



## **CRP RISK MANAGEMENT LIMITED**

CIN: L72100MH2000PLC124689

Registered Office: B - 208,209 Classique Centre, Off Mahakali Caves, Andheri - (East), Mumbai,  
400093, Maharashtra, India

Tel: +91 22 4211 6000

Web: [www.crp.co.in](http://www.crp.co.in) Email Id: [compliance@crp.co.in](mailto:compliance@crp.co.in)

### **POSTAL BALLOT NOTICE**

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of  
the Companies (Management and Administration) Rules, 2014]

**Dear Member(s),**

NOTICE is hereby given that pursuant to the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force and in accordance with the guidelines issued by the Ministry of Corporate Affairs (“MCA”) for holding general meetings/ conducting the process of postal ballot through remote e-Voting vide General Circulars issued by MCA from time to time, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard – 2 on General Meetings (the “SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, the resolutions appended below are proposed to be passed by the Members of the Company, by way of postal ballot only through voting by electronic means (“remote e-Voting”):

The Ministry of Corporate Affairs, Government of India vide its General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 3/2022 dated May 5, 2022 and No. 11/2022 dated December 28, 2022 (the “MCA Circulars”), has advised the companies to take all decisions of urgent nature requiring the approval of members, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting, which requires physical presence of members at a common venue. Accordingly, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members and the Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the register of members/records as received from Registrar and Share Transfer Agent and Depositories as on the cut-off date i.e. January 19, 2024.

The Board of Directors has appointed CS Amruta Giradkar, Practising Company Secretary (Membership No. 48693 and Certificate of Practice No.19381), as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) for facilitating e-voting. The Company has made necessary arrangements with Skyline Financial Services Pvt. Ltd, Registrar and Share Transfer Agent (“RTA”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

The remote e-voting period commences from 9:00 a.m. (IST) on Thursday, January 25, 2024, and shall end at 5:00 p.m. (IST) on Friday, February 23, 2024. The Scrutinizer will submit his report to the Chairman of the Company (the “Chairman”) or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than 2 working days from the day of conclusion of the e-voting. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The results will be available on the Company’s website [www.crp.co.in](http://www.crp.co.in) and on the website of National Securities Depository Limited (“NSDL”) [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on February 23, 2024. The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

The last date of e-voting, i.e. February 23, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority

#### **SPECIAL BUSINESS:**

#### **1. TO INCREASE THE AUTHORISED SHARE CAPITAL AND CONSEQUENTIAL ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendments thereto or re-enactments thereof, for the time being in force) (the “Act”) and subject to the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from Rs. 20.99 Crore (divided into 2,09,90,000 Equity Shares of Rs. 10 each) to Rs. 28.99 Crore (Divided into 2,89,90,000 Equity Shares of Rs. 10 each)

**RESOLVED FURTHER THAT** pursuant to Section 13 and other applicable provisions, if any, of the Act, the existing Clause V of the Memorandum of Association of the Company be and is hereby replaced by the following Clause:

V. The Authorised Share Capital of the Company is Rs. 28,99,00,000/- (Rupees Twenty Eight Crore Ninety Nine Lakh) divided into 2,89,90,000 (Two Crore Eighty Nine Lakh Ninety Thousand) equity shares of Rs.10/- (Rupees Ten) each.

**RESOLVED FURTHER THAT** any Director Company Secretary and Chief Financial Officer of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary or desirable for giving effect to this resolution.”

**2. ISSUE AND ALLOTMENT OF COMPULSORY CONVERTIBLE DEBENTURES (CCDs) BY WAY OF A PREFERENTIAL ALLOTMENT ON PRIVATE PLACEMENT BASIS**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 62 and 71 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, and other relevant rules made thereunder, including any statutory modification(s) or re- enactment(s) thereof for the time being in force (the "Act"), Rules, Regulations, Guidelines, Notifications, Clarifications and Circulars, if any, prescribed by the Government of India, and in accordance with the Memorandum of Association and the Articles of Association of the Company; the approval of the Shareholders of the Company be and is hereby accorded to create, offer, issue and allot up to 1,10,00,000 fully paid unlisted Compulsorily Convertible Debentures of the face value of Rs. 10/- each (CCDs) of the Company, for raising an amount aggregating up to Rs. 11,00,00,000 (Rupees Eleven Crore Only) (“CCDs Amount”) ("**Compulsory Convertible Debentures**")(**hereinafter referred to as “CCDs”**) at the 0% coupon rate, on preferential allotment/private placement basis to the following subscribers on following terms & conditions:

