

***CRIMSON METAL ENGINEERING COMPANY LIMITED***

***Annual Report  
and Accounts for the year ended  
31st March 2017***

**33**

**CRIMSON METAL ENGINEERING COMPANY LIMITED**  
**(Formerly known as SRI SAARBATI STEEL TUBES LIMITED)**

---

**CIN No. L27105TN1985PLC011566**

**BOARD OF DIRECTORS**

Shri. Vinay Goyal (Managing Director)  
Smt. R.Uma (Whole - Time Director)  
Shri. Rama IyengarSrinivasa Chari (Independent Director)  
Shri. Krishan Chand Batra (Independent Director)  
Shri. Chandrakesh Pal (Whole Time Director)  
Shri. Naresh Sharma (Independent Director)

**COMPLIANCE OFFICER**

Shri Chandrakesh Pal  
[investorgrievance@crmetal.in](mailto:investorgrievance@crmetal.in)

**AUDITORS**

M/s. Abhay Jain & Co.,  
Chartered Accountants,  
Bushra House, Flat A-4, 2nd Floor,  
6/46, Nowroji Road, Chetpet,  
Chennai - 600 031.

**SECRETARIAL AUDITORS**

M/S.LAKSHMMI SUBRAMANIAN & ASSOCIATES  
COMPANY SECRETARIES  
81, MNO COMPLEX,  
GREAMS ROAD  
THOUSAND LIGHTS,  
CHENNAI 600006

**REGISTERED OFFICE**

"K Sons Complex"  
163/1,Prakasam Road, II Floor,  
Chennai - 600 108

**WORKS - TUBE MILL DIVISION**

Sedarpet Industrial Estate  
Mailam Road, Pondicherry 605 111.

**WORKS-FLAT PRODUCTS DIVISION**

Karasur Village,  
Villianur Commune, Pondicherry.

**STOCK EXCHANGE**

Bombay Stock Exchange  
P.J.Towers, 25<sup>th</sup> Floor, Dalal Street, Mumbai-400 001  
  
Scrip Code: 526977

**SHARE TRANSFER AGENTS**

M/s. Cameo Corporate Services Ltd.,  
"Subramanian Building",  
1, Club House Road,Chennai - 600 002.  
Ph : 28460390, 28460391, Fax : 044-28460129

## CRIMSON METAL ENGINEERING COMPANY LIMITED

CIN : L27105TN1985PLC011566

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

Notice is hereby given that the 33rd Annual General Meeting of the Company will be held on Tuesday, the 26th September 2017 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 31<sup>st</sup> March, 2017 together with the Reports of Board of Directors and Auditors.
2. To appoint a Director in the place of Ms.R.Uma (DIN: 07029264) who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint of Auditors of the Company and to fix their remuneration

Explanation:- The Companies Act 2013 ( 'the Act' ) was notified effective April 1, 2014. Section 139 of the Act lays down the criteria for appointment and mandatory rotation of statutory auditors. Pursuant to section 139 of the Act and rules made thereunder, it is mandatory to rotate the statutory auditors on completion of two terms of five consecutive years. The rules also lay down the transitional period that can be served by the existing auditors depending on the number of consecutive years for which an audit firm has been functioning as auditor in the same company. The incumbent auditors, M/s Abhay Jain & Co, Chartered Accountants (Registration No. 000008S) have served the company for over 10 years before the Act was notified and will be completing the maximum number of transitional period ( three years) at the ensuing 33rd AGM. The Audit committee of the company has proposed and on May 30, 2017, The Board has recommended the appointment of M/s.Jain Vishal & Co, Chartered Accountants (Firm registration number:015407S) as statutory auditors of the company. They will hold office for a period of five consecutive years from the conclusion of the 33rd Annual General Meeting of the company till the conclusion of the 38th Annual General Meeting to be held in 2022. The first year of audit will be of the financial statements for the year ending March 31, 2018, which will include the audit of the quarterly financial statements for the year. Therefore, shareholders are requested to consider and if thought fit, to pass the following resolution as ordinary resolution

RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act 2013 and the rules made thereunder, as amended from time to time, pursuant to the proposal of the audit committee of the Board and recommendation of the Board M/s.Jain Vishal & Co, Chartered Accountants (Firm registration

number:015407S) be and is hereby appointed as statutory auditors of the Company, to hold office for a period of five consecutive years commencing from the financial year 2017-18, on a remuneration that may be determined by the audit committee in consultation with the auditors and that such remuneration may be paid on a progressive billing basis.

