



CRP Risk Management Limited

CIN: L72100MH2000PLC124689

Registered Office: B – 208/209 Classique Centre, Off Mahakali Caves Road, Andheri (East), Mumbai-400093

Tel No.: +91 22 4211 6000; Fax No.: +91 22 4211 6040

Email ID: compliance@crp.co.in, Web: www.crp.co.in

Notice

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Member (s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and other applicable laws and regulations, that the resolutions set-out below are proposed to be passed by members by way of Postal Ballot/e-voting. An Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, setting out all the material facts pertaining to the resolution and a Postal Ballot Form is annexed to the notice for your consideration.

The Board of Directors has appointed Mrs. Niyati Mehta, Practicing Company Secretary as a Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provisions of Section 108 and 110 of the Companies Act, 2013 read with the Rules made thereunder, the Company is pleased to provide e-voting facility to the Members to enable them to cast their votes electronically. Members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 20th November, 2018 may cast their vote electronically on the businesses as set out in the Notice of the Postal Ballot through electronic voting system of Central Depository Services (India) Ltd. ('CDSL').

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the said form duly completed in the attached self-addressed Business Reply Envelope, so as to reach the Scrutinizer not later than 5.00 p.m. on 24th December, 2018. The Ballot form received after the said date will be treated as not received as per Rule 22(12) of the Companies (Management and Administration) Rules, 2014.

The Scrutinizer will submit her Report to the Chairman or any other Director of the Company after completion of the scrutiny of the voting by Postal Ballot and e-voting. The result of Postal Ballot and e-voting shall be declared and notified by the Chairman or any other Director authorized by her on her behalf, on 27th December, 2018 at 4.00 p.m. at the Registered Office of the Company situated at B-208/209, Classique Centre, Off. Mahakali Caves Road, Andheri (East), Mumbai – 400093. The result would be displayed at the Registered Office of the Company, intimated to the the BSE Limited (BSE) where the Company's shares are listed, published in the newspaper and also would be displayed alongwith the Scrutinizer's Report on the Company's website viz. www.crp.co.in and website of the CDSL.

RESOLUTION:

1. Appointment of Statutory Auditors to fill up the casual vacancy caused due to resignation of existing Statutory Auditor

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 139(8) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any, M/s. B. M. Parekh & Co., Chartered Accountants, Mumbai (FRN: 107448W) be and are hereby appointed as the Statutory Auditors of the

Company on such remuneration and out of pocket expenses as may be determined by the Board, to fill the casual vacancy in the office of Company's Statutory Auditor caused due to resignation of the existing Statutory Auditors M/s. L.T. Jadav & Co., Chartered Accountants, Mumbai and they shall hold the office until the conclusion of the ensuing Annual General Meeting of the Company to be held for the financial year ending on 31st March, 2019."

"RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby severally authorized to do all such acts, deeds and things which may be deemed necessary and expedient to give effect to this resolution."

2. Appointment of Mr. Hemant Gada as an Independent Director

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 149, 152 read with schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. Hemant Gada (DIN:03549433), who was appointed as an Additional Director by the Board of Directors in their meeting held on 14th November, 2018 and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Hemant Gada as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold the office for a term up to 13th November, 2023 and that his office shall not be liable to retirement by rotation."

By order of the Board of Director,
For CRP Risk Management Limited

Sayed Mohammed Raza
Managing Director
DIN: 02497549

Date: 14th November, 2018

Registered Office:
B-208/209, Classique Centre,
Off Mahakali Caves Road,
Andheri (East), Mumbai – 400093

Notes:

1. Pursuant to Section 102 of the Companies Act, 2013, the statement setting out material facts and reasons for the proposed business is annexed hereto.
2. The Notice of the Postal Ballot along with the Postal Ballot form and self-addressed Business Reply Envelope is being sent to all the members, whose e-mail Ids are not registered but whose names appear in the Register of Members/Beneficial Owners as per details furnished by the Depositories as on 20th November, 2018. The members, who have registered their e-mail IDs for receipt of documents in electronic mode, will receive notice by e-mail unless any member has requested for physical copy of the same. Voting rights shall be reckoned in proportion to the paid up equity shares registered in the name of the Members as on 20th November, 2018 (Cut-off date).
3. The Postal Ballot notice is uploaded on the website of the company i.e. www.crp.co.in and on the website of CDSL i.e. www.evotingindia.com
4. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 and Rules framed thereunder and also Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the Members, the facility to exercise their rights to vote by electronic means through e-voting facilities provided by CDSL.

5. Kindly note that the members can opt for only one mode of voting i.e. either by physical ballot or e-voting. If the members opt for e-voting, then they should not vote by physical ballot and vice-versa. However, in case members cast their vote by physical ballot and e-voting, then voting done through e-voting shall prevail and voting done by physical ballot will be treated as invalid.
6. A Member cannot exercise his/her vote by proxy on a Postal Ballot.
7. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting-out the material facts are available for inspection of the Members at the Registered Office of the Company during office hours on all the working days from the date of dispatch until the last date of receipt of votes by postal ballot/evoting.
8. Resolution if approved by the requisite majority by the Members through Postal Ballot as provided under the relevant provisions of Companies Act, 2013 shall be deemed to have been passed on 24th December, 2018 as if it has been passed at General Meeting of the Members.
9. A member may seek duplicate Postal Ballot notice and Postal Ballot form from the Company by writing to compliance@crp.co.in

The instructions for shareholders voting electronically are as under:

- i. The voting period begins on 24th November, 2018 at 9.00 a.m. and ends on 24th December, 2018 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 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of	<p>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.</p> <ul style="list-style-type: none"> • 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

Birth (DOB)	(iv).
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- 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 relevant Company i.e. CRP Risk Management 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, Windows and Apple smart phones. 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.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No.1

M/s. L. T. Jadav & Co., Chartered Accountants, an existing Statutory Auditors have tendered their resignation vide their letter dated 17th October, 2018. This has resulted into a casual vacancy for the office of Statutory Auditors of the Company.

As per section 139(8) of the Companies Act, 2018, the casual vacancy caused by the resignation of Auditors can be filled by the Board within thirty days which is subject to the approval of the members within three months of the recommendation of the Board and such auditor shall hold office till the conclusion of the next Annual General Meeting.

Based on the recommendation of the Audit Committee, the Board vide resolution passed in their meeting held on 19th October, 2018, proposed and recommended the appointment of M/s. B. M. Parekh & Co., Chartered Accountants, Mumbai (FRN: 107448W) as a Statutory Auditor of the Company to fill up the casual vacancy caused by the resignation of M/s. L. T. Jadav & Co., Chartered Accountants. M/s. B. M. Parekh & Co., Chartered Accountants, Mumbai (FRN: 107448W) shall hold the office upto the conclusion of 19th Annual General meeting of the Company to be held for the financial year ending on 31st March, 2019.

M/s. B. M. Parekh & Co., Chartered Accountants, have conveyed their consent to act as a Statutory Auditors of the Company on terms mutually agreed upon between them and the Company and also provided with the eligibility certificate as required under section 139(1) of the Companies Act, 2013 and rules made thereunder.

Board recommends the ordinary resolution as set forth in item no. 1 of this Notice for approval of the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives is interested, either financially or otherwise, in the resolution.

Item No.2

Mr. Hemant Gada is a B. Com. Graduate. He has rich experience in the field of Accounting and Taxation matters. Board of Directors is of the view that associating Mr. Hemant Gada as a Director, the Company would benefit immensely. Hence, in compliance with the provisions of section 149 of the Companies Act, 2013 and rules made thereunder, it is proposed to appoint Mr. Hemant Gada as an Independent Director of the Company to hold office for a consecutive term of five years from 14th November, 2018 to 13th November, 2023.

The Company has received a notice in writing under the provisions of section 160 of the Companies Act, 2013 from the member along with the deposit of prescribed amount proposing a candidature of Mr. Hemant Gada for the office of an Independent Directors. The Company has also received (i) consent in form no. DIR-2 to act as a Director (ii) Intimation in form DIR-8 to the effect that he is not disqualified under sub section (2) of section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of Independence as provided under sub section (6) of section 149 of the Act from Mr. Hemant Gada. In the opinion of the Board of Directors, Mr. Hemant Gada fulfills all the conditions specified in the Act and he is independent from the Management. Brief profile of Mr. Hemant Gada as required under regulation 36(3) of SEBI (LODR) Regulations, 2015 is annexed to this notice.

The resolution seeks the approval of the members for appointment of Mr. Hemant Gada as an Independent Director. No Director, Key Managerial Personnel or their relatives except Mr. Hemant Gada to whom the resolution relates, is interested or concerned in the resolution. The Board recommends the ordinary resolution set forth in item no.2 of this Notice for approval of the Members.

By order of the Board of Director,
For CRP Risk Management Limited

Date: 14th November, 2018

Sayed Mohammed Raza
Managing Director
DIN: 02497549

Registered Office:
B-208/209, Classique Centre,
Off Mahakali Caves Road,

Details of Director seeking appointment as required under regulation 36(3) of the SEBI (LODR) Regulations, 2015

Name of the Director	Mr. Hemant Gada
DIN	03549433
Date of Birth	24 th October, 1978
Date of Appointment	14 th November, 2018
Qualification	B.Com
Brief Profile	Mr. Hemant Gada has a wide experience in the field of Accounting and taxation matters over the years.
Directorship in other public companies (excluding section 8 and foreign Companies)	NIL
Membership / Chairmanship of the Committees (includes only Audit / Stakeholder's Relationship Committee)	NIL
Shareholding in the Company	NIL
Relationship between Directors inter-se;	No