

## **EGM NOTICE**

**(PURSUANT TO SECTION 101 OF THE COMPANIES ACT, 2013)**

Dear Member,

**NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF CRP RISK MANAGEMENT LIMITED WILL BE HELD ON 15<sup>th</sup> JANUARY, 2020 AT B-208/209, CLASSIQUE CENTRE, PLOT NO. 26, MAHAL INDUSTRIALS ESTATE, OFF. MAHAKALI CAVES ROAD, ANDHERI EAST, MUMBAI - 400 093 AT 3:00 PM TO TRANSACT THE FOLLOWING BUSINESS:**

### **SPECIAL BUSINESS**

#### **ITEM NO. 1**

#### **CHANGE IN THE NAME OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 4, 5, 13 and 14 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable law(s), rule(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the approval of the Central Government and / or any other authority as may be necessary, consent of the members be and is hereby accorded for change of name of the Company from “CRP Risk Management Limited” to the new name recorded in fresh certificate of incorporation issued by the Registrar of Companies, Mumbai, consequent upon change of name.

**RESOLVED FURTHER THAT** subject to necessary approvals from the BSE Limited – SME Exchange, Registrar of Companies Mumbai, (Maharashtra) and approvals of the members of the Company and upon issuance of the fresh certificate of incorporation by the Registrar of Companies, Mumbai consequent upon change of name, the old name “CRP Risk Management Limited” as appearing in Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other documents and places be substituted with the new name of the Company, as recorded in the fresh certificate of incorporation issued by the Registrar of Companies, Mumbai.

**RESOLVED FURTHER THAT** for the purpose of this resolution, any of the Director of the Company be and is hereby severally authorized, on behalf of the Company, to do all necessary acts, deeds, matters and things as deems to be required and necessary, proper or desirable and to sign and execute all necessary documents required, applications and returns for the purpose of giving effect to the resolution as specified above, along with the filing of necessary applications and forms with the Registrar of Companies and with other appropriate authority.

## ITEM NO. 2

### **TO CREATE, OFFER, ISSUE AND ALLOT WARRANTS ON PREFERENTIAL BASIS;**

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

“RESOLVED that pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**SEBI Listing Regulations**"), the listing agreements entered into by the Company with BSE Limited-SME Exchange ("**Stock Exchanges**") on which the Equity Shares having face value of Rs. 10/- each of the Company ("**Equity Shares**") are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ("**SEBI**") and/ or any other competent authorities, whether in India or abroad (hereinafter referred to as "**Applicable Regulatory Authorities**") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the members of the Company ("**Members**") be and is hereby accorded to the Board to create, issue, offer and allot from time to time in one or more tranches, 22,00,000 (Twenty-Two Lacs) Warrants, each carrying a right to subscribe to one Equity Share per Warrant, at a price of Rs. 30/- per Warrant ("**Warrant Price**"), aggregating to Rs. 6,60,00,000 (Six crores and Sixty lacs to investors/third parties listed below, on a preferential basis ("**Preferential Allotment**") on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws.”

Name of the Allottees	Pre-Preferential Allotment		Number of warrants proposed to be issued	Post-Preferential Allotment	
				Post exercise of Warrants into Ordinary Shares#	
	No. of Shares	% of Voting rights	No.	No. of Shares	% of Voting rights
Mrudul Gokhale	20,000	0.11%	1,00,000	1,20,000	0.61%
Padmaja Suresh Ambekar	6,000	0.03%	1,00,000	1,06,000	0.54%
Vaishali Parkar Kumar	-	0.00%	50,000	50,000	0.25%
Otium Capital Partners*	-	0.00%	1,00,000	1,00,000	0.51%
Nipa Anil Haria	-	0.00%	1,00,000	1,00,000	0.51%

