



CIN: L27105TN1985PLCO11566

CRIMSON METAL ENGINEERING COMPANY LIMITED

Manufactures & Exporters of E.R.W. STEEL TUBES - PIPES (BLACK & GALVANISED)

(Formerly : Sri Saarbati Steel Tubes Ltd)

Redg. & Head Office :

NO. 163/1, K SONS COMPLEX
II FLOOR, BROADWAY
CHENNAI - 600 108
INDIA.

Phone 044-2524393/25240559

Fax 044-25221130

Website www.sarbatisteel.com

21 February 2017

The Manager
Listing Department
Bombay Stock Exchange
Phiroze Jee Jee bhoy Towers
Dalal Street
Mumbai 400001

Dear Sir/ Madam,

Sub: Postal Ballot

With reference to the above, please find attached herewith

- the Postal Ballot Notice and
- the Postal Ballot Form.

This is for your information and records.

Yours faithfully,

For CRIMSON METAL ENGINEERING COMPANY LIMITED

DIRECTOR/ COMPLIANCE OFFICER

Works : Sedarapet Industrial Estate, Mailam Road, Sedarapet, Puducherry - 605 111

Fax (91) 413-2677346, 2678366.

CRIMSON METAL ENGINEERING COMPANY LIMITED

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

CIN: L27105TN1985PLC011566

POSTAL BALLOT NOTICE

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Management and Administration) Rules, 2014, (the "Rules") that the following special business is proposed to be passed by the shareholders of the Company through Postal Ballot (including electronic voting for postal ballot)_as Special Resolutions:. The explanatory statement pertaining to the said resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form (the "Form") for your consideration.

Pursuant to Rule 22(5) of the Rules the Company has appointed Lakshmmi Subramanian, Practicing Company Secretary(PCS No 1087), as the Scrutinizer ('Scrutinizer') for conducting the postal ballot / e voting process in a fair and transparent manner.

The Shareholders are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope not later than 17:00 hours IST on March 24, 2017. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent at the expense of the Member(s), will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the Business Reply Envelope. Please note that if any Postal Ballot Form is received after the said date, it will be considered that no reply has been received from the member. Also, the e-voting module will be disabled after 17:00 hours IST on March 24, 2017, for voting by the shareholders.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 and provisions of Section 110 of the Act, read with the Rules, the Company is pleased to extend e-Voting facility as an alternative, to enable the Shareholders to cast their votes electronically instead of through Postal Ballot Form.

Members desiring to opt for e voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means: References to postal ballot(s)' in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman or any other authorized director of the Company after the completion of the scrutiny of the postal ballots (including e voting).The result of the postal ballot shall be declared on March 25, 2017 and communicated to the stock exchanges, depository, registrar and share transfer agents and shall also be displayed on the Company's website, www.crmetal.in. The date of declaration of the postal ballot results will be taken to be the date of passing of resolution. The shareholders are requested to consider and, if thought fit pass the following resolutions:

PROPOSED RESOLUTION:

- 1. To consider and if thought fit, to pass the following Resolution, with or without modification as an Special Resolution:**

REVISION IN REMUNERATION PAYABLE TO MANAGING DIRECTOR:

"RESOLVED THAT in partial modification of the resolution passed by the shareholders at the annual general meeting held on 28.09.2016 and subject to the applicable provisions of Sections 196, 197, 198 and 203 read with Schedule V to the Companies Act 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and the board of directors of the Company, approval of the Company be and is hereby accorded for the variation in the terms of remuneration payable to Mr Vinay Kumar Goyal, (holding DIN 00134026) Managing Director of the Company, effective 1st April 2017, till the remaining period of his tenure, as stated in the Explanatory Statement attached to this Notice, within the limits specified under the provisions of the Act, provided that, the total remuneration drawn by him from the Company, does not exceed the higher maximum limit in terms of Schedule V to the Act.

RESOLVED FURTHER THAT all other terms and conditions of appointment, as approved earlier by the shareholders at the annual general meeting held on 28.09.2016 and which are not dealt with in this resolution, shall remain unaltered.

RESOLVED FURTHER THAT any Director of the Board be and is hereby authorized to do all such acts, deeds, matters, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

2. To consider and, if thought fit, to pass with or without modification, the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of The Companies Act, 2013 read with Article of Association of the company, Consent of the members of the company be and is hereby accorded to the Board of Directors of the Company to lease all or any part of the immovable property(ies) or undertaking(s) of the company wherever situated, as may be required, from time to time on such terms and conditions as the Directors may deem fit.

“FURTHER RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013, Rule 15 (3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), approval of the Company be and is hereby accorded to the Board of Directors, for leasing the Company’s property situated at RS No 5/1 , Karasur , Vannur , Karasur road ,Puducherry -605502 admeasuring about 12.4 acre (Premises) and at Plot No A-73 to A-78 , B-73 to B-86 , B-89 to B-95 , B-98 to B-104 , PIPDIC Industrial Estate , Sedarapet , Mailam Road ,Puduchery – 605111 admeasuring about 6.97 acre (Premises) along with various manufacturing equipment’s and other similar facilities therein to **Ganges Internationale Private Limited**, a ‘Related Party’ as defined under Section 2 (76) of the Companies Act, 2013 and the SEBI LODR, with effect from 01.04.2017, for a period of 5 years or such further period of time as may be decided by the Board of Directors upon the following terms and conditions as approved by the Audit Committee and on such other terms and conditions as may be mutually agreed upon between the Company and **Ganges Internationale Private Limited**

1. **Lease Rental : 450 lacs to 550 lacs p.a.**
2. **Lease Advance : 3 months rentals as security deposit**

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

Place: Chennai
Date: 14.02.2017

By Order of the Board
For **Crimson Metal Engineering Company Limited**

Director

Notes:

1. Pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 a statement setting out material facts and reasons for proposed special business is annexed hereto.
2. The Board in its meeting held on 14.02.2017 has appointed Mrs. Lakshmmi Subramanian, Practicing Company Secretary, as Scrutinizer to conduct the postal ballot voting process in a fair and transparent manner.
3. The notice is being sent to all the Members whose names appear in the Members Register/ Records as on 17.02.2017 by post. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company’s registrar and share transfer agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
4. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday/ Sunday and other holidays, between 1:00 p.m. and 3:00 p.m. up to the date of declaration of Postal Ballot Results by the Company.

5. A Member desiring to exercise voting through Postal Ballot may complete the enclosed Postal Ballot Form and send it to the Scrutinizer by courier or by Registered Post. The envelopes may also be deposited personally at the address given thereon. The envelopes containing the Postal Ballot Form should reach Mrs.Lakshmmi Subramanian, the Scrutinizer, Unit: Crimson Metal Engineering Company Limited at No.81, MNO Complex, Greams Road, Chennai 600006 not later than the close of working hours on 24.03.2017. If the ballots are received thereafter they shall be deemed to be not received.
6. Upon completion of scrutiny of the postal ballot voting, the Scrutinizer will submit her report to the Managing Director of the Board. Subsequently, result of the Postal Ballot will be announced by the Company on 25.03.2017 at the Registered Office of the Company and the resolutions will be taken as passed effectively on the date of such declaration of the result by the Managing Director, if assented to by the requisite majority. The date of declaration of the result by the Managing Director shall be deemed to be the date of general meeting convened in that behalf.
7. In compliance with provisions of the equity Listing Agreement, the Company is pleased to offer e-voting facility to its Members to exercise their right to vote electronically on the above resolutions. For this purpose, the Company has signed an agreement with CDSL for facilitating e-voting.

Procedure for Voting

A. Casting of Vote in Electronic Form (E-voting)

For the purpose of offering e-voting facility, the Company has entered into an agreement with the CDSL. E-voting is optional for Members. A member who wishes to vote by the Postal Ballot Form (instead of e-voting) can use the enclosed Postal Ballot Form or download it from CDSL website link www.cdslindia.com or www.crmetal.in. This brief procedure for e-voting is as under:

- (i) The voting period begins on 9.00 hrs on 22.02.2017 and ends on 17 hrs on 24.03.2017. 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) of 17.02.2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<ul style="list-style-type: none"> • 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 8 digits of the sequence number in the PAN field • In case the sequence 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. e.g. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> • Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both 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 (iii).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN: for the Crimson Metal Engineering Company Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **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 linked in the login 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.
- (xx) 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.
- (xxi) The Company has appointed Mrs.Lakshmmi Subramanian, Practicing Company Secretary (C.P. No.1087) as Scrutiniser for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

B. Casting of Vote through Postal Ballot Form

- (i) Members desiring to cast their vote through Postal Ballot Form are requested to execute the Postal Ballot Form as per the instructions stated therein.
- (ii) The vote can be cast by recording the assent in the column FOR and dissent in the column AGAINST by placing tick mark in the appropriate column
- (iii) The member need not use all the votes nor need to cast all the votes in the same way
- (iv) Members are requested not to send any other paper / document, except as mentioned in point no.7 of instructions, along with the Postal Ballot Form. If sent, the same paper / document would not be acted upon.
- (v) Members can download the Postal Ballot Form from the link www.cdslindia.com or www.crmetal.in or seek a duplicate Postal Ballot Form from Cameo Corporate Services Ltd., the Registrar and Share Transfer Agents of the company, from their office at "Subramanian Buildings", 1, Club House Road, Chennai-600 002 and fill in the details and send the same to the Scrutinizer.

- (vi) Kindly note that the members can opt only one mode of voting i.e either by the Postal Ballot Form or the E-Voting. If you are opting for the E-voting, then do not vote by the Postal Ballot Form also and vice versa. However, in case a member has voted both through the Postal Ballot Form as well as through the E-voting, then voting done through E-Voting shall prevail and voting done through the Postal Ballot Form will be treated as invalid.
- (vii) The Company has appointed Ms. Lakshmmi Subramanian, Practicing Company Secretary (CP No.1087) as the scrutinizer for conducting the entire Postal Ballot Process in a fair and transparent manner.
- (viii) You are requested to carefully read the instruction printed on the Postal Ballot Form and return the Form duly completed, so as to reach Mrs.Lakshmmi Subramanian, the Scrutinizer, C/o. Crimson Metal Engineering Company Limited at No.81, MNO Complex, Greams Road, Chennai 600006 on or before 5.00 p.m. on 24.03.2017. No other request / details furnished in the envelope will be entertained. The Postal Ballot Forms received after this date and time will be strictly treated as if the reply from the concerned member has not been received.
- (ix) The Scrutinizer will submit her report to Managing Director of the Company or , in his absence, to any other designated Director or the Director of the Company after completion of scrutiny of all votes received through the Postal Ballot Form and E-voting facility offered by the Company in this regard. The result of voting by the Postal Ballot will be announced at 5.00 p.m. on 25.03.2017 at the Registered Office of the Company. The results will also be displayed at the Registered Office of the Company. Additionally the result will be communicated to the Bombay Stock Exchange Limited and shall also be published in the newspapers. The results of the Postal Ballot will also be displayed on the Company website: www.crmetal.in and on the website of CDSL (www.cdslindia.com).

Annexure to Notice - Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013

ITEM NO. 1

The board, on the recommendation of Nomination and Remuneration Committee (NRC), at its meeting held on 30th May 2016, re-appointed Mr Vinay Kumar Goyal as Managing Director (MD) of the Company for a further period of three years from 01.08.2016 to 31.07.2019 on such remuneration to be determined by the board for each financial year during his tenure of appointment, within the prescribed limit fixed under Section 197 of the Companies Act, 2013 (the Act).

The shareholders approved his appointment and remuneration by way of a Special resolution at the 32nd AGM held on 28th September 2016. The shareholders have authorised the board to alter and vary the scope and quantum of remuneration, within the limits specified under the Act.

The board reviewed the remuneration payable to him after taking into consideration the time spent and contribution made to the growth of the Company and agreed that MD can be compensated by way of monthly remuneration along with other allied perquisites from the financial year 2017-18 effective 1st April 2017, as recommended by the NRC, within the overall limits prescribed under Section 197 of the Act. Therefore, the board, at its meeting held on 14th February 2017, proposed the following variation in the terms of remuneration payable to him, subject to the approval of the shareholders through Postal ballot.

I. REMUNERATION

(a) SALARY

Rs. 3,00,000 (Rupees Three lakhs only) per month.

(b) INCENTIVE / COMMISSION

Equivalent to 1% of the net profits of the Company, subject to a ceiling of an amount equal to annual salary.

II. PERQUISITES

(a) MEDICAL INSURANCE PREMIUM

Payment of Medical Insurance Premium for self and family members not exceeding a sum of Rs.6,00,000/- per annum. For the above purpose, "Family" includes spouse, dependent children and parents.

(b) CLUB MEMBERSHIP FEES/ INSURANCE PREMIUM.

Payment of Club Membership Fees/ Insurance premium for self and family members not exceeding a sum of Rs.10,00,000/- per annum. For the above purpose, "Family" includes spouse, dependent children and parents.

(c) CONTRIBUTION TO PROVIDENT FUND AND SUPERANNUATION FUND

Contribution to Provident Fund and Superannuation Fund, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

(d) LEAVE AND ENCASHMENT OF LEAVE

As mutually agreed & decided by the Company and the Managing Director

(e) GRATUITY AND / OR CONTRIBUTION TO GRATUITY FUND

As mutually agreed & decided by the Company and the Managing Director

(f) USE OF CAR AND TELEPHONE

Company maintained car with driver for use on Company's business, telephone at residence and cellular phone provided by the Company will not be considered as perquisite. However, personal long distance calls and use of car for private purposes shall be borne by the Director.

