

NOTICE

Notice is hereby given that the **37th Annual General Meeting (AGM)** of the members of **CRIMSON METAL ENGINEERING COMPANY LIMITED** will be held on **Thursday, the 30th day of September, 2021** at the registered office of the Company situated at **163/1, Prakasam Road, Broadway, Chennai- 600 108 (Tamil Nadu) at 11:00 a.m. (IST)**, to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2021, together with the Report of Board of Directors and the Auditors thereon.
2. To re-appoint a Director Mr. Vinay Kumar Goyal (DIN- 00134026), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To approve the appointment of OP Bagla & Co. LLP (ICAI FRN: 000018N/N50009), Chartered Accountant, as a Statutory Auditor of the Company, for the FY 2021-22 in Casual Vacancy.
4. To approve the re-appointment of OP Bagla & Co. LLP (ICAI FRN: 000018N/N50009), Chartered Accountant, as a Statutory Auditor of the Company, from the conclusion of this AGM till the conclusion of the AGM to be held in Calendar year 2026 for period of 5 years.

SPECIAL BUSINESS:

5. To approve the Related Party Transaction with Ganges Internationale Private Limited

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

“RESOLVED THAT pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of The Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being force) and subject to the Article of Association of the Company, the consent of the members of the Company be and is hereby accorded to authorized to the Board of Directors of the Company to lease all or any part of the immovable property(ies) or undertaking(s) of the company wherever situated, as may be required, from time to time on such terms and conditions as the Directors may deem fit.

FURTHER RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being force), the consent of the members of the Company be and is hereby accorded to

authorized to the Board of Directors of the Company, for leasing the Company's property situated at RS No 5/1, Karasur, Vannur, Karasur road, Puducherry-605502 admeasuring about 20,074 sq. mts. (Premises) and at Plot No A-73 to A-78, B-73 to B-86, B-89 to B-95, B-98 to B-104, PIPDIC Industrial Estate, Sedarapet, Mailam Road, Puduchery-605111 admeasuring about 6.97 acre (Premises) along with various manufacturing equipment's and other similar facilities therein to Ganges Internationale Private Limited, a 'Related Party' as defined under Section 2 (76) of the Companies Act, 2013 and the LODR, with effect from April 01. 2021, for a period of 5 years and 9 Years respectively or such further period of time as may be decided by the Board of Directors upon the following terms and conditions as approved by the Audit Committee and on such other terms and conditions as may be mutually agreed upon between the Company and Ganges Internationale Private Limited, following are the lease rental and advance for the said properties:

Lease Rental : up to 550 lakhs p.a.

Lease Advance : 625 lakhs security deposit

FURTHER RESOLVED THAT any Director(s) or Company Secretary of the Company be and is hereby authorised to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalise the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the best interest of the Company."

6. To approve the appointment of Mr. Velu Paneerselvam (DIN: 03021605) as an Non-Executive Director of the Company

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 161 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Velu Paneerselvam (DIN-03021605), appointed as an Additional Director of the Company with effect from August 13, 2021 and who hold office up-to date of ensuing Annual General Meeting, being eligible, offer himself for the appointment be and is hereby appointed as a Non-Executive Director on the Board of the Company.

FURTHER RESOLVED THAT any Director(s) or Company Secretary of the Company be and are hereby severally authorized to sign the requisite forms/documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

By order of the Board of Directors
For **Crimson Metal Engineering Company Limited**

Date: August 13, 2021
Place: Chennai

Vinay Kumar Goyal
Managing Director
DIN: 00134026

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. INSTRUMENT OF PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Corporate Members intending to send their authorized representative to attend Annual General Meeting are requested to send a duly certified copy of their Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
3. Members/Proxies/Authorized Representatives are requested to produce at the Registration Counter(s) the attached attendance slip, duly completed and signed for admission to the meeting hall. Photocopies of Attendance Slip will not be entertained for issuing Gate Pass for attending Annual General Meeting. However, in case of non-receipt of Notice of Annual General Meeting, members are requested to write to the Company at its Registered Office or to the RTA for issuing the duplicate of the same.
4. The Register of Members and Share Transfer Books of the Company will be closed from **Saturday, September 25, 2021 to Thursday, September 30, 2021** (both days inclusive) for the purpose of AGM
5. In accordance with the provisions of Section 101 of the Companies Act, 2013 (the "Act") read with Rule 18 of the Companies (Management and Administration) Rules, 2014 the ANNUAL REPORT 2020-21 is being sent through electronic mode only to the Members whose email addresses are registered with the Company / Depository Participant(s), unless any Member has requested for a physical copy of the report. For Members who have not registered their email address, physical copies of the ANNUAL REPORT 2020-21 are being sent by the permitted mode.
6. With a view to using natural resources responsibly, we request shareholders to register/update their e-mail addresses :

- **in respect of electronic shareholding** - through their respective Depository Participants.

- **in respect of physical shareholding** - by sending a request to the Company's Share Transfer Agent at Skyline Financial Services Private Limited, mentioning therein the Company's name i.e., Crimson Metal Engineering Company Limited, their folio number and e-mail address.

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company / Registrar. As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to Skyline Financial Services Private Limited.
8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, change of address, change of name, e-mail address, contact numbers etc. to their respective Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's record which will help the Company and the Company's Registrars and Transfer's Agents, M/s. Skyline Financial Services Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Company's Registrars and Transfer's Agent.

SKYLINE FINANCIAL SERVICES PVT LTD,

Regd. & Corporate Office: D-153A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi - 110 020

Tel: 011- 40450193-97;

Website: www.skylinerta.com; Email: info@skylinerta.com

9. Pursuant to the directions of the Securities and Exchange Board of India (SEBI), trading in the shares of the Company should be in compulsory dematerialized form. Members, who have not yet got their shares dematerialized, are requested to opt for the same in their own interest and send their share certificates through Depository Participant (s) with whom they have opened the dematerialization account to the Company's Registrar appointed with effect from 1st April, 2014.
10. In case of the joint holders attending the Meeting, the Members whose name appears as the first holder in order of the names as per the Register of Members of the Company will be entitled to vote.
11. Members may note that the Annual Report 2020-21 as circulated to the members of the Company is also available on the Company's website www.crmetal.com.
12. In case you have any query relating to the enclosed Annual Accounts you are requested to send the same to the Company Secretary & Compliance Officer at the Registered office of the Company or on email Id: investorgrievance@crmatal.in at least 10 days before the date of Annual General Meeting so as to enable the management to keep the information ready at the meeting.
13. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. The said forms are attached to this Annual Report. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the Company at investorgrievance@crmatal.in in case the shares are held in physical form, quoting your folio number.

14. Additional information on Directors/Auditor recommended for appointment/re-appointment as required under Regulation 36(3) & 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – II issued by the Institute of Company Secretaries of India.

Mr. Velu Paneerselvam

Nationality	Indian
Date of Birth	02.03.1976
Date of Appointment	13.08.2021
Experience (Yrs)	More than 20 years
Expertise in specific functional Area	Taxation Area
Qualification	B.Com
Directorship held in other listed companies in India	Steel Trade Enterprises Private Limited
Disclosure of relationships between directors inter-se	NA
Membership of Committees held in other listed companies in India	NA
No. of Equity shares held in the Company	NA
Terms & Conditions of appointment	Non-Executive

OP Bagla & Co. LLP (ICAI FRN: 000018N/N50009), Chartered Accountant

Name of Auditor	OP Bagla & Co. LLP
Proposed fee payable	As Mutually decided
Terms & Conditions of appointment	Independent Auditor
Basis for recommendation of Auditor	Vast Experience in the field of Audit, Taxation & Corporate Consultant
Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	NA

15. Members desirous of getting any information about the accounts and/or operations of the Company are requested to write to the Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
16. All the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members at the Registered/Corporate Office of the Company during the business hours on all working days from the date hereof up to the time of the Meeting
17. Attendance Slip, Proxy Form and the Route Map of the venue of 37th AGM is attached hereto.
18. Explanatory Statement relating to Item Nos. 5 & 6 is attached herewith

19. Other Instructions:

- A) The e-voting period commences on 27th September, 2021. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 24th September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- B) The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 24th September, 2021
- C) APAC & Associates, LLP (LLP Regn. No. AAF-7948), has been appointed as Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- D) The Scrutinizer shall, after the conclusion of voting at AGM, will first count the vote cast at the meeting and thereafter unblock the vote cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company or any other person authorized by him in writing who shall countersign the same
- E) The Results declared along with the Scrutinizer's Report will be placed on the Company's website viz. www.crmetal.com and also on the website of Skyline Financial Services Private Limited viz. www.skylinerta.com and also will be communicated to BSE Limited, where the shares of the Company are listed immediately after the result is declared by the Managing Director or any other person authorized by him.

20. **THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:**

- A) 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.

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting 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 is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>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.</p>

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

HELPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE FOR ANY TECHNICAL ISSUES RELATED TO LOGIN THROUGH DEPOSITORY I.E. CDSL AND NSDL

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

- (i) 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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.
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- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address manish.rai@crmetal.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

By order of the Board of Directors
For **Crimson Metal Engineering Company Limited**

Date: August 13, 2021
Place: Chennai

Vinay Kumar Goyal
Managing Director
DIN: 00134026

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

The Company is having its immovable property at RS No 5/1, Karasur, Vannur, Karasur road, Puducherry-605502 admeasuring about 20,074 sq. mts. (Premises) and at Plot No A-73 to A-78, B-73 to B-86, B-89 to B-95, B-98 to B-104, PIPDIC Industrial Estate, Sedarapet, Mailam Road, Puduchery-605111 admeasuring about 6.97 acre (Premises) along with various manufacturing equipment's and other similar facilities therein. Since the Company is moving to de-risk and highly secured model with better profitability, it has been unanimously decided to lease the said property to Ganges Internationale Private Limited.

