

## NOTICE

### 38<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the **38<sup>th</sup> Annual General Meeting (AGM)** of the members of **CRIMSON METAL ENGINEERING COMPANY LIMITED** will be held through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) on Tuesday, the 20<sup>th</sup> day of December, 2022 at 11:00 a.m. (IST) at 163/1, Prakasam Road Broadway, Chennai, Tamilnadu- 600108 (Deemed Venue), 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 31<sup>st</sup> March, 2022, together with the Report of Board of Directors and the Auditors thereon.
2. To re-appoint a Director Ms. Uma Rajaram (DIN- 07029264), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

#### **SPECIAL BUSINESS:**

3. **To consider and approve the re-appointment of Mr. Vinay Kumar Goyal (DIN: 00134026) as Managing Director of the Company for a period of 3 (three) years.**

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

“**RESOLVED THAT** pursuant to provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force), and subject to such other consents and permission as may be necessary, and subject to such modifications, variations as may be approved and acceptable to the appointee, the consent of the members be and is hereby accorded to the board for the reappointment of Mr. Vinay Kumar Goyal (DIN 00134026) as Managing Director of the Company for a period of three years from 01.08.2022 to 31.07.2025 on the following terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at their respective meetings held on May 30, 2022.

#### **I. REMUNERATION**

##### (A) SALARY

Rs. 3,00,000 (Rupees Three lakh) per month.

#### **II. PERQUISITIES**

(A) MEDICAL INSURANCE PREMIUM

Payment of Medical Insurance Premium for self and family members not exceeding a sum of Rs.10,00,000/- per annum. For the above purpose, "Family" includes spouse, dependent children and parents.

(B) CLUB MEMBERSHIP FEES

Payment of Club Membership Fees for self and family members not exceeding a sum of Rs.24,00,000/- per annum. For the above purpose, "Family" includes spouse, dependent children and parents.

(C) CONTRIBUTION TO PROVIDENT FUND AND SUPERANNUATION FUND

Contribution to Provident Fund and Superannuation Fund, as per Rules of the Company, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

(D) LEAVE AND ENCASHMENT OF LEAVE

As per rules of the Company

(E) GRATUITY AND/OR CONTRIBUTION TO GRATUITY FUND

As per rules of the Company

(F) USE OF CAR AND TELEPHONE

Company maintained car with driver for use on Company's business, telephone at residence and cellular phone provided by the Company will not be considered as perquisite. However, personal long distance calls and use of car for private purposes shall be borne by the Director.

(G) REIMBURSEMENT OF EXPENSES

Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company, as per Rules of the Company.

**III. REMUNERATION IN THE EVENT OF LOSS OR INADEQUACY OF PROFITS**

Where in any financial year, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid, subject to the limits laid down under the provisions of Schedule V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company/Committee of the Board be and is hereby authorized to alter, amend or vary the terms and conditions of appointment including remuneration structure as may be agreed to between the Board of Directors and Mr. Vinay Kumar Goyal subject to the limits within such guidelines or amendments as may be made to the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to above resolution.”

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

Date: November 14, 2022  
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 voting period begins on **Saturday, December 17, 2022** and ends on **Monday, December 19, 2022**. 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 **December 13, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter
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 2021-22** 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 2021-22** 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](http://www.skylinerta.com); Email: [info@skylinerta.com](mailto: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 1<sup>st</sup> 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 2021-22 as circulated to the members of the Company is also available on the Company's website [www.crmetal.com](http://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](mailto: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](mailto: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.

Name of Director	Vinay Kumar Goyal	Uma Rajaram
Nationality	Indian	Indian
Date of Birth	30.04.1968	10.06.1965
Date of Appointment	13.08.2021	28.09.2015
Experience (Yrs)	35 years	26 Years
Expertise in specific functional Area	Technical expertise in steel and steel products	HRD
Qualification	B.com	B.Com (Pass)
Directorship held in other listed companies in India	No	No
Disclosure of relationships between directors inter-se	NA	NA
Membership of Committees held in other listed companies in India	NA	NA
No. of Equity shares held in the Company	1,20,572 shares	NA
Terms & Conditions of appointment	Executive	Executive

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. Explanatory Statement relating to Item No. 3 is attached herewith
18. Other Instructions:
  - A) The e-voting period commences on 17<sup>th</sup> December, 2022. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 13<sup>th</sup> December, 2022 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 13<sup>th</sup> December, 2022
  - C) APAC & Associates, LLP (LLP Regn. No. AAF-7948), has been appointed as Scrutinizer for scrutinizing the remote e-voting process as well as voting at the Meeting, in a fair and transparent manner.
  - D) The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, unblock the votes cast through remote e-voting from the e-voting system and make, not later than 48 hours from the conclusion of the Meeting, a Scrutinizer's Report of the total

votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same. The Chairman or the person authorised by him in writing shall forthwith on receipt of the Scrutinizer's Report, declare the result of the voting.

- E) The Results declared along with the Scrutinizer's Report will be placed on the Company's website viz. [www.crmetal.com](http://www.crmetal.com) and also on the website of Skyline Financial Services Private Limited viz. [www.skylinerta.com](http://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.

#### **THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS 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) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories

and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to 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"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com/">http://www.cdslindia.com/</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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"</li> </ol>



<p>demat mode with NSDL</p>	<p>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 &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> 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 &amp; voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></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 &amp; 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**

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

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

(iv) Login method for 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](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below

<b>For Physical shareholders and other than Individual shareholders holding shares in Dema</b>	
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"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>

Dividend Bank Details <b>OR</b> 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"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>
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- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant “Crimson Metal Engineering Company Limited” on which you choose to vote
- (viii) 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.
- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) 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.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiii) 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.

(xiv) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cDSLindia.com](mailto: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 viz; [investorgrievance@crmetal.in](mailto:investorgrievance@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.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
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 in advance at least **7 (seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 (seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM 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 EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**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](mailto:helpdesk.evoting@cdslindia.com) or contact at 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor,

Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013  
or send an email to [helpdesk.evoting@cslindia.com](mailto:helpdesk.evoting@cslindia.com) or call on 1800 22 55 33.

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

Date: November14, 2022  
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. 3**

Mr. Vinay Kumar Goyal will be re-appoint as Managing Director of the Company for a period of Three years He has helped the company in achieving greater heights in terms of turnover and the profitability of the company with his rich experience in the field of steel industry. His re-appointment will benefit the company in many ways. The Board of directors at their meeting held on May 30, 2022 has reappointed Mr. Vinay Kumar Goyal as Managing Director subject to the approval of the members in the Annual General Meeting for a further period of three years w.e.f.01.08.2022 at the remuneration as recommended by the Nomination and Remuneration Committee at its meeting held on May 30, 2022 as detailed in the resolution available in the notice of AGM.

Details as required in clause (iv) of Section II, Part II of Schedule V of the Companies Act 2013

**General Information: -**

1) **Nature of Industry:** Manufacturers of Steel Pipes

2) **Date of Commencement of business:** The Company had commenced its business from the date of its inception.

3) **Financial Performance:**

*(Figures in ₹ lakhs)*

<b>Particulars</b>	<b>FY 2021-22</b>	<b>FY 2020-21</b>
Revenue from operation	963.18	935.07
Other income	5.10	0.81
<b>Total revenue</b>	<b>968.27</b>	<b>935.88</b>
Less: Depreciation and Amortization expenses	168.17	163.50
Less: Other expenses	789.89	760.72
<b>Total expenses</b>	<b>958.06</b>	<b>924.22</b>
<b>Profit/Loss before tax</b>	<b>10.21</b>	<b>11.66</b>
Less: Current tax	-	0.86
Less: Adjustment of earlier year	(0.86)	(0.92)
Less: Deferred tax (Liability/Asset)	(67.80)	(27.39)
<b>Profit/Loss after tax</b>	<b>78.87</b>	<b>39.11</b>
<b>Earnings Per Share:</b>		
Basic and diluted	<b>1.78</b>	<b>0.88</b>

4) **Foreign investment or collaborators, if any:** NIL

Information about Mr. Vinay Kumar Goyal

<b>NAME OF DIRECTOR</b>	<b>VINAY KUMAR GOYAL</b>
DIN	00134026
AGE	54
ORIGINAL DATE OF APPOINTMENT	14/09/1996
EXPERIENCE IN YEARS	33 YEARS
NO. OF SHARES AS ON 31.03.2022	1,20,572 shares
DIRECTORSHIP IN OTHER PUBLIC COMPANIES	NIL
CHAIRMAN/MEMBER OF COMMITTEES OF OTHER COMPANY	NIL
RELATIONSHIP WITH ANY OTHER DIRECTOR	NIL

- 1) **Background details:** Promoter and has rich experience in manufacturing of Steel pipes.
- 2) **Past remuneration:** 3,00,000/- per month exclusive of perquisites and other allowances .
- 3) **Recognition or awards:** Nil
- 4) **Job profile and his suitability:** Managing Director w.e.f.01.08.2016
- 5) **Remuneration proposed:** 3,00,000 /- (Three lakh only) per month plus perquisites and other allowances. The overall limit of the salary inclusive of perquisites and other allowances shall not exceed the ceiling as provided in section II (A) Part II of Schedule V of the Companies Act 2013.
- 6) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:** Only minimum remuneration proposed to managerial personnel and comparatively lower than any other company in the same industry and with the same kind of operation
- 7) **Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any :** Mr. Vinay Kumar Goyal is holding 1,20,572 shares comprising 2.72% in the paid up capital of the company as on March 31, 2022 and is not related to any other directors on the board.

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.

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

Date: November 14, 2022  
Place: Chennai

**Vinay Kumar Goyal**  
**Managing Director**  
**DIN: 00134026**



Form No. SH-13  
Act, 2013 and Rule 19(1) of  
The Companies (Share Capital and Nomination Form  
[Pursuant to Section 72 of the Companies Debentures) Rules, 2014]

To,

Skyline Services Private Limited  
Unit: Crimson Metal Engineering Company Limited  
163/1 Prakasam Road Broadway,  
Chennai, Tamil Nadu-600108

I/We \_\_\_\_\_ the holder(s) of the securities, particulars of which are given hereunder, wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

1. PARTICULARS OF SECURITIES (in respect of which nomination is being made):

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

2. PARTICULARS OF NOMINEE/S-

- a) Name:
- b) Date of Birth:
- c) Father's/Mother's/Spouse's name:
- d) Occupation:
- e) Nationality:
- f) Address:
- g) E-mail Id. & Telephone No:
- h) Relationship with the security holder(s):

3. IN CASE NOMINEE IS A MINOR-

- a) Date of birth:
- b) Date of attaining majority:
- c) Name of guardian:
- d) Address of guardian:

4. PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY-

- a) Name:
- b) Date of Birth:
- c) Father's/Mother's/Spouse's name:
- d) Occupation:
- e) Nationality:
- f) Address:
- g) E-mail Id. & Telephone No:
- h) Relationship with the security holder(s):
- i) Relationship with the minor nominee:

Name(s) and Address of Security holder(s)

Signature(s)

Name and Address of Witness

Signature

**Form No. SH-14**

**Cancellation or Variation of Nomination**

[Pursuant to sub-section (3) of Section 72 of the Companies Act, 2013 and Rule 19(9) of  
The Companies (Share Capital and Debentures) Rules, 2014]

To,

Skyline Services Private Limited  
Unit: Crimson Metal Engineering Company Limited  
163/1 Prakasam Road Broadway,  
Chennai, Tamil Nadu-600108

I/We hereby cancel the nomination(s) made by me/us in favour of \_\_\_\_\_ (name(s) and address  
of the nominee) in respect of the below mentioned securities.

**Or**

I/We hereby nominate the following person in place of \_\_\_\_\_ as nominee in  
respect of the below mentioned securities in whom shall vest all rights in respect of such securities in the  
event of my / our death.

1. PARTICULARS OF SECURITIES (in respect of which nomination is being cancelled / varied):

<b>Nature of securities</b>	<b>Folio No.</b>	<b>No. of securities</b>	<b>Certificate No.</b>	<b>Distinctive No.</b>

2. PARTICULARS OF THE NEW NOMINEE/S-

- a) Name:
- b) Date of Birth:
- c) Father's/Mother's/Spouse's name:
- d) Occupation:
- e) Nationality:
- f) Address:
- g) E-mail Id. & Telephone No:
- h) Relationship with the security holder(s):

3. IN CASE NEW NOMINEE IS A MINOR-

- a) Date of birth:
- b) Date of attaining majority:
- c) Name of guardian:
- d) Address of guardian:

4. PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY-

- a) Name:
- b) Date of Birth:
- c) Father's/Mother's/Spouse's name:
- d) Occupation:
- e) Nationality:
- f) Address:
- g) E-mail Id. & Telephone No:
- h) Relationship with the security holder(s):
- i) Relationship with the minor nominee:

Name(s) and Address of Security holder(s)

Signature(s)

Name and Address of Witness

Signature

To,

Skyline Services Private Limited

Unit: Crimson Metal Engineering Company Limited

163/1 Prakasam Road Broadway,

Chennai, Tamil Nadu-600108

**Updation of Shareholders Information**

I/ We request you to record the following information against our Folio No.:

**General Information:**

Folio No.	
Name of the first named Shareholder	
PAN*	
CIN/Registration No.* (applicable to Corporate Shareholders)	
Tel No. with STD Code	
Mobile No.	
E-mail Id	

\*Self-attested copy of the document(s) enclosed

**Bank Details:**

IFSC (11 digit):	MICR (9 digit):
Bank A/c Type:	Bank A/c No.:*
Name of the Bank:	
Bank Branch Address:	

\* A blank cancelled cheque is enclosed to enable verification of bank details

I/ We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/ We would not hold the Company/ RTA responsible. I/ We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/ We understand that the above details shall be maintained by you till I/We hold the securities under the above mentioned Folio No.

Place:

Date:

Signature of Sole/ First holder