



**CRIMSON METAL ENGINEERING COMPANY LIMITED**

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**ANNUAL REPORT**  
**FY 2020-21**

Regd. Off.: 163/1, Prakasam Road Broadway, Chennai – 600 108, Tamil Nadu

Contact: [investorgrievance@crmetal.in](mailto:investorgrievance@crmetal.in)

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## NOTICE

Notice is hereby given that the **37<sup>th</sup> Annual General Meeting (AGM)** of the members of **CRIMSON METAL ENGINEERING COMPANY LIMITED** will be held on **Thursday, the 30<sup>th</sup> day of September, 2021** at the registered office of the Company situated at **163/1, Prakasam Road, Broadway, Chennai- 600 108 (Tamil Nadu) at 11:00 a.m. (IST)**, to transact the following business:-

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2021, together with the Report of Board of Directors and the Auditors thereon.
2. To re-appoint a Director Mr. Vinay Kumar Goyal (DIN- 00134026), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To approve the appointment of OP Bagla & Co. LLP (ICAI FRN: 000018N/N50009), Chartered Accountant, as a Statutory Auditor of the Company, for the FY 2021-22 in Casual Vacancy.
4. To approve the re-appointment of OP Bagla & Co. LLP (ICAI FRN: 000018N/N50009), Chartered Accountant, as a Statutory Auditor of the Company, from the conclusion of this AGM till the conclusion of the AGM to be held in Calendar year 2026 for period of 5 years.

### **SPECIAL BUSINESS:**

#### **5. To approve the Related Party Transaction with Ganges Internationale Private Limited**

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 section 180(1)(a) and other applicable provisions, if any, of The Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being force) and subject to the Article of Association of the Company, the consent of the members of the Company be and is hereby accorded to authorized 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 read with Rule 15 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 (“LODR”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being force), the consent of the members of the Company be and is hereby accorded to

authorized to the Board of Directors of the Company, for leasing the Company's property situated at RS No 5/1, Karasur, Vannur, Karasur road, Puducherry-605502 admeasuring about 20,074 sq. mts. (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 LODR, with effect from April 01. 2021, for a period of 5 years and 9 Years respectively 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, following are the lease rental and advance for the said properties:

Lease Rental : up to 550 lakhs p.a.

Lease Advance : 625 lakhs security deposit

**FURTHER RESOLVED THAT** any Director(s) or Company Secretary of the Company be and is hereby authorised to do or cause to be done all such acts, deeds and things, settle any 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."

**6. To approve the appointment of Mr. Velu Paneerselvam (DIN: 03021605) as an Non-Executive Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 161 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Velu Paneerselvam (DIN-03021605), appointed as an Additional Director of the Company with effect from August 13, 2021 and who hold office up-to date of ensuing Annual General Meeting, being eligible, offer himself for the appointment be and is hereby appointed as a Non-Executive Director on the Board of the Company.

**FURTHER RESOLVED THAT** any Director(s) or Company Secretary of the Company be and are hereby severally authorized to sign the requisite forms/documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

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

Date: August 13, 2021  
Place: Chennai

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

## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. INSTRUMENT OF PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Corporate Members intending to send their authorized representative to attend Annual General Meeting are requested to send a duly certified copy of their Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
3. Members/Proxies/Authorized Representatives are requested to produce at the Registration Counter(s) the attached attendance slip, duly completed and signed for admission to the meeting hall. Photocopies of Attendance Slip will not be entertained for issuing Gate Pass for attending Annual General Meeting. However, in case of non-receipt of Notice of Annual General Meeting, members are requested to write to the Company at its Registered Office or to the RTA for issuing the duplicate of the same.
4. The Register of Members and Share Transfer Books of the Company will be closed from **Saturday, September 25, 2021 to Thursday, September 30, 2021** (both days inclusive) for the purpose of AGM
5. In accordance with the provisions of Section 101 of the Companies Act, 2013 (the "Act") read with Rule 18 of the Companies (Management and Administration) Rules, 2014 the ANNUAL REPORT 2020-21 is being sent through electronic mode only to the Members whose email addresses are registered with the Company / Depository Participant(s), unless any Member has requested for a physical copy of the report. For Members who have not registered their email address, physical copies of the ANNUAL REPORT 2020-21 are being sent by the permitted mode.
6. With a view to using natural resources responsibly, we request shareholders to register/update their e-mail addresses :

- **in respect of electronic shareholding** - through their respective Depository Participants.

- **in respect of physical shareholding** - by sending a request to the Company's Share Transfer Agent at Skyline Financial Services Private Limited, mentioning therein the Company's name i.e., Crimson Metal Engineering Company Limited, their folio number and e-mail address.

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company / Registrar. As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to Skyline Financial Services Private Limited.
8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, change of address, change of name, e-mail address, contact numbers etc. to their respective Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's record which will help the Company and the Company's Registrars and Transfer's Agents, M/s. Skyline Financial Services Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Company's Registrars and Transfer's Agent.

**SKYLINE FINANCIAL SERVICES PVT LTD,**

**Regd. & Corporate Office: D-153A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi - 110 020**

**Tel: 011- 40450193-97;**

**Website: [www.skylinerta.com](http://www.skylinerta.com); Email: [info@skylinerta.com](mailto:info@skylinerta.com)**

9. Pursuant to the directions of the Securities and Exchange Board of India (SEBI), trading in the shares of the Company should be in compulsory dematerialized form. Members, who have not yet got their shares dematerialized, are requested to opt for the same in their own interest and send their share certificates through Depository Participant (s) with whom they have opened the dematerialization account to the Company's Registrar appointed with effect from 1<sup>st</sup> April, 2014.
10. In case of the joint holders attending the Meeting, the Members whose name appears as the first holder in order of the names as per the Register of Members of the Company will be entitled to vote.
11. Members may note that the Annual Report 2020-21 as circulated to the members of the Company is also available on the Company's website [www.crmetal.com](http://www.crmetal.com).
12. In case you have any query relating to the enclosed Annual Accounts you are requested to send the same to the Company Secretary & Compliance Officer at the Registered office of the Company or on email Id: [investorgrievance@crmetal.in](mailto:investorgrievance@crmetal.in) at least 10 days before the date of Annual General Meeting so as to enable the management to keep the information ready at the meeting.
13. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. The said forms are attached to this Annual Report. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the Company at [investorgrievance@crmetal.in](mailto:investorgrievance@crmetal.in) in case the shares are held in physical form, quoting your folio number.

14. Additional information on Directors/Auditor recommended for appointment/re-appointment as required under Regulation 36(3) & 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – II issued by the Institute of Company Secretaries of India.

**Mr. Velu Paneerselvam**

Nationality	Indian
Date of Birth	02.03.1976
Date of Appointment	13.08.2021
Experience (Yrs)	More than 20 years
Expertise in specific functional Area	Taxation Area
Qualification	B.Com
Directorship held in other listed companies in India	Steel Trade Enterprises Private Limited
Disclosure of relationships between directors inter-se	NA
Membership of Committees held in other listed companies in India	NA
No. of Equity shares held in the Company	NA
Terms & Conditions of appointment	Non-Executive

**OP Bagla & Co. LLP (ICAI FRN: 000018N/N50009), Chartered Accountant**

Name of Auditor	OP Bagla & Co. LLP
Proposed fee payable	As Mutually decided
Terms & Conditions of appointment	Independent Auditor
Basis for recommendation of Auditor	Vast Experience in the field of Audit, Taxation & Corporate Consultant
Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	NA

15. Members desirous of getting any information about the accounts and/or operations of the Company are requested to write to the Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
16. All the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members at the Registered/Corporate Office of the Company during the business hours on all working days from the date hereof up to the time of the Meeting
17. Attendance Slip, Proxy Form and the Route Map of the venue of 37<sup>th</sup> AGM is attached hereto.
18. Explanatory Statement relating to Item Nos. 5 & 6 is attached herewith

19. Other Instructions:

- A) The e-voting period commences on 27<sup>th</sup> September, 2021. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 24<sup>th</sup> September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- B) The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 24<sup>th</sup> September, 2021
- C) APAC & Associates, LLP (LLP Regn. No. AAF-7948), has been appointed as Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- D) The Scrutinizer shall, after the conclusion of voting at AGM, will first count the vote cast at the meeting and thereafter unblock the vote 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 two days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company or any other person authorized by him in writing who shall countersign the same
- E) The Results declared along with the Scrutinizer's Report will be placed on the Company's website viz. [www.crmetal.com](http://www.crmetal.com) and also on the website of Skyline Financial Services Private Limited viz. [www.skylinerta.com](http://www.skylinerta.com) and also will be communicated to BSE Limited, where the shares of the Company are listed immediately after the result is declared by the Managing Director or any other person authorized by him.

20. THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

- A) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

- B) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>