

(THE COMPANIES ACT, 2013)  
AND  
(THE COMPANIES ACT, 1956)  
(Extent to the applicability)  
(COMPANY LIMITED BY SHARES)  
**MEMORANDUM OF ASSOCIATION**  
OF  
**CP CAPITAL LIMITED**

**CAREER POINT LIMITED**

I. The Name of the Company is: - **CP CAPITAL LIMITED.**

*(Name changed from "Career Point Limited" to "CP Capital Limited" vide Special Resolution passed by members of the Company on February 12, 2025 through postal ballot)*

II. The Registered Office of the Company will be situated in the **STATE of PUNJAB**

*(Shifted of Registered office from the State of Rajasthan to State of Punjab vide Special Resolution passed by members of the Company on 05/04/2021 through postal ballot)*

III. (A) **THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE: -**

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

 DIRECTOR

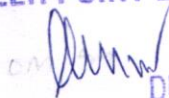
**CAREER POINT LIMITED**

Pramod Mohan

DIRECTOR

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**CAREER POINT LIMITED**

 DIRECTOR

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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.

*[Signature]*  
DIRECTOR

*(Above object 1 to 5 inserted vide Special Resolution passed by the members of the Company on 06/08/2021 through postal ballot and further above object 1, 2 and 3 amended and/or modified vide Special Resolution passed by the members of the Company on 10/02/2023 through postal ballot)*

*[Signature]*  
DIRECTOR

- 6. To undertake development and/or trade in sale, import, export of computer software and all varieties of information technology services like medical transcription, GIS/GPS mapping, data entries, data conversion, internet services, intranet services, networking like WAN, LAN and its related protocols, e-commerce, forex operations relation to software, hardware consultancy, hiring, installation sale, export, import, maintenance of computer hardware, platform changing peripherals, and related services either on direct contract or sub-contract basis and running and maintaining institute/school providing general education and coaching in science, math, medical, commerce, arts, engineering and computer education, training, information technologies and training covering, inter-alia to carry on the business of research and development, designing, manufacturing and trading in all types of computer software and hardware in all areas including management information systems, database services, data warehousing, industrial applications, office systems, automation systems, artificial intelligence, cybernatics, simulations, desktop publishing communications including telecommunications and satellite communication, CAD/CAM, animations, operation systems, utilities and all other developments in the field of computers and information technology along with rendering consultancy services and services in the field of software development, turnkey projects and solutions, software export, information and data processing, computer systems, communications, operations research and technical services including commercial exploitations, export import and to act as distributors, dealers, authorized representatives, installers and commissioning agents of the same and publish/trade books, periodicals, newsletters and study materials on papers, CD, internet or other I.T. media.

*[Signature]*  
DIRECTOR

*(Above object amended and/or modified by Special Resolution passed by the members at their AGM held on 26 September, 2016)*

*[Signature]*  
DIRECTOR

- 7. To impart training, conduct seminars, workshops, capsules, courses, in computers, computer maintenance, software development, software exports, and to depute personnel to develop and design and implement software in India and abroad and to start ISDLAN (Integrated Services Digits Local Area Network), dial for data centres technology parks in India and abroad and to buy, sell, deal in import, export carry on research and development work, to design implement systems software, application software and any other software in India and abroad and to provide IT consulting service advises in India and abroad about info technology use in manufacturing, technical managerial and marketing services in computer education software's electronics and other allied fields and to offer either parallel or in turnkey basis networking and systems internet services in India and abroad and to depute personnel in India and abroad to offer such services, to render new services or enter into primary agreement in any trial portion for rendering such services to the clients and to undertake, design and development, research of software systems, products and solutions in all areas of application including those in emerging niche segments like internet, intranet, websites, applications solution software, enterprises resource planning, e-commerce, value added products and other business applications either for its own use or for sale in India or for export outside India and to design, develop such systems and application software for or on behalf of manufactures,

DIRECTOR

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DIRECTOR

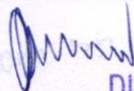
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DIRECTOR

owners and users of computer systems, telecom, digital, electronic equipment in India or elsewhere in world and to set up and run software/hardware training centres, software consultancy, system studies, management consultancy techno-economic feasibility studies of projects, design and development of management information systems in India and outside India and focus on identification, selection, training of software manpower for onsite placement in India and outside India for its own use and/or clients use and recruitment and job placement services in India or outside India and to invest in/manage/assist, domestic and overseas software companies for the fulfillment of above objectives and to design and develop import, export, sale, deal and purchase of computer software and hardware for all applications and also maintain, repair and otherwise deal in all kinds of microprocessor modules, systems and mini and macro computer based systems and electronic instrumentation system, data processing equipment, software, all types of computers, required in industrial control applications, electronic circuits, entertainment equipment, space research and electronic industries of every kind and to establish data processing centre, training centres and provide services as programmers, system analysts, and to provide consultancy services in the field of information technology and software and acts venture capital company or venture capital fund.

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED UNDER HERE:-

1. To participate in the affiliation, accreditation, examination and certification.
2. To facilitate and assist the Appropriate Governmental Authority in strengthening the existing vocational education system for skill development in the Sector and to collaborate in upgrading vocational training system in the Sector, in line with requirements to achieve global standards in manpower productivity.
3. To provide and impart vocational training for skill development, to initiate, carry out, execute, implement, aid and assist activities towards skill development/vocational education, to develop a skill development plan, to determine skills/competency standards, to plan and execute training of trainers, to promote academies of excellence.
4. To coordinate participation of partners, employers in the private sector, training providers, professionals, societies and NGOs/civil society groups in the process of skill development.
5. To employ / engage / take on deputation from other organizations including Appropriate Governmental Authority, temporarily or in regular employment, such professionals, skilled workers, technical advisors, consultants, managers or other persons in order to provide valuable inputs to further the objects of the National Skill Development Policy, 2009, issued by the Ministry of Labour and that of the Company and to pay them such remuneration as may be considered expedient and commensurate with the Sector norms.
6. To work with global consultants, Sector associations as well as experts from national and international agencies associated with research and development, training, skill development, course accreditation or other required specializations in the Sector.
7. To liaise and collaborate with various associations in the Sector or otherwise by suitable means (memorandum of understanding, collaboration agreements, partnering arrangements and others) for course content development, arrangement of apprenticeships within the Sector.
8. To recruit trained manpower and source trainers and experts to ensure adequate participation by them in achieving the objects of the Company.
9. To devise and suggest suitable model(s) to the NSDC/ Appropriate Governmental Authority, for establishment, development and operation of new sector skill centres, their governance, accreditation, inter-centre linkages.
10. To pay salary/wages/fee including consultancy, retainer-ship fee, sitting fee or rent and incur all other expenses needed in fulfillment of the objects of the Company.
11. To enter into any arrangements with any Government(s) or authorities whether Central, State, municipal, local or any other person, that may seem conducive to the objects of the Company.

