



CAREER POINT LIMITED

CIN: L80100PB2000PLC054497

Registered Office: Village Tangori, Banur, Mohali, Punjab- 140601
Corporate 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]

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 modification(s) or re-enactment(s) 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, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA"), Government of India (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 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.

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, February 12, 2023 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.ankitonline.com.

SPECIAL BUSINESS:

Approval for the alteration and/or modification 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(s) or re-enactment(s) thereof for the time being in force) read with the Companies

(Incorporation) Rules, 2014 and confirmation by the Registrar of Companies, Chandigarh 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 make alterations (including deletion of words "deposit", "LLP", "Firm", "partnership firm", "receive money on deposits on interest or otherwise and", "accepting deposits") in sub-clause 1, 2 and 3 of Clause III(A) and sub clause 22, 27 and 28 of Clause III (B) of Object Clause of Memorandum of Association of the Company, and to alter and/ or modify the said clauses as following:

III (A) of Memorandum of Association of the Company

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 loans, 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, 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, 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 lend, invest, subscribe money and negotiate with or without security to such companies or persons upon such conditions as may seem expedient and to guarantee the performance of contracts by any person or companies 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*

Kota, 06th January, 2023
Corporate Office:
CP Tower 1, Road No. 1,
IPIA, Kota, Rajasthan 324005

operations, money market operations, share finance, venture capital finance and inter-related activities of lending money financial industrial enterprises, borrow money and loans.

III (B) of Memorandum of Association of the Company

22. *To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any company or person carrying on business which this Company is authorised to carry on or is possessed of rights suitable for the objects of this Company.*

27. *Subject to the provisions of the Companies Act, 2013 including the rules and regulations made therein and the directions issued by Reserve Bank of India to borrow, raise or secure the payment of money or to receive money as loan, at interest for any of the objects of the company and at such time or times as may be expedient, by promissory notes, bills of exchange, hundies, bills of lading, warrants or such other negotiable instruments of all types or by taking credit in or opening current accounts or over-draft accounts with any person, bank or company and whether with or without any security or by such other means, as may deem expedient and in particular by the issue of debentures or debenture stock, perpetual or otherwise and in security for any such money so borrowed, raised or received and of any such debentures or debenture stock so issued, to mortgage, pledge or charge the whole or any part of the property and assets of the Company both present and future, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949*

28. *To advance money not immediately required by the Company or give credit to such persons or companies and on such terms with or without security as may seem expedient and in particular to customers of and such others having dealings with the Company and to give guarantees or securities of any such persons, companies as may appear proper or reasonable provided that the Company shall not carry on the business of banking, within the meaning of Banking Regulation Act, 1949*

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**

Sd/-
Manmohan Pareek
Company Secretary
ICSI Membership No. A34858

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, January 06, 2023 ("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 **January 06, 2023** 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.ankitonline.com, 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, Ankit Consultancy 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 **January 12, 2023 at 9:00 a.m. (IST)** and ends on **February 10, 2023 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 January 06, 2023, 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 Friday, January 06, 2023.
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. Friday, February 10, 2023.
12. The Scrutinizer will after the conclusion of e-voting, unblock the votes cast through e-voting in the presence of at least 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 February 12, 2023. 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.ankitonline.com, 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:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.Jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e- Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e- Voting website of NSDL for casting your vote during the remote e-Voting period.

	4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e- Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e- Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below **in process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e- Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of

the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to amitgupta01cp@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **Upload Board Resolution / Authority Letter** displayed under “**e-Voting tab**” in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Manish Sharma) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@cpil.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@cpil.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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 relation to the same, the Company considered it pivotal to make necessary alterations (including deletion of words “deposit”, “LLP”, “Firm”, “partnership firm”, “receive money on deposits on interest or otherwise and”, “accepting deposits”) in sub-clause 1, 2 and 3 of Clause III(A) and sub clause 22, 27 and 28 of Clause III (B) of Object Clause of the Memorandum of Association of the Company.

Accordingly, the Memorandum of Association of the Company ("MOA") is required to be amended and/or modified to reflect the change of the objects of the Company. Therefore, the Board of Directors of the Company, by way of its resolution dated January 06 2023, has approved the amendment and/or alteration 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 thereunde, the amendment of the objects and the consequent alteration in part A and part B of Clause III of the MOA requires the approval of the members of the Company by way of Special Resolution and requisite statutory approvals.

Therefore, the approval of the members is sought through Postal Ballot/ e-voting for amendment in the objects of the Company and consequently, for making modifications in certain clauses of part A and part B of Clause III 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. February 11, 2023.

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 asset out in the Notice, for the approval of the Members.

Kota, 06th January 2023
Corporate Office:
CP Tower 1, Road No. 1,
IPIA, Kota, Rajasthan 32400

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

Sd/-
Manmohan Pareek
Company Secretary
ICSI Membership No. A34858