NOTICE OF THE 22nd ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Second Annual General Meeting (AGM) of the Members of Career Point Limited (CIN-L80100PB2000PLC054497) will be held on Thursday, 29th day of September, 2022 at 4.00 p.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

1. To receive consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2022 together with the reports of the Board of Directors and the Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions:**

   "RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To receive consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2022 together with the reports of the Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions:**

   "RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended March 31, 2022 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

3. To declare a dividend on equity shares for the financial year ended March 31, 2022 and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT a dividend at the rate of `Rs. 1/- (One rupees only) per equity share of Rs. 10/- (Ten rupees only) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2022 and the same be paid out of the profits of the Company."

4. To appoint a Director Mr. Pramod Maheshwari (DIN: 00185711), who retires by rotation as a Director and in this regard, pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Pramod Maheshwari (DIN: 00185711), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

5. To appoint a Director Mrs. Neelima Maheshwari (DIN: 00194928), who retires by rotation as a Director and in this regard, pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Neelima Maheshwari (DIN: 00194928), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

6. **Appointment of Statutory Auditors**

   To appoint Statutory Auditors of the Company, and to fix their remuneration and to consider and if thought fit to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification (s), amendment (s) or re-enactment (s) thereof for the time being in force), and on the basis of the recommendations of the Audit Committee and Board of Directors, M/s. Lodha & Company, Chartered Accountants (Firm Registration No. 301051E) New Delhi, be and is hereby re-appointed as the Statutory Auditors of the Company for a second term of five years from the conclusion of the 22nd Annual General Meeting till the conclusion of the 27th Annual General Meeting of the Company to be held in year 2027 (subject to the ratification of their appointment at every AGM to be held after 22nd AGM) at such remuneration, as mentioned in the explanatory statement for the FY 2022-23 and further authorizing the Board of Directors to determine remuneration of remaining period on recommendation of Audit Committee."

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

SPECIAL BUSINESS:

7. **APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013**

   To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

   "RESOLVED THAT pursuant to Section 185 and other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder, the Board of Directors of the Company be and is hereby authorised:

   -To advance any loan including any loan represented by a book debt or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested (i.e. including any private Company of which any such Director is a Director or member, anybody corporate at a general meeting of which not less than twenty-five percent of the total voting power may be exercised or controlled by any such Director, Managing Director or Manager, whereof is accustomed to act in accordance with the directions or instructions of the Board, or of any Director or Directors, of the lending Company), provided that such loans are utilised by the borrowing Company for its principal business activities and in particular to the such Companies (as mention in explanatory statement) in which one or more Director(s) may be deemed to be interested on the terms and conditions as set out in the Statement annexed to this Notice on such terms and conditions and in such manners may be mutually acceptable

   RESOLVED FURTHER THAT, the Board be and is hereby authorised to finalise, sanction and disburse the said loans, guarantees and security and also to delegate all or any of the

above powers to Committee of Directors or any Director(s) of the Company and generally to do all acts, deeds and things that may be deemed necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.

8. **TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS OF THE COMPANY AND IT'S SUBSIDIARIES**

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution:**

"RESOLVED THAT pursuant to Regulation 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Section 188 of the Companies Act, 2013 ('Act'), read with Rule 15 (3) of the Companies (Meeting of Board and it's powers) Rules, 2014 and any other provisions of applicable law(s), including any amendment(s) or statutory modification(s) or re-enactment(s) thereof, for the time being in force (hereinafter collectively referred to as "Applicable Laws"), the Company's policy on related party transactions, as may be applicable from time to time, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Company and any duly authorized committee of Directors constituted /empowered by the Board, from time to time, to exercise its powers conferred by this resolution), to enter into and / or to carry out and / or continue to enter, carry out contracts / arrangements / transactions, whether by way of renewal(s) or extension(s) or modification(s) of earlier contracts/ arrangements / transactions or otherwise, related parties within the meaning of Regulation 2(1)(zb) of the Listing Regulations ("Related Party Transactions"), on such terms and conditions as the Board may decide, for a period of 5 (five) financial years from 2022-23 to 2026-27, up to a maximum aggregate value of the Related Party Transaction(s) as mentioned in terms of the explanatory statement to this resolution and more specifically set out in Statement nos. A-1 to A-9 in the explanatory statement to this resolution, notwithstanding the fact that the aggregate value of Related Party Transactions may exceed materiality threshold as prescribed under the Applicable Laws, provided however, that the said Related Party Transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company and / or its subsidiaries, and such Related Party Transactions shall be in the nature of:

a) Availing of services by the Company and/or its subsidiaries from related parties including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value as detailed in the explanatory statement to this resolution.

b) rendering of services by the Company and/or its subsidiaries to related parties including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of related parties, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value as detailed in the explanatory statement to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary and as the Board may in its absolute discretion deem necessary, desirable or expedient, including but not limited to finalizing the terms and conditions, methods and modes, finalizing and executing necessary documents, including contracts, schemes, agreements and such other papers, documents as may be required, filing applications and seeking all necessary approvals from relevant authorities (if required) to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby further authorised to delegate all or any of the powers herein conferred to director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

Kota (Rajasthan),
August 13, 2022
Registered Office:
Village Tangori, Banur,
Mohali, Punjab- 140601

Corporate Office:
IPIA, Kota, Rajasthan 324005
Kota (Rajasthan)-324005

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

Manmohan Pareek
Company Secretary
ICSI Membership No. A34858

NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (**"Act"**), and regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 setting out material facts relating to Special Business under item Nos. 7 to 8 and Regulation 36 (5) of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 relating to Ordinary Business under item No. 6 to be transacted at the 22ND Annual General Meeting (**"AGM"**) is annexed.

GENERAL INSTRUCTIONS FOR PARTICIPATION AT 22ND AGM AND E-VOTING

2. As you are aware, In view of the COVID-19 pandemic, the Ministry of Corporate Affairs, Government of India ("**MCA**") issued General Circular Nos. 14/2020, 17/2020, 20/2020, 02/ 2021, 19/2021 21/2021 and 2/2022 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 8th December 2021, 14th December 2021 and 5th May 2022 respectively, ("**MCA Circulars**") read with relevant circulars issued by the Securities and Exchange Board of India ("**SEBI**"), from time to time (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through Video Conference ("**VC**") or Other Audio Visual Means ("**OAVM**") upto 31st December, 2022, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e- Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by NSDL.
4. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.cpil.in. The Notice can also be accessed from the websites of the Stock Exchanges

   i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
8. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular Nos. 14/2020, 17/2020, 20/2020, 02/ 2021, 19/2021, 21/2021 and 2/2022 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 8th December 2021, 14th December 2021 and 5th May 2022 respectively, ("MCA Circulars").
9. Institutional Investors and Corporate Members (i.e. other than individuals, HUF, NRI etc.) intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC/OAVM or to vote through remote e-voting are requested to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority Letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at (amitgupta01cp@gmail.com with a copy marked to evoting@nsdl.co.in and investors@cpil.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.
10. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, the 23rd September, 2022 to Thursday, the 29th September, 2022 (both days inclusive) for annual closing and for determining the entitlement of the shareholders to the dividend for the financial year 2021-22 as recommended by the Board of Directors of the Company, if declared by the members at the AGM.
11. 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.
12. 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.
13. 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
14. 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.
15. 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.
16. Pursuant to the provisions of the Companies Act, 2013 read with the Rules framed thereunder, and in compliance MCA circulars and SEBI dated May 12, 2022 the notice of AGM along with Annual Report 2021-22 includes directors' report, auditors' report, audited Financial Statements and other documents is being sent only through electronic mode to those members whose email address is registered with the company / Registrar & transfer agent / Depository Participant / Depositories . 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.
17. 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.

18. The members may note date the notice and Annual Report 2021-22 of the Company will also available on the Company's website www.cpil.in website of Stock Exchange that is BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of company's Registrar & Transfer agent Ankit Consultancy Pvt. Ltd. at www.ankitonline.com.
19. 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.

20. 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.
21. 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.
22. 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 2022 has been updated on Company`s website www.cpil.in. The shareholders who did not claimed the said dividend within 7 years from the date of declaration the unclaimed dividend along with respective shares has been transferred to the Investor Education and Protection Fund established by the Central Government in terms of Section 205C(2)(a) of the Companies Act, 1956 on the expiry of 7 years from the date of declaration.
23. 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. Pramod Maheshwari	Mrs. Neelima Maheshwari
Designation	Chairman, Managing Director & CEO	Non Independent and Non- Executive Director
Date of Birth	March 03, 1971	March 19, 1971
Date of Appointment	March 31, 2000	August 12, 2014
Experience in Specific functional areas	Over 28 years of experience in the field of education, developing & implementing training methodologies.	Over 18 years of experience in formal education
Educational Qualifications	B.Tech from IIT Delhi	M. Pharma
Details of shares held	2116003 equity shares	1339500 equity shares
List of companies (other than Career Point Ltd.) in which Directorships held as on 31.03.2022 (excluding Pvt. Ltd. Companies)	1. Career Point Infra ltd. 2. Career Point Edutech Ltd. 3. Srajan Capital Ltd. 4. Wellwin Technosoft Ltd.	1. Shricon Industries Ltd.
Chairman / Member of the Committees of companies (other than Career Point Ltd.) on which he/she is a Director as on 31.03.2022	NIL	3
Relationship with other Directors	Relative of Mr. Om Prakash Maheshwari, CFO & Executive Director and Mr. Nawal Kishore Maheshwari, Executive Director	Relative Mr. Om Prakash Maheshwari, Executive Director & CFO

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.

24. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

25. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

26. 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:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on 25.09.2022, at 9:00 A.M. and ends on 28.09.2022, at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22.09.2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22.09.2022.

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 and joining virtual meeting 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

(i) For Members holding shares in Demat Form and Physical Form

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	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 or joining virtual meeting & voting during the meeting.
	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 or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is Available on

Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.
	2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on **NSDL** to cast your vote.
	3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration
	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
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 or joining virtual meeting & voting during the meeting.

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 & 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 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting 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.nsdl.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 user 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.nsdl.com.

   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
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.
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 (Ms. Pallavi Matre) 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 investor@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 investor@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 and joining virtual meeting 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH

VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting can send in their questions/ comments in advance by 22nd September, 2022, mentioning their name, demat account number/ folio number, email id, mobile number at investors@cpil.in. The same will be replied by the Company suitably. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

27. Dividend information:-

1. The Dividend on equity shares for the financial year 2021-22, as recommended by the Board of Directors, if declared at the AGM, would be paid/credited within thirty days subject to deduction of tax at source, directly in electronic mode through National Automated Clearing House (NACH) to the members whose name appear on the Company's Register of Members as on the closing business hours on Thursday, the 22nd day of September, 2022 and whose bank mandate are registered in the records of the Depository Participants / RTA. For members whose bank mandate are not updated with the Depository Participants / RTA as on the book closure date, demand draft or warrants or cheque shall be sent through post.
2. Members holding shares in physical form and desirous of availing the facility of electronic remittance are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9-digit MICR and 11-digit IFS Code), along with their Folio Number, to the Company's Registrar and Share Transfer Agent - M/s. Ankit Consultancy Private Limited. Members holding shares in electronic form are requested to provide the said details to their respective Depository Participants.
3. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
4. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Share Transfer Agent.
5. Members are requested to note that in accordance with Sections 124 and 125 of Companies Act, 2013 and rules made thereunder, dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the Companies unpaid dividend

account are required to be transferred to the IEPF. Accordingly, the dividend remaining unclaimed or unpaid upto the financial year ended 31st March, 2014 have been transferred to IEPF. The detail of unclaimed dividend transferred to IEPF is available on the website of the Company www.cpil.in.

TDS on dividend

Members may note that the Income Tax Act, 1961 ("IT Act"), as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after 1st April, 2020 shall be taxable in the hands of the Shareholders. The Company shall, therefore, be required to deduct Tax at Source (TDS) at the time of making payment of Dividend, if declared by the Shareholders at the AGM. The TDS rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961. Members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their DPs or in case shares are held in physical mode, with the Company by sending email to our RTA at investor@ankitonline.com or compliance@ankitonline.com

A Resident individual shareholder with PAN and who is not liable to pay income tax, can submit a declaration in Form No. 15G/15H, to avail the benefit of non deduction of tax at source by sending an email to accounts@cpuniverse.in latest by 10th September, 2022. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to accounts@cpuniverse.in. The aforesaid declarations and documents need to be submitted by the shareholders latest by 10th September, 2022.

Kota (Rajasthan),
August 13, 2022
Registered Office:
Village Tangori, Banur,
Mohali, Punjab- 140601

Corporate Office:
IPIA, Kota, Rajasthan 324005
Kota (Rajasthan)-324005

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

Manmohan Pareek
Company Secretary
ICSI Membership No. A34858

STATEMENT/ EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SEBI (LODR) REGULATION, 2015 AND CIRCULAR ISSUED THEREUNDER

The Statement/ Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), and Regulation 23 of the given here under sets out material facts relating to the special business mentioned at Item Nos. 7 to 8 of the accompanying Notice dated 5th August, 2022. As an additional information, the Explanatory Statement also contains material facts pertaining to ordinary business mentioned at Item No. 6 of the said Notice.

