Remuneration Committee, has approved a consolidated remuneration of ₹8 Lakhs (Rupees Eight Lakh only) per month, payable for a period not exceeding three (3) financial years within the overall tenure of five (5) years, commencing from financial year 2026-27, strictly in accordance with the limits prescribed under Schedule V of the Companies Act, 2013.

The Board notes that the Company has not incurred losses in the past and has consistently delivered stable financial performance. Accordingly, the proposed approval is intended

only as a precautionary and protective measure to ensure continuity of leadership and management stability in unforeseen or exceptional circumstances and is not expected to be invoked in the normal course of business.

The Board is of the view that such minimum remuneration, if required to be paid, would be commensurate with the responsibilities of the role, the scale and complexity of the Company's operations, and the need to retain continuity of executive leadership, and is consistent with sound governance practices. Any payment of minimum remuneration shall remain subject to applicable provisions of the Companies Act, 2013 and shall be reviewed periodically by the Nomination and Remuneration Committee and the Board.

Additional Disclosures and Profile

Mr. Ravi Gauthamram is a Mechanical Engineering graduate from PSG College of Technology and holds a Master's degree in Production Systems Engineering from RWTH Aachen University, Germany. Prior to joining the Company, he was associated with Caterpillar India Private Limited and has extensive experience in the automotive and engineering sectors. He also serves as Vice President of the Coimbatore Industrial Infrastructure Association.

Mr. Ravi Gauthamram oversees the Company's Powertrain segment, including large engine blocks and allied engineering products, and has played a key role in scaling manufacturing capabilities, capacity expansion, process stabilisation and alignment with customer requirements. He has also contributed significantly to product development, foundry and machining operations, and coordination with Craftsman Fronberg Guss GmbH for the Company's foundry operations at Kothavadi.

In addition, he has supported the Company's diversification into data centre infrastructure and industrial engineering solutions, working closely with senior management on product positioning, customer engagement and execution initiatives. He has also led several greenfield manufacturing projects covering planning, execution, commissioning and stabilisation of new facilities, while actively engaging with key customers and suppliers to strengthen operational efficiency and supply chain coordination.

Mr. Ravi Gauthamram has further played an important role in the growth of the Company's Industrial Engineering segment, particularly in storage solutions and material handling systems. Between 2021 and 2024, he contributed to expanding the business through new product offerings and engineered solutions across multiple industries. He also helped develop in-house automation, controls and software capabilities, including warehouse management and automation-linked software solutions, which were subsequently leveraged for internal productivity and operational improvement initiatives.

Considering his educational background, industry expertise and leadership across the Company's strategic and operational initiatives, the Board is of the view that Mr. Ravi Gauthamram is

well suited for the position of Whole-time Director and that his re-appointment would be in the best interests of the Company.

Remuneration–Performance Alignment

The re-appointment of Mr. Ravi Gauthamram has been recommended by the Nomination and Remuneration Committee after due evaluation of his performance, scope of responsibilities and contribution to the Company and its subsidiaries, and is based on merit and operational requirements, and not merely on account of his relationship with the Promoter Chairman and Managing Director.

The Nomination and Remuneration Committee, after evaluating the performance, responsibilities and contribution of Mr. Ravi Gauthamram, has recommended, and the Board has approved, the remuneration payable to him for the proposed tenure within the limits prescribed under the Companies Act, 2013. The remuneration structure comprises fixed salary, performance-linked components and perquisites, as set out in the resolution, and is considered commensurate with industry practices and the responsibilities entrusted to him.

ITEM NO. 6

RATIFICATION OF THE REMUNERATION PAYABLE TO THE COST AUDITORS FOR THE FINANCIAL YEAR ENDING 31ST MARCH, 2027;

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 its meeting held on 7th May, 2026 and based on the recommendation of the Audit Committee, had approved the appointment of M/s. S. Mahadevan & Co., Cost Accountants, Coimbatore (Registration Number: 000007) as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2027. 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.

The proposed remuneration is also placed before the Members for approval by way of Special Resolution pursuant to Regulation 17(6)(e) of the SEBI Listing Regulations.

