



CAREER POINT LIMITED

CIN: L72200RJ2000PLC016272

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

Tel No: 0744-6630500

E-mail: investors@cpil.in | Website: www.cpil.in

Notice of Postal Ballot / Electronic Voting (e-voting)

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") including any statutory modifications or re-enactment thereof for the time being in force, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial standard on General Meetings issued by the Institute of Company Secretaries of India and General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 (the "MCA Circulars") and subject to any other applicable laws, rules and regulations, if any, to transact the below mentioned proposed special business by the Members of Career Point Limited (the "Company") by passing resolution through postal ballot **only by way of remote e-voting** ("Postal Ballot").

For avoidance of any doubt due to the general understanding of meaning of "Postal Ballot" as Voting by Post (which is not contemplated in this Notice), the term "remote e-voting" is consciously used in this Notice (instead of using the term 'Postal Ballot') which appropriately clarifies that the manner of Voting on the Resolutions is restricted to Voting only through remote e-voting.

The Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 ("MCA Circulars"), in view of the current extra-ordinary circumstances due to COVID-19 pandemic requiring social distancing, had advised the companies to take all decisions of urgent nature requiring member's approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.

Hence, in compliance with the requirements of the MCA Circulars, the

Company is sending Postal Ballot Notice ("Notice") **only by email** to all its members who have registered their email addresses with the Company or depository(ies) / depository participants and hard copy of Postal Ballot Notice along with Postal Ballot Forms and Pre-paid Business Reply Envelope will not be sent to the Members for the present Postal Ballot. Members are required to communicate their Assent or Dissent through the remote e-voting system only. The instructions for remote e-voting are appended to this Notice. The Company is desirous of seeking your consent to the proposal contained in the below mentioned Resolution. An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons thereof forms part of this Postal Ballot notice along with a Postal Ballot form.

The Board of Directors of the Company has appointed Mr. Amit Gupta, Advocate (BCR Enrol No. 1550/2005), Office: 6, Amrit Kalash Colony, New Akashwani, Kota-324001, Rajasthan as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The Scrutinizer, after completion of scrutiny, will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the postal ballots (including e-voting). The result of the postal ballot shall be declared on or before Sunday, August 08, 2021 and communicated to the stock exchanges, and shall also be displayed on the Notice Board of registered office of the Company, on the Company's website, www.cpil.in and the website of the Registrar and Share Transfer Agent at www.linkintime.co.in.

SPECIAL BUSINESS:

Approval for the Alteration of the objects of the Company and consequent amendment of the Memorandum of Association

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

"RESOLVED THAT pursuant to the provisions of Section 4, 13(4) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Incorporation) Rules, 2014 and confirmation by the Registrar of Companies, Jaipur or any other authority as may be prescribed from time to time and also subject to such other approval/sanctions as may be required, the consent of the members of the Company be and is hereby accorded to

insert the following additional objects before the existing objects:

1. To carry on the business of holding and Investment/finance Company and to buy, invest, sell, purchase, exchange, surrender, extinguish, relinquish, subscribe, acquire, undertake, underwrite, hold, auction, convert or otherwise deal in any shares, stocks, debentures, debenture stock, bonds, obligations, negotiable instruments, hedge instruments, warrants, certificates, premium notes, treasury Bills, obligations, inter corporate deposits, call money deposits, public deposits, commercial papers, options futures, money market securities, marketable or non marketable securities, derivatives and all kind of instruments and securities issued, guaranteed or given by any government, semi-government, local authorities, public private sector undertakings, companies, partnership firm, LLP or body corporate, corporations, co-operative societies, trusts, funds, State, Public body or authority, Supreme, Municipal, Local or otherwise and other organisations / entities, persons whether in India or elsewhere, singly or jointly with any other person(s), body corporate, partnership firm or any other entity and to acquire and hold controlling and other interests in the securities or loan capital of any issuer, company or companies and to carry on the business in all its aspects, investment business, public issue subscription, portfolio management, investment consulting, inter corporate investment, finance and discount advisers of all kinds and types in all their aspect in or outside India and carry on business of all non banking financial activities permitted by Reserve Bank of India from time to time.
2. Subject to the applicable provisions of the Companies Act, 2013 and the rules framed thereunder and the directions

issued by Reserve Bank of India may be applicable, to receive money on deposits on interest or otherwise and to lend, invest, subscribe money and negotiate with or without security to such companies, firm or persons upon such conditions as may seem expedient and to guarantee the performance of contracts by any person, companies or firms provided that the company shall not carry on the business of banking within the meaning of Banking Regulation Act, 1949.

3. To carry on business of leasing and hire purchase, investment in shares and securities, sick-industries Rehabilitation, Bridge financing, Bill discounting, international capital market operations, money market operations, share finance, venture capital finance and inter-related activities of lending money financial industrial enterprises, borrow money, accepting deposits and loans.
4. To carry on the business of financiers, financing agents, financial brokers, recovery agents, bill discounters and to undertake, carry on and execute all kinds of financial operations and to carry on the business of money lending provided that the company shall not carry on any banking business within the meaning of Banking Regulation Act, 1949.
5. To give guarantee in relation to the payment of any debenture, debenture stock, bonds, obligations, or securities.

“RESOLVED FURTHER THAT the Board of Directors of the Company (“Board”), or any officer(s) so authorized by the Board, be and are hereby severally authorized to sign, on behalf of the Company, to make application and to do all acts, deeds, matters and things as deem necessary, proper, or desirable and to sign and execute all necessary documents, applications and returns, e-forms for the purpose of giving effect to the aforesaid resolution”.

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

Kota, June 28th, 2021
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

Notes:

1. The Explanatory Statement pursuant to the provisions of section 102(1) of the Companies Act, 2013 read with the Rule 22 of the Rules setting out the material facts and reasons for the proposed resolution in the Notice of the Postal Ballot is annexed hereto.
2. As per Section 108 and other applicable provisions of the Act read with Rule 20 & 22 of the Rules, cut-off date for the purpose of reckoning the voting rights and sending the Notice is Friday, June 25, 2021 ("Cut-off date"). A person who is not a member as on the Cut-off date should treat the Notice for information purpose only.
3. The Postal Ballot Notice is being published/displayed for all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on June 25, 2021 and is also being sent to the Members who already have their e-mail IDs registered with the Company/Depositories, in accordance with the provisions of the Act, read with Rules made thereunder and MCA Circulars. A copy of this Postal Ballot Notice will also be available on the website of the Company at www.cpil.in, the website of www.linkintime.co.in, the Registrar and Share Transfer Agent and the relevant section of the website of BSE and NSE where the Equity Shares of the Company are listed.
4. All the Members of the Company as on the Cut-off date (including those Members who may not have received this Postal Ballot Notice due to non-registration of the e-mail ID with the Company/Depositories) shall be entitled to vote in accordance with the process specified in note no. 14 below.
5. In terms of Sections 108, 110 and other applicable provisions of the Act, as amended, read together with the Rules, MCA Circulars and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations"), the Company is pleased to offer remote e-voting facility to all the Members of the Company. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date.
6. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.
7. **PROCEDURE FOR OBTAINING THE POSTAL BALLOT NOTICE AND E-VOTING INSTRUCTIONS BY THE MEMBERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES OR WITH REGISTRAR AND TRANSFER AGENT ON PHYSICAL FOLIOS:**
 - a) In terms of the MCA and SEBI Circulars, the Company has sent the Postal Ballot Notice and e-voting instructions only in electronic form to the registered e-mail addresses of the Shareholders. Therefore, those Shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses registered by following the procedure given below:

On account of threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send Postal Ballot Notice in electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only.

Therefore, those members who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:
 - (i) In light of the MCA Circulars, members who have not registered their email address and in consequence could not receive the postal ballot/ e-voting notice may temporarily get their email registered with the Company, by sending an email with scanned copy of their PAN, Mobile No, E-mail ID, and Client Master copy to investors@cpil.in. Post successful registration of the email, the members would get soft copy of the notice and the procedure for e-voting. In case of any queries, members may write to investors@cpil.in
 - (ii) It is clarified that for permanent registration of email address, the members are however requested to register their email address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited.
 - b) Those Members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent to enable servicing of notices / documents / Annual Reports electronically to their email address.
 - c) Members may also be requested to visit the website of the Company at www.cpil.in for downloading the Postal Ballot Notice.
 - d) Alternatively, Member may send an e-mail at investors@cpil.in along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Postal Ballot Notice and the e-voting instructions.
8. The remote e-voting period commences on July 8, 2021 at 9:00 a.m. (IST) and ends on August 6, 2021 at 5:00 p.m. (IST). The remote e-voting shall not be allowed beyond the said date and time. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being June 25, 2021, may cast their votes by electronic means in the manner and process set out herein below. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
9. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company, as on June 25, 2021.
10. The Board has appointed Mr. Amit Gupta, (Advocate) (BCR Enrol No. 1550/2005; Email-amitgupta01@gmail.com) as the Scrutinizer ("Scrutinizer") for conducting the postal ballot / e-voting process in a fair and transparent manner.
11. The resolution, if passed by the requisite majority, shall be

deemed to have been passed as if the same has been passed at a general meeting of the members convened in that behalf. The resolution, if approved by the requisite majority of members by means of Postal Ballot (i.e. remote e-voting) shall be deemed to have been passed on the last date specified by the Company for e-voting i.e. August 06, 2021.