**List of Subscribers:**

<b>Sl. No.</b>	<b>Details of Subscriber</b>	<b>Number of CCDs</b>	<b>Face Value per CCDs (Amount in INR)</b>	<b>Consideration (Amount in INR)</b>
1.	Investment Angels	6,00,000	10/-	60,00,000/-
2.	Arthsankalp Investments	54,00,000	10/-	5,40,00,000/-
3	1Click Global Pvt. Ltd	50,00,000	10/-	5,00,00,000/-

**Terms & Conditions:**

1. The CCDs shall be converted into Equity Shares of face value of INR 10/- each at a price which shall be determined by the Board of Directors
2. The CCDs shall not carry any coupon rate.
3. The CCDs by themselves do not give any right of voting in the Company.
4. The CCDs shall be unsecured.
5. The new Equity Shares issued on conversion of CCDs shall be in dematerialized form and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with the existing issued and subscribed Equity Shares of the Company.

**RESOLVED FURTHER THAT** the CCDs shall be converted into Equity Shares within a period of 18 months from the date of allotment of CCDs or if so required by the Debenture Holders, on the

occurrence of the compulsory conversion events set out in the transaction documents which shall be executed in relation to the issue.

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted pursuant to conversion of CCDs subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Acts & Rule, the names of the Subscribers be recorded for the issue of invitation to subscribe to the CCDs and a private placement offer cum application letter in Form No. PAS-4 be issued to the Subscribers inviting the Subscribers to subscribe to the CCDs, as per the draft tabled at the Meeting and duly initialled by the Managing Director or the Company Secretary for the purpose of identification and consent of the Company is hereby accorded to the issuance of the same.

**RESOLVED FURTHER THAT** the monies received by the Company from the Subscribers for application of the CCDs pursuant to this private placement shall be kept by the Company in a separate bank account and shall be utilized by the Company in accordance with Section 42 of the Companies Act 2013.

**RESOLVED FURTHER THAT** any of the Director, Chief Financial Officer and the Company Secretary of the Company be and are hereby jointly & severally authorised to do such acts, deeds and things as they deem necessary or desirable in connection with the issue, offer and allotment of the CCDs, including execution of the CCD agreement and the amendment to the existing shareholders agreement executed between the company, the CCD holders and the other shareholders of the company

**RESOLVED FURTHER THAT** the Shareholders hereby approve and ratify all such acts, deeds and actions taken by the Company till date for the purpose of the issue, offer and allotment of the CCDs.

**RESOLVED FURTHER THAT** any one of the Authorised Persons be and are hereby severally authorised to record the name of the holders of the CCDs in the register of debenture holders and to undertake such other deeds and acts as may be required to give effect to the issuance and allotment of the CCDs.

**RESOLVED FURTHER THAT** the copies of the foregoing resolutions certified to be true copies by any Director or Company Secretary of the Company be furnished to such persons as may be deemed necessary."

By Order of the Board  
For **CRP Risk Management Limited**

Sd/-

Date: January 24, 2024

Place: Mumbai

Rahul Verma  
Company Secretary and Compliance Officer

**Registered Office:**

B - 208,209 Classique Centre,  
Off Mahakali Caves, Andheri - (East),  
Mumbai MH 400093 IN.  
CIN: L72100MH2000PLC124689  
Website: [www.crp.co.in](http://www.crp.co.in)  
Email: [compliance@crp.in](mailto:compliance@crp.in)  
Tel: +91 22 4211 6000

**NOTES:**

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), as amended, setting out material facts relating to the Resolution proposed to be passed is annexed hereto.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / depository participant(s), as on Friday, January 19, 2024 (“Cut-off Date”). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at [www.crp.co.in](http://www.crp.co.in). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The Postal Ballot Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
4. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., February 23, 2024. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
5. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the Listing Regulations, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses, so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares

in physical form are requested to provide their email addresses to the Skyline Financial Services Private Limited sending an e-mail at [admin@skylinerta.com](mailto:admin@skylinerta.com) or to the Company at [compliance@crp.co.in](mailto:compliance@crp.co.in).

6. Resolution, if passed by the Members through postal ballot would be deemed to have been duly passed on the last date specified for the remote e-voting i.e. Thursday, February 18, 2024 in terms of Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India. Resolution passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a general meeting of Members convened in that behalf.
7. The vote in this Postal Ballot cannot be exercised through proxy.
8. In case of any query/grievance in connection with the Postal Ballot including remote e-voting, Members may contact NSDL by e-mail at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to the Company at [compliance@crp.co.in](mailto:compliance@crp.co.in).
9. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced not later than 48 hours from the conclusion of e-voting and will also be displayed on the Company website <https://www.crp.co.in>, on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com), and communicated to the stock exchanges and RTA.