Further, approval of the Members is being sought, as an enabling measure, for payment of minimum remuneration in accordance with Schedule V of the Companies Act, 2013 in the event of inadequacy of profits or no profits during the proposed tenure.

Recommendation of the Board

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

Interest of Directors and Key Managerial Personnel

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution, except Mr. Ravi Gauthamram, Whole-time Director, and Mr. Srinivasan Ravi, Chairman and Managing Director and father of Mr. Ravi Gauthamram, who may be deemed to be interested in the resolution.

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 are directly or indirectly concerned or interested, financially or otherwise, in this Resolution.

(By Order of the Board)

for CRAFTSMAN AUTOMATION LIMITED

Shainshad Aduvanni

Coimbatore
7th May, 2026

Company Secretary and Compliance Officer
ACS M.No. 27895

IN RESPECT OF ITEM NOS.4 AND 5 THE FOLLOWING DISCLOSURES IN TERMS OF SECTION II UNDER PART II OF THE SCHEDULE V OF THE COMPANIES ACT, 2013 (FOR PAYMENT OF REMUNERATION IN CASE OF NO PROFITS OR INADEQUACY OF PROFITS) IS PROVIDED:

I. GENERAL INFORMATION:		
1. Nature of Industry	Manufacturing	
2. Date or expected date of commencement of commercial Production	The Company was incorporated on 18 th July, 1986.	
3. In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
4. Financial Performance based on given indicators	Particulars	Financial Year (in ₹Crores)
		2025-26
	Total Revenue	4818
	Profit/(Loss)After Tax	221
5. Foreign investments or Collaborations, if any	<ol style="list-style-type: none"> 1. Craftsman Europe B.V, Wholly Owned Subsidiary 2. Carl Stahl Craftsman Enterprises Private Limited, Joint Venture 3. Craftsman Germany GmbH, Wholly Owned Subsidiary 	
INFORMATION ABOUT THE CHAIRMAN AND MANAGING DIRECTOR AND WHOLE TIME DIRECTOR:		
Mr.Srinivasan Ravi, Chairman and Managing Director		
6. Background details	<p>Mr. Srinivasan Ravi is the Chairman and Managing Director and Promoter of the Company and had been associated with the Company since its incorporation. He holds a bachelor's degree in Mechanical Engineering from PSG College of Technology, Coimbatore. He has experience of almost 40 years in the automotive industry.</p> <p>He was re-appointed as Chairman and Managing Director for a term of 5 years w.e.f 01st October, 2021 till 30th September, 2026.</p>	
7. Past Remuneration	<p>₹30,00,000 per month in the scale of ₹30,00,000 to ₹45,00,000 per month plus other perquisites and commission of 7.5% of profits, such that the total remuneration including commission does not exceed 7.5% of the profits of the Company computed in accordance with Section 198 of the Companies Act, 2013.</p> <p>Further, Mr. Srinivasan Ravi, vide his letter dated 14th July, 2021, had informed the Company of his decision to voluntarily cap the commission payable to him at 50% of the limits approved by the Members at the Annual General Meeting, and accordingly, the commission payable to him during the tenure from 1st October, 2021 to 30th September, 2026 has been restricted to such reduced level of 3.75%</p> <p>The Remuneration paid during the FY 2025-26 is ₹11.94 Crores (inclusive of salary, commission and others).</p>	

