



September 05, 2020

The General Manager
Bombay Stock Exchange Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai – 400 001
BSE Scrip Code: 533260

The Manager,
National Stock Exchange of India Limited
Exchange Plaza, C/1, Block G
Bandra-Kurla Complex,
Bandra (East)
Mumbai – 400 051
Scrip Symbol: careerp

Sub: Notice of 20th Annual General Meeting of the Company.

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (as amended) read with Schedule III of the SEBI Listing Regulations, and in furtherance to our letter dated August 28, 2020 intimating about the 20th Annual General Meeting of the Company (“AGM”), we are submitting the Notice of the 20th AGM of the Company scheduled to be held on Monday, 28th September, 2020 at 04.00 p.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) which is also being sent by electronic mode (emails) to the Members.

The aforesaid AGM Notice is also being uploaded on the website of the Company at www.cpil.in.

This is for your information and records.

Thanking you,

Yours truly,
For **Career Point Limited**

Tarun Kumar Jain
Company Secretary and Compliance Officer

Enclosed: Notice of AGM 2019-20

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Twentieth Annual General Meeting (AGM) of the Members of Career Point Limited (CINL72200RJ2000PLC016272) will be held on Monday, 28th day of September, 2020 at 4.00 p.m. at through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following business::

ORDINARY BUSINESS

1. To receive consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2020 together with the reports of the Board of Directors and the Auditors thereon.
2. To receive consider and adopt the Audited Consolidate Financial Statements of the Company for the Financial Year ended 31st March 2020 together with the reports of the Board of Directors and the Auditors thereon.
3. To appoint a Director Mr. Pramod Maheshwari (DIN: 00185711), who retires by rotation as a Director and in this regard, pass the following resolution as an **Ordinary Resolution**:
RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Pramod Maheshwari (DIN: 00185711), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.
4. To appoint a Director Mrs. Neelima Maheshwari (DIN: 00194928), who retires by rotation as a Director and in this regard, pass the following resolution as an **Ordinary Resolution**:
RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Neelima Maheshwari (DIN: 00194928), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.

SPECIAL BUSINESS

5. APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to Section 185 and other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder, the Board of Directors of the Company be and is hereby authorised:

-To advance any loan including any loan represented by a book debt or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested (i.e. including any private Company of which any such Director is a Director or member, anybody corporate at a general meeting of which not less than twenty-five percent of the total voting power may be exercised or controlled by any such Director, Managing Director or Manager, whereof is accustomed to act in accordance with the directions or instructions of the Board, or of any Director or Directors, of the lending Company), provided that such loans are utilised by the borrowing Company for its principal business activities and in particular to the such Companies (as mention in explanatory statement) in which one or more Director(s) may be deemed to be interested on the terms and conditions as set out in the Statement annexed to this Notice on such terms and conditions and in such manners may be mutually acceptable

RESOLVED FURTHER THAT, the Board be and is hereby authorised to finalise, sanction and disburse the said loans, guarantees and security and also to delegate all or any of the above powers to C o m m i t t e e o f Directors or any Director(s) of the Company and generally to do all acts, deeds and things that may be deemed necessary, proper, expedient or

incidental for the purpose of giving effect to the aforesaid Resolution.

6. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION, UNDER SECTION 188 OF THE COMPANIES ACT, 2013

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

RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013, Rule 15 (3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and other applicable provisions, if any, including any reenactment, modification, amendment thereof, consent of the members be and is hereby accorded to enter into material related party transactions to be entered into and carried out in ordinary course of business and at arm's length price with related Party/related Parties as set out in the Statement annexed to this Notice on such terms and conditions and in such manners may be mutually acceptable for the period up to the next Annual General meeting of the Company or such further period of time as may be decided by the Board of Directors, for an aggregate amount, which may exceed the threshold limit of 10 percent of annual consolidated turnover of the Company as per the Company's last audited Financial Statements or any materiality threshold as may be applicable from time to time under the applicable law.

RESOLVED FURTHER THAT the Members of the Company do hereby accord their approval to the Board of Directors of the Company to sign and execute all such documents, deeds and writings including agreements, memorandum and other documents with such modifications as may be required from time to time and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and/ or director(s) and/ or officer(s) of the Company to give effect to this resolution and to the aforesaid transaction(s) in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds or things, as may be necessary and expedient, to give effect to the aforesaid resolutions.

7. APPROVAL FOR APPOINTMENT OF DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Divya Sodani (DIN: 08045653), who has been appointed as an Additional Director (Independent) by the Board of Directors with effect from 24th June 2020, in terms of Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member, proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years, with effect from 24th June 2020, not liable to retire by rotation."

By Order of the Board
For **CAREER POINT LIMITED**

Tarun Kumar Jain
GM (Corporate & Legal Affairs)
& Company Secretary
ICSI Membership No. F6584

Kota, August 28, 2020

Registered Office:

CP Tower 1, Road No. 1,
IPIA, Kota, Rajasthan 324005

Notes:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.cpii.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. Corporate Members (i.e. other than individual / HUF, NRI etc.) intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a duly certified copy of the Board Resolution authorizing their representative to attend the AGM through VC / OAVM and to vote through remote e - voting.
9. **The Register of Members and Share Transfer Books of the Company shall remain closed during the Book Closure period, i.e., from September 21, 2020 to September 28, 2020, both days inclusive.**
10. While Members holding shares in physical form may write to the Company for any change in their address and bank mandates, Members having shares in electronic form may inform any change in address and bank details to their depository participant(s) immediately.
11. The Members holding shares in the same name or same order of names under different folios are requested to send the share certificates for consolidation of such shares to the Company.
12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in physical form may submit the same to the Company. Members holding shares in electronic form may submit the same to their respective depository participant.
13. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
14. The Members desirous of obtaining any information/ clarification concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at least ten days before the Annual General Meeting, so that the information required may be made available at the Annual General Meeting.
15. Pursuant to the provisions of the Companies Act, 2013 read with the Rules framed thereunder, the Company may send notice of general meeting, directors' report, auditors' report, audited Financial Statements and other documents through electronic mode. Further, pursuant to the first proviso to the Rule 18 of the Companies (Management and Administration) Rule, 2014, the Company shall provide an advance opportunity atleast once in a financial year to the members to register their e-mail address and changes therein. In view of the same, Members are requested to kindly update their e-mail address with depository participants in case of holding shares in demat form. If holding shares in physical form, Members are requested to inform their e-mail ID to the Company.
16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
17. The Annual Report of the Company for the Financial Year 2019-20, circulated to the members of the Company, is also uploaded on the Company's website www.cpii.in in the 'Investor Relations' Section.
18. As per Section 136 of the Companies Act, 2013 read with Rule 11 of Companies (Accounts) Rules, 2014, Financial Statements may be sent to the Members:
 - a) by electronic mode to such Members whose shares are held in dematerialised form and whose email Ids are registered with Depository for communication purposes;
 - b) where Shares are held in physical form, to such Members who have positively consented in writing for receiving by electronic mode; and
 - c) by dispatch of physical copies through any recognized mode of

delivery as specified under Section 20 of the Act, in all other cases.

In case, you desire to receive the aforesaid documents in electronic mode in lieu of physical mode, kindly update your e-mail ID with:

- i. Our RTA: for the Shares held in physical form and
- ii. Your respective Depository Participants: for the Shares held in dematerialised form.

19. The Company has decided to e-mail Annual Report through electronic mode to all the shareholders whose e-mail addresses has been registered/updated in the record of Company/ Registrar/ Depositories pursuant to the 'Green Initiative in Corporate Governance' initiated by The Ministry of Corporate Affairs, Government of India vide its Circular Nos. 17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011 respectively. Further, in support to this green initiative, the company has already sent a communication to all the shareholders that various documents/ notices meant for them will be sent electronically on their e-mail addresses as obtained from the Depositories/ other sources, unless specifically requested to be sent in physical form. The members who have not registered / updated their e-mail addresses so far, are requested to register/ update their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold their shares in physical form and who are desirous of receiving the communication/ documents in electronic form are requested to promptly register their e-mail addresses with the Registrar or the Company giving reference of their Folio Number.
20. SEBI vide its Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 had mandated the companies to use any of the RBI approved

electronic mode of payment such as ECS (Local ECS/Regional ECS/National ECS), NEFT, RTGS etc. for distribution of dividends and other cash benefits to investors. The Circular also mandated the companies or their registrar & share transfer agents (RTA) to maintain bank details of investors. In case the securities are held in demat mode, the companies or their RTA shall seek relevant bank details from depositories and in case the securities are held in physical mode, the companies or their RTA shall take necessary steps to maintain updated bank details at their end. The members are requested to ensure that correct and updated particulars of their bank account are available with their respective depository participants and the Company / its RTA to facilitate necessary payments through electronic mode.

21. During the Financial Year 2014-15, Career Point Limited declared Interim Dividend. Members are informed that the list of unclaimed dividend for the year ended 31st March 2020 has been updated on Company's website www.cpil.in. If shareholders does not claim the said dividend within 7 years from the date of declaration the unclaimed dividend shall be transferred to the Investor Education and Protection Fund established by the Central Government in terms of Section 205C(2)(a) of the Companies Act, 1956 on the expiry of 7 years from the date of declaration.
22. Disclosure pursuant to Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings, with respect to Directors seeking appointment/re-appointment at the Annual General Meeting, is as follows:

Name of Director	Mr. Pramod Maheshwari	Mrs. Neelima Maheshwari	Mrs. Divya Sodani
Designation	Chairman, Managing Director & CEO	Non-Independent and Non-Executive Director	Independent and Non-Executive Director
Date of Birth	March 03, 1971	March 19, 1971	November 07, 1992
Date of Appointment	March 31, 2000	August 12, 2014	June 23, 2020 (w.e.f. June 24, 2020)
Experience in Specific functional areas	Over 26 years of experience in the field of education, developing and implementing training methodologies.	Over 16 yrs of experience in formal education.	Over 5 yrs of experience in the field of Finance & Taxation
Educational Qualifications	B.Tech from IIT Delhi	M. Pharma	CA & B.Com
Details of shares held in the	2116003 equity shares	1339500 equity shares	Nil
List of companies (other than Career Point Ltd.) in which Directorships held as on 31.03.2020 (excluding Pvt. Ltd. Companies)	1. Career Point Infra Ltd. 2. Career Point Edutech Ltd. 3. Srajn Capital Ltd. 4. Wellwin Technosoft Ltd.	1. Shricon Industries Limited 2. Wellwin Technosoft Ltd.	Nil
Chairman / Member of the Committees of companies (other than Career Point Ltd.) on which he/she is a Director as on 31.03.2020	NIL	3	NIL
Relationship with other directors	Relative of Mr. Om Prakash Maheshwari, CFO & Executive Director and Mr. Nawal Kishore Maheshwari, Executive Director	Relative of Mr. Om Prakash Maheshwari, CFO & Executive Director	NA

For other details such as number of meetings of the Board attended during the year, remuneration drawn in respect of the aforesaid directors, please refer to the Corporate Governance Report.

23. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
24. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
25. E-voting: Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their votes at the AGM by electronic means and the business may be transacted through e-voting as per instructions below:
 - a. The voting period begins on Friday, the 25th day of September, 2020 at 10.00 a.m. and will end on Sunday, the 27th day of September, 2020 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 of the 18th day of

i. For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>- 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.</p> <p>-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.</p>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Bank detail	<p>Enter the Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If 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 (v).</p>

- (j) After entering these details appropriately, click on "SUBMIT" tab.
- (k) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (l) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (m) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

September, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- b. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- c. Click on "Shareholders" tab.
- d. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- e. 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.
- f. Next enter the Image Verification as displayed and Click on Login.
- g. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- h. If you are a first time user follow the steps given below:

- (n) 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.
- (o) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (p) 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.
- (q) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (r) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (s) 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.

- (t) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (u) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com or investors@cpil.in
- (v) The Board of Directors has appointed Advocate Amit Gupta, (Bar Council Registration No. 1550/2005) as a Scrutinizer to scrutinize the process of remote e-voting and voting at the venue of the meeting in a fair and transparent manner.
- (w) The Scrutinizer shall after the conclusion of voting at the general meeting, will unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the meeting or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.
- (x) The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.cpil.in and on the website of CDSL immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 Company/RTA email id.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting

credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

2. Shareholders are encouraged to join the Meeting through Laptops /IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

Note for Non - Individual Shareholders and Custodians

1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

3. 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.
4. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
5. 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.
6. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@cpil.in (designated email address by company), if they have voted from individual tab & not uploaded same in

the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

By Order of the Board
For **CAREER POINT LIMITED**

Kota, August 28, 2020
Registered Office:
CP Tower 1, Road No. 1,
IPIA, Kota, Rajasthan 324005

Tarun Kumar Jain
GM (Corporate & Legal Affairs)
& Company Secretary
ICSI Membership No. F6584

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.5

The Company proposes to advance Inter-Corporate Deposits/Loans to
 (a) Career Point University, Kota: Amount not exceeding of Rs. 35 Crores
 (b) Career Point University, Hamirpur: Amount not exceeding of Rs. 35 Crores
 (c) Sankalp Capital Private Limited: Amount not exceeding of Rs.

10 Crores for the purpose of meeting their day to day working capital requirements as and when necessary and deemed if fit by the Board of the Company and they are the related parties with respect to the Company by virtue of below mentioned criteria:

Name of the Company/Body Corporate	Interested Director
Career Point University, Kota	Mr. Pramod Maheshwari, Mr. Om Prakash Maheshwari and Mr. Nawal Kishore Maheshwari-Member of Board of Management
Career Point University, Hamirpur	Mr. Pramod Maheshwari, Mr. Om Prakash Maheshwari and Mr. Nawal Kishore Maheshwari-Member of Board of Management
Sankalp Capital Private Limited	Mr. Pramod Maheshwari, Mr. Om Prakash Maheshwari and Mr. Nawal Kishore Maheshwari-Common Directorship and hold more than 2% of paid up share Capital of the Company

The provisions of Section 185 of the Companies Act, 2013, mandates that such Inter-Corporate deposits/Loans can be granted if a Special Resolution at the General Meeting of the of the Shareholders is passed. The required particulars as per proviso to a of Section 185(2) are given hereunder.

Name of the Company/Body Corporate	Amount proposed to be given by the Company not exceeding of ₹	Purpose for which the Inter-Corporate Deposits/Loans is proposed to be utilised
Career Point University, Kota	₹ 35 Crores	To meet day to day working capital requirements of the Company
Career Point University, Hamirpur	₹ 35 Crores	To meet day to day working capital requirements of the Company
Sankalp Capital Private Limited	₹ 10 Crores	To meet day to day working capital requirements of the Company

Except Mr. Pramod Maheshwari and his relatives, Mr. Om Prakash Maheshwari, Mr. Naval Kishor Maheshwari, and Mrs. Neelima Maheshwari none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, monetarily or otherwise in proposed Special Resolution.

The Resolution at Item No. 5 of the Notice is recommended by the Board to be passed as a Special Resolution

Item No.6

Pursuant to provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, all Material Related Party Transactions will require approval of the Members through an Ordinary Resolution. A transaction with a related party shall be considered material under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a Financial Year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited Financial Statements of the listed entity. The Company's transactions

in the Financial Year 2019-20 with Related Parties are expected to exceed the prescribed threshold limits under the LODR Regulation so as to qualify as material related party transactions thereunder. The Company now proposes to obtain approval of the members for giving further approval to the Board of Directors (hereinafter referred to as the "Board", which include any Committee duly constituted / empowered by the Board) for carrying out and/or continuing with arrangements and transactions with Related Parties, whether by way of fresh transaction, continuation, renewal(s) or extension(s) or modification(s) of earlier arrangements/transactions. The Audit Committee and the Board of Directors have reviewed major terms & conditions of these transactions and recommend to the members for their approval by way of an Ordinary Resolution. The major details/terms and conditions of the material related party transactions are given herein below:

S.No.	Type of Transaction	Name of the Related Parties	Nature of Relationship	Maximum Limit (Rs. In Crores)
1	Availing/Rendering of any services	Gopi Bai Foundation Trust	Trust under same management	25
		Career Point University, Kota	Institution sponsored by Gopi Bai Foundation Trust & established by Act no. 13/2012 Govt. of Rajasthan	35
		Career Point University, Hamirpur	Institution sponsored by Gopi Bai Foundation Trust & established by Act no. 12/2012 Govt. of H.P	35

The value of transactions stated above would be for the period up to next Annual General Meeting of the Company. The value of the transactions proposed is estimated on the basis of the Company's current transactions and future business projections.

Mr. Pramod Maheshwari, Mr. Om Prakash Maheshwari, Mr. Nawal Kishore Maheshwari and Mrs. Neelima Maheshwari being Director and shareholder of Career Point Limited may be concerned or interested in the resolution. The above transactions are in the ordinary course of business of the Company and on an arm's length basis.

The Board accordingly recommends the resolution set forth in item no.6 for approval of the members.

Item No. 7

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, appointed Mrs. Divya Sodani as an Additional Director (Independent) with effect from 24th June 2020 to hold office for a period of five consecutive years with effect from 24th June 2020, not liable to retire by rotation, subject to consent by the members of the company at the ensuing Annual General Meeting ('AGM').

As an Additional Director, Mrs. Divya Sodani holds office till the date of AGM and is eligible for being appointed as an Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 ("the Act") together with the requisite amount of deposit from a Member signifying her intention to propose the appointment of Mrs. Divya Sodani as a Director of the Company. Mrs. Divya Sodani is not disqualified from being appointed as a Director in

terms of Section 164 of the Act and she has also given her consent to act as a Director of the Company. The Company has also received a declaration from Mrs. Divya Sodani confirming that she meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mrs. Divya Sodani fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations and she is independent of the management. Considering her vast experience, her presence on the Board will be of immense value to the Company. She is a qualified Chartered Accountant (CA) from Institute of Chartered Accountants of India. She has over 5 years of experience in the field of Finance & Taxation. She holds a Bachelor's Degree in Commerce. A copy of the draft letter of appointment for Independent Directors setting out the terms and conditions for appointment of Independent Directors is available for inspection is available for inspection by the Members at the Registered Office of the Company on all working days between 10:00 am to 1:00 pm and is also available on the website of the Company www.cpil.in

Mrs. Divya Sodani is not related to any Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives except Mrs. Divya Sodani, are concerned or interested in the above resolution.

The Board commends the ordinary resolution as set out in Item No. 7 of this Notice for your approval.

By Order of the Board
For **CAREER POINT LIMITED**

Tarun Kumar Jain
GM (Corporate & Legal Affairs)
& Company Secretary
ICSI Membership No. F6584

Kota, August 28, 2020

Registered Office:

CP Tower 1, Road No. 1,
IPIA, Kota, Rajasthan 324005