V. SUDARSAN BABU & ASSOCIATES

Practicing Company Secretaries
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FORM NO. MR-3

Secretarial Audit Report

(For the Financial Year ended 31st March, 2024)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
DR AXION INDIA PRIVATE LIMITED
CIN: U50300TN2006PTC061870
(Subsidiary of Craftsman Automation Limited)
No.7 Othappai Village Uthukkottai Taluk,
Thiruvallur, Tamil Nadu -602023.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **DR AXION INDIA PRIVATE LIMITED** (hereinafter called "the Company"). The Secretarial Audit was conducted for the financial year ended on 31st March, 2024 in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, during the audit period covering the Financial year ended on 31st March, 2024, the Company has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 according to the provisions of:

i. The Companies Act, 2013 (the Act) and the Rules made thereunder;

ii. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder -**Not applicable**

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under -**Not applicable**

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iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and External Commercial Borrowing;

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act): -

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 **-Not applicable**

b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **-Not applicable**

c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; **-Not applicable**

d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009**-Not applicable**

e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **-Not applicable**

f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008**-Not applicable**

g) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with Client**-Not applicable**

h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009**-Not applicable**

i) The Securities and Exchange Board of India (Buyback of Securities) Regulations,1998**-Not applicable**

I have also examined compliance with the applicable clauses of the following:

a. Secretarial Standards issued by the Institute of Company Secretaries of India ("ICSI");

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., mentioned above.

V. SUBRAMANIAN BABU B.Com., A.C.S.
M.No:55465
COP No: 20590
COMPANY SECRETARY

I further also report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Director and Independent Directors

Adequate notice was given to all directors to schedule the Board Meetings, and other committee meetings along with the agenda and detailed notes on agenda were sent at least seven days in advance, though the detailed notes on agenda were provided at a shorter notice and certain matters tabled at the Board Meeting with the consent of all Directors present at the relevant meeting. There exists a system for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case maybe.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.



Place: Chennai	Signature	:	
Date: 22.04.2024	Name of Company Secretary in practice	:	V. Sudarsan Babu V. Sudarsan Babu & Associates
	Membership No.	:	55465
	COP. No.	:	20590
	Peer Review Certificate No.	:	3757/2023
	ICSI UDIN No.	:	A055465F000205494