8. Recognition or awards	<ol style="list-style-type: none"> 1. Roots – CMA Best Entrepreneur Award 2010 by Coimbatore Management Association 2. Outstanding Entrepreneur of the year 2011 by TIE, Chennai 3. The Outstanding Entrepreneur Achiever Award 2012 by Bharathiar School of Management and Entrepreneur Development, Bharathiar University, Coimbatore & BS MED Alumni Association 4. Entrepreneur of the year 2015 by Entrepreneurs Organisation, Coimbatore 5. Outstanding Citizen of Coimbatore Award 2018 by Rotary Club of Coimbatore
9. Job profile and his suitability	<p>The job requires in-depth engineering knowledge particularly metal cutting and machining and ability to spot emerging opportunities and convert that into profitable business. Given the complexities brought by the product requirements of varied customers, coupled with knowledge requirement of precision engineering, Mr.Srinivasan Ravi has time and again shown his engineering dexterity and acumen in undertaking challenging contracts and business deals and delivering products with great aplomb. He is the main architect behind the Company's stupendous growth over the years. Mr. Srinivasan Ravi, given his in-depth knowledge of the engineering, machine tooling sector, business acumen and his impressive track record is eminently suited for this job.</p> <p><u>Financial Performance:</u></p> <p>Under his leadership, the Company has delivered consistent growth, with standalone turnover increasing from ₹1,546 crore in FY 2020-21 to ₹4,818 crore in FY 2025-26 and consolidated turnover increasing from ₹1,560 crore in FY 2021-22 to ₹8,069 crore in FY 2025-26, demonstrating sustained operational and financial performance.</p> <p><u>Strategic Acquisitions:</u></p> <p>Under his leadership, the Company has achieved significant growth through strategic acquisitions and global expansions. He has spearheaded the acquisition of DR Axion India Limited (formerly, DR Axion India Private Limited), Sunbeam Lightweighting Solutions Limited (formerly Sunbeam Lightweighting Solutions Private Limited) and Craftsman Germany GmbH. These acquisitions have substantially strengthened the Company's operations, enhanced its technological capabilities and contributed to its overall growth in the automotive components market.</p>
10. Remuneration Proposed	<p>Details of proposed remuneration have been disclosed in Item no. 4 of the Notice.</p>
11. Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case if expatriates the relevant details would be w.r.t. the country of his origin)	<p>The remuneration payable to Mr.Srinivasan Ravi has been benchmarked with the remuneration being drawn by similar positions in the Industry.</p> <p>The Nomination and Remuneration Committee ("NRC"), while recommending the proposed remuneration, undertook a benchmarking exercise by comparing the remuneration structure and pay levels of Managing Directors / Executive Chairmen of listed Indian companies operating in the automotive components and diversified engineering sectors, having comparable scale, operational complexity, geographic footprint and consolidation structure.</p> <p>The benchmarking process considered multiple parameters including fixed remuneration, variable remuneration as a percentage of profits, overall remuneration mix, Company turnover, market capitalisation, multi-plant operations, overseas presence, and the scope and responsibilities of the role.</p> <p>Based on such comparative assessment and having regard to the Company's size, complexity of operations, sustained financial performance and long-term growth strategy, the NRC and the Board are of the view that the proposed remuneration payable to Mr. Srinivasan Ravi is commensurate with prevailing industry practices and broadly aligned with remuneration levels in comparable listed entities.</p>

	<p>The NRC noted that the proposed remuneration structure for the Chairman and Managing Director is within the acceptable range observed among peer companies, taking into account the scale and complexity of the Company's operations and the responsibilities associated with the role.</p> <p>The NRC also noted that the Chairman and Managing Director has historically demonstrated responsible remuneration practices, including voluntary moderation of variable remuneration, and the Board expects continued alignment with sound governance principles.</p>
12. Pecuniary Relationship	<p>Mr.Srinivasan Ravi, Chairman and Managing Director, and Mr.Ravi Gauthamram, Whole Time Director are related to each other. Mr.Srinivasan Ravi and Mr.Ravi Gauthamram do not have any pecuniary relationship, directly or indirectly with the Company or with any other Director or Senior Management except to the extent of their shareholdings in the equity share capital of the Company and the salary drawn by them as Chairman and Managing Director and Whole Time Director respectively.</p> <p>Mr. Srinivasan Ravi, and Mr. Ravi Gauthamram holds 1,05,00,000 Equity Shares of ₹5/- each and 200 Equity Shares of ₹5/- each, respectively, in the Company.</p>
Mr.Ravi Gauthamram, Whole Time Director	
1. Background details	<p>Mr.Ravi Gauthamram, Whole Time Director is a graduate in mechanical engineering from PSG College of Technology and post graduate holding a Masters Degree in Science in Production Systems Engineering from RWTH Aachen University, Germany. He has a wide experience in automotive industry. He is engaged in building the product strategy in the industrial and engineering segment of the Company. He is also the vice president of the Coimbatore Industrial Infrastructure Association. Prior to joining the Company, he was associated with Caterpillar India Private Limited.</p> <p>He was re-appointed as a Whole Time Director for a term of 5 years w.e.f from 1st October, 2021 till 30th September, 2026.</p>
2. Past Remuneration	<p>₹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% of profits, such that the total remuneration including commission does not exceed 2.5% of the profits of the Company computed in accordance with Section 198 of Companies Act, 2013.</p> <p>Mr. Ravi Gauthamram, vide his letter dated 14th July, 2021, had informed the Company of his decision to voluntarily cap the commission payable to him at 50% of the limits approved by the Members at the Annual General Meeting, and accordingly, the commission payable to him during the tenure from 1st October, 2021 to 30th September, 2026 has been restricted to such reduced level of 1.25%.</p> <p>The Remuneration paid during the FY 2025-26 is ₹3.99 crores (inclusive of salary, commission and others).</p>
3. Recognition or awards	Nil