**CAREER POINT LIMITED**



**DIRECTOR**

**CAREER POINT LIMITED**

*Pranav Mohan*

**DIRECTOR**

12. To organize and participate in seminars, conferences, fairs related to the objects of the Company and to compile, collate, edit and publish technical reports and papers related to the objects of the Company.
13. To run educational institutions training institutions, research institutions, training of trainers establishment and any other establishment as may be required in due course of functioning of the Company and in furtherance of its objects, and publish books, reports journals, magazines, newspapers, periodicals, thesis, researches, writings, discoveries, documents, news and information.
14. To buy all kinds of plant, equipment, machinery, apparatus, tools, utensils, commodities, substances, articles and things necessary or useful for carrying on the objects of the Company.
15. To enter into agreement with any company or persons for obtaining by grant of license or on such other terms of all types, formulae and such other rights and benefits, technical information, know-how and expert guidance and equipment and machinery and things mentioned herein above and to arrange facilities for training of technical personnel by them.
16. To establish, provide, maintain and conduct or otherwise, subsidise research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical research, experiments and tests of all kinds and to promote studies and research both scientific and technical investigation and invention by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing the remuneration to scientific and technical professors and teachers and to award, scholarships, prizes, grants and bursaries to students and to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist the objects of the Company.
17. To acquire by concession, grant, purchase, licence or otherwise either absolutely or conditionally and either alone or jointly with others land, buildings, machinery, plants, utensils, works, conveniences and such other movable and immovable properties of any description and any patents, trademarks, concessions, privileges, brevets, reinvention, licences, protections and concessions conferring any exclusive or limited rights to any inventions, information which may seem necessary for any of the objects of the Company and to construct, maintain and alter any building or work, necessary or convenient for the business of the Company and to pay for such land, buildings, works, property or rights or any such other property and rights purchased or acquired by or for the Company by shares, debentures, debenture stock, bonds or such other securities of the Company or otherwise and manage, develop or otherwise dispose of in such manner and for such consideration as may be deemed proper or expedient to attain the main objects of the Company.
18. Subject to the provisions of the Companies Act, 2013 to amalgamate with any other Company having objects altogether or in part similar to those of this Company.
19. To enter into any arrangement with any Government or Authorities Municipal, local or otherwise or any person or company in India or abroad, that may seem conducive to the objects of the company or any of them and to obtain from any such Government, Authority persons or company any rights, privileges, charters, contracts, licenses and concessions including in particular rights in respect of waterways, roads and highways, which the Company may carry out, exercise and comply therewith.
20. To apply for and obtain any order of Central/State or such other Authority for enabling the Company to carry on any of its objects into effect or for effecting any modifications of the Company's constitution or any other such purpose, which may seem expedient and to make representations against any proceedings or applications which may seem calculated directly or indirectly to prejudice the company's interests.
21. To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint-venture, reciprocal concessions or otherwise with any person, or company carrying on or engaged in any business or transaction which this Company is authorised to carry on.
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.

*(Clause 22 Amended and/or modified vide Special Resolution passed by the members of the Company on 10/02/2023 through postal ballot)*

**CAREER POINT LIMITED**

**DIRECTOR**

**CAREER POINT LIMITED**

*Pramod Mohesh*

**DIRECTOR**

**CAREER POINT LIMITED**

**DIRECTOR**

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**DIRECTOR**

23. To do all or any of the above things as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others and to do all such other things as are incidental or as may be conducive to the attainment of the objects or any of them.
  24. To promote, form and register, aid in the promotion, formation and registration of any company or companies, subsidiary or otherwise for the purpose of acquiring.
  25. all or any of the properties, rights and liabilities of this Company and to transfer to any such company any property of this company and to be interested in or take or otherwise acquire, hold, sell or otherwise dispose of shares, stock, debentures and such other securities of all types in or of any such company, subsidiary or otherwise for all or any of the objects mentioned in this Memorandum of Association and to assist any such company and to undertake the management and secretarial or such other work, duties and business on such terms as may be arranged.
  26. To open accounts with any bank or financial institution and to draw make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures and such other negotiable or transferable instruments of all types and to buy the same.
  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.
- (Clause 27 Amended and/or modified vide Special Resolution passed by the members of the Company on 10/02/2023 through postal ballot)*
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.
- (Clause 28 Amended and/or modified vide Special Resolution passed by the members of the Company on 10/02/2023 through postal ballot)*
29. To improve alter, manage, develop, exchange, mortgage, enfranchise and dispose of, any part of the land, properties, assets and rights and the resources and undertakings of the Company, in such manner and on such terms as the Company may determine.
  30. To remunerate any person or company, for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business, subject to the provisions of the Companies Act, 2013.
  31. To create any depreciation fund, reserve fund, sinking fund, provident fund, super- annuation fund or any other such special fund, whether for depreciations, repairing, improving, extending or maintaining any of the properties and assets of the Company or for redemption of debentures or redeemable preference shares, worker's welfare or for any other such purpose conducive to the interest of the Company.
  32. To provide for the welfare of employees or ex-employees (including Directors and other officers) of the Company and the wives and families or the dependents or connections of such persons, by building or contributing to the building of houses, or dwellings or chawls or by grants of money,

CAREER POINT LIMITED

*[Signature]*  
DIRECTOR

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DIRECTOR

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DIRECTOR

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DIRECTOR

CAREER POINT LIMITED

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DIRECTOR

CAREER POINT LIMITED

*[Signature]*  
DIRECTOR

pensions, allowances, bonus or other such payments or be creating and from time to time, subscribing or contributing to provident fund and other associations, institutions, funds or trusts, and/or by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and such other attendances and assistance as the Company shall determine.


