

CRIMSON METAL ENGINEERING COMPANY LIMITED

39TH ANNUAL REPORT
FY 2022-23

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

CIN : L27105TN1985PLC011566L

Contact: investorgrievance@crmetal.in

Website: www.crmetal.in

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INVESTOR INFORMATION

BSE Code
526977

BSE Symbol
CRIMSON

AGM DATE : AUGUST 28, 2023
(AGM TO BE HELD VIA VIDEO CONFERENCING)

CORPORATE INFORMATION

Board of Directors

Mr. Vinay Kumar Goyal	-	Managing Director
Ms. Uma Rajaram	-	Whole Time Director
Mr. Chandrakesh Pal	-	Whole Time Director
Mr. Velu Paneerselvem	-	Non Executive Director
Mr. Krishan Batra	-	Independent Director
Mr. Kanhaiya Lal Pandey	-	Independent Director

Audit Committee

Mr. Krishan Batra	-	Chairman
Mr. Kanhaiya Lal Pandey	-	Member
Ms. Uma Rajaram	-	Member

Chief Financial Officer (CFO)

Mr. Chandrakesh Pal

Nomination & Remuneration Committee

Mr. Krishan Batra	-	Chairman
Mr. Kanhaiya Lal Pandey	-	Member
Mr. Velu Paneerselvem	-	Member

Statutory Auditors

M/s OP Bagla & Co LLP
Chartered Accountants

Stakeholders Relationship Committee

Mr. Krishan Batra	-	Chairman
Mr. Vinay Kumar Goyal	-	Member
Ms. Uma Rajaram	-	Member

Secretarial Auditors

APAC & Associates LLP
Company Secretaries

Registered Office

163/1 Prakasam Road, Broadway,
Chennai - 600 108 Tamil Nadu

Company Secretary and Compliance Officer

Mr. Vinay

Registrar & Transfer Agent

Skyline Financial Services Private Limited
D-153A, First Floor Okhla Industrial Area, Phase - I, New
Delhi - 110 020

NOTICE

39TH ANNUAL GENERAL MEETING

Notice is hereby given that the **39th Annual General Meeting (AGM)** to the members of **CRIMSON METAL ENGINEERING COMPANY LIMITED** will be held through Video Conferencing (“VC”)/ Other Audio Visual Means (“OVAM”) on Monday, the 28th day of August, 2023 at 11:00 a.m. (IST) at 163/1, Prakasam Road, Broadway, Chennai- 600 108, Tamil Nadu (Deemed Venue), 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 31st March, 2023, together with the Report of Board of Directors and the Auditors thereon.
2. To re-appoint Mr. Chandrakesh Pal, Whole time Director (DIN- 07277936), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider and approve the appointment of Mr. Sanjay Kumar (DIN: 02128700), as an Independent 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 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and subject to Articles of Association of the Company, Mr. Sanjay Kumar (DIN: 02128700) who was appointed as an Additional Director and also as an Independent Director of the Company by the Board of Directors with effect from July 28, 2023 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 up to the date of this Annual General Meeting or the last date on which the Annual General Meeting for Financial Year 2022-2023 should have been held, whichever is earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a

member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation.”

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

Date: July 28, 2023

Place: Chennai

Vinay Kumar Goyal

Managing Director

DIN: 00134026

NOTES:

1. In terms with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 and Circular No. 02/2022 dated May 05, 2022, issued by the Ministry of Corporate Affairs ("MCA Circulars") and as per the applicable provisions of the Companies Act, 2013, rules made thereunder. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and May 05, 2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 and Circular No. 02/2022 dated May 05, 2022, issued by the Ministry of Corporate Affairs ("MCA Circulars"), the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs MCA Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 and Circular No. 02/2022 dated May 05, 2022, the Notice calling the AGM has been uploaded on the website of the Company at www.crmetal.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com
7. The Register of Members and Share Transfer Books of the Company will be closed from **Tuesday, August 22, 2023 to Monday, August 28, 2023** (both days inclusive) for the purpose of AGM.
8. 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 for FY 2022-23

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 for FY 2022-23 are being sent by the permitted mode.

9. 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.

10. 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.
11. 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; Email: info@skylinerta.com

12. 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 1st April, 2014.
13. 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.
14. Members may note that the Annual Report for FY 2022-23 as circulated to the members of the Company is also available on the Company's website www.crmetal.com.
15. 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@crmatal.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.

16. 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 in case the shares are held in physical form, quoting your folio number.
17. 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.

Name of Director	Mr. Chandrakesh Pal	Mr. Sanjay Kumar
Nationality	Indian	Indian
Date of Birth	20.05.1976	16.07.1973
Date of Appointment	23.12.2015	28.07.2023
Experience (Yrs)	More than 22 years	More than 30 years
Expertise in specific functional Area	Taxation Area	Finance, Marketing & Quality Assurance
Qualification	Graduation	Graduation
Directorship held in other listed companies in India	NA	NA
Disclosure of relationships between directors inter-se	NA	NA
Membership of Committees held in other listed companies in India	NA	NA
No. of Equity shares held in the Company	NA	NA
Terms & Conditions of appointment	As per the appointment letter	As per the appointment letter

18. 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.
19. 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
20. Other Instructions:
- The e-voting period commences on 25th August, 2023. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 21st August, 2023 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.
 - The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 21st August, 2023.
 - 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 and also on the website of Skyline Financial Services Private Limited viz. 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.

21. 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"> 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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS