



September 5, 2017

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

Dear Sir / Madam,

**Sub: -Notice of AGM, Book Closure and e-voting detail**

This is to inform you that 17<sup>th</sup> Annual General Meeting (AGM) of the members of Career Point Limited to be held on Tuesday, 26<sup>th</sup> day of September, 2017 at 4.00 P.M. at CP Tower 2, IPIA, Road No. 1, Kota, Rajasthan 324 005 to transact the business set out in the Notice of AGM. (Notice of AGM enclosed)

Further, we would like to inform you that pursuant to the provisions of Section 91 of the Companies Act, 2013 and rule 10 of the Companies (Management & Administration) Rules, 2014 read with regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from September 19, 2017 to September 26, 2017 (both days inclusive).

Pursuant to Section 108 of the Companies Act 2013, Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is providing e-voting facility to its members. The members holding shares either physical or dematerialized form on cut-off date 18<sup>th</sup> September, 2017 may cast their vote electronically to transact the business set out in the Notice of AGM.

The detail of e-voting, required under rule 20 of the Companies (Management & Administration) Rules, 2014 are given as under:

- 1) Date of completion of dispatch of Annual Report, 2017 along with notice of AGM is: 1<sup>st</sup> September, 2017
- 2) E-voting commencement Date & time: 22<sup>nd</sup> Day of September, 2017 at 9 A.M. IST
- 3) E-voting ending Date & time: 25<sup>th</sup> September, 2017 at 5.00 P.M. IST
- 4) The Annual Report & Notice of AGM is available on Company's website [www.cpil.in](http://www.cpil.in).





- 5) The Company would be availing e-voting services of Central Depository Services (India) Limited (CDSL). In case members have any queries regarding e voting members may refer the Frequently Asked Questions (FAQ) and e voting user manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.in](mailto:helpdesk.evoting@cdslindia.in).
- 6) The Results shall be declared after the AGM of the Company. The Result declared along with the Scrutinizer's Report shall be placed on the Company website at [www.cpil.in](http://www.cpil.in) not later than two days of passing of the resolutions of the AGM and communicated to the exchanges.

Kindly take the same on records and acknowledge the receipt.

Thanking you,  
For Career Point Limited

Tarun Kumar Jain  
Company Secretary & Compliance Officer



**Enclosed:** Notice of AGM



## NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 17th Annual General Meeting (AGM) of the members of Career Point Limited (CINL72200RJ2000PLC016272) will be held on Tuesday, 26th day of September, 2017 at 4.00 p.m. at CP Tower 2, IPIA, Road No.1, Kota, Rajasthan 324 005 to transact the following business:

### ORDINARY BUSINESS

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended 31st March, 2017 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended 31st March, 2017 and the report of the Auditors thereon and in this regard, pass the following resolution(s) as an **Ordinary Resolution(s)**:
  - (a) **"RESOLVED THAT** the audited financial statement of the Company for the financial year ended 31st March, 2017 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."
  - (b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended 31st March, 2017 and the report of the Auditors thereon laid before this meeting, be and are hereby considered and adopted."
2. To appoint a Director in place of Mr. Om Prakash Maheshwari (DIN 00185677), who retires by rotation at this Annual General Meeting and being eligible has offered himself for reappointment and in this regard, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** Mr. Om Prakash Maheshwari (DIN 00185677), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."
3. To appoint a Director in place of Mr. Nawal Kishore Maheshwari (DIN 00185762), who retires by rotation at this Annual General Meeting and being eligible has offered himself for reappointment and in this regard, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** Mr. Nawal Kishore Maheshwari (DIN 00185762), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."
4. To appoint M/s. Lodha & Co., Chartered Accountants (Firm Registration No. 301051E), as the Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Lodha & Co., Chartered Accountants, (Firm Registration No. 301051E) be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors M/s. Sharp & Tannan, Chartered

Accountants, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Twenty Second Annual General Meeting of the Company to be held in the calendar year 2022 (subject to ratification of their appointment at every Annual General Meeting, if so required under the Act), at such remuneration as may be mutually agreed to, between the Board of Directors and the Auditors."

### SPECIAL BUSINESS

5. 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, Mr. Jagdish Prasad Sarda (DIN: 07654623), who has been appointed as an Additional Director (Independent) by the Board of Directors with effect from 12th November 2016, 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 his 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 12th November 2016, not liable to retire by rotation."
6. 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"), approval of the Company 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 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. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **Special Resolution**:  
“RESOLVED THAT further to the ordinary resolution passed by the members of the Company at their 16th Annual General Meeting held on September 26, 2016 according their consent for the re-appointment and remuneration of Mr. Pramod Maheshwari (DIN:00185711) as Chairman, Managing Director & CEO for 5 years with effect from July 1, 2017 and in accordance with the provisions of the Companies Act, 2013 (“the Act”) and

the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, amendments, enactment or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby accorded for payment to Mr. Pramod Maheshwari (DIN:00185711), Managing Director, such remuneration as reproduced in the Explanatory Statement w.e.f. 1st July, 2017.

**RESOLVED FURTHER THAT** any Director of the Company or the Company Secretary of the Company be and is hereby severally authorised to take such steps as may be necessary for obtaining necessary approvals, in relation to the above and to perform all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution.”

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

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

**Kota, August 24, 2017**  
**Registered Office:**  
CP Tower 1, Road No. 1,  
IPIA, Kota, Rajasthan 324005

Notes:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business as set out above to be transacted at the Meeting is annexed hereto and forms part of this Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF COMPANIES, SOCIETIES, ETC. MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE. A BLANK PROXY FORM IS ATTACHED WITH THE ANNUAL REPORT A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The Register of Members and Share Transfer Books of the Company shall remain closed during the Book Closure period, i.e., from September 19, 2017 to September 26, 2017, both days inclusive.
5. 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.
6. 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.
7. The route map showing directions to reach the venue of the AGM is annexed.
8. 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.
9. 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.
10. 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.
11. 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.
12. Electronic copy of the Notice of the 17th Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting 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 copies of the aforesaid documents are being sent by the permitted mode.
13. 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.
14. The Annual Report of the Company for the Financial Year 2016-17, circulated to the members of the Company, is also uploaded on the Company's website [www.cpil.in](http://www.cpil.in) in the 'Investor Relations' Section.
15. 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.
16. 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.

17. 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.

18. THE COMPANY WHOLE-HEARTEDLY WELCOMES MEMBERS/ PROXIES AT THE ANNUAL GENERAL MEETING OF THE COMPANY. THE MEMBERS /PROXIES MAY PLEASE NOTE THAT NO GIFTS / GIFT COUPONS WILL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING.
19. 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 2017 has been updated on Company's website [www.cpil.in](http://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 on the expiry of 7 years from the date of declaration.
20. 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. Om Prakash Maheshwari	Mr. Nawal Kishore Maheshwari	Mr. Jagdish Prasad Sarda
<b>Designation</b>	Executive and Chief Financial Officer	Executive Director	Independent and Non-Executive Director
<b>Date of Birth</b>	September 12, 1968	February 5, 1975	September 16, 1959
<b>Date of Appointment</b>	31/03/2000	31/03/2000	11/11/2016
<b>Experience in Specific functional areas</b>	Over 23 years of experience in the field of Finance & Legal matters.	Over 21 years of experience in the field of Administration.	Over 30 years of experience in the field of Cost and Accounting
<b>Educational Qualifications</b>	B.E. (Mechanical Engineering) from University of Rajasthan	B.Com. from MDS University, Ajmer	CMA from Institute of Cost Accountants of India and B.Com from Rajasthan University
<b>Details of shares held in the Company</b>	1386300 equity shares	1385800 equity shares	-
<b>List of companies (other than Career Point Ltd.) in which Directorships held as on 31.03.2017 (excluding Pvt. Ltd. Companies)</b>	1. Career Point Infra Ltd. 2. Shricon Industries Ltd. 3. Srajan Capital Ltd. 4. Wellwin Technosoft Ltd. 5. Longway Business Solutions Ltd.	1. Career Point Edutech Ltd. 2. Career Point Infra Ltd. 3. Srajan Capital Ltd. 4. Wellwin Technosoft Ltd	-
<b>Chairman / Member of the Committees of companies (other than Career Point Ltd.) on which he is a Director as on 31.03.2017</b>	2	-	-
<b>Relationship with other directors</b>	Relative of Mr. Pramod Maheshwari, Managing Director and Mr. Nawal Kishore Maheshwari, Executive Director, Mrs. Neelima Maheshwari, Non-Executive Director	Relative of Mr. Pramod Maheshwari Managing Director and Mr. Om Prakash Maheshwari, Executive Director & CFO	None

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.

1. 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 22 day of September, 2017 at 9.00 a.m. and will end on Monday, the 25 day of September, 2017 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 September, 2017 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](http://www.evotingindia.com) during the voting period
- i. For Members holding shares in Demat Form and Physical Form

- c. Click on "Shareholders" tab.
- d. Now, select the "CAREER POINT LIMITED" from the drop down menu and click on "SUBMIT"
- 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](http://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:

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - 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. -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
DOB	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.
Bank detail	Enter the Bank Details as recorded in your demat account or in the company records for the said demat account or folio. 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).

- ii. After entering these details appropriately, click on "SUBMIT" tab.
- (ii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN along with 'Career Point Limited' on which you choose to vote.
- (v) 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.
- (vi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (vii) 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.
- (viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (x) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xi) Note for Institutional Shareholders
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able



to link the account(s) for which they wish to vote on.

- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(XII) 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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [investors@cpil.in](mailto:investors@cpil.in)

- 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.
- The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through

remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the Meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.

- The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.cpil.in](http://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.
- The facility for voting, either through electronic voting system or polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.
- The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

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

**Kota, August 24, 2017**

**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.4

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

As per the provisions of Section 139 of the Companies Act, 2013 (“the Act”) read with rules made thereunder, no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Further, as per Section 139 of the Act, a period of three years has been provided to comply with this requirement. In view of the same, the term of the existing Statutory Auditors, M/s Sharp & Tannan, Chartered Accountants, New Delhi is upto the conclusion of this Annual General Meeting (AGM).

The Board of Directors has based on the recommendation of the Audit Committee, at its meeting, proposed the appointment of M/s. Lodha & Co., Chartered Accountants (Firm Registration No. 301051E), as the Statutory Auditors of the Company for a period of five years, to hold office from the conclusion of this AGM till the conclusion of the Twenty Second Annual General Meeting of the Company to be held in the Calendar Year 2022, subject to ratification of their appointment at every Annual General Meeting, if so required under the Act.

M/s Lodha & Co., have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

None of the Directors and Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board commends the ordinary resolution as set out in Item No. 4 of this Notice for your approval.

### Item No.5

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Jagdish Prasad Sarda as an Additional Director (Independent) with effect from 12th November 2016 to hold office for a period of five consecutive years with effect from 12th November 2016, 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, Mr. Sarda 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 his intention to propose the appointment of Mr. Sarda as a Director of the Company. Mr. Sarda is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he has also given his consent to act as a Director of the Company. The Company has also received a declaration from Mr. Sarda confirming that he 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, Mr. Sarda fulfills the conditions for his appointment as an Independent Director as

specified in the Act and the Listing Regulations and he is independent of the management. Considering his vast experience, his presence on the Board will be of immense value to the Company. He is a qualified Cost and Management Accountant (CMA) from Institute of Cost Accountants of India. He has over 30 years of experience in the field of Cost and Management Accountancy. He holds a Bachelor's Degree in Commerce from Rajasthan University. 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](http://www.cpil.in)

Mr. Sarda is not related to any Director and Key Managerial Personnel of the Company.

