

CRIMSON METAL ENGINEERING COMPANY LIMITED

CIN: L27105TN1985PLC011566

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

Notice is hereby given that the 31st Annual General Meeting of the Company will be held on Monday, 28th September 2015 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, 2015 together with the Reports of Board of Directors and Auditors.
2. To appoint a Director in the place of Mr.NarayanamurthySeshadri(DIN: 02927049)who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

RATIFICATION OF THE APPOINTMENT OF STATUTORY AUDITOR

RESOLVED that in terms of the provisions of Sections 139,142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules viz. Companies (Audit and Auditors) Rules, 2014 as may be applicable and pursuant to the resolution of the Members at the 30th Annual General Meeting held on 29th September, 2014, the appointment of M/s Abhay Jain & Co, Chartered 'Accountants (Registration No. 000008S), as statutory auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of the 34th Annual General Meeting (AGM) of the Company, be ratified by the Members on a remuneration inclusive of service tax and such other tax(es) (as may be applicable) and reimbursement of all out- of pocket expenses in connection with the audit of the accounts of the Company (including terms of payment) to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

CONFIRMATION OF APPOINTMENT OF WHOLE TIME DIRECTOR

"RESOLVED that pursuant to the provisions of Sections 160,161,196,197,203, and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013, Mrs.R.Uma (Din:07029264)

who was appointed by the Board of Directors in terms of Section 161(1) of the Act and the Articles of Association of the Company and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

"RESOLVED FURTHER THAT upon passing the above resolution the appointment of Mrs.R.Uma, made by the Board of Directors at their meeting held on 14th January 2015, w.e.f 6th January, 2015 as a Whole Time Director of the Company for a period 5 years, on a rotational basis and be and is hereby confirmed, approved and ratified along with the payment of remuneration as set out in the explanatory statement annexed to the notice."

RESOLVED FURTHER THAT any Directors of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

REVISION IN REMUNERATION PAYABLE TO MANAGING DIRECTOR

RESOLVED THAT, pursuant to the provisions of section 197 and all other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 or any re-enactment thereof and in partial modification of the resolution passed at the Annual General Meeting of the Company held on **02.09.2011**, the consent of the Board of Directors to increase the remuneration for Mr. Vinay Kumar Goyal, (DIN: 00134026), Managing Director of the Company with effect from 1st October 2014, for remaining period of his tenure as set out in explanatory statement provided that the total remuneration (including all perquisites) shall not exceed the ceiling limit as provided in Schedule V, Part II, of the Companies Act, 2013 or such amounts as may be specified by any amendment to the Act.

RESOLVED FURTHER that any one of the Directors of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

By order of the Board
Sd/

Vinay Kumar Goyal
Managing Director

DIN 00134026

Place: Chennai
Date: 14.08.2015

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NOTES

- i) The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Item No.4 and 5 set out in the Notice is annexed hereto
- ii) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE VALID AND EFFECTIVE, MUST BE DELIVERED AT THE REGISTERED/ CORPORATE OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- Pursuant to the provisions of the Companies Act, 2013 and the underlying rules viz. Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights.
- iii) Members/proxies should bring the Attendance slip sent herewith duly filled in for attending the meeting.
- iv) 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 permit's companies to send soft copies of the Annual Report to all those shareholders who have registers their email addresses for the said purpose. Hence members are requested to register their email addresses with the company by sending their details relating to name, folio no./DP id/client id to the company's email id:www.crmetal.in..
- v) Members holding shares in physical form are requested to immediately notify change in their address, to the Registrar and Transfer Agent of the Company, viz. M/s Cameo Corporate Services Limited, Subramanian Building Vth floor, Chennai-600002, Tamilnadu, INDIA, quoting their Folio number(s).
- vi) Members who hold shares in physical form are requested to dematerialize their holdings to make the company's shares traded in normal segment.
- vii) DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE –APPOINTMENT AT THE ANNUAL GENERAL MEETING

| Particulars | Mr.NarayanamurthySeshadri | Ms.R.Uma |
|---|--|--|
| DIN | 02927049 | 07029264 |
| Date of Birth | 20.03.1948 | 10.06.1965 |
| Date of Appointment | 08.11.2003 | 6.1.2015 |
| Qualifications | B.Tech | B.Com |
| Expertise in specific functional areas as | More than 41 Years of Experience in Industrial area, Especially over 21 years of Experience in Pipe industry | More than 10 years of experience in the Pipe industry. |
| Chairmanships/Directorship of other Companies (excluding Foreign Companies and Section 8 Companies) | NIL | NIL |
| Chairmanships/Directorship of Committees of other Public Companies | NIL | NIL |
| i. Audit Committee | NIL | NIL |
| ii. Stake holders Relationship Committee. | NIL | NIL |
| iii. Nomination and Remuneration Committee | NIL | NIL |
| Number of Shares held in the Company | 80 | NIL |

