

# CRIMSON METAL ENGINEERING COMPANY LIMITED

CIN : L27105TN1985PLC011566

163/1 PRAKASAM ROAD, BROADWAY, CHENNAI.600 108

Notice is hereby given that the 34th Annual General Meeting of the Company will be held on Thursday, the 27th September 2018 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. to transact the following business.

## ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements for the financial year ended 31st March, 2018 together with the Reports of Board of Directors and Auditors.
2. To appoint a Director in the place of Mr. Chandprakesh Pal (DIN: 07277936) who retires by rotation and being eligible, offers herself for re-appointment.

## SPECIAL BUSINESS:

3. REAPPOINTMENT OF SHRI. KRISHAN CHAND BATRA (HOLDING DIN 00906402) AS AN INDEPENDENT DIRECTOR FOR A FURTHER TERM OF FIVE 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 the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri. Krishan Chand Batra (holding DIN 00906402), a non-executive Director of the Company, who is eligible for re-appointment, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and as recommended by the Board, be and is hereby re-appointed as an Independent Director of the Company to hold office for a further five consecutive years w.e.f. 1st April 2019 and he shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.”

## 4. RATIFICATION OF PAYMENT OF REMUNERATION TO MANAGING DIRECTOR

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 197, 198 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) the Shareholders of the company do ratify the excess payment of remuneration paid to Shri. Vinay Kumar Goyal, Managing Director of the company, during the year ended 31.03.2018, over and above the remuneration already

approved by the Shareholders at their Annual General Meeting held on 28.09.2016 as detailed in the explanatory statement attached herewith.

FURTHER RESOLVED THAT the Board of Directors be and are hereby severally authorized to include the above item of business in the ensuing General Meeting and to do all acts, deeds and things in order to bring effect to the above resolution.

## 5. LEASE OF COMPANY'S IMMOVABLE PROPERTY TO RELATED PARTY

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

“RESOLVED THAT furtherance to the approval of the shareholders obtained through postal ballot on 25 March 2017 and pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of The Companies Act, 2013 read with Article of Association of the company, Consent of the members of the company be and is hereby accorded 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, Rule 15 (3) 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 (“SEBI LODR”), approval of the Company be and is hereby accorded to the Board of Directors, for leasing the Company's property situated at RS No 5/1 , Karasur , Vannur , Karasur road ,Puducherry -605502 admeasuring about 12.4 acre (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 SEBI LODR, with effect from 01.04.2018, for a period of 9 years 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.

**1. Lease Rental : up to 600 lacs p.a.**

**2. Lease Advance : 3 months rentals as security deposit**

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do or cause to be done all such acts, deeds and things, settle any

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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."

By Order of the Board  
**VINAY KUMAR GOYAL**

Place: Chennai  
 Date: 14.08.2018

Managing Director  
 DIN-00134026

**NOTES:**

1- A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.

A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as a Proxy for any other person or shareholder.

THE PROXY FORM SHOULD BE LODGED WITH THE COMPANY AT LEAST 48 HOURS BEFORE THE SCHEDULED COMMENCEMENT OF THE MEETING.

Revenue Stamp should be affixed on the Proxy Form. Forms which are not stamped are liable to be considered invalid. It is advisable that the Proxy holder's signature may also be furnished in the Proxy Form, for identification purpose.

2- The Register of Members and Transfer Books of the Company will remain closed from Friday 21st September 2018 to Thursday, 27th September 2018 (both days inclusive) for the purpose of AGM.

3- Shareholders / Proxy holders are requested to bring their copy of the annual report with them at the meeting and to produce at the entrance the attached admission slip duly completed and signed for the admission to the meeting hall.

4- 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. A recent amendment to the Listing Agreement with the Stock Exchanges/ SEBILODR Regulations 2018 permits companies to send soft copies of the Annual Report 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](mailto:investorgrievance@crmetal.in).

5- 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.

6- Members who hold shares in physical form are requested to dematerialize their holdings to make the Company's shares traded in normal segment.

7. Information about Directors retiring by rotation.

Name of the Director	Chandraprakesh Pal	Krishan Chand Batra
Din	07277936	00906402
Age	42	85
Date of appointment	23/12/2015	12/11/2010
Experience in years	17	60
No.of shares as on 31.03.2017	Nil	Nil
Directorship in other public companies	Nil	NIL
Chairman/Member of committees of other company	Nil	NIL
Relationship with any other Director	Nil	NIL

8- Electronic copy of the AGM 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.

9- 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 41st Annual General Meeting (AGM) 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:

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

(i) The voting period begins on Monday 24.09.2018 at 9.00 a.m. and ends on Wednesday 26.09.2018 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 ) 20.09.2018, 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](http://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](http://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](http://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](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) which they wish to vote on.
- The list of accounts 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.

(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

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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" ie 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, ie 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 20.09.2018.

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 25.09.2018

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. 20.09.2018 may obtain the login ID and password by sending an email to [investorgrievance@crmetal.in](mailto:investorgrievance@crmetal.in), [investor@cameoindia.com](mailto:investor@cameoindia.com) or [helpdesk.evoting@cdslindia.com](mailto: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 AGM, a consolidated scrutiniser'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](http://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.
- 11. 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.
- 12. 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.
- 13. **Members may avail of the nomination facility as provided under Section 72 of the Companies Act, 2013.**
- 14. **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.**
- 15. 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.
- 16. 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).
- 17. Explanatory Statement relating to Item Nos. 3, 4 & 5 is attached herewith.

Managing Director

**Place: Chennai**  
**Date: 14.08.2018**

VINAYKUMAR GOYAL  
DIN-00134026

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

**ITEM NO. 3:**

Shri. Krishan Chand Batra (holding DIN 00906402) was appointed as an Independent Director of the company pursuant to Section 149 and 152 of the Companies Act 2013 for five years effective from 1st April 2014 and his term shall expire on 31st March 2019. Pursuant to the provisions of Section 152(2) of the Companies Act, 2013 for reappointment of the independent Director, for further term of five years upto 31st March 2024, a Special resolution is required to be passed in the General Meeting.

Considering the rich experience of Shri. Krishan Chand Batra (holding DIN 00906402) that will be available to the Company, the Board recommends to pass the Special Resolution given in item No.11

Except Shri. Krishan Chand Batra (holding DIN 00906402), none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution.

**ITEM NO.4:**

The Company during the financial year 2017 – 2018 has made certain excess payments to Shri Vinay Kumar Goyal, Managing Director of the Company as detailed below:

Particulars	Approved Limit	Actual Payment	Excess payment
Salary	30,00,000	36,00,000	6,00,000
Membership / Subscription	10,00,000	10,96,309	96,309
Insurance Premium	6,00,000	12,37,210	6,37,210

Since the payment of above amount requires the approval of Shareholders at the ensuing annual General Meeting by way of ratification, the special resolution in Item No. 4 is placed before the shareholders for approval.

Except Shri. Vinay Kumar Goyal, Managing Director, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution.

**ITEM NO. 5**

The company is having its immovable property at RS No 5/1 , Karasur , Vannur , Karasur road ,Puducherry-605502 admeasuring about 12.4 acre (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) and has also installed 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 ("SEBI 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 (member of Crimson Metal Engineering)
<b>Material terms of the transaction</b>	
Monetary Value	Up to 600 lakhs
Whether the transactions have been approved by Audit Committee and the Board of Directors	Yes at their respective meeting held on 14.08.2018
Any other information relevant or for the Members to make a decision on the proposed transactions	—

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. 2 is placed before the shareholders for approval.

Except Mr. Vinay 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.