33. To undertake and execute any trusts, the undertaking of which may seem desirable, either gratuitously or otherwise, for the attainment of the main objects of the Company.
34. To procure the incorporation, registration or such other recognition of the Company in the Country, State or place outside India and to establish and maintain local registers and branch places of the main business in any part of the world.
35. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising over the internet or any other electronic media and also in print media in the press by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards or organising exhibitions.
36. The company would obtain approval of the concerned authorities to carry on the objects of the company and the matters which are necessary for furtherance of the objects of the Company as given in this memorandum of association wherever required.

IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

V. The Authorised Share Capital of the Company is Rs. 338,550,000/- (Rupees Thirty Three Crores Eighty Five Lakhs Fifty Thousand) divided into 3,38,55,000 (Three Crore Thirty Eight Lacs Fifty Five Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each.

*(Authorised Capital increased from Rs. 25,00,00,000/- (Rupees Twenty Five crore) to Rs. 33,85,50,000/- (Rupees Thirty Three Crores Eighty Five Lakhs Fifty Thousand) due to merger of Srajan Capital Limited (Wholly Owned Subsidiary Company) into it's Holding Company in pursuant to the order of hon'ble NCLT-Chandigarh bench vide it's order dated October 22, 2024)*

CAREER POINT LIMITED

  
DIRECTOR

CAREER POINT LIMITED

*Pravraj Mohesh*  
DIRECTOR

*Pravraj Mohesh*  
CAREER POINT LIMITED

DIRECTOR

We, the several persons whose names, and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

S. No.	Signature, Name, Address Description and Occupation of the Subscribers	No. of Equity shares taken by each subscriber	Signature, Name, Address, Description and Occupation of Witness
1.	Sd/- <b>(PRAMOD MAHESHWARI)</b> S/o Shri Gulab Chand Ji Maheshwari 112, Shakti Nagar, KOTA - 324 009 Business	100 (One hundred)	(witness the signature of all subscribers)  Sd/- Vinod Gupta S/o Mohan Lal Gupta Chartered Accountant 2-CH-13, Vigyan Nagar Kota, Rajasthan-324005
2.	Sd/- <b>(OM MAHESHWARI)</b> S/o Shri Gulab Chand Ji Maheshwari 112, Shakti Nagar, KOTA Business	100 (One hundred)	
3.	Sd/- <b>(NAVAL MAHESHWARI)</b> S/o Shri Gulab Chand Ji Maheshwari 112, Shakti Nagar, KOTA Business	100 (One hundred)	
4.	Sd/- <b>(GULAB CHAND MAHESHWARI)</b> S/o Shri Hari Ballabh, 112, Shakti Nagar, KOTA Business	100 (One hundred)	
5.	Sd/- <b>(KAILASH BAI)</b> W/o Shri Gulab Chand 112, Shakti Nagar, KOTA Housewife	100 (One hundred)	
6.	Sd/- <b>(NEELIMA MAHESHWARI)</b> W/o Sh. Om Maheshwari 112, Shakti Nagar, KOTA Service	100 (One hundred)	
7.	Sd/- <b>(SHILPA MAHESHWARI)</b> W/o Shri Pramod Maheshwari, 112, Shakti Nagar, KOTA Service	100 (One hundred)	

Total No. of Equity Shares Subscribed 700 (Seven hundred)

Dated the 28th day of March, 2000

Place: Kota

**CAREER POINT LIMITED**

*Pramod Maheshwari*  
**DIRECTOR**

**CAREER POINT LIMITED** (7)

*[Handwritten Signature]*

**DIRECTOR**