12. The Scrutinizer will after the conclusion of e-voting, unblock the votes cast through e-voting in the presence of atleast two witnesses not in the employment of the Company and submit his report to the Chairman or any other person authorised by Board who shall countersign the same and declare the result of the voting forthwith, after scrutiny of the votes cast through remote e-voting and the result of the Postal Ballot shall be declared on or before August 08, 2021. The Scrutinizer's decision on the validity of votes cast through Postal Ballot will be final.

13. The Results declared along with the Scrutinizer's Report shall be hosted on the Company's website www.cpil.in and on the e-voting website of www.linkintime.co.in, the Registrar and Share Transfer Agent, after the result is declared by the Chairman or any other person authorized by the Board, and the same shall be communicated to BSE Limited ("BSE") and NSE where the shares of the Company are listed. The results shall also be displayed at the Registered Office of the Company.

14. INSTRUCTIONS FOR E-VOTING:

In Compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 or any amendment or re-enactment thereof and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended, the Company has provided the members an e-voting facility which will enable them to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. The process and instructions for e-voting are as under:

The instructions for shareholders for voting electronically are as under:

- i. The e-voting period begins on July 8, 2021, at 9:00 a.m. (IST) and ends on August 06, 2021 at 5:00 p.m. (IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., June 25 2021 cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on Shareholders / Member.
- iv. 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.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. 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.
- vii. If you are a first time user follow the steps given below:

viii. After entering these details appropriately, click on

Particulars	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> <ul style="list-style-type: none"> ◆ 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. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Detail or Date of Birth	<p>Enter the Dividend Bank Details or date of birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both 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 (iv) above</p>

“SUBMIT” tab.

- ix. 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.
- x. For Members holding shares in physical form the details can be used only for e-voting on the resolution contained in this Notice.
- xi. Click on the EVENT of “CAREER POINT LIMITED” on which you choose to vote.
- xii. 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.
- xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - xvi. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - xvii. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot entering the details as prompted by the system.
 - xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store, respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - xix. Note for Non-Individual Shareholders and Custodians
 - ◆ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com 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.
 - ◆ 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.
 - ◆ 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.
 - ◆ 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.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

The Company intends to carry out some restructuring to create pureplay education and financial services business verticals so that the new structure insulates one business from the risk of other businesses and provide flexibility to investors as both businesses shall be listed separately. In order to give effect to that, it is considered pivotal to give necessary change to the objects clause of the Company.

Accordingly, the Memorandum of Association of the Company ("MOA") is required to be amended to reflect the change of the objects of the Company. Therefore, the Board of Directors of the Company, by way of its resolution dated May 15, 2021 and resolution dated June 28 2021, has approved the amendment in the objects of the Company, subject to the approval of the members and requisite statutory/regulatory approvals.

The amendment in the Memorandum and Articles of Association of the Company is in the best interest of the Company, shareholders, all concerned parties and will not be detrimental to the interest of the members of the public, shareholders, creditors or employees in any manner whatsoever.

The provisions of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment thereof, for the time being in force) require the Company to seek the approval of the members for alteration of its MOA by way of a special resolution.

Accordingly, your Board of Directors had proposed the amendment of the objects of the company. In accordance with the provision of Section 4, 13 and 110 of the Act read with applicable Rules made thereunder, the amendment of the objects and the consequent alteration in Clause III of the MOA requires the approval of the

members of the Company by way of Special Resolution and approval of the Central Government (power delegated to the Registrar of Companies).

Therefore, the approval of the members is sought through Postal Ballot/ e-voting for amendment in the objects of the Company and consequently, for altering Clause II of the MOA.

The copy of the existing MOA indicating the proposed amendment, resolution passed by the Board of Directors and other allied documents, if any, being referred in the resolution would be available for inspection by the members, free of cost, at the Registered Office of the Company on all working days except Saturdays, Sundays and National Holidays between 11:00 A.M. (IST) and 1:00 P.M. (IST) from the date of dispatch of the Notice upto the last date of the e-voting i.e. August 06, 2021.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of the circulation of the Notice upto the closure of the voting period. Members seeking to inspect such documents can send an email to investors@cpil.in.

None of the Directors/Managers/key Managerial Person and relatives of Directors/Mangers/ Key managerial Person of the Company are interested or concerned in the proposed resolution, except to the extent of their shareholding, if any.

The Board, accordingly, recommends passing of the Special Resolution as set out in the Notice, for the approval of the Members.

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

Kota, June 28th, 2021
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