By Order of the Board

**VINAY KUMAR GOYAL**

Place: Chennai  
Date: 17.08.2017

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 22nd September 2017 to Tuesday, 26th September 2017 (both days inclusive) for the purpose of AGM.

3. Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the meeting.

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/ SEBI LODR Regulations 2015

**CRIMSON METAL ENGINEERING COMPANY LIMITED**  
**(Formerly known as SRI SAARBATI STEEL TUBES LIMITED)**

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	R.UMA
Din	07029264
Age	51
Date of appointment	06/01/2015
Experience in years	16
No.of shares as on 31.03.2017	Nil
Directorship in other public companies	Nil
Chairman/Member of committees of other company	Nil
Relationship with any other Director	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. 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 Saturday 23.09.2017 at 9.00 a.m. and ends on Monday 25.09.2017 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 ) 19.09.2017, 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

**CRIMSON METAL ENGINEERING COMPANY LIMITED**  
**(Formerly known as SRI SAARBATI STEEL TUBES LIMITED)**

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 [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 to their shares of the paid up equity share capital of the Company as on 19.09.2017.

**CRIMSON METAL ENGINEERING COMPANY LIMITED**  
**(Formerly known as SRI SAARBATI STEEL TUBES LIMITED)**

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 25.09.2017

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. 19.09.2017 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 authorised 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).

By order of the Board

VINAY KUMAR GOYAL  
Managing Director  
DIN-00134026

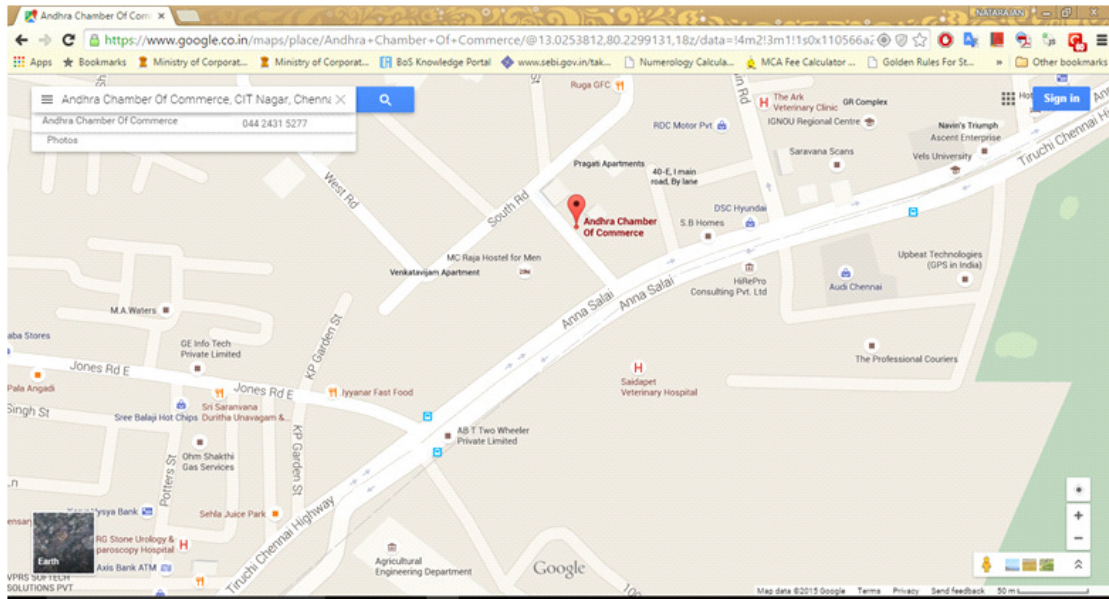
**Place: Chennai**  
**Date: 17.08.2017**



**CRIMSON METAL ENGINEERING COMPANY LIMITED**  
**(Formerly known as SRI SAARBATI STEEL TUBES LIMITED)**

---

**ROUTE MAP OF THE AGM VENUE**



**CRIMSON METAL ENGINEERING COMPANY LIMITED**  
(Formerly known as SRI SAARBATI STEEL TUBES LIMITED)

**DIRECTORS' REPORT**

Dear Shareholders,  
Your Directors have pleasure in presenting the 33rd Annual Report of Crimson Metals Engineering Company Limited along with the audited financial statements for the year ended March 31, 2017.

