

Minutes of 15th Annual General Meeting

Minutes of 15th Annual General Meeting (15th AGM) of the members of Career Point Limited CIN: L72200RJ2000PLC016272 (the Company) held on Saturday, September 26, 2015 at 4.00 P.M. at CP Tower 1, Industrial Area, Road No.1, Kota-324005, Rajasthan India.

Time of Commencement of Meeting : 4 pm
Time of Conclusion of Meeting : 5 pm

Present:

Mr. Pramod Maheshwari : Chairman, Managing Director & CEO
Mr. Om Prakash Maheshwari : Executive Director & CFO and Chairman of Risk Management Committee
Mr. Nawal Kishore Maheshwari : Executive Director
Mr. Pawan Kumar Lalpuria : Independent Director and Chairperson of Audit Committee
Mr. Pritam Kumar Goswami : Independent Director and Chairman of Nomination and Remuneration Committee
Mr. Ram Swaroop Chaudhary : Independent Director and Chairman of Stakeholders Relationship Committee
Mr. Mahesh Gupta : Independent Director and Chairman of CSR Committee
Mrs. Neelima Maheshwari : Non- Executive Director
Mr. Tarun Kumar Jain : GM (Corporate & Legal Affairs) & Company Secretary

Members:

IN PERSON : 32
IN PROXY : 2

CA Meenu Narang, Representative from M/s Sharp & Tannan, Statutory Auditors of the Company was present at the meeting.

Mr. P. Khandelwal, Chartered Accountant, Internal Auditor of the Company was present at the meeting.


Mr. Manish Sancheti, Company Secretary in Practice, Secretarial Auditor of the Company, was also present at the meeting.

Following Documents were placed on the table:

- Annual Report containing Notice of AGM, Director's Report along with all annexure (including Secretarial Audit Report, MGT-9, Corporate Governance Report, MDA Report, CSR Report etc), Auditor's Report and Audited financial Statements for the financial year 2014-2015 (Consolidated and Standalone),
- Auditor's Report and Audited financial Statements for the financial year 2014-2015 (Consolidated and Standalone) of Subsidiary Companies; (remained open for inspection during the meeting)
- Altered Memorandum of Association and other documents as per Explanatory Statement
- Proxy Register containing details of proxies lodged with the Company in respect of 15th GM of the Company (remained open for inspection during the meeting)
- The Register of Directors & Key Managerial Personnel (remained open for inspection during the meeting) and;
- Register of Contracts or Arrangements in which Directors are interested (remained open for inspection during the meeting)

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For Career Point Limited


Tarun Kumar Jain
Company Secretary

1. **WELCOME BY COMPANY SECRETARY**

Mr. Tarun Kumar Jain, Company Secretary welcomed all the Shareholders and other invitees to the 15th Annual General Meeting of the Company and requested Mr. Pramod Maheshwari, Chairman to preside over the meeting.

2. **CHAIRMAN OF THE MEETING**

In accordance with the Articles of Association of the Company, Mr. Pramod Maheshwari, Chairman, occupied the Chair and presided over the Meeting as Chairman of the meeting.

3. **CHAIRMAN'S MESSAGE AND PROCEEDINGS**

The Chairman then extended a very warm welcome to the shareholders at the meeting and read the speech which had been circulated to the members reporting about the achievements, future prospects and plans of the Company.

The Chairman also informed the members that the requisite quorum as per Section 103 of the Companies Act, 2013 was present and called the Meeting to order.

Mr. Pramod Maheshwari also informed the members that the Register of Directors & Key Managerial Personnel, Register of Contracts or Arrangements in which Directors are interested and the Register of Proxies is available for inspection by the members at the registration counter.

He also informed the members that there are no qualifications, observations and comments on financial transactions or matters, which have any adverse effect on the functioning of the company mentioned in the Statutory Auditor's Report and/or Secretarial Audit Report.

The Notice convening the AGM, Director's Report, Corporate Governance Report and Auditor's Report for the financial year ended 31st March 2015 as circulated, were taken as read.

Thereafter, the Chairman stated that the Company had provided e-voting facility to the Shareholders to cast their votes at the Annual General Meeting, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Rules, 2015 and pursuant to the provisions of Clause 35B of the Listing Agreement in respect of all the businesses mentioned in the Notice. He further informed that the e-voting facility was kept open from Wednesday, 23rd September, 2015(10.00 am) to Friday, 25th September, 2015(6.00 pm).

The Chairman also stated that as per Section 107 read with Section 108 of the Companies Act 2013, there will be no voting by show of hands at the Annual General Meeting. The Chairman further stated that in order to enable the member's present at the meeting in person or in proxy to cast their votes, a poll will be taken in respect of all the resolutions contained in the Notice.

He further stated that Mr. Amit Gupta, Advocate was appointed as Scrutinizer in connection with the e-voting process. He also informed the members that who have already cast their vote through e-voting, can't vote again.

Thereafter, the Chairman appointed Mr. Amit Gupta , Advocate as the Scrutinizer for poll.

The Chairman then took up the official business of the meeting.

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For Career Point Limited

Tarun Kumar Jain
Company Secretary

Item No.1

ADOPTION OF ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2015

He then took up Item No. 1. of the Notice pertaining to consider and adopt audited standalone financial statements and the audited consolidated financial statements consisting of the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Notes annexed to, and forming part of, any of the above documents together with the reports of the Board of Directors and the Auditors thereon and requested members to vote on the item.

Item No.2

CONFIRM INTERIM DIVIDEND OF RS.1 PER EQUITY SHARE, ALREADY PAID FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

He then took up Item No. 2 of the Notice pertaining to confirm interim dividend of Rs.1 per equity share, already paid for the financial year ended March 31, 2015 and requested members to vote on the item.

Item No.3

RE-APPOINTMENT OF RETIRING DIRECTOR MR. OM PRAKASH MAHESHWARI

Mr. Pramod Maheshwari then took up next item of the Notice pertaining to re-appointment of retiring director Mr. Om Prakash Maheshwari (DIN: 00185677) , who retires by rotation and, being eligible, offers himself for re-appointment. Mr. Pramod Maheshwari requested members to vote on the item.

Item No.4

RE-APPOINTMENT OF RETIRING DIRECTOR MR. NAWAL MAHESHWARI

Mr. Maheshwari then took up next item of the Notice pertaining to re-appointment of retiring director Mr. Nawal Kishore Maheshwari (DIN: 00185762), who retires by rotation and, being eligible, offers himself for re-appointment. Mr. Pramod Maheshwari requested members to vote on the item.

Item No.5

RATIFICATION OF RE-APPOINTMENT OF STATUTORY AUDITORS

The Chairman further informed that the next item is ratification of re-appointment of Sharp & Tannan, Chartered Accountants, New Delhi (Registration No.: 000452N), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration for the financial year 2015-16.

He requested the members to vote on the item.

Item No.6

APPROVAL FOR INTER-CORPORATE LOAN, INVESTMENTS, GUARANTEE & SECURITY UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Chairman further took up next item no.6 pertaining to Approval for inter corporate loan, investments, guarantee & security under section 186 of the Companies Act, 2013.

The following resolution was proposed by Mr. LAXMAN SINGH RATHORE (DP ID-CLIENT ID: 12017701-0061326) and Seconded by Mr. TARUN GUPTA (DP ID-CLIENT ID-12017701-00612051) as a **Special Resolution**:

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for Career Point Limited

Tarun Kumar Jain
Company Secretary

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 read with Rules made there under, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, to give loans to any body(ies) corporate and/or give any guarantee or provide security in connection with loan to any body(ies) corporate and/or acquire by way of subscription, purchase or otherwise, the securities of any body(ies) corporate upto an aggregate amount not exceeding Rs. 350.00 Crores (Rupees Three Hundred Fifty Crores only) notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/or securities so far acquired or to be acquired by the Company may collectively exceed sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

He requested the members to vote on the item.

Item No.7

APPROVAL FOR BORROWING POWER UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

The Chairman further took up next item no.7 pertaining to Approval for Borrowing Power under section 180(1)(c) of the Companies Act, 2013.

The following resolution was proposed by Mr. NIRMAL PATHAK (DP ID-CLIENT ID- 12017701-00613264) and Seconded by Mr. KUMAR VIKAS JAIN (DP ID-CLIENT ID-IN302902-43311485) as a **Special Resolution**:

"RESOLVED that in supersession of the Resolution adopted at th the Extra Ordinary General Meeting held on 13 August 2007 and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules notified thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to and authority conferred upon the Board of Directors of the Company for borrowing any sum or sums of monies for and on behalf of the Company from time to time from one or more persons, firms, bodies corporate or bankers or financial institutions or from others by way of advances, deposits, loans or otherwise withstanding that the sum or sums or monies so borrowed together with the monies, if any, already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company and its free reserves which have not been set apart for any specific purpose so that the total amount upto which the monies may be so borrowed by the Board of Directors and outstanding at any time shall not exceed Rs. 350.00 Crores (Rupees Three Hundred Fifty Crores only) on account of the principal."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

He requested the members to vote on the item.

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for Career Point Limited


Tarun Kumar Jain
Company Secretary

Item No.8

APPROVAL FOR CREATIONS OF MORTGAGE, CHARGES ETC UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013

The Chairman further took up next item no.8 pertaining to Approval for creations of mortgage, charges etc. under section 180(1)(a) of the Companies Act, 2013.

The following resolution was proposed by Mr. INDER PRAKASH JAIN (DP ID-CLIENT ID- IN301330-19362077) and Seconded by Mr. SHAILENDRA MAHESHWARI (DP ID-CLIENT ID- IN301055-10571620) as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules notified thereunder (including any statutory modification(s) or reenactment thereof for the time being in force), the Board of Directors and/or any committee thereof and / or the person who is delegated authority by such Board/ Committee be and is hereby authorised to create such mortgages, charges, hypothecations and any other encumbrances, in addition to the existing mortgages, charges, hypothecations and other encumbrances created by the Company on all or any part of the immovable and/or movable properties, current and/or fixed assets, tangible and/ or intangible assets, or stock in trade, work in progress and debts and advances, claims of the Company wheresoever situate, present and future in favour of Financial Institutions (Indian or Foreign), Banks (Indian or Foreign), Trustees for the holders of debentures/ bonds and / or other instruments which may be issued on private placement basis or otherwise and other lending institution or organization or Body Corporate or such other person from whom the Company has borrowed or proposes to borrow money by way of Term Loan, Working Capital Loans including Fund based and Non-fund based limits, External Commercial Borrowings, Commercial papers or any other financial instrument permitted by the appropriate authorities from time to time together with interest, cost, charges and other incidental expenses in terms of Agreements entered / to be entered into within the overall borrowing limit fixed pursuant to Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

He requested the members to vote on the item.

Item No.9

ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION BASED ON COMPANIES ACT,2013

The Chairman further took up next item no.9 pertaining to adoption of new set of Memorandum of Association based on Companies Act, 2013.

The following resolution was proposed by Mr. HEMENDRA SINGH ASAWAT (DP ID-CLIENT ID- IN301055-10425733) and Seconded by Mrs. Shalini Jain (DP ID-CLIENT ID-12049400-00048158) as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 (the Act) read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the new set of Memorandum of Association of the Company pursuant to the Act primarily based on the Form of Table A under the Act, to the extent as applicable, submitted to this meeting be and are hereby approved.

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For Career Point Limited


Tarun Kumar Jain
Company Secretary

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

He requested the members to vote on the item.

Item No.10

APPOINTMENT OF COST AUDITOR

The Chairman further took up next item no.10 pertaining to appointment of Cost Auditor.

The following resolution was proposed by Mr. Rahul Rohira on behalf of Sankalp Capital Private Limited (DP ID-CLIENT ID- 12017701-00809671) and Seconded by Mr. RAGHAV NUWAL (DP ID-CLIENT ID- 12017701-00574842) as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s R. Natani & Co. (Firm Registration Number 101866), the Cost Auditors appointed by the Board of Directors of the Company for the financial year 2015-16, be paid the remuneration as set out in the statement annexed to the Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary to give effect to this resolution.”