**India's First Risk Management Company Listed on BSE**

Ruta Kedar Godbole	-	0.00%	50,000	50,000	0.25%
Dilip Suresh Ambekar	-	0.00%	50,000	50,000	0.25%
Shreya Sushant Naik	30,000	0.17%	50,000	80,000	0.41%
Anand Raghunath Khanolkar	-	0.00%	25,000	25,000	0.13%
Jayshree Anand Khanolkar	-	0.00%	25,000	25,000	0.13%
Khushboo Gandhi	-	0.00%	86,000	86,000	0.44%
Jovita Gandhi	-	0.00%	84,000	84,000	0.43%
Tanmay Rajesh Chaudhary	-	0.00%	1,80,000	1,80,000	0.91%
Nikhil Harish Mehta	-	0.00%	50,000	50,000	0.25%
Piyush Avlani HUF**	-	0.00%	1,50,000	1,50,000	0.76%
Ketan Hasmukhbhai Doshi (HUF)***	-	0.00%	1,50,000	1,50,000	0.76%
Asha Rameshchandra Shah	1,56,000	0.89%	6,50,000	8,06,000	4.09%
Ria Shah	-	0.00%	2,00,000	2,00,000	1.02%
<b>Total</b>	<b>2,12,000</b>	<b>1.21%</b>	<b>22,00,000</b>	<b>24,12,000</b>	<b>12.25%</b>

#The shareholding post exercise of Warrants as shown above is calculated assuming full exercise of Warrants and consequent allotment of the Ordinary Shares of the Company

\* The proposed allottee i.e. Otium Capital Partners is a Partnership Firm and the control over the Otium Capital Partners is being exercised by Mr. Sudhir Padiyar and Ms. Shilpa Padiyar and thus Mr. Sudhir Padiyar & Ms. Shilpa Padiyar would be ultimate beneficial owner of the warrants/shares proposed to be allotted.

\*\*The proposed allottee i.e. Piyush Avlani HUF is a HUF and Mr. Piyush Avlani is the Karta of the said HUF and thus Mr. Piyush Avlani, would be ultimate beneficial owner of the warrants/shares proposed to be allotted.

\*\*\*The proposed allottee i.e. Ketan Hasmukhbhai Doshi (HUF) is a HUF and Mr. Ketan Hasmukhbhai Shah is the Karta of the said HUF and thus Mr. Ketan Hasmukhbhai Shah would be ultimate beneficial owner of the warrants/shares proposed to be allotted.

“RESOLVED FURTHER that in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Allotment of the Warrants is 16<sup>th</sup> December, 2019 being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting.”

“RESOLVED FURTHER that without prejudice to the generality of the above resolution, the issue of the Warrants and Equity Shares to be allotted on exercise of Warrants under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the options attached to Warrant(s) to subscribe to Equity Share(s). The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.
- The Warrants shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

- d) The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- e) Apart from the said right of adjustment mentioned in (d) above, the Warrants do not give any rights/entitlements to the Warrant holder as a shareholder of the Company.
- f) The Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form.
- g) The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank *pari-passu* with the existing Equity Shares bearing ISIN INE422M01013 of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- h) In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited.
- i) The Equity Shares arising from the exercise of the Warrants will be listed on the Stock Exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be.”

“RESOLVED FURTHER that the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.”

“RESOLVED FURTHER that for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

“RESOLVED FURTHER that the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.”

By Order of the Board of Directors  
*For CRP Risk Management Ltd.*

**Hitesh Parmanand Asrani**  
Director  
DIN: 00561701

Place: Mumbai

Date: 16<sup>th</sup> Dec., 2019

**Registered Office:**

CRP Risk Management Ltd.

B-208/209, Classique Centre, Plot no. 26, Mahal Industrials Estate, Off. Mahakali Caves Road, Andheri (E), Mumbai - 400 093

Tel: +91 22 4211 60 00

Email: [compliance@crp.co.in](mailto:compliance@crp.co.in);

Website: [www.crp.co.in](http://www.crp.co.in)

CIN - L72100MH2000PLC124689

**NOTES:**

1. The Explanatory Statement pursuant to Section 42 and 102 of the Companies Act, 2013 ("Act") read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**") in respect of the business under the item set out above is annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING ('EGM'/ 'MEETING') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER.**

The duly completed and signed instrument appointing proxy as per the format included in the Notice should be returned to the Registered Office of the Company not less than 48 (forty-eight) hours before the time for holding the EGM. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution / authority, as applicable, issued by the member organization.

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

3. Corporate members intending to send their authorised representatives to attend the EGM are requested to send to the Company, a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the EGM.
4. Members, Proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the EGM.
5. Only registered members of the Company may attend and vote at the EGM.
6. In case of joint holders attending the EGM, only such a joint holder who is senior by the order in which the name stands in the register of members will be entitled to vote.
7. Members are requested to write their DP ID and Client ID in the Attendance Slip for attending the Extra Ordinary General meeting to facilitate identification of membership at the meeting.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.