**FINANCIAL HIGHLIGHTS**

**2016-2017      2015- 2016**  
*Amount in Rupees*

S. NO	PARTICULARS	Audited financial Statement for the year ended 31.03.2017	Audited financial Statement for the year ended 31.03.2016
1	TOTAL REVENUE	46,10,85,488	459212988
2	TOTAL EXPENSES	45,27,94,829	451403805
3	PROFIT BEFORE TAX	82,90,659	7809183
4	CURRENT TAX	16,90,000	1524330
5	DEFERRED TAX	10,51,861	1408808
4	PROFIT AFTER TAX	55,48,798	4876045

**PERFORMANCE AND STATE OF AFFAIRS OF THE COMPANY.**

During the year 2016-2017, the Company has earned a net profit after tax of Rs.55,48,798 as against Rs.4876045 earned in the previous year. On the sales front, the Company has achieved a turnover of about Rs.46,10,85,488 during the year 2016-2017 as against Rs.459212988 achieved in 2015-2016.

During the year under review there is no change in the nature of activity of the company.

**DIVIDEND & TRANSFER OF PROFIT TO RESERVES:**

In order to conserve resources the board of directors has decided not to declare any dividend for the current financial year 2016-17 and has not proposed to transfer any of its profits to reserves.

**MATERIAL CHANGE AND COMMITMENTS OF THE COMPANY**

There are no material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report; and there are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

There has been no loan, guarantees and investment given or made by the Company under Section 186 of the Act during the financial year 2016 – 2017.

**SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES**

The company doesn't have any subsidiaries, associates and joint venture companies.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information as required to be disclosed on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as "Annexure I" to this Report.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**Board Composition and Independent Directors**

The Board consists of the Executive Chairman, two Executive directors and three Independent Directors.

Independent Directors are appointed for a term of five years and are not liable to retire by rotation.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the SEBI LODR.

**Retirement by Rotation: -**

In terms of Section 152 of the Companies Act 2013, Ms. R. Uma, who retire by rotation at the forthcoming AGM and is eligible for re-appointment. Ms. R. Uma offered herself for re-appointment. Her Brief profile is included in the Notice of forthcoming Annual General Meeting of the company

**Key Managerial Personnel:**

The company is in the process of finding a suitable KMP for the post of Company Secretary & Chief Financial Officer.

**INDEPENDENT DIRECTORS' DECLARATION**

All independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 of the Companies Act, 2013 which has been relied on by the Company and placed at the Board Meeting of the Company.



**CRIMSON METAL ENGINEERING COMPANY LIMITED**  
**(Formerly known as SRI SAARBATI STEEL TUBES LIMITED)**

**POLICY OF DIRECTORS APPOINTMENT AND REMUNERATION**

Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under section 178 of the Act are covered under the Board's policy formulated by the Company and the same is available on the Company website [www.crmetal.in](http://www.crmetal.in).

**INFORMATION U/s 197(12) OF THE COMPANIES ACT 2013**

The information required under section 197 (12) of the Act read with rule 5(1) and 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached herewith as Annexure-II.

**DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT**

The Company has nothing to disclose with respect to demat suspense account/ unclaimed suspense account

**AUDITORS**

**STATUTORY AUDITORS**

The Companies Act 2013 ( 'the Act' ) was notified effective April 1, 2014. Section 139 of the Act lays down the criteria for appointment and mandatory rotation of statutory auditors. Pursuant to section 139 of the Act and rules made thereunder, it is mandatory to rotate the statutory auditors on completion of two terms of five consecutive years. The rules also lay down the transitional period that can be served by the existing auditors depending on the number of consecutive years for which an audit firm has been functioning as auditor in the same company. The incumbent auditors, M/s. Abhay Jain & Co, Chartered Accountants, (firm registration no. 000008S) have served the company for over 10 years before the Act was notified and will be completing the maximum number of transitional period ( three years) at the ensuing 33rd AGM.

The Audit committee of the company has proposed and on May 30, 2017, The Board has recommended the appointment of M/s. Jain Vishal & Co, Chartered Accountants (Firm registration number: 015407S) as statutory auditors of the company for the approval of Members in the AGM

**COMMENT ON STATUTORY AUDITOR REPORT**

There are no qualifications, reservations, remarks or disclaimers made by Abhay Jain & Co, Statutory auditor, in their auditor report. The statutory auditor have not reported any incident of fraud to the Audit Committee of the Company during the financial year 2016-17.

**SECRETARIAL AUDITOR**

Pursuant to the requirements of Section 204 (1) of the companies Act 2013 and Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company has appointed, M/s Lakshmmi Subramanian & Associates, a firm of Company Secretaries in Practice to undertake Secretarial Audit of the Company for the financial year 2016-17.

The Secretarial Audit report as received from the secretarial auditor is annexed to this report as Annexure III.

**COMMENT ON SECRETARIAL AUDITOR REPORT**

With reference to the remarks made by the secretarial auditor, in the Secretarial Audit Report, the company has taken the corrective measures during the current financial year.

**INTERNAL CONTROL AND ITS ADEQUACY**

The Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control. M/s Singhi & co, Chartered Accountant was appointed as internal auditors of the Company. The internal auditors of the Company regularly conduct audit and submit his quarterly reports, which are reviewed by the Audit Committee. The Company has an adequate Internal Control system, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Auditor reports to the Chairman of the Audit Committee of the Board. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

**RELATED PARTY TRANSACTIONS**

During the year 2016 – 2017, the Company has not entered into any transaction with related parties as per section 188 of the Companies Act, 2013.

**EXTRACT OF ANNUAL RETURN**

The details forming part of extract of Annual Return in form MGT -9 as provided under Sub Section (3) of the Section 92 of the Companies Act, 2013 (the "Act") is annexed herewith as Annexure –IV to this report.

**RISK MANAGEMENT POLICY**

The risk management is overseen by the Audit committee/ Board of Directors of the company in a continuous

**CRIMSON METAL ENGINEERING COMPANY LIMITED**  
**(Formerly known as SRI SAARBATI STEEL TUBES LIMITED)**

basis. Major risks, if any, identified by the business and functions are systematically addressed through mitigating action on a continuous basis. The Risk Management policy is available in the Company website [www.crmetal.in](http://www.crmetal.in)

**DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has zero tolerance for sexual harassment at workplace and has in place a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder.

During the financial year 2016-17, the Company has not received any sexual harassment complaints.

**DEPOSITS FROM PUBLIC**

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on date of the balance sheet.

**CORPORATE GOVERNANCE REPORT**

Since your company's paid up capital and Net worth is less than Rs.10 Crores and Rs.25 Crores respectively, the provisions of clause 27 of the SEBI LODR, 2015 relating to Corporate Governance, is not applicable to the Company.

**NUMBER OF MEETINGS OF THE BOARD**

The Board met 6 (Six) times during the financial year, and the intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

**ANNUAL BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and in terms of Regulation 17(10) of the SEBI Listing Regulations, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of the Audit and the Nomination and Remuneration Committees.

**PERFORMANCE EVALUATION OF BOARD, COMMITTEE AND DIRECTORS**

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of the Audit and Nomination & Remuneration Committees and the same was based on questionnaire and feedback from all the Directors on the Board as a whole, Committees and self-evaluation.

A structured questionnaire was prepared after taking into consideration of the inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interests of the Company and its minority shareholders etc.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman of the Board and the Executive Directors was carried out by the Independent Directors.

**CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT**

The Board of Directors had adopted a Code of Conduct for the Board Members and employees of the company. This code helps the Company to maintain the standard of business ethics and ensure compliance with the legal requirements of the company

The code is aimed at preventing any wrongdoing and promoting ethical conduct at the Board and employees. The Compliance officer is responsible to ensure adherence to the Code by all concerned

The code lays down the standard of conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders

All the Board Members and the Senior Management personnel have confirmed compliance with the Code

**WHISTLE BLOWER POLICY/VIGIL MECHANISM**

Pursuant to section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and clause 49 of the Listing Agreement, the Board of Directors had approved the policy on vigil mechanism / whistle blower and the same was hosted on the website of the Company. The policy inter-alia provides a direct access to the Chairman of the Audit Committee.

Your Company hereby affirms that no Director / employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the year