



## CRP Risk Management Limited

CIN: L72100MH2000PLC124689

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

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

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

### POSTAL BALLOT 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 and 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 resolution 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 of your Company at the meeting held on 30th May, 2018 have appointed M/s. Niyati Mehta & Associates (CP No.16159), 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 cut-off date i.e.30th May, 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) Limited. ('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 nor later than 5.00 p.m. on 3rd July, 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 Chairman on her behalf, on 7th July, 2018 at 4.00 p.m. at the Registered Office of the Company situated at B-208-209 Classique Centre, Off Mahakali Caves, Andheri (East), Mumbai – 400 093, Maharashtra, India. The declared Results, along with the Scrutinizer's Report, will be available on the Company's website [www.crp.co.in](http://www.crp.co.in) under the section 'Investors' and will also be forwarded to the Stock Exchange where the Company's shares are listed. Central Depository Services (India) Limited ('CDSL'), engaged by the Board of Directors of the Company for facilitating e-voting, will also display these Results on its website [www.evotingindia.com](http://www.evotingindia.com).

#### SPECIAL BUSINESS:

##### 1. ALTERATION OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to provision of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 or any other applicable law(s), regulation(s), guideline(s) and subject to the approvals, consents, sanctions and permissions of the Competent authorities, consent of the members of the Company be and is hereby accorded to alter the Objects Clause of the Memorandum of Association of the Company by inserting new sub-clauses 3 and 4 after the existing sub-clauses 2 under “CLAUSE III (A)” under the heading “THE MAIN OBJECTS OF THE COMPANY TO BE PERSUED BY THE COMPANY ON ITS INCORPORATION ARE” as under:

3. To carry on the business of Career Development / Coaching, candidate tracking and relationship Management, candidate screening/ vetting, HR automation, Job resources, Staffing, scheduling, salary comparison tools, Hiring, compensation and benefits, workplace culture, contract staffing, payroll management, skip tracing, Data Bases, Repositories, Survey, Investigation, Development of API (Application Programming interface), online due diligence of product, Creating Software, Building Mobile Apps, Creating online portal, Online workflow, Stressed Assets (NPA) investigation, Search properties, Extract Documents from government authority, Data scanning, Document scanning, Salary Services, Client Contact ability service for customer retention, provide and Manage branches, plug and play office systems.
4. To carry on the business of providing Manpower placement and recruiting, Selecting, Interviewing, Training and Employing all types of executives, Middle Management Staff, Junior Level Staff, Workers, Labourers Skilled/Unskilled required by various Industries, Labour contractors, Industrial, Commercial, Workers for office management and to create

or assist employment bureau and to provide consultancy and other services in connection with requirements of persons and manpower supply in India and abroad.”

“RESOLVED FURTHER THAT Mr. Sayyed Mohammed Raza, Managing Director and Mr. Hitesh Parmanand Asrani, Director be and are hereby severally authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

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

Date: 30th May, 2018  
Place: Mumbai

**Mr. Sayyed Mohammed Raza  
Managing Director  
DIN:02497549**

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

**Notes:**

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for all the aforesaid special business is annexed hereto.
2. The Notice of the Postal Ballot alongwith 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 30th May, 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 30th May, 2018 (Cut-off date).
3. The Postal Ballot notice is uploaded on the website of the company i.e. [www.crp.co.in](http://www.crp.co.in) and on the website of CDSL i.e. [www.evotingindia.com](http://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 3rd July, 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](mailto:compliance@crp.co.in)

**The instructions for shareholders voting electronically are as under:**

- i. The voting period begins on 4th June, 2018 at 9.00 a.m. and ends on 3rd July, 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](http://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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"> <li>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.</li> <li>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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<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"> <li>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 (iv).</li> </ul>

- 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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

### **Item No.1**

To capitalize on the potential for new business opportunities envisaged under the new regime, your management proposes to undertake certain new activities that can be combined with the existing activities of the Company. The proposed alteration in the objects Clause, enlarges the existing Objects which can be conveniently and advantageously combined with the existing business of the company. The same calls for an amendment to the objects clause of the Memorandum of Association of the Company.

Objects Clause of the Memorandum of Association of the Company can be altered by passing a Special Resolution through Postal Ballot, Pursuant to Section 13 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

A copy of the Memorandum of Association of the Company will be available for inspection by the Members at the Registered Office of the Company on all working days during normal business hours up to 3rd July, 2018.

None of the directors or the Key Managerial persons of your company and their relatives are concerned or interested financially or otherwise in this resolution.

The Board recommends this Special Resolution for your approval.

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

Date: 30th May, 2018

Place: Mumbai

**Mr. Sayyed Mohammed Raza  
Managing Director  
DIN:02497549**

Registered Office:

B - 208,209 Classique Centre,  
Off Mahakali Caves, Andheri (East),  
Mumbai-400093