He requested the members to vote on the item.

Item No.11

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

At the time of transaction of item no.11 regarding related party transaction Mr. Pramod Maheshwari, Chairman & Managing Director vacated the chair and Mr. RS Choudhary, Independent Director was unanimously elected as Chairman and the business at item no.11 of the notice was transacted accordingly.

The Chairman took the last item of the notice pertaining to approval for Related Party Transaction under section 188 of the Companies Act, 2013

The following resolution was proposed by Mr. Manish Sharma (DP ID-CLIENT ID- 12047200-05467848) and Seconded by Mr. TARUN GUPTA (DP ID-CLIENT ID-12017701-00612051) as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or reenactment thereof for the time being in force), the approval of the members be and is hereby accorded to the material related party transactions entered into and carried out in ordinary course of business and at arm's length price with related party as per the Accounting Standards AS 18 and as defined under various provisions of Companies Act, 2013, for transactions as disclosed in the notes forming part of the financial statements for the relevant period, notwithstanding the fact that all these transactions within the financial year 2014-15 in aggregate may exceed 10% of the annual consolidated turnover of the Company as per the Company's last audited financial statements.

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For Career Point Limited


Tarun Kumar Jain
Company Secretary

RESOLVED FURTHER THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force) the approval of the members be and is hereby accorded to material related party transaction 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, for Material Related Party Transaction on such terms and conditions and in such manners may be mutually acceptable and as set out in the Explanatory Statement annexed hereto, for the period up to the next Annual General meeting of the Company, 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 Listing Agreement."

RESOLVED FURTHER THAT the Members of the Company do hereby ratify as also 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."

He requested the members to vote on the item.

Thereafter Mr. Pramod Maheshwari, Chairman & Managing Director resumed the chair and conducted the proceedings.


4. **CONDUCT OF POLL**

The Chairman then ordered for the poll in respect of all resolutions contained in the notice. He also stated that the results of the e-voting and poll will be announced on receipt of the Scrutinizers Report and will be submitted to the Stock Exchange in due course of time as per the Companies Act, 2013. The same shall also be uploaded on website of the Company www.cpil.in and CDSL.

Mr. Amit Gupta, Secutinizier conducted the poll. After ensuring that all members and proxies participating in the poll had casted their votes, the Scrutinizer closed the poll. The Scrutinizer then took the custody of the Polling Box.

5. **RESULTS OF ELECTRONIC VOTING AND PHYSICAL POLL CONDUCTED AT THE ANNUAL GENERAL MEETING OF CAREER POINT LIMITED HELD ON SATURDAY, SEPTEMBER 26, 2015 AT 4 PM**

On the basis of Scrutinizer Report for the e-voting and for the Poll at the Annual General Meeting, the summary of which is mentioned hereunder, the Company Secretary (authorized by the Chairman to announce the results) of the Company announced the results of voting on 28th September, 2015 that all the Resolution for the Ordinary and Special Businesses as set out in the Item Nos.1 to 11 in the Notice of the 15th AGM of the Company have been duly passed by the requisite majority.

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for Career Point Limited

Tarun Kumar Jain
Company Secretary

Item No.1

To receive, consider, approve and adopt the Balance Sheet as at March 31, 2015, Statement of Profit and Loss for the financial year ended as on that date together with the Reports of the Auditors and the Directors thereon.

Particulars	Number of Votes contained in						% of total valid votes cast
	Remote e-voting		Voting at AGM		Total		
	No. of members voted	No. of votes cast by them	No. of members voted	No. of votes cast by them	No. of members voted	No. of votes cast by them	
Voted in favour	10	15,62,160	30	1,09,93,538	40	1,25,55,698	100.00
Voted against	0	0	0	0	0	0	0.00
Abstains/invalid	0	0	0	0	0	0	0.00
Total	10	15,62,160	30	1,09,93,538	40	1,25,55,698	100.00

Based on the aforesaid results, Ordinary Resolution as contained in item no.1 has been passed unanimously.

Item No.2

Confirmation of payment of interim dividend paid during financial year 2014-2015.

Particulars	Number of Votes contained in						% of total valid votes cast
	Remote e-voting		Voting at AGM		Total		
	No. of members voted	No. of votes cast by them	No. of members voted	No. of votes cast by them	No. of members voted	No. of votes cast by them	
Voted in favour	10	15,62,160	30	1,09,93,538	40	1,25,55,698	100.00
Voted against	0	0	0	0	0	0	0.00
Abstains/invalid	0	0	0	0	0	0	0.00
Total	10	15,62,160	30	1,09,93,538	40	1,25,55,698	100.00

Based on the aforesaid results, Ordinary Resolution as contained in item no.2 has been passed unanimously.

Item No.3

To appoint a Director in place of Mr. Om Prakash Maheshwari (DIN: 00185677), who retires by rotation and is eligible for re-appointment.

Particulars	Number of Votes contained in						% of total valid votes cast
	Remote e-voting		Voting at AGM		Total		
	No. of members voted	No. of votes cast by them	No. of members voted	No. of votes cast by them	No. of members voted	No. of votes cast by them	
Voted in favour	10	15,62,160	30	1,09,93,538	40	1,25,55,698	100.00
Voted against	0	0	0	0	0	0	0.00
Abstains/invalid	0	0	0	0	0	0	0.00
Total	10	15,62,160	30	1,09,93,538	40	1,25,55,698	100.00

Based on the aforesaid results, Ordinary Resolution as contained in item no.3 has been passed unanimously.

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for Career Point Limited

Tarun Kumar Jain
Company Secretary

Item No.4

To appoint a Director in place of Mr. Nawal Kishore Maheshwari (DIN : 00185762), who retires by rotation and is eligible for re-appointment.

Particulars	Number of Votes contained in						% of total valid votes cast
	Remote e-voting		Voting at AGM		Total		
	No. of members voted	No. of votes cast by them	No. of members voted	No. of votes cast by them	No. of members voted	No. of votes cast by them	
Voted in favour	10	15,62,160	30	1,09,93,538	40	1,25,55,698	100.00
Voted against	0	0	0	0	0	0	0.00
Abstains/invalid	0	0	0	0	0	0	0.00
Total	10	15,62,160	30	1,09,93,538	40	1,25,55,698	100.00

Based on the aforesaid results, Ordinary Resolution as contained in item no.4 has been passed unanimously.

Item No.5

Ratification of appointment of M/s Sharp & Tannan, Chartered Accountants, New Delhi as the Statutory Auditor of the Company for FY 2015-16

Particulars	Number of Votes contained in						% of total valid votes cast
	Remote e-voting		Voting at AGM		Total		
	No. of members voted	No. of votes cast by them	No. of members voted	No. of votes cast by them	No. of members voted	No. of votes cast by them	
Voted in favour	10	15,62,160	30	1,09,93,538	40	1,25,55,698	100.00
Voted against	0	0	0	0	0	0	0.00
Abstains/invalid	0	0	0	0	0	0	0.00
Total	10	15,62,160	30	1,09,93,538	40	1,25,55,698	100.00

Based on the aforesaid results, Ordinary Resolution as contained in item no.5 has been passed unanimously.

Item No.6

Approval for inter corporate loan, investments, guarantee & security under section 186 of the Companies Act, 2013

Particulars	Number of Votes contained in						% of total valid votes cast
	Remote e-voting		Voting at AGM		Total		
	No. of members voted	No. of votes cast by them	No. of members voted	No. of votes cast by them	No. of members voted	No. of votes cast by them	
Voted in favour	9	4,75,239	30	1,09,93,538	39	1,14,68,777	91.34
Voted against	1	10,86,921	0	0	1	10,86,921	8.66
Abstains/invalid	0	0	0	0	0	0	0.00
Total	10	15,62,160	30	1,09,93,538	40	1,25,55,698	100.00

Based on the aforesaid results, Special Resolution as contained in item no.6 has been passed unanimously.

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for Career Point Limited
Tarun Kumar Jain
Company Secretary

Item No.7**Approval for borrowing power under section 180(I)(c) of the Companies Act, 2013**

Particulars	Number of Votes contained in						% of total valid votes cast
	Remote e-voting		Voting at AGM		Total		
	No. of members voted	No. of votes cast by them	No. of members voted	No. of votes cast by them	No. of members voted	No. of votes cast by them	
Voted in favour	10	15,62,160	30	1,09,93,538	40	1,25,55,698	100.00
Voted against	0	0	0	0	0	0	0.00
Abstains/invalid	0	0	0	0	0	0	0.00
Total	10	15,62,160	30	1,09,93,538	40	1,25,55,698	100.00

Based on the aforesaid results, Special Resolution as contained in item no.7 has been passed unanimously.

Item No.8**Approval for creations of mortgage, charges etc under section 180(I)(a) of the Companies Act, 2013**

Particulars	Number of Votes contained in						% of total valid votes cast
	Remote e-voting		Voting at AGM		Total		
	No. of members voted	No. of votes cast by them	No. of members voted	No. of votes cast by them	No. of members voted	No. of votes cast by them	
Voted in favour	10	15,62,160	30	1,09,93,538	40	1,25,55,698	100.00
Voted against	0	0	0	0	0	0	0.00
Abstains/invalid	0	0	0	0	0	0	0.00
Total	10	15,62,160	30	1,09,93,538	40	1,25,55,698	100.00

Based on the aforesaid results, Special Resolution as contained in item no. 8 has been passed unanimously.

Item No.9**Adoption of new set of Memorandum of Association based on Companies Act, 2013**

Particulars	Number of Votes contained in						% of total valid votes cast
	Remote e-voting		Voting at AGM		Total		
	No. of members voted	No. of votes cast by them	No. of members voted	No. of votes cast by them	No. of members voted	No. of votes cast by them	
Voted in favour	10	15,62,160	30	1,09,93,538	40	1,25,55,698	100.00
Voted against	0	0	0	0	0	0	0.00
Abstains/invalid	0	0	0	0	0	0	0.00
Total	10	15,62,160	30	1,09,93,538	40	1,25,55,698	100.00

Based on the aforesaid results, Special Resolution as contained in item no.9 has been passed unanimously.

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for Career Point Limited


Tarun Kumar Jain
Company Secretary

Item No.10**Appointment of Cost Auditor**

Particulars	Number of Votes contained in						% of total valid votes cast
	Remote e-voting		Voting at AGM		Total		
	No. of members voted	No. of votes cast by them	No. of members voted	No. of votes cast by them	No. of members voted	No. of votes cast by them	
Voted in favour	10	15,62,160	30	1,09,93,538	40	1,25,55,698	100.00
Voted against	0	0	0	0	0	0	0.00
Abstains/invalid	0	0	0	0	0	0	0.00
Total	10	15,62,160	30	1,09,93,538	40	1,25,55,698	100.00

Based on the aforesaid results, Special Resolution as contained in item no.10 has been passed unanimously.

Item No.11**Approval for Related Party Transaction under section 188 of the Companies Act, 2013.**

Particulars	Number of Votes contained in						% of total valid votes cast
	Remote e-voting		Voting at AGM		Total		
	No. of members voted	No. of votes cast by them	No. of members voted	No. of votes cast by them	No. of members voted	No. of votes cast by them	
Voted in favour	9	15,62,159	21	6,174	30	15,68,333	100.00
Voted against	1	1	0	0	1	1	0.00
Abstains/invalid	0	0	0	0	0	0	0.00
Total	10	15,62,160	21	6,174	31	15,68,334	100.00

Based on the aforesaid results, Special Resolution as contained in item no.11 has been passed with requisite majority.

All the Resolutions for the Ordinary and Special Businesses as set out in the Items Nos.1 to 11 in the Notice of the 15th AGM of the Company have been duly approved by the members with requisite majority, are recorded herein under as part of the proceedings of the 15th Annual General Meeting of the members held on 26th September, 2015.

6. VOTE OF THANKS

Thereafter, there being no business left, the meeting ended with vote of thanks to the Chairman and Members.

Pramod Maheshwari
Chairman of the Meeting
Dated September 28, 2015, Kota

CERTIFIED TRUE COPY

For Career Point Limited


Tarun Kumar Jain
Company Secretary