

07th January, 2019

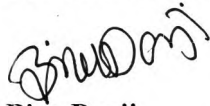
To,
The Manager
The BSE Limited,
BSE SME Platform,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Sub: Minutes of announcement of result of Postal Ballot
Ref: CRP Risk Management Limited (Scrip Code: 540903)

With reference to captioned subject, we send herewith the minutes of the announcement of results of postal ballot announced on 27th December, 2018.

You are requested to take the same on your record.

Yours faithfully,
For CRP Risk Management Limited



Bina Darji
Company Secretary & Compliance Officer



Encl: a/a.

MINUTES OF THE RESULTS OF POSTAL BALLOT ANNOUNCED AT 4.00 P.M. ON THURSDAY, 27TH DECEMBER, 2018 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT B - 208,209 CLASSIQUE CENTRE, OFF MAHAKALI CAVES, ANDHERI - (EAST), MUMBAI MH 400093

Background

Pursuant to the provisions of section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company had issued the Postal Ballot notice dated 14th November, 2018 to obtain the shareholder's consent through Postal Ballot / e-voting on the following resolution:

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

The Board of Directors of the Company in their Meeting held on 19th October, 2018 had recommended for Appointment of M/s. B. M. Parekh & Co., Chartered Accountants, Mumbai (FRN: 107448W) as Statutory Auditor to fill up the casual vacancy due to resignation of existing statutory Auditor M/s. L. T. Jadav & Co., Chartered Accountants, vide Letter dated 17th October, 2018.

As per Section 139(8) of the Companies Act, 2013, the casual vacancy caused by the resignation of Auditors can be filled by the Board within thirty days which is subject to the approval of the members within three months of the recommendation of the board and such auditor shall hold office till the conclusion of the Next Annual General Meeting.

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

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



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

The Board of Directors of the Company in their Meeting held on 14th November, 2018 had recommended for Appointment of Mr. Hemant Gada as an Independent Director of the Company.

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

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

The notice of Postal Ballot containing draft resolution, explanatory statement, Postal Ballot forms, e-voting user IDs and passwords and self-addressed business reply envelope (as applicable) were sent to the members and others concerned through post / email.

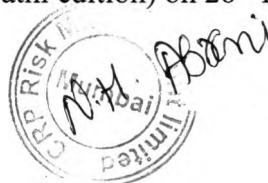
Intimation about completion of dispatch of notice of Postal Ballot, e-voting forms and the last date for receipt of reply from Shareholders / Completion of e-voting was intimated to the members by way of publication of advertisement in the newspapers viz. 'Business Standard' (English edition) and Mumbai Mitra (Marathi edition).

Members were advised to complete the e-voting process / return the duly completed forms in the attached self-addressed business reply envelopes, so as to reach scrutinizer on or before the 5.00 P.M on Monday, 24th December, 2018.

After due scrutiny of all the postal ballot forms / e-voting received upto the close of working hours on 24th December, 2018, the Scrutinizer submitted her final report on Wednesday, 26th December, 2018.

On the basis of scrutinizer's report, result of the voting through postal ballot was declared on 27th December, 2018 at 4.00 p.m. The result was submitted to BSE Limited on 27th December, 2018.

The Result of the Postal ballot was published in the newspapers viz. 'Business Standard' (English edition) and Mumbai Mitra (Marathi edition) on 28th December, 2018.



Mrs. Nisha Asrani, Chairperson of the Company Announced the following results of postal ballot/e-voting.

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

Sr. No.	Particulars	No. of Votes Cast	(%)
1.	Total No. of votes cast on the resolution	1,17,27,000	100.00
2.	No. of votes cast in favour of the resolution	1,17,27,000	100.00
3.	No. of votes cast against the resolution	0	0.00

Consequently, the resolution as mentioned in the notice of the postal ballot dated 14th November, 2018 was declared passed by the shareholders. Resolution passed by the shareholders is reproduced herein below:

“RESOLVED THAT pursuant to the provisions of section 139(8) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any, M/s. B. M. Parekh & Co., Chartered Accountants, Mumbai (FRN: 107448W) be and are hereby appointed as the Statutory Auditors of the Company on such remuneration and out of pocket expenses as may be determined by the Board, to fill the casual vacancy in the office of Company’s Statutory Auditor caused due to resignation of the existing Statutory Auditors M/s. L.T. Jadav & Co., Chartered Accountants, Mumbai and they shall hold the office until the conclusion of the ensuing Annual General Meeting of the Company to be held for the financial year ending on 31st March, 2019.”

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

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

Sr. No.	Particulars	No. of Votes Cast	(%)
1.	Total No. of votes cast on the resolution	1,17,27,000	100.00
2.	No. of votes cast in favour of the resolution	1,17,27,000	100.00
3.	No. of votes cast against the resolution	0	0.00



Consequently, the resolution as mentioned in the notice of the postal ballot dated 14th November, 2018 was declared passed by the shareholders. Resolution passed by the shareholders is reproduced herein below:

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



M. H. Abreni

Chairperson

Date: 07th January, 2019
Place: Mumbai