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- viii) 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 members whose email IDs are registers 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.
- ix) 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.
- x) The Register of Members and the Share Transfer Books of the Company will remain closed from 23rd September, 2015, Wednesday to 28th September, 2015, Monday (both days inclusive) for the purpose of Annual General Meeting.
- xi) 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.
- xii) Any person who acquires shares of the company after dispatch of notice and holding shares as of the cut off dates ie.21st September 2015, may obtain login ID and password by sending email to investors@cameoindia.com or helpdesk.evoting@cdslindia.com by mentioning the folio no./DP id/client id.However if you are already registered with CDSL for remote evoting then you can use your existing ID and Password by casting your vote.
- xiii)Members may avail of the nomination facility as provided under Section 72 of the Companies Act, 2013.
- xiv)The facility for voting, either through ballot form or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.
- xv) The Members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- xvi)The annual report of the Company circulated to the Members of the Company, shall also be made available on the Company's website at www.crmetal.in.
- xvii) 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.
- xviii)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.
- xix) Clause 32 of the Listing Agreement executed with the stock exchanges permits sending of soft copies of annual reports to all those Members who have registered their email addresses for the purpose.
- xx) The Companies Act, 2013 has also recognized serving of documents to any Member through electronic mode. In view of the above email addresses made available by the Depository for your respective Depository Participant accounts as part of the beneficiary position downloaded from the Depositories from time to time will be deemed to be your registered email address for serving notices/ documents including those covered under Sections 101 and 136 of the Companies Act, 2013 read with Section 20 of the Companies Act, 2013 and the underlying rules relating to transmission of documents in electronic mode. In light of the requirements prescribed by the aforesaid circulars, for those Members whose Depository Participant accounts do not contain the details of their email address, printed copies of the Notice of Annual General Meeting and Annual Report for the year ended March 31, 2015 would be dispatched.
- xxi)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).

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xxii) Voting through electronic means:

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 31st Annual General Meeting (AGM) by electronic means. The procedure and instruction is same as follows:

A. from a place other than the venue of the AGM (remote e-voting) will be provided by Central Depository Services (India) Limited (CDSL) and the items of business as detailed in this Notice may be transacted through remote e-voting.

B. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date of Monday, 21st September, 2015 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.

C. The Members who have cast their votes through remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The instructions for shareholders voting electronically are as under

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on Shareholders
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) Members holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier 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:

| | |
|------------------------|--|
| PAN* | <p>For Members holding shares in Demat Form and Physical Form</p> <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"> ● 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# | <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> ● 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 number of shares held by you as on the cut off date in the Dividend Bank details field. |

7. After entering these details appropriately, click on "SUBMIT" tab.
8. Members holding shares in physical form will then directly reach 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.
9. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for the relevant Crimson Metal Engineering Company Limited on which you choose to vote.

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11. 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.
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
13. 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.
14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
16. 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.
17. Note for Non – Individual Shareholders and Custodians
 - Non-Individual 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) for 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.
18. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of 21st September, 2015.
19. Mrs Lakshmmi Subramanian, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the electronic voting process at the AGM in a fair and transparent manner.
20. The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast through 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 of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The Chairman or the authorised person shall declare the result of the voting forthwith.
21. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.crmetal.in and on the website of CDSL after the same is declared by the Chairman/authorised person. The Results shall also be simultaneously forwarded to the stock exchanges.

In case of members receiving the physical copy

- A. Please follow all steps from SI no. 1 to 17 above to cast vote.
- B. The voting period begins on Friday 25th September, 2015 from 9.00 am and ends on Sunday 27th September, 2015 till 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21st September 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- C. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- D. The manner of voting for Members being present in the AGM will be on "proportion principle" i.e one share-one vote unlike one person one vote principle as on the cut-off date of 21st September, 2015.
- E. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

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

Item No. 4

Mrs.R.Uma holds office as additional director up to the date of the forthcoming Annual General Meeting. The Company has received a notice along with the deposit of requisite amount under Section 160 of the Act from a member proposing Mrs.R.Uma as a candidate for the office of a director of the Company. Mrs.R.Uma has confirmed to the Board that she qualifies to be the director as per the Companies (Appointment and Qualification of Directors) Rules, 2014. The Directors are of the view that Ms.R.Uma fulfils the conditions specified in the Act and Rules made there under for her appointment as a Director of the Company. The Directors are of the view that Ms.R.Uma would bring valuable experience and gender diversity to the Board and the Company would benefit from her appointment as Director. The Board has proposed to appoint her as a Whole Time Director of the Company pursuant to the provisions of Sections 196, 203 and fix the remuneration as recommended by the nomination and remuneration committee, approved by the Board of Directors at their meeting held on 14th January 2015. Accordingly, the Board commends the passing of the Ordinary Resolution proposed at item no. 4 of the Notice.

The Nomination and Remuneration Committee has also approved the remuneration fixed for **Mrs.R.Uma** on the meeting held 14th January 2015 and recommended the following terms and conditions remuneration of Ms.R.Uma as below.

Salary: Not exceeding a sum of Rs.40,000/- per month (including all allowances and perquisites)

Accordingly, the Board recommends the passing of the Ordinary Resolution proposed at item no. 4 of the Notice.

This statement should be treated as an abstract of the terms of the contract with Ms.R.Uma, Whole Time Director under Section 190 of the Companies Act, 2013.

None of the Directors / KMP / their relatives, except **Ms.R.Uma**, is in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 4 of the Notice.

ITEM NO.5

The shareholders will recall the re-appointment of Mr. Vinay Kumar Goyal as Managing Director of the Company with effect from 01.08.2011 for a further period of 5 years at the meeting of the shareholders held on 02.09.2011.

Since there has been a considerable increase in the duties and responsibilities performed by the Managing Director and after considering the prevailing managerial remuneration in industry, the Board of Directors, on the recommendations made by the nomination and remuneration committee, has approved the proposal to increase the salary of the Mr. Vinay Kumar Goyal, Managing Director w.e.f. 01.10.2014 for the remaining period of his tenure i.e., upto 31.07.2016 at the meeting held on 29.09.2014 and recommended the following terms and conditions for revision in remuneration of Mr. Vinay Kumar Goyal as below.

Salary: Rs.1,25,000 per month to Rs.2,00,000/- per month (including all allowances and perquisites)

Except for the aforesaid revision in salary, all other terms and conditions of his appointment as the Managing Director of the Company as approved earlier, shall remain unchanged.

As the terms for revision in remuneration proposed above are well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act, Central Government approval is not necessary for the above revision in remuneration.

This statement should be treated as an abstract of the terms of the contract with the Managing Director under Section 190 of the Companies Act, 2013.

Mr. Vinay Kumar Goyal may be deemed to be concerned or interested in the said resolution. No other Director, key managerial personnel or their relatives are concerned or interested in the said resolution.

By Order of the Board of Directors

VINAY KUMAR GOYAL
Managing Director
DIN-00134026

Place: Chennai
Date: 14.08.2015

Route Map

31st Annual General Meeting

Date : 28th September 2015

Time : 10.30 am

Venue: Andhra Chamber of Commerce,
Velagapudi Ramakrishna Building

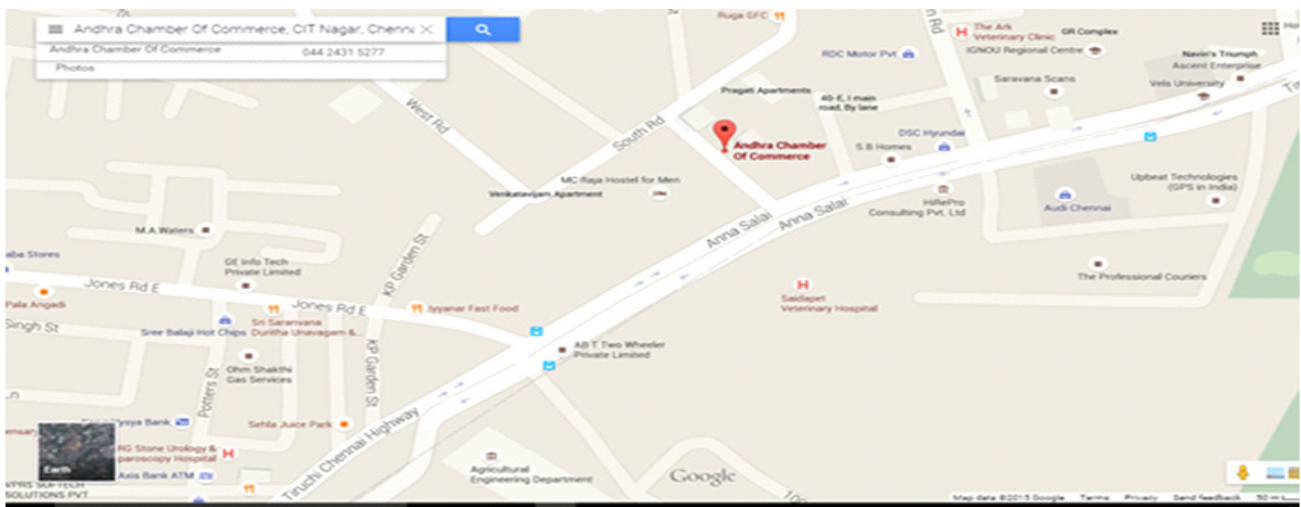
23, Third Cross Street

West C.I.T Nagar,

Nandhanam

Chennai-600035,

Tamil Nadu



ANNUAL REPORT CONTAINING THE DIRECTORS REPORT AND AUDITED FINANCIAL STATEMENTS ARE BEING SENT BY POST