Ganges Internationale Private Limited is a 'Related Party' within the meaning of Section 2 (76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR").

Particulars	Information
Name of the Related Party	Ganges Internationale Private Limited
Name of Director(s) Key Managerial Personnel who is related	Nitin Kumar Goyal
Nature of Relationship	Nitin Kumar Goyal (Director of Ganges Internationale Private Limited) is relative of Vinay Goyal (Director of Crimson Metal Engineering Company Limited)
Material terms of the transaction Monetary Value	Upto 550 Lakhs
Whether the transactions have been approved by Audit Committee and the Board of Directors	Yes at their respective meeting held on August 13, 2021
Any other information relevant or for the Members to make a decision on the proposed transactions	NIL

The Board is of the opinion that the aforesaid related party transaction is in the best interests of the Company.

Since leasing of Company's property to related party requires the approval of the shareholders in terms of section 180(1)(a) read with Section 188 of the Companies Act, 2013, the resolution in Item No. 5 is placed before the shareholders for approval.

Except Mr. Vinay Kumar Goyal, none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 6

Mr. Velu Paneerselvam was appointed as an Additional Director of the Company with effect from August 13, 2021, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

Mr. Velu Paneerselvam is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

The Board is of the view that the appointment of Mr. Velu Paneerselvam as a Non-Executive Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 6 for approval by the members of the Company.

Nationality	Indian
Date of Birth	02.03.1976
Date of Appointment	13.08.2021
Experience (Yrs)	More than 20 years
Expertise in specific functional Area	Taxation Area
Qualification	B.Com
Directorship held in other listed companies in India	Steel Trade Enterprises Private Limited
Disclosure of relationships between directors inter-se	NA
Membership of Committees held in other listed companies in India	NA
No. of Equity shares held in the Company	NA
Terms & Conditions of appointment	Non-Executive

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Velu Paneerselvam himself, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

By order of the Board of Directors
For **Crimson Metal Engineering Company Limited**

Date: August 13, 2021
Place: Chennai

Vinay Kumar Goyal
Managing Director
DIN: 00134026

PROXY FORM

Form MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L27105TN1985PLC011566
Name of the company:	Crimson Metal Engineering Company Limited
Registered office:	163/1 Prakasam Road Broadway Chennai-600 108, Tamil Nadu
Name of the member(s):	
Registered address:	
E-mail Id: Folio No/ Client Id:	
DP ID:	

I/We, being the member(s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature: or failing him

2. Name:

Address:

E-mail Id:

Signature: or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37th Annual General Meeting of the Company, to be held on the Thursday, 30th September, 2021 at 11:00 a.m. at 163/1 Prakasam Road, Broadway Chennai-600 108, Tamil Nadu and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No	Resolutions	For	Against
Ordinary Business			
1.	To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and Auditor's thereon.		
2.	To re-appoint a Director Mr. Vinay Kumar Goyal (DIN- 00134026), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.		
3.	To approve the appointment of OP Bagla & Co. LLP (ICAI FRN: 000018N/N50009), Chartered Accountant, as a Statutory Auditor of the Company, for the FY 2021-22 in Casual Vacancy.		
4.	To approve the re-appointment of OP Bagla & Co. LLP (ICAI FRN: 000018N/N50009), Chartered Accountant, as a Statutory Auditor of the Company, from the conclusion of this AGM till the conclusion of the AGM to be held in Calendar year 2026 for period of 5 years.		
Special Business			
5.	To approve the Related Party Transaction with Ganges Internationale Private Limited.		
6.	To approve the appointment of Mr. Velu Paneerselvam (DIN: 03021605) as an Non-Executive Director of the Company		

Signed this _____ day of 2021

Affix Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

AGM OF CRIMSON METAL ENGINEERING COMPANY LIMITED ON 30th SEPTEMBER, 2021 AT 11:00 AM

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Name	
Address	
Folio No./D.P ID No.#	
Client ID No.#	
No of Equity shares held	
Name of the proxy holders/Authorized representative*	

Applicable for shareholders holding shares in dematerialized form

* To be filled in by proxy in case he/she attends instead of the equity shareholder

I/We hereby record my/our presence at the 37th Annual General Meeting of the Equity Shareholder(s) of Crimson Metal Engineering Company Limited, on Thursday, 30th September, 2021, at 11:00 a.m. at 163/1 Prakasam Road Broadway Chennai-600 108, Tamil Nadu.

Signature of the Shareholder/proxy holders/

Authorized Representative

NOTES:

1. Please fill this attendance slip and hand it over at the entrance of the Hall.
2. Members/Proxy Holders/Authorized Representatives are requested to show their Photo ID Proof for attending the Meeting.
3. Authorized Representatives of Corporate Member(s) shall produce proper authorization issued in their favor.