Item No. 6

This Explanatory Statement is in terms of Regulation 36(5) of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The Members of the Company at the 17th Annual General Meeting ('AGM') of the Company held on 26th September, 2017 had approved appointment of M/s Lodha & Company, Chartered Accountants (Firm Registration No. 301051E), New Delhi, as the Statutory Auditors of the Company to hold office for a first term of five years from the conclusion of the 17th AGM till the conclusion of the 22nd AGM of the Company to be held in the year 2022. After evaluating and considering various factors such as industry experience, competency of the audit team, satisfactory performance, independence, etc., the Board of Directors of the Company, based on the recommendation of the Audit Committee, proposed the reappointment of M/s Lodha & Co., as the Statutory Auditors of the Company, for the second consecutive term of five years from the conclusion of 22nd AGM till the conclusion of 27th AGM of the Company to be held in the year 2027.

The said recommendation was made by the Audit Committee and Board of Directors considering the long experience of Lodha & Co. in the field of audit and their ability to handle the multi-unit and multi locational business structures and past experience with the Company. Lodha & Co, a firm of Chartered Accountants was founded in 1941 and has branches in Mumbai, Delhi, Hyderabad, Chennai and Jaipur. The firm has a dedicated team of professionals and staff. They are currently providing Assurance, Taxation, Accounting and Advisory Services and have experience of working with several multinational companies, listed entities and companies with multiproducts and services. They are empaneled with Controller and Auditor General of India and Reserve Bank of India and are currently eligible to carryout Statutory Audit of Maharatna and large Public Sector Banks.

M/s Lodha & Co. have consented to their appointment as the Statutory Auditors and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder. M/s Lodha & Co. was paid a fee of Rs. 5,00,000/- for the audit of financial statements (standalone and Consolidated) of the Company for the financial year ended 31st March, 2022 plus applicable taxes and out-of-pocket expenses. The fee proposed to be paid to M/s Lodha & Co. for the financial year ending31st March, 2023 will be Rs. 6,00,000/- (Rupees Six Lakhs) plus applicable GST and reimbursement of traveling expenses and out of pocket expenses (at actuals). The Board, in consultation with the Audit Committee shall approve revisions in the remuneration of the Statutory Auditors for the remaining part of the tenure. The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of re-appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 6 of the accompanying Notice. Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 6 of the Notice for approval by the Members.

Item No.7

The Company proposes to advance Inter-Corporate Deposits/Loans to for the purpose of meeting their day to day working capital requirements as and when necessary and deemed if fit by the Board of the Company and they are the related parties with respect to the company by virtue of below mentioned criteria:

(a) Career Point University, Kota: Amount not exceeding of Rs. 35 Crores

(b) Career Point University, Hamirpur: Amount not exceeding of Rs. 35 Crores

(c) Sankalp Capital Private Limited: Amount not exceeding of Rs.10 Crores

Name of the Company/Body Corporate	Interested Director
Career Point University, Kota	Mr. Pramod Maheshwari, Mr. Om Prakash Maheswhari and Mr. Nawal Kishore Maheshwari-Member of Board of Management
Career Point University, Hamirpur	Mr. Pramod Maheshwari, Mr. Om Prakash Maheswhari and Mr. Nawal Kishore Maheshwari-Member of Board of Management
Sankalp Capital Private Limited	Mr. Pramod Maheshwari, Mr. Om Prakash Maheswhari and Mr. Nawal Kishore Maheshwari-Common Directorship and hold more than 2% of paid up share Capital of the Company

The provisions of Section 185 of the Companies Act, 2013, mandates that such Inter-Corporate deposits/Loans can be granted if a Special Resolution at the General Meeting of the of the Shareholders is passed. The required particulars as per proviso to a of Section 185(2)are given hereunder.

Name of the Company/Body Corporate	Amount proposed to be given by the Company not exceeding of ₹	Purpose for which the Inter-Corporate Deposits/Loans is proposed to be utilised
Career Point University, Kota	₹ 35 Crores	To meet day to day working capital requirements of the Company
Career Point University, Hamirpur	₹ 35 Crores	To meet day to day working capital requirements of the Company
Sankalp Capital Private Limited	₹ 10 Crores	To meet day to day working capital requirements of the Company

Except Mr. Pramod Maheshwari and his relatives, Mr. Om Prakash Maheshwari, Mr. Naval Kishor Maheshwari, and Mrs. Neelima Maheshