

CRIMSON METAL ENGINEERING COMPANY LIMITED

163/1, III Floor, K. Sons Complex, Prakasam Salai, Broadway, Chennai 600 108

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the Members of CRIMSON METAL ENGINEERING COMPANY LIMITED will be held on Friday, the 7th day of February, 2020 at 10.30 A.M. at Andhra Chamber of Commerce, Velagapudi Ramakrishna Building, 23, Third Cross Street, West C.I.T Nagar, Nandhanam, Chennai- 600 035 to transact the following as Special business:-

SPECIAL BUSINESS:

ITEM NO. I. To consider and, if thought fit, to pass with or without modification the following as Ordinary resolution:

“Resolved that pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Lakhotia & Reddy, Chartered Accountants, Chennai be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Jain Vishal & Co., Chartered Accountants.

Resolved further that M/s. Lakhotia & Reddy, Chartered Accountants, Chennai be and are hereby appointed as Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2020 and to provide limited review report commencing from the quarter ended 31.12.2019 on such remuneration as may be fixed by any of the Board of Directors in consultation with them.”

FURTHER RESOLVED THAT any of the Board of Directors, be and is, hereby empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E Forms with Registrar of Companies.”

FOR CRIMSON METAL ENGINEERING COMPANY LIMITED

VINAY KUMAR GOYAL
Managing Director
DIN-00134026

DATE : 13.01.2020
PLACE: Chennai

NOTES:

1. A member entitled to attend and vote at EGM is entitled to appoint a proxy to attend and vote in the meeting instead of himself / herself and the proxy need not be a member of the company. A person can act as a proxy on behalf of a maximum of 50 members and holding in aggregate not more than 10% of the total share capital of the Company. A Member holding more than 10% percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided that the person does not act as proxy for any other person or shareholder.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board resolution on the letter head of the company, signed by one of the Directors or Company Secretary or any other authorized signatory and / or duly notarized power of Attorney, authorizing their representatives to attend and vote on their behalf at the meeting.
3. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form appointing a proxy for the EGM is enclosed herewith.

4. During the period beginning 24 hours before the time fixed for the commencement of the EGM and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the company, provided that not less than three days of notice in writing is given to the company.
5. Members / proxies / authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
6. The register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 (the Act), and the Register of contracts or arrangements in which the directors are interested, maintained under section 189 of the Act, will be available for inspection by the members at the EGM.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 03rd February, 2020 to Friday, 07th February, 2020 (both days inclusive) for the purpose of EGM.
8. Members are requested to notify immediately any change in their address to the Registrar and Share transfer Agent – M/s. Cameo Corporate Services Ltd., “Subramanian Buildings”, 1, Club House Road, Chennai-600 002.
9. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively) has undertaken a Green Initiative in Corporate Governance and allowed Companies to share documents with its shareholders through an electronic mode. SEBI (LODR) Regulations 2015 permits companies to send soft copies of the EGM Notices to all those shareholders who have registered their email addresses for the said purpose. Hence, Members are requested to register their e-mail addresses with the Company by sending their details relating to name, folio no./ DP Id/Client Id to the company’s email id : investorgrievance@crmetal.in.
10. Members holding shares in physical form and in electronic mode are requested to immediately notify change in their address and updates of savings bank account details, if any, to their respective Depository Participant(s) and to Registrar and Share Transfer Agents, M/s. Cameo Corporate Services Ltd., “Subramanian Buildings”, 1, Club House Road, Chennai-600 002 quoting their folio number.
11. Pursuant to section 72 of the Companies Act 2013, Shareholders holding shares in physical form may file nomination in the prescribed form SH-13 with the Company’s Registrar and Transfer Agent. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant
12. Memembers desirous of obtaining any information concerning the accounts of the Company are requested to address their queries to the Company Secretary at least seven days in advance of the Meeting so that the information required can be readily made available at the meeting.
13. All documents referred to in the accompanying notice and the explanatory statement requiring the approval of the members at the EGM and other statutory registers shall be available for inspection at the Registered office of the Company during business hours on all days, except Saturdays, Sundays and National Holidays from the date hereof up to the date of EGM.
14. The route map showing directions to reach the venue of the EGM is annexed
15. Electronic copy of the EGM Notice of the Company inter alia indicating the process and manner of e-voting along with Attendance slip and Proxy form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Company inter alia indicating the process and manner of e-voting along with Attendance slip and Proxy form is being sent in the permitted mode.
16. Voting through Electronic Means

In compliance with provisions of Section 108 of the Companies Act 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer E-Voting facility as

an alternate, for its shareholders to enable them to cast their votes electronically at the Extra Ordinary General Meeting (EGM) through e-voting service provided by Central Depository Services (India) Limited (CDSL). E-Voting is optional. The procedure and instructions for the same are as follows:

The Company will provide the e-voting facility through CDSL. The e-voting procedures are set out below:

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on Tuesday 04.02.2020 at 9.00 a.m. and ends on Thursday 06.02.2020 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) 01.02.2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Shareholders should log on the e-voting website www.evotingindia.com
- (iii) Click on “ Shareholders “ tab
- (iv) Now, select the “ CRIMSON METAL ENGINEERING COMPANY LIMITED “ from the drop down menu and click on “ SUBMIT”
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the image verification as displayed and click on Login
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

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

- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.
- In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB# Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details# Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
- Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v)

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for CRIMSON METAL ENGINEERING COMPANY LIMITED
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non-Individual Shareholders and Custodians
Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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) which they wish to vote on.
 - The list of accounts 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Question (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

10-Please note that by virtue of providing the e-voting facility by the company as per Rule 20 of Companies (Management and Administration) Rules, 2014 the following will be applicable:

- (i) The manner of voting for the members being present in the General Meeting will be on “proportion principle” i.e. one share – one vote unlike one person one vote principle, further, as per the provision of the Companies Act, 2013, demand for poll will not be relevant.
- (ii) The option of voting by show of hands will not be available for members presenting the General Meeting in view of clear provision of section 107 of the Companies Act, 2013, i.e. voting by show of hands would not be allowable in cases where Rule 20 of Companies (Management and Administration) Rules, 2014 is applicable.
- (iii) Any member who has voted through e-voting facility provided by the company may also participate in the General Meeting in person, but such a member will not be able to exercise his vote again in the meeting and the earlier vote casted through electronic means will be treated as final.
- (iv) The facility for voting through ballot form shall be made available to all the shareholders who could not exercise their vote through e-voting. The ballot paper in Form MGT-12 is being sent to all the members, along with this report. The voting rights of Members shall be in proportion their shares of the paid up equity share capital of the Company as on 01.02.2020.

A Member desiring to exercise vote by ballot paper should complete the Ballot Form attached with this report and sent it to: CRIMSON METAL ENGINEERING COMPANY LIMITED, 163/1 PRAKASAM ROAD, BROADWAY, CHENNAI.600 108.

Please return the form duly completed through post or courier, so as to reach the company on or before 5.00 p.m on 06.02.2020

The facility of voting through ballot form shall also be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through ballot form

(v) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares on the cut-off date i.e. 01.02.2020 may obtain the login ID and password by sending an email to investorgrievance@crmetal.in, investor@cameoindia.com or helpdesk.evoting@cdslindia.com by mentioning their Folio No./ DP ID and Client ID. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote

(vi) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes 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 three days after the conclusion of the EGM, a consolidated 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 and declare the result of the voting forthwith.

(vii) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.crmetal.in and website of CDSL <http://www.evotingindia.com> and also forward the same to the Bombay Stock Exchange Limited simultaneously, where the Company's shares are listed.

18. Members are requested to note that the Company's equity shares are under compulsory demat trading for all investors, subject to the provisions of SEBI Circular No.21/99 dated July 8, 1999. Members are, therefore, requested to dematerialise their shareholding to avoid inconvenience.
19. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, ECS mandates, email addresses, nominations, power of attorney, change of address/name etc. to their Depository Participant (DP) only and not to the Company or its Registrar and Transfer Agent. Any such changes effected by the DPs will automatically reflect in the Company's subsequent records.
20. **Members may avail of the nomination facility as provided under Section 72 of the Companies Act, 2013.**
21. **Members desirous of getting any information about the 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.**
22. 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.
23. Members holding shares in electronic mode are requested to ensure to keep their email addresses updated with the Depository Participants. Members who have not registered their email id with their Depository Participants are requested to do so and support the green initiative. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company at the address mentioned above quoting their folio number(s).
24. Explanatory Statement relating to Special Business is attached herewith.

Place: Chennai
Date:13.01.2020

VINAY KUMAR GOYAL
Managing Director
DIN-00134026

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1:

M/s. Jain Vishal & Co., Chartered Accountants, Chennai have tendered their resignation from the position of Statutory Auditors, as he has surrendered his Certificate of practice before the Institute of Chartered Accountants of India. The above resignation has resulted into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act").

The Board of Directors at the meeting held on 13.01.2020 appointed M/s. Lakhotia & Reddy, Chartered Accountants, Chennai, which needs to be approved by the Shareholders at General Meeting.

Hence the Board of directors proposes that M/s. Lakhotia & Reddy, Chartered Accountants, Chennai, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Jain Vishal & Co., Chartered Accountant.

M/s. Lakhotia & Reddy., Chartered Accountants, Chennai, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members. None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company is, in any way, financially or otherwise, concerned or interested in the resolution.

FOR CRIMSON METAL ENGINEERING COMPANY LIMITED

VINAY KUMAR GOYAL
Managing Director
DIN-00134026

Place: Chennai
Date:13.01.2020

CRIMSON METAL ENGINEERING LIMITED

CIN: L27105TN1985PLCO11566

Regd. Office : "K Sons Complex", 163/1, Prakasam Road, II Floor, Chennai 600108

Phone : 044-25240393, Fax : 044-42079967, Website : www.crmetal.in.
Form No. MGT-12

POLLING / BALLOT PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Sl. No.	Particulars	Details		
1	Name of the First Named Shareholder (In block letters)	EQUITY		
2	Postal Address			
3	Registered Folio No / *Client ID No: (*Applicable to Investors holding shares in dematerialized form)			
4	Class of Share			
Resolution Number	Description of Resolution	No. of Shares held by me	I assent to the resolution	I dissent to the resolution
1	Special Business Appointment of M/s. Lakhota & Reddy, Chartered Accountants Chennai as the Statutory Auditor in the casual vacancy caused by the resignation of existing Statutory Auditor M/s. Jain Vishal & co., Chartered Accountants			

Place :

Date :(Signature of shareholder)

INSTRUCTIONS

- Members may after duly filling up the Ballot Form printed overleaf, submit the same in a sealed envelope to the Scrutinizer, **Mrs. Lakshmmi Subramanian**, Practising Company Secretary, Unit: **Crimson Metal Engineering Company Limited, "K Sons Complex", 163/1, Prakasam Road, II Floor, Chennai 600108** to his email id lakshmmi6@gmail.com as to reach by 5.00 p.m. on or before Thursday, the 06th day of February, 2020. Ballot paper received thereafter will strictly be treated as if not received.
- The consent must be accorded by recording the assent in the column 'I Assent the Resolution' and dissent in the column 'I Dissent the Resolution' by placing tick mark (/) in the appropriate column.
- The Company will not be responsible, if the envelope containing the Ballot Form is lost in transit.
- Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
- In the event a member casts his votes through both the processes, i.e., e-voting and Ballot Form, the votes in the electronic system will be considered and the Ballot Form will be ignored.
- The right of voting through Ballot Form shall not be exercised by a proxy.
- To avoid fraudulent transactions, the identity / signature of the members holding shares in electronic / demat form is verified with the specimen signatures furnished by NSDL / CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company (i.e., Cameo Corporate Services Limited). Members are requested to keep the same updated.
- There will be only one Ballot Form for every Folio / DP ID / Client ID irrespective of the number of joint members.
- In case of Joint Holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot Form signed by the Joint Holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
- Where the Ballot Form has been signed by an authorized representative of the body corporate / Trust / Society, etc, a certified copy of the relevant authorization / Board resolution to vote should accompany the Ballot Form.
- Instructions for the e-voting procedure are available in the Notice of the AGM and are also placed on the website of the Company.

CRIMSON METAL ENGINEERING LIMITED

CIN: L27105TN1985PLCO11566

Regd. Office : "K Sons Complex", 163/1, Prakasam Road, II Floor, Chennai 600108

Phone : 044-25240393, Fax : 044-42079967, Website : www.crmetal.in.

Form No. MGT-11

PROXY FORM

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Sl. No.	Particulars	
1	Name of the Member (s)	
2	Registered Address	
3	E-mail ID :	
4	Folio No. / Client ID	
5	DP ID :	

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

1. Name: 2. Name:

Address:

Address:

E-mail Id:

E-mail Id:

Signature:....., or failing him/her

Signature:....., or failing him/her

3. Name:.....

Address:

E-mail Id:

Signature:.....

Resolution Number	Description of Resolution	No. of Shares held by me	I assent to the resolution	I dissent to the resolution
1	Special Business Appointment of M/s. Lakhota & Reddy, Chartered Accountants Chennai as the Statutory Auditor in the casual vacancy caused by the resignation of existing Statutory Auditor M/s. Jain Vishal & co., Chartered Accountants			

Signed this..... day of..... 2020

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

- Note: 1. 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. It is optional to indicate your preference. If you label column 'For, Against, Abstain' blank against all or any of the resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra Ordinary General Meeting.
3. A person can act as proxy on behalf of Members not exceeding fifty(50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights, 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 Member.

CRIMSON METAL ENGINEERING LIMITED

CIN: L27105TN1985PLCO11566

Regd.Office : "K Sons Complex", 163/1, Prakasam Road, II Floor, Chennai 600108

Phone : 044-25240393, Fax : 044-42079967, Website : www.crmetal.in.

Extra Ordinary General Meeting on Friday the 7th February 2020 AT 10:30 A.M

ATTENDANCE SLIP

Please complete the attendance slip and hand over at the entrance of the Meeting Hall.