## **VOTING THROUGH ELECTRONIC MEANS**

In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, Secretarial Standards-2, MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, Listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions, and 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 remote e-voting facilities. Pursuant to aforesaid SEBI Circular, login method for remote e-voting for Individual shareholders holding securities in demat mode with CDSL / NSDL is given below:

### **How do I vote electronically using NSDL e-Voting system?**




*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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. Additionally, there are also links provided to access the system of all e-Voting Service Providers, 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 CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. 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>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company

	For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [info@csamrutagiradkar.com](mailto:info@csamrutagiradkar.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com)

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), and AADHAR (self-attested scanned copy of Aadhar Card) by email to [compliance@crp.co.in](mailto:compliance@crp.co.in)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [compliance@crp.co.in](mailto:compliance@crp.co.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (THE “ACT”)**

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the business mentioned in the accompanying notice.

**ITEM NO. 1: TO INCREASE THE AUTHORIZED SHARE CAPITAL AND CONSEQUENTIAL ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To meet the business requirements, the Company is in need of equity infusion, and is therefore proposing to raise further capital. However, since the paid-up capital of the Company has already reached at par with the Authorized Share Capital of the Company; in order to issue further shares to the Shareholders, the Company must first increase its Authorized share capital.

Hence the Board of Directors of the Company vide their Resolution dated January 17, 2024 has proposed to increase the authorised share capital of the Company. Pursuant to Sections 61(1) (a) and 64(1) (a) of the Companies Act, 2013, the shareholders of the Company must accord their consent to the proposed increase in the authorised share capital. The Board therefore seeks approval for the same.

Increase in Authorized Share Capital calls for amendments to Capital Clause of Memorandum of Association. Therefore, your Directors recommend the Resolution for your approval.

None of the Directors or Key managerial personnel of the Company or relatives thereof is in any way, interested in respect of aforesaid item of business and there is no other information in respect of aforesaid item of business.

**ITEM NO. 2: TO ISSUE COMPULSORY CONVERTIBLE DEBENTURES (CCDS) ON A PRIVATE PLACEMENT BASIS.**

In order to meet the Capital Adequacy Requirement of the Company for the purpose of business expansion and to tap the enormous growth potential in the market, the Company had been exploring various avenues of funding. After considerable deliberation, it was decided to avail funding by way of issue of Compulsory Convertible Debentures.

Accordingly, it is proposed to issue 1,10,00,000 Compulsory Convertible Debentures (CCDs) of face value INR 10/- (Rupees Ten only) each aggregating to INR 11,00,00,000/- (Rupees Eleven Crore Only) each to the following subscriber(s) on a private placement basis for a term of 10 Year.

<b>Sl. No.</b>	<b>Details of Subscribers</b>	<b>Number of CCDs</b>	<b>Face Value per CCDs (Amount in INR)</b>	<b>Consideration (Amount in INR)</b>
1.	Investment Angels	6,00,000	10/-	60,00,000/-
2.	Arthsankalp Investments	54,00,000	10/-	5,40,00,000/-
3	1Click Global Pvt Ltd	50,00,000	10/-	5,00,00,000/-

Accordingly, the approval of the Shareholders is required in accordance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. Also an offer or invitation to subscribe securities under the private placement shall not be made to persons more than two hundred in the aggregate in a financial year.

**Further details of the proposed offer are disclosed below:**

The following disclosures for the issue of CCDs on preferential basis are made in accordance with the provisions of Section 42, 62 and 71 of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debenture) Rules, 2014:

**(i) Particulars of the offer including date of passing of Board Resolution:**

The Board has pursuant to its Resolution dated January 17, 2024, accorded its approval for raising funds by issuing CCDs upto INR 11,00,00,000/- (Rupees Eleven Crore Only) of face value of INR 10/- (Rupees Ten only) on a preferential basis through private placement. CCDs shall be converted in to Equity Shares at maturity date of CCDs i.e. on 10 Years or earlier in accordance with the transaction documents at the conversion price and all equity shares issued to the CCD holders shall rank in all respects pari passu with the existing Equity Shares.