<p>4. Job profile and his suitability</p>	<p>Mr. Ravi Gauthamram is entrusted with executive responsibilities and is involved in the overall management of the Company, functioning under the superintendence, direction and control of the Board of Directors. As Whole-time Director, he is presently primarily responsible for the Company's Powertrain segment, including large engine blocks and allied engineering products. His role also encompasses responsibilities across the Industrial Engineering segment and storage solutions, particularly during the period up to financial year 2023-24.</p> <p>He plays a key role in strategic planning, operational oversight and execution of capital expenditure and manufacturing expansion initiatives. His responsibilities include coordination of greenfield manufacturing projects of the Company and its subsidiaries, covering planning, execution, commissioning and stabilisation of new facilities.</p> <p>Mr. Ravi Gauthamram has contributed significantly to strengthening the Company's Powertrain capabilities, particularly in large engine block manufacturing, supporting capacity expansion, process stabilisation and alignment with evolving customer requirements. In parallel, during the period up to FY 2023-24, he was involved in expanding the Company's storage and material handling solutions and related engineered systems, enabling entry into new applications and customer segments.</p> <p>He has been involved in building in-house capabilities in automation, controls and software, including development of specialised teams focused on automation-linked solutions. These capabilities have been leveraged for operational improvement initiatives such as procurement reviews, inventory optimisation, productivity enhancement and deployment of Industry 4.0-enabled manufacturing execution systems for monitoring machine health, productivity and operational efficiency across manufacturing operations.</p> <p>Mr. Ravi Gauthamram is actively engaged in business development initiatives, customer engagements and expansion of the Company's Industrial Engineering portfolio, including large engine block manufacturing. He works closely with key customers and suppliers through operational reviews, commercial discussions and supplier development initiatives, contributing to execution efficiency and customer relationship management.</p> <p>He plays a meaningful role in overseeing operations and strategic initiatives of the Company's subsidiaries and group entities, ensuring operational alignment, execution discipline and achievement of organisational objectives.</p> <p>Considering his educational qualifications, relevant industry experience, primary responsibility for the Powertrain segment, hands-on involvement in manufacturing, technology, business development and subsidiary operations, and sustained contribution to the Company's strategic and operational initiatives, the Board is of the view that Mr. Ravi Gauthamram is eminently suited for the position of Whole Time Director.</p> <p>The Board further notes that the re-appointment of Mr. Ravi Gauthamram and the remuneration payable to him have been recommended by the Nomination and Remuneration Committee after due evaluation of his performance, scope of responsibilities and contribution to the Company and its subsidiaries, and are based on merit and operational requirements, and not merely on account of his relationship with the Promoter Chairman and Managing Director. The proposed remuneration is considered commensurate with the responsibilities entrusted to him, the scale and complexity of the Company's operations and prevailing industry practices.</p>
<p>5. Remuneration Proposed</p>	<p>Details of proposed remuneration have been disclosed in Item no. 5 of the Notice.</p>