Name & Address of the Shareholder(s)
(In block letters):

Joint Holder's Name (In block letters):

No of Shares Held :

I certify that I am a registered equity shareholder / Proxy for the registered equity shareholder of the Company. I hereby record my presence at the Extra Ordinary General Meeting, to be held on Friday, 7th February 2020 at Andhra Chamber of Commerce Velagapudi Ramakrishna Building, 23, Third Cross Street, West C.I.T Nagar, Nandhanam, Chennai- 600 035 at 10.30 a.m.

Signature of shareholder / Joint Holder / Proxy attending the

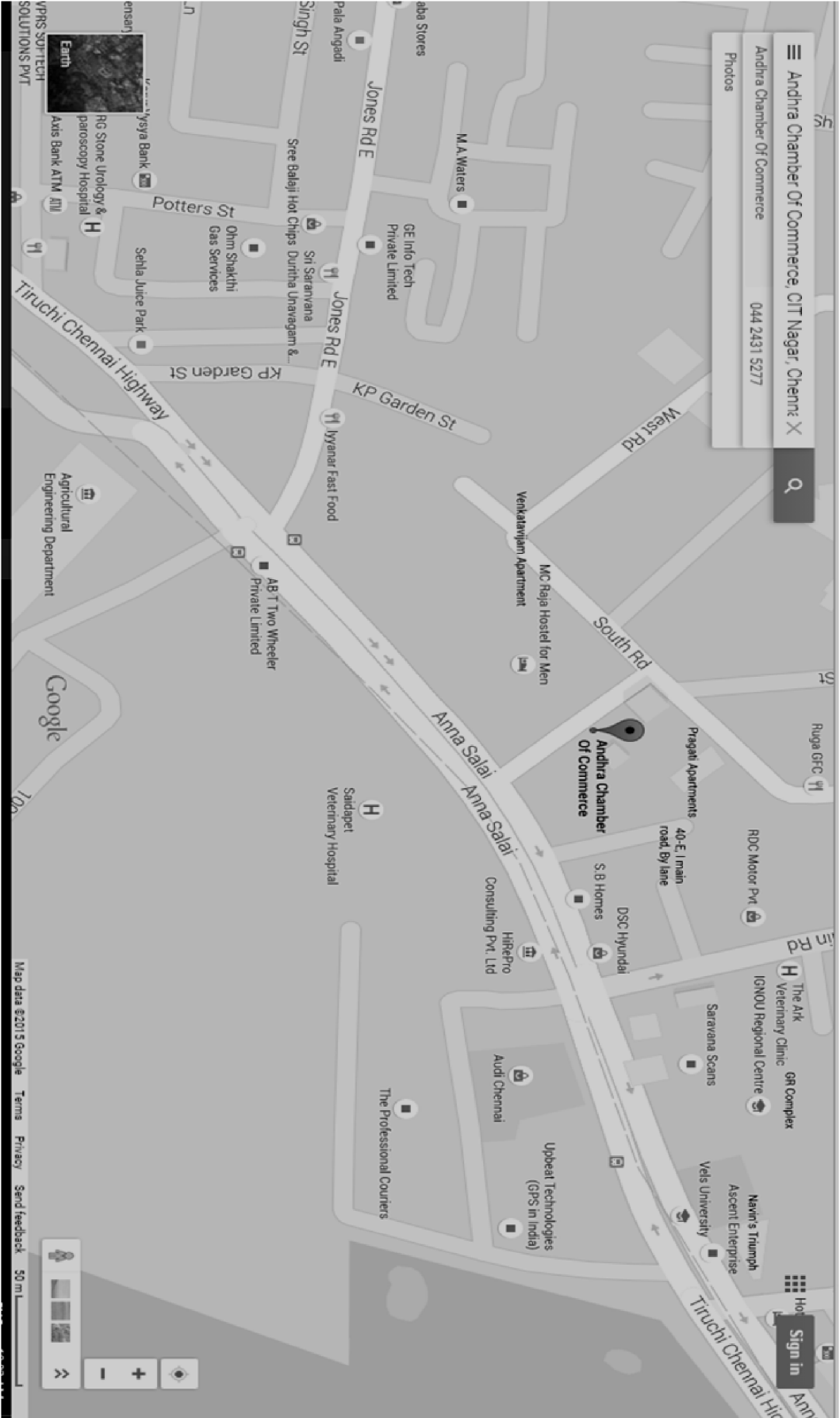
Meeting.....

Electronic Voting Event Number (Even)	User ID	Password

Note: Person attending the Meeting is requested to bring this Attendance Slip with him / her. Duplicate Attendance Slip will not be issued at the Extra Ordinary General Meeting

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ROUTE MAP OF THE EGM VENUE



BOOK POST

If undelivered, please return to:

CRIMSON METAL ENGINEERING COMPANY LIMITED
163/1, II Floor, K. Sons Complex,
Prakasam Salai, Broadway,
Chennai 600108