**(ii) Objects of the issue:**

The proceeds from the issue will be utilized for the purpose of Debt Repayment, to increase working capital and for meeting requirements of funds for general corporate purposes of the Company.

**(iii) The total number of shares or other securities to be issued: -**

1,10,00,000 Compulsory Convertible Debentures (CCDs), in one or multiple tranches, as may be applicable.

**(iv) Kinds of securities offered and the price at which security is being offered:**

CCDs are offered at a face value of INR 10/-.

**(v) The price or price band at/within which the allotment is proposed**

The CCDs are being issued at par.

**(vi) Name and address of valuer who performed valuation:**

NA, as the Company is issuing CCDs at face value.

**(vii) Relevant date with reference to which the price has been arrived at:**

NA

**(viii) Amount which the Company intends to raise by way of such securities:**

INR 11,00,00,000/- (Rupees Eleven Crore Only)

**(ix) Material terms of raising such securities:**

**Duration:** The CCDs shall automatically convert into equity shares of the Issuer, based upon the Conversion Price, on the date falling at the expiry of 18 months from the Deemed Date of Allotment. Without prejudice to the aforesaid, the CCD holders will have the option to require

conversion of the CCDs in advance of the mandatory conversion date on the occurrence of certain identified events which have been set out in the transaction documents executed in relation to the issue.

**Rate of interest:** 0% coupon rate

**Conversion Price:** The Conversion Ratio applicable to the Debentures shall, subject to any adjustments being made thereto shall be determined based on the transaction documents which shall be executed in relation to the issue;

**Principle terms of asset charged on Securities:** NA, as CCDs are unsecured.

**Mode of payment:** ECS / RTGS / NEFT / Cheque

**(x) Proposed time schedule:**

Within 60 (sixty) days from the date of offer letter.

**(xi) Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects**

No contribution being made by the promoters or directors neither as part of the offer nor separately in furtherance of objects.

**(xii) The class or classes of persons to whom the allotment is proposed to be made:**

Allotment to specific Identified Investors, viz. Institutional Investor & Body corporate.

**(xiii) Intention of promoters, directors or key managerial personnels to subscribe to the offer:**

None of the promoters, directors or key managerial personnels of the Company intend to subscribe to the proposed issue.

**(xiv) The proposed time within which the allotment shall be completed:**

Within 30 days from the receipt of Application Money.

**(xv) The name of the proposed allottees and the percentage of post preferential offer capital that may be held by them:**

Not applicable since its CCD.

**(xvi) The change in control, if any, in the company that would occur consequent to the preferential offer;**

No change in control.

**(xvii) The number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

No securities have been allotted during the year.

(xviii) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Consideration in cash only.

(xix) The pre issue and post issue shareholding pattern of the Company in the following format:

Sr. No.	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' holding				
1	Indian				
	Individual	1,14,06,210	65.23	1,14,06,210	40.04
	Bodies corporate	0	0	0	0
	Sub-total	0	0	0	0
2	Foreign promoters	0	0	0	0
	<b>sub-total (A)</b>	<b>1,14,06,210</b>	<b>65.23</b>	<b>1,14,06,210</b>	<b>40.04</b>
B	Non-promoters' holding				
1	Institutional investors	0	0	60,00,000	21.06
2	Non-institution				
	Private corporate bodies	3,94,000	2.25	53,94,000	18.94
	Directors and relatives	3,90,000	2.23	3,90,000	1.37



	Indian public	48,10,690	27.52	48,10,690	16.89
	others (including NRIs)	4,84,000	2.76	4,84,000	1.70
	<b>Sub-total (B)</b>	<b>60,78,690</b>	<b>34.77</b>	<b>1,70,78,690</b>	<b>59.96</b>
	<b>Grand Total</b>	<b>1,74,84,900</b>	<b>100.00</b>	<b>2,84,84,900</b>	<b>100</b>

As required by Section 102(3) of the Companies Act, 2013, the documents with regard to the preferential issue shall be available for inspection at the Registered Office of the Company during business hours from 10:30 A.M. to 6:30 P.M.

The Board of Directors of the Company believes that the proposed private placement issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or the relatives thereof is concerned or interested in the aforesaid resolution.

By Order of the Board  
For **CRP Risk Management Limited**

Date: January 24, 2024  
Place: Mumbai

Sd/-  
Rahul Verma  
Company Secretary and Compliance Officer

**Registered Office:**

B - 208,209 Classique Centre,  
Off Mahakali Caves, Andheri - (East),  
Mumbai MH 400093 IN.  
CIN: L72100MH2000PLC124689  
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