<p>6. Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case if expatriates the relevant details would be w.r.t. the country of his origin)</p>	<p>The remuneration payable to Mr.Ravi Gauthamram has been benchmarked with the remuneration being drawn by similar positions in the Industry.</p> <p>The Nomination and Remuneration Committee, while recommending the proposed remuneration, undertook a comparative assessment by benchmarking remuneration levels of Whole Time Directors / Executive Directors in listed Indian automotive component and engineering companies of comparable size, operational scale and complexity.</p> <p>The benchmarking considered parameters such as fixed remuneration, variable remuneration structure, Company turnover, scope of role, operational responsibilities and experience profile, and the NRC is of the view that the proposed remuneration is commensurate with industry practices and responsibilities associated with the role.</p>
<p>7. Pecuniary Relationship</p>	<p>Mr.Ravi Gauthamram, Whole Time Director and Mr.Srinivasan Ravi, Chairman and Managing Director are related to each other. Mr.Ravi Gauthamram and Mr.Srinivasan Ravi do not have any pecuniary relationship, directly or indirectly with the Company or with any Director or Senior Management except to the extent of their shareholdings in the equity share capital of the Company and the salary drawn by them as Whole Time Director and Chairman and Managing Director respectively.</p> <p>Mr.Ravi Gauthamram and Mr.Srinivasan Ravi, holds 200 Equity Shares of ₹5/- each and 1,05,00,000 Equity Shares of ₹5/- each, respectively in the Company.</p>

II. OTHER INFORMATION:

<p>1. Reasons for loss or inadequacy of profits</p>	<p>The Company has not incurred any loss till date. The resolutions proposed are only enabling resolutions to pay minimum remuneration to the Managing Director and Whole time Director in the unlikely event of Company not able to earn adequate profit or making no profits.</p> <p>The said approval is sought only as an enabling and precautionary measure, in compliance with Schedule V of the Companies Act, 2013, and is not expected to be invoked in the normal course of business.</p>
<p>2. Steps taken or proposed to be taken for improvement</p>	<p>Not applicable at present. However, the Company will take suitable steps in the event of inadequacy of profits or no profits for improving the business of the Company.</p>
<p>3. Expected increase in productivity and profits in measurable terms</p>	<p>The Company's revenue is expected to grow above industry average and its profit margins are also expected to be higher than industry average given the business opportunities.</p>

III. DISCLOSURES:

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

ANNEXURE A

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE 40TH 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;

ITEM NO.3 AND 4: BRIEF PROFILE OF MR. SRINIVASAN RAVI

Name of the Director	Mr. Srinivasan Ravi
Director Identification Number (DIN)	01257716
Date of Birth & Age	18.03.1963 & 63 Years
Date of Appointment on Board as Director	18 th July, 1986
Date of Last Reappointment as Director	1 st October, 2021
Expertise in Specific Functional Areas	He is an outstanding technocrat brings with him almost 40 years of experience in the engineering sector.
Qualification	Bachelor of Engineering (Mechanical) from PSG College of Technology.
No. of Equity Shares held in the Company	1,05,00,000 shares
Number of Meetings of the Board attended during the financial year 2025-26	Seven Board Meetings
Terms and Conditions of Appointment or Reappointment along with details of Remuneration sought to be paid and the Remuneration last drawn	<p>Mr. Srinivasan Ravi is the Promoter of the Company and also its Chairman and Managing Director. He was re-appointed as the Chairman and Managing Director for a term of five (5) year w.e.f 01st October, 2021 and his remuneration was approved by the Members of ₹30,00,000 per month in the scale of ₹30,00,000 to ₹45,00,000 per month plus other perquisites and commission of 7.5% of profits, such that the total remuneration does not exceed 7.5% of the profits of the Company, computed in accordance with Section 198 of the Companies Act, 2013.</p> <p>Further, Mr. Srinivasan Ravi, vide his letter dated 14th July, 2021, had informed the Company of his decision to voluntarily cap the commission payable to him at 50% of the limits approved by the Members at the Annual General Meeting, and accordingly, the commission payable to him during the tenure from 1st October, 2021 to 30th September, 2026 has been restricted to such reduced level of 3.75%.</p> <p>The Remuneration paid during the FY 2025-26 is ₹11.94 Crores (inclusive of salary, commission and others).</p> <p>Details of proposed remuneration have been disclosed in Item no. 4 of the Notice.</p>
List of outside Directorships in Public/Private Companies	<ol style="list-style-type: none"> 1. Craftsman Automation Limited; 2. Carl Stahl Craftsman Enterprises Private Limited; 3. Craftsman Europe B.V., Netherlands; 4. DR Axion India Limited; 5. Sunbeam Lightweighting Solutions Limited; 6. Suprash Developers Private Limited; 7. Srikara Technologies 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	Craftsman Automation Limited: <ol style="list-style-type: none"> 1. Chairman of the Corporate Social Responsibility Committee; 2. Chairman of the Management Committee; 3. Chairman of the Risk Management Committee; 4. Chairman of the Fund-Raising Committee; 5. Member of the Stakeholders Relationship Committee;
Chairman/Member of the Committees of the Board of Directors of other Companies in which he is a Director	DR Axion India Limited: Chairman of the Corporate Social Responsibility Committee
Relationship with other Directors/Managers/KMP	Mr. Srinivasan Ravi, Chairman and Managing Director, and Mr. Ravi Gauthamram, Whole Time Director are related to each other. Mr. Srinivasan Ravi and Mr. Ravi Gauthamram do not have any pecuniary relationship, directly or indirectly with the Company or with any other Director or Senior Management except to the extent of their shareholdings in the equity share capital of the Company and the salary drawn by them as Chairman and Managing Director and Whole Time Director respectively. Mr. Srinivasan Ravi, and Mr. Ravi Gauthamram holds 1,05,00,000 Equity Shares of ₹5/- each and 200 Equity Shares of ₹5/- each, respectively, in the Company.

ITEM NO. 5 - BRIEF PROFILE OF MR. RAVI GAUTHAMRAM

Name of the Director	Mr. Ravi Gauthamram
Director Identification Number (DIN)	06789004
Date of Birth & Age	13.04.1988 & 38 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	Engineering and Manufacturing Operations; Industrial & Engineering Products (including Storage Solutions); Powertrain and Aluminium Products; Greenfield Project Execution; Subsidiary Operations; Customer and Supplier Management
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
No. of Equity Shares held in the Company	200 shares
Number of Meetings of the Board attended during the financial year 2025-26	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 re-appointed as the Whole Time Director for a term of five (5) years w.e.f 01 st October, 2021 and the remuneration last drawn was ₹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% of profits, such that the total remuneration including commission does not exceed 2.5% of the profits of the Company, computed in accordance with Section 198 of the Companies Act, 2013. Further, Mr. Ravi Gauthamram, vide his letter dated 14 th July, 2021, had informed the Company of his decision to voluntarily cap the commission payable to him at 50% of the limits approved by the Members at the Annual General Meeting, and accordingly, the commission payable to him during the tenure from 1 st October, 2021 to 30 th September, 2026 has been restricted to such reduced level of 1.25%.

	<p>The Remuneration paid during the FY 2025-26 is ₹3.99 crores (inclusive of salary, commission and others).</p> <p>Details of proposed remuneration have been disclosed in Item no. 5 of the Notice.</p>
List of outside Directorships in Public/Private Companies	<ol style="list-style-type: none"> 1. Carl Stahl Craftsman Enterprises Private Limited; 2. DR Axion India Limited (formerly, DR Axion India Private Limited); 3. Sunbeam Lightweighting Solutions Limited (formerly, Sunbeam Lightweighting Solutions Private Limited); 4. Suprash Developers Private Limited; 5. Srikara Technologies 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	<ol style="list-style-type: none"> 1. Member of the Management Committee 2. Member of the Risk Management Committee 3. Member of the Fund Raising Committee
Chairman/Member of the Committees of the Board of Directors of other Companies in which he is a Director	Nil
Relationship with other Directors/Managers/KMP	<p>Mr. Ravi Gauthamram, Whole Time Director and Mr. Srinivasan Ravi, Chairman and Managing Director are related to each other. Mr.Ravi Gauthamram and Mr. Srinivasan Ravi do not have any pecuniary relationship, directly or indirectly with the Company or with any Director or Senior Management except to the extent of their shareholdings in the equity share capital of the Company and the salary drawn by them as Whole Time Director and Chairman and Managing Director respectively.</p> <p>Mr. Ravi Gauthamram and Mr.Srinivasan Ravi, holds 200 Equity Shares of ₹5/- each and 1,05,00,000 Equity Shares of ₹5/- each, respectively in the Company.</p>