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

The Board commends the ordinary resolution as set out in Item No. 5 of this Notice for your approval.

### 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 2017-18 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.	Sale or Supply of Goods & Material	Career Point Accessories Private Limited	Subsidiary	10
2.	Availing/Rendering of any services	Gopi Bai Foundation Trust	Charitable Trust under same management	25
		Career Point Accessories Private Limited	Subsidiary	10
		Career Point University, Kota	Institution sponsored by Gopi Bai Foundation Trust & established by Act no. 13/2012 Govt. of Rajasthan	75
		Career Point University, Hamirpur	Institution sponsored by Gopi Bai Foundation Trust & established by Act no. 12/2012 Govt. of H.P.	50

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, Mr. Pramod Maheshwari (DIN:00185711) as Chairman, Managing Director & CEO re-appointed in the 16<sup>th</sup> Annual General Meeting held on 26<sup>th</sup> September 2016 to hold office for a period of five consecutive years with effect from 1<sup>st</sup> July, 2017. Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors has approved following remuneration of Mr. Pramod Maheshwari as the Chairman, Managing Director & CEO of the Company for a further period of five (5) years w.e.f. July 1, 2017 subject to the approval of the shareholders at this Annual General Meeting:

- Basic Salary: Rs. 125,000 per month
- House rent allowance: Rs. 80,000 per month.
- Other Allowances; Rs. 70,000 per month (including Medical Reimbursement, Allowance on purchase of books/journal/periodicals/Transport allowance by whatever name called as decided by the Board of Directors from time to time)
- Leave travel allowance upto one month's salary, which can be availed once in two years.
- Gratuity: not exceeding on half month's salary for each completed years of service.
- Bonus: as per rules of our Company not exceeding 20% of salary.
- Superannuation fund: superannuation or annuity funds benefits

in accordance with any such scheme adopted by our Company.

- Reimbursement of expenses: reimbursement of travelling and other expenses incurred by him during the course of business of our Company.
- Club Membership: Admission and subscription fees for 2 clubs.
- Reimbursement of Mobile phone bill for use on Company's business
- Free use of the Company's car, fuel and reimbursement of Salary of driver for use on the Company's business as well as for own use.
- Washing and Uniform Allowance: Rs.5000 per month
- Insurance Premium of Insurance Policies as defined under the Income Tax Act 1961

Other Privileges: Such other privileges, facilities, perquisites and amenities as may be applicable from time to time to the Executives of the Company.

Mr. Pramod Maheshwari, is the Chairman, Managing Director and Chief Executive Officer of the Company. He has been a Director of the Company since March 2000. He holds a B.Tech Degree from IIT Delhi. He is the key founder member of the Company. Under his leadership and guidance, the Company has taken great strides. His dynamic vision, strategic focus, and entrepreneurial skills continue to guide the growth of the Company's businesses. He has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time;

A copy of the draft letter setting out the terms and conditions 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](http://www.cpil.in)

Mr. Pramod Maheshwari is interested in the resolution. Mr. Om Prakash Maheshwari, Executive Director & CFO and Mr. Nawal Kishore Maheshwari, Executive Director being relatives of Mr. Pramod Maheshwari are also concerned or interested in the Resolution.

The Board accordingly recommends the resolution set forth in item no.7 for approval of the members

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

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

**Kota, August 24, 2017**  
**Registered Office:**  
CP Tower 1, Road No. 1,  
IPIA, Kota, Rajasthan 324005

## GREEN INITIATIVE IN CORPORATE GOVERNANCE

Dear Shareholders,

The Ministry of Corporate Affairs (MCA) has taken a “Green Initiative in Corporate Governance” by allowing paperless compliances by the Companies through electronic mode. In accordance with the circulars issued by the MCA during April and May 2011, companies can now send notices and documents, including Annual Reports and postal ballots to its shareholders through electronic mode to the registered e-mail addresses of the Shareholders.

It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow shareholder as well as the companies to contribute towards a Greener Environment.

Your Company also proposes to participate in this Green initiative by opting for e-mailing all the future shareholder communications henceforth including notices of Annual General Meetings and Annual Reports of the Company to those shareholders opting to receive the same in electronic mode.

To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holding with the Depository through their concerned Depository Participants.

Members who holds shares in physical form are requested to furnish their e-mail id to the following e-mail id viz. [careerpointgogreen@linkintime.co.in](mailto:careerpointgogreen@linkintime.co.in) quoting your folio number, name, PAN, mobile number. We would be mailing all the future shareholder communication to the e-mail id furnished to us.

Please note that as a member of the Company, you will always be entitled to receive all such communication in physical form, upon request.

For Career Point Limited

Tarun Kumar Jain

GM (Corporate & Legal Affairs) & Company Secretary



## CAREER POINT LIMITED

(CIN: L72200RJ2000PLC016272)

Registered & Corporate Office: CP Tower 1, Road No. 1, IPIA, Kota – 324 005, Rajasthan, India

[ Form No. MGT-11 ]

### PROXY FORM

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

Name of the member (s): \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Registered address: \_\_\_\_\_

Folio/Client Id: \_\_\_\_\_ DP ID: \_\_\_\_\_

I/We, being the member (s) of \_\_\_\_\_ Shares of the above named company, hereby appoint:

- 1) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
- 2) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
- 3) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_

and whose signature(s) are appended below, as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17<sup>th</sup> Annual General Meeting of the Company, to be held on Tuesday, the 26<sup>th</sup> day of September, 2017 at 4.00 P.M. at CP Tower 2, Indraprastha Industrial Area, Road No.1, Kota-324005, Rajasthan India and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolutions
	<b>Ordinary Business</b>
1.	Adoption of Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2017
2.	Re-appointment of Mr. Om Prakash Maheshwari, who retires by rotation.
3.	Re-appointment of Mr. Nawal Kishore Maheshwari, who retires by rotation.
4.	To appoint M/s Lodha & Co., Chartered Accountants the Statutory Auditor of the Company
	<b>Special Business</b>
5.	To Appoint Mr. Jagdish Prasad Sardas as Independent Director of the Company
6.	Approval for Material Related Party Transaction, under section 188 of the Companies Act, 2013
7.	To approve remuneration of Managing Director

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Revenue  
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Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Signature of Shareholder

Signature of Proxy Holder

- Note :**
1. A Proxy need not be a member of the Company.
  2. 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 the commencement of the meeting.
  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. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a Certified Copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.









## CAREER POINT LIMITED

(CIN: L72200RJ2000PLC016272)

Registered & Corporate Office: CP Tower 1, Road No. 1, IPIA, Kota – 324 005, Rajasthan, India

### ATTENDANCE SHEET

(This attendance sheet duly filled in, to be handed over at the meeting)

Regd. Folio No/Client ID \_\_\_\_\_ DP-ID No. \_\_\_\_\_

Name and Address of First Sole Shareholder \_\_\_\_\_


No. of Shares held: \_\_\_\_\_

I hereby record my presence at the 17<sup>th</sup> Annual General Meeting of the Members of CAREER POINT LIMITED to be held on Tuesday, the 26<sup>th</sup> day of September, 2017 at 4.00 P.M. at CP Tower 2, Indraprastha Industrial Area, Road No.1, Kota-324005, Rajasthan India.

Signature of the Member / Proxy

- Note:
1. Only Member / Proxy can attend the meeting.
  2. Member / Proxy who wish to attend the meeting must bring this attendance slip to the meeting and hand it over at the entrance of the meeting hall.
  3. Member / Proxy should bring his / her copy of the Annual Report for reference at the meeting.

## ROUTE MAP TO THE VENUE OF THE AGM

 Career Point Limited  
CP Tower, Road No. 1, IPIA,  
Kota (Raj.) 324005