9. Members may contact the Registrar and Share Transfer Agent of the Company, M/s. Skyline Financial Services Private Limited; A/505, Dattani Plaza, A K Road, Safed Pool, Andheri (East), Mumbai–400072, Tel: +91 22 2851 1022, in case of any change of address or queries relating to their shares.
10. Members whose shareholding is in electronic mode are requested to intimate change of address and updates on bank account details, if any, to the respective depository participants.
11. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant and Registrar and Share Transfer Agent to enable us to send you the communications via email.
12. Electronic copy of the Notice of the Extra-ordinary General Meeting of the Company along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the same is being sent in the permitted mode.
13. The relevant documents referred to in the Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days between Monday to Friday except public holidays, between 10:00 a.m. (IST) to 1:00 p.m. (IST) up to the date of the Meeting and also at the venue, till the conclusion of the Meeting. The certificate from the Statutory Auditors of the Company confirming that the Preferential Allotment is being made in accordance with the requirements of the SEBI ICDR Regulations will be available for inspection at the Meeting.
14. Members may note that the Notice is also available on the Company's website viz. [www.crp.co.in](http://www.crp.co.in)
15. As the Company is listed on SME Exchange [Company covered under Chapter X B of SEBI (Issue of Capital Disclosure Requirements) Regulation, 2009], pursuant to Rule 20 of the Companies (Management and Administration) Rules, it is not required to provide remote e-voting facility to its members.
16. The voting at the EGM will be conducted through the applicable methods of voting. An eligible member may request for voting through poll and Mr. Upendra Shukla, Practicing Company Secretary has been appointed to act as scrutinizer.
17. Attendance Slip, Proxy Form and the Route Map showing directions to reach the venue of the EGM are annexed hereto.



## EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 sets out all material facts relating to the businesses mentioned under Item No. 1 of the accompanying Notice dated 16<sup>th</sup> December, 2019;

### **Item No. 1**

The Board of Directors of the company had, at its meeting held on 16<sup>th</sup> December, 2019 resolved that, the name of the company be changed from “CRP Risk Management Limited” to the new name recorded in fresh certificate of incorporation to be issued by the Registrar of Companies, Mumbai, consequent upon change of name subject to approval from the regulatory authorities and accordingly clause I (name clause) in the memorandum of association of the company and the name of the Company appearing in the Article of Association and other documents and places be substituted with the new name of the Company, as recorded in the fresh certificate of incorporation issued by the Registrar of Companies, Mumbai.

The Board of Directors recommends passing of the special resolution as contained in item No. 1 of the notice.

None of the Directors are in any way interested or concerned in the resolution.

### **Item No. 2**

The Board of Directors at their meeting held on 16<sup>th</sup> December, 2019 had, subject to the approval of the members of the Company (**‘Members’**) and such other approvals as may be required, approved the issue of 22,00,000 (Twenty-Two lakh) Warrants, to Investors/ Third parties, on a preferential basis carrying an option/entitlement to subscribe to equivalent number of Equity Shares of Rs. 10/- each at a future date, not exceeding 18 (eighteen) months from the date of issue of such warrants at such price as may be determined as per the provisions of chapter V of SEBI (ICDR) Regulations, 2018.

The disclosures in accordance with the Companies Act, 2013, and the other disclosures as per the SEBI (ICDR) Regulations, 2018 and the other applicable provisions of law, in relation to the Special Resolution set out in the Item no. 1 of the accompanying Notice are as follows:

#### **1. Objects of the Preferential Issue:**

The object of raising the equity share capital by issuing warrants is (i) Augment working capital; and (ii) General corporate purposes.

#### **2. The total number of warrants and the price at which to be issued**

The Company proposes to issue and allot up to 22,00,000 (Twenty-two lakh) Warrants in one or more tranches at a price of Rs. 30/- (Rupees thirty) per Warrants (including premium of Rs. 20/- (Rupees Twenty) per share, which price is not less than the minimum price at which the securities are permitted to be issued as per ICDR Regulations (**“Issue Price”**)).

#### **3. Basis on which the price has been arrived**

The issue price is determined in accordance with the Regulations as applicable for Preferential Issue as contained in Chapter V of the SEBI (ICDR) Regulations, 2018 as amended till date.

#### **4. The class or classes of persons to whom the allotment is proposed to be made**

The warrants shall be issued and allotted to third party/ investors detailed in para 11 herein below. The Company has obtained the PAN of all the proposed allottees.

#### 5. Amount which the Company intends to raise by way of such securities

The Company intends to raise up to a maximum of Rs. 6,60,00,000 (Rupees Six crores and sixty lacs) by issue of 22,00,000 (Twenty-two lakhs) warrants.

#### 6. Proposal of the promoters / directors or key management personnel to subscribe to the offer:

Promoter & Promoter Group of the Company and the Key Management Personnel do not intend to subscribe to the offer of Warrants under the Preferential Issue.

#### 7. The Shareholding pattern before and after\* the Preferential Issue is given below:

Sr. No.	CATEGORY	PRE-ISSUE SHAREHOLDING		NEW ISSUE	POST ISSUE SHAREHOLDING	
		NO. OF SHARES HELD	% OF SHARE HOLDING	NO. OF SHARES	NO. OF SHARES HELD	% OF SHARE HOLDING
<b>A</b>	<b><u>Promoters' holding –</u></b>					
	<i>Individual</i>	1,16,06,210	66.38	-	1,16,06,210	58.96
	<i>Institutions</i>	-	-	-	-	-
	<i>Sub Total (A)</i>	1,16,06,210	66.38	-	1,16,06,210	58.96
<b>B</b>	<b><u>Non-Promoters' holding –</u></b>					
	<i>Body Corporates</i>	5,46,568	3.13	1,00,000	6,46,568	3.28
	<i>Others</i>	53,32,122	30.50	21,00,000	74,32,122	37.76
	<i>Sub Total (B)</i>	58,78,690	33.62	22,00,000	80,78,690	41.04
	<b>GRAND TOTAL (A+B)</b>	<b>1,74,84,900</b>	<b>100.00</b>	<b>22,00,000</b>	<b>1,96,84,900</b>	<b>100.00</b>

\*Assuming full conversion of warrants and any instruments convertible into equity

#### 8. Proposed time within which the Preferential Issue shall be completed:

The allotment of Warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of receipt of such approvals. The issue and allotment of equity shares upon conversion of said warrants shall be made within 18 months from the date of issue of said warrants.

#### 9. Relevant date and pricing of the issue:

In accordance with the provisions of SEBI (ICDR) Regulations, 2009 the "Relevant Date" for the purpose of calculating the price of warrants / equity shares shall be 16<sup>th</sup> December, 2019, being the date 30 days prior to the date of the Extraordinary General Meeting to be held on 15<sup>th</sup> January, 2020. Pursuant to Regulation 64 of the ICDR Regulations, Issue Price of each Warrant is fixed at Rs. 30/- per



warrants (including premium of Rs. 20/- per share, which price is not less than the minimum price at which the securities are permitted to be issued as per ICDR Regulations.

#### 10. Auditors' Certificate

A copy of certificate from the Statutory Auditors of the Company certifying that the above Issue of the Warrants is being made in accordance with the SEBI (ICDR) Regulations, shall be placed before the shareholders of the Company at the Extraordinary General Meeting and will also be open for inspection by the Members.

#### 11. Identity of the proposed Allottee and percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company, consequent to the Preferential Issue:

The names of the proposed allottee and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottee, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue:

Name of the Allottees	Pre-Preferential Allotment		Number of warrants proposed to be issued	Post-Preferential Allotment	
				Post exercise of Warrants into Ordinary Shares#	
	No. of Shares	% of Voting rights	No.	No. of Shares	% of Voting rights
Mrudul Gokhale	20,000	0.11%	1,00,000	1,20,000	0.61%
Padmaja Suresh Ambekar	6,000	0.03%	1,00,000	1,06,000	0.54%
Vaishali Parkar Kumar	-	0.00%	50,000	50,000	0.25%
Otium Capital Partners <sup>1</sup>	-	0.00%	1,00,000	1,00,000	0.51%
Nipa Anil Haria	-	0.00%	1,00,000	1,00,000	0.51%
Ruta Kedar Godbole	-	0.00%	50,000	50,000	0.25%
Dilip Suresh Ambekar	-	0.00%	50,000	50,000	0.25%
Shreya Sushant Naik	30,000	0.17%	50,000	80,000	0.41%
Anand Raghunath Khanolkar	-	0.00%	25,000	25,000	0.13%
Jayshree Anand Khanolkar	-	0.00%	25,000	25,000	0.13%
Khushboo Gandhi	-	0.00%	86,000	86,000	0.44%
Jovita Gandhi	-	0.00%	84,000	84,000	0.43%
Tanmay Rajesh Chaudhary	-	0.00%	1,80,000	1,80,000	0.91%
Nikhil Harish Mehta	-	0.00%	50,000	50,000	0.25%
Piyush Avlani HUF <sup>2</sup>	-	0.00%	1,50,000	1,50,000	0.76%
Ketan Hasmukhbhai Doshi (HUF) <sup>3</sup>	-	0.00%	1,50,000	1,50,000	0.76%
Asha Rameshchandra Shah	1,56,000	0.89%	6,50,000	8,06,000	4.09%

Ria Shah	-	0.00%	2,00,000	2,00,000	1.02%
<b>Total</b>	<b>2,12,000</b>	<b>1.21%</b>	<b>22,00,000</b>	<b>24,12,000</b>	<b>12.25%</b>

<sup>#</sup>The shareholding post exercise of Warrants as shown above is calculated assuming full exercise of Warrants and consequent allotment of the Ordinary Shares of the Company.

<sup>1</sup> The proposed allottee i.e. Otium Capital Partners is a Limited Liability Partnership and the control over the Otium Capital Partners is being exercised by Mr. Sudhir Padiyar and Ms. Shilpa Padiyar and thus Mr. Sudhir Padiyar & Ms. Shilpa Padiyar would be ultimate beneficial owner of warrants/shares proposed to be allotted.

<sup>2</sup> The proposed allottee i.e. Piyush Avlani HUF is a HUF and Mr. Piyush Avlani is the Karta of the said HUF and thus Mr. Piyush Avlani, would be ultimate beneficial owner of the warrants/shares proposed to be allotted.

<sup>3</sup> The proposed allottee i.e. Ketan Hasmukhbhai Doshi (HUF) is a HUF and Mr. Ketan Hasmukhbhai Shah is the Karta of the said HUF and thus Mr. Ketan Hasmukhbhai Shah would be ultimate beneficial owner of the warrants/shares proposed to be allotted.

There will be no change in management control of the Company pursuant to the proposed Issue.

## 12. Lock-in:

- The equity shares allotted pursuant to exercise of entitlement attached to Warrants shall be subject to 'lock-in' as per chapter V of the SEBI (ICDR) Regulations.
- The entire pre-preferential allotment shareholding of the above Allottee, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval as per the ICDR Regulations.

## 13. General:

- Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.
- An amount equivalent to atleast 25 per cent of the Issue Price of the equity shares shall be payable at the time of subscription of Warrants.
- The allottee will be entitled to apply for and be allotted, in one or more tranches, 1 (one) equity share having face value of Rs. 10/- each of the Company per Warrant.
- Upon exercise of the right to subscribe for equity shares, the Allottee shall be liable to make the payment of balance sum, being 75 % per cent of the Issue Price, towards subscription to each equity share, as may be applied.
- In the event of entitlement attached to Warrants to subscribe for equity shares is not exercised within the period as mentioned above, the same shall lapse and the amount paid on the Warrants shall stand forfeited.
- Upon receipt of the payment as above, the Board (or a Committee thereof) shall allot one equity share per warrant by appropriating Rs. 10/- towards equity share capital and the balance amount paid against each warrant, towards the securities premium.
- The Allottee shall also be entitled to any future issue of bonus / rights, if any, of equity shares or warrants convertible into Equity Shares or such other securities by the Company, in the same proportion and manner as any other shareholders of the Company for the time being and the Company shall reserve proportion of such entitlement for the Allottee.

- h. The warrant by itself does not give to the holder(s) thereof any rights of the shareholders of the Company.
- i. The equity shares to be issued and allotted by the Company on exercise of the Warrants in the manner aforesaid shall be in dematerialised form and subject to the Memorandum and Articles of Association of the Company and shall rank *pari-passu* in all respects including dividend, with the existing equity shares of the Company and be listed on stock exchanges where the equity shares of the Company are listed.

#### **14. Undertaking by the Company:**

The Company undertakes that if required, the price shall be recomputed in terms of the provision of the SEBI (ICDR) Regulations. If the amount payable upon the re-computation is not paid within the stipulated time as mentioned in the SEBI (ICDR) Regulations, the specified securities shall continue to be locked in till such amount is paid by the allottees.

The Board at its meeting held on 16<sup>th</sup> December, 2019, has approved the issue and allotment of Warrants on preferential basis in the manner stated hereinabove.

Pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013 read with Rules frame thereunder and SEBI (ICDR) Regulations, the above Preferential Issue requires approval of its shareholders by way of a Special Resolution. The Board, therefore, recommends the above-mentioned resolution to be passed as a Special Resolution.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution.

By Order of the Board of Directors  
For CRP Risk Management Ltd.

**Hitesh Parmanand Asrani**  
Director  
DIN: 00561701

Place: Mumbai

Date: 16<sup>th</sup> Dec., 2019

**Registered Office:**

B-208/209, Classique Centre, Plot no. 26, Mahal Industrials Estate, Off. Mahakali Caves Road, Andheri (E), Mumbai - 400 093

Tel: +91 22 4211 60 00

Email: [compliance@crp.co.in](mailto:compliance@crp.co.in);

Website: [www.crp.co.in](http://www.crp.co.in)

CIN - L72100MH2000PLC124689

**CRP RISK MANAGEMENT LIMITED**

CIN: L72100MH2000PLC124689

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

Tel: 022-42116000 Email: [compliance@crp.co.in](mailto:compliance@crp.co.in) Web: [www.crp.co.in](http://www.crp.co.in)

**ATTENDANCE SLIP**

Joint Shareholders may obtain additional slip at the venue of the meeting.

Shareholder / Proxy Holder	Address	Client ID./ DP ID.*	Folio No.	No. of Shares held

*I hereby record my presence at the Extra-Ordinary General Meeting of the Company held on Wednesday, 15<sup>th</sup> January, 2020 at 3.00 p.m. at B-208/209, Classique Centre, Plot No. 26, Mahal Industrials Estate, Off. Mahakali Caves Road, Andheri East, Mumbai - 400 093*

Signature of the Shareholder/Proxy/Representative

**Note:**

- 1) Shareholders/Proxy Holders are requested to bring the Attendance slip with them when they come to the meeting and hand it over at the gate after affixing their signature on it.
- 2) Only Shareholder/ Proxy holder can attend the meeting.

**CRP RISK MANAGEMENT LIMITED**

CIN: L72100MH2000PLC124689

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

 Tel: 022-42116000 Email: [compliance@crp.co.in](mailto:compliance@crp.co.in) Web: [www.crp.co.in](http://www.crp.co.in)
**PROXY FORM**

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Shareholder / Proxy Holder	Address	Client ID./ DP ID.*	Folio No.	No. of Shares held

I/We being the member(s) of \_\_\_\_\_ shares of CRP Risk Management Limited hereby appoint:

- (1) Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 E-mail ID: \_\_\_\_\_  
 Signature: \_\_\_\_\_, or failing him;
- (2) Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 E-mail ID: \_\_\_\_\_  
 Signature: \_\_\_\_\_, or failing him;
- (3) Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 E-mail ID: \_\_\_\_\_  
 Signature: \_\_\_\_\_

 as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting to be held on Wednesday, 15<sup>th</sup> January, 2019 at 3.00 p.m. at B-208/209, Classique Centre, Plot No. 26, Mahal Industrials Estate, Off. Mahakali Caves Road, Andheri East, Mumbai - 400 093 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no.	Resolution	Optional*	
Special Business:		For	Against
1	Change of name of the Company from "CRP Risk Management Limited"		
2	Allotment of 22,00,000 Warrants to Allottees mentioned in the EGM Notice on Preferential basis at Rs. 30/- per share		

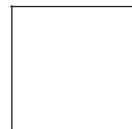
**Note:** Notwithstanding the above, the Proxies can vote on such other items which may be tabled at the meeting by the members present.

Revenue Stamp

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019/ 2020

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder \_\_\_\_\_



**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra-Ordinary General Meeting.
5. \*It is optional to put an 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. Please complete all details including details of member(s) in above box before submission.



**ROUTE MAP FOR EGM VENUE**

**ADDRESS: B-208/209, CLASSIQUE CENTRE, PLOT NO. 26, MAHAL INDUSTRIALS ESTATE  
OFF. MAHAKALI CAVES ROAD, ANDHERI EAST, MUMBAI - 400 093**