(g) REIMBURSEMENT OF EXPENSES

Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company.

It is therefore conceivable that such modification in the terms of remuneration will amount to variation of remuneration payable to him within the overall limit fixed under Sections 197 and 198 read with Schedule V to the Act and require approval of the shareholders. During his tenure as MD, he will not be paid any sitting fee for attending meetings of the board or committees thereof.

The terms of remuneration payable to MD as specified above are now being placed before the members for their approval by way of an Special resolution, as set out in item no. 1 of this Notice, in compliance with the provisions of Sections 196, 197 and 203 read with Schedule V to the Act, as recommended by the NRC and by the board.

Details as required in clause (iv) of Section II , Part II of Schedule V of the Companies Act 2013

General Information: -

- 1) Nature of Industry : Manufacturing of Steel pipes
- 2) Date of Commencement of business: The Company had commenced its business from the date of its inception.
- 3) Financial Performance:

Particulars	For the period ended 25.03.2016
Revenues	
Gross Revenue from operation	457226693
Other income	1986295
Total revenue	459212988
Expenses	
Cost of materials consumed	331324243
Changes in inventories	4232136
Employees benefits expenses	12419963
Managerial Remuneration	3389538
Payment to Auditors	265000
Insurance expenses	328517
Power and fuel	36179347
Finance cost	24682058
Depreciation and amottization	9505257
Other expenses	29077746
Total expenses	451403805
Profit / (Loss) before tax	7809183
Current Tax	1524330
Deferred tax	1408808
Profit / (Loss) for the year	4876045
Earning per equity share	1.10

4) Foreign investment or collaborators if any: NIL

Information about Mr. Vinay Kumar Goyal

- 1) Background details: Promoter and has rich experience in manufacturing of Steel pipes.
- 2) Past remuneration: 200000/- per month exclusive of perquisites and other allowances .
- 3) Recognition or awards: Nil
- 4) Job profile and his suitability: Managing Director w.e.f.01.08.2016]
- 5) Remuneration proposed: 300000/- (Three Lakhs only) per month plus perquisites and other allowances. The overall limit of the salary inclusive of perquisites and other allowances shall not exceed the ceiling as provided in section II (A) Part II of Schedule V of the Companies Act 2013.
- 6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:
Only minimum remuneration proposed to managerial personnel and comparatively lower than any other company in the same industry and with the same kind of operation
- 7) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any,
Mr. Vinay Kumar Goyal is holding 455821 shares comprising 10.29% in the paid up capital of the company and is not related to any other directors on the board.

Other information: -

- 1) Reason for loss or inadequate profits:
The company has inadequate profit due to the increased cost of raw materials and other components required for manufacturing the product
- 2) Steps taken or proposed to be taken for improvement:
Company is leasing out its whole plant along with the manufacturing facilities thereon
- 3) Expected increase in productivity and profits in measurable terms:
The rated capacity of plants will be achieved subject to market condition.
Mr Vinay Kumar Goyal is deemed to be concerned / interested in this resolution, since it relates to his remuneration as MD. None of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in Item No.1 of this Notice. The board, therefore, recommends the Special Resolution, as set out in item No.1, for approval by the shareholders of the Company.

ITEM NO. 2

The company is having its immovable property at RS No 5/1 , Karasur , Vannur , Karasur road ,Puducherry -605502 admeasuring about 12.4 acre (Premises) and at Plot No A-73 to A-78 , B-73 to B-86 , B-89 to B-95, B-98 to B-104 , PIPDIC Industrial Estate , Sedarapet , Mailam Road ,Puduchery – 605111 admeasuring about 6.97 acre (Premises) and has also installed various manufacturing equipment's and other similar facilities therein. Since the company is moving to de-risk and highly secured model with better profitability, it has been unanimously decided to lease the said property to Ganges Internationale Private Limited.

Ganges Internationale Private Limited is a 'Related Party' within the meaning of Section 2 (76) of the Companies Act, 2013 and Regulation 2 (1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

The Board of Directors of the Company had, on the recommendation of the Audit Committee, passed a resolution at its meeting held on 14th February 2017, approving of the Company leasing its property to the related party as per the details given below:

Particulars	Information
Name of the Related Party	Ganges Internationale Private Limited
Name of Director(s) Key Managerial Personnel who is related	Nitin Kumar Goyal
Nature of Relationship	Nitin Kumar Goyal (Director of Ganges Internationale Private Limited) is relative of Vinay Goyal (member of Crimson Metal Engineering)
Material terms of the transaction	
Monetary Value	450 lacs to 550 lacs
Whether the transactions have been approved by Audit Committee and the Board of Directors	Yes at their respective meeting held on 14.02.2017 -
Any other information relevant or for the Members to make a decision on the proposed transactions	

The Board is of the opinion that the aforesaid related party transaction is in the best interests of the Company.

Since leasing of company's property to related party requires the approval of the shareholders in terms of section 180 (1) (a) read with Section 188 of the Companies Act, 2013, the resolution in Item No. 2 is placed before the shareholders for approval.

Except Mr.Vinay Goyal none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

Place: Chennai

By Order of the Board
For **Crimson Metal Engineering Company Limited**

Date: 14.02.2017

Director

CRIMSON METAL ENGINEERING COMPANY LIMITED

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

CIN No. L27105TN1985PLC011566

POSTAL BALLOT VOTING FORM

Serial No.

1. Name and Registered Address of the
Sole / First named shareholder :

2. Name (s) of the Joint Holder (s), if any :

3. Folio No. / DP ID* / Client ID* :
(*Applicable for shareholders holding
Equity Shares in dematerialized form)

4. Number of Equity Shares held :

5. E-voting Event Number (EVEN)

6. USER ID

I/we hereby exercise my / our vote in respect of the Special Resolution to be passed through the Postal Ballot for the business stated in the notice of the Company by sending my / our assent or dissent to the said resolution by placing tick mark (✓) in the appropriate box below

Sl. No.	Description of Resolution	No. of Equity Shares	I/We assent to the Resolution (in Favour)	I/We dissent to the Resolution (Against)
1.	Special Resolution for Revision in payment of remuneration to Managing Director			
2.	Special Resolution for Lease of Company's property to related party.			

Place:

Date:

Signature of the Shareholder(s)

Last date for receipt of Postal Ballot Form: 24.03.2017

NOTE : PLEASE READ CAREFULLY THE INSTRUCTIONS PRINTED OVERLEAF BEFORE EXERCISING THE VOTE.

INSTRUCTIONS

1. This Postal Ballot Form is provided for the benefit of members who do not have access to e-voting facility
2. A member can opt for only one mode of voting, i.e either through e-voting facility offered by the Company in this regard or the Postal Ballot Form. If a member casts vote by both modes, then voting done through e-voting shall prevail and the Postal Ballot Form shall be treated as invalid
3. For detailed instructions on e-voting, please refer to the notes and instructions appended to the Notice

Process and manner for Members opting to vote by using the Postal Ballot Form:

1. Member(s) desirous to exercise vote by the Postal Ballot may complete this Postal Ballot Form.
2. Please convey your assent/dissent in this Postal Ballot Form or through E-voting. The assent or dissent received in any other form shall not be considered valid.
3. Duly completed Postal Ballot forms should be sent to Mrs.Lakshmmi Subramanian, the Scrutinizer, C/o. Crimson Metal Engineering Company Limited at No.81, MNO Complex, Greams Road, Chennai 600006.
4. The Postal Ballot Form should be completed and signed by the member (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited (NSDL) / Central Depository Service (India) Limited (CDSL), in respect of Equity shares held in the physical form or dematerialized form respectively. In case of joint holding, this Form must be completed and signed by the first named member and in his / her absence, by the next named member.
5. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected
6. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 17.00 hrs on 24.03.2017. Postal Ballot Form received after this date will be strictly treated as if the same has not been received from the member.
7. In the case of equity shares held by institutions, companies, trusts, societies etc; the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority together with the specimen signature(s) of the duly authorized signatories.
8. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not latter than 17.00 hrs on 24.03.2017.
9. The exercise of vote through the Postal Ballot is not permitted through a proxy
10. Members are requested to fill the Postal Ballot in indelible ink (and avoid filling it by erasable writing medium(s) like pencil)
11. Voting rights shall be reckoned on the Equity Shares registered in the name(s) of the member(s) /list of beneficial owners as received from NSDL/ CDSL on the cut-off date i.e.30.06.2016
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepared envelope, except as mentioned in point No.7 of instructions. If any extraneous papers are found, the same shall not be acted upon and may be destroyed by the Scrutinizer
13. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of joint holders.
14. The Scrutinizer's decision on the validity of the Postal Ballot will be final
15. The results of voting shall be declared on 25.03.2017. The results declared along with Scrutinizer's Report shall be placed on the Company website: www.crmetal.in and on the website of CDSL (www.cdslindia.com) and communicated to the Bombay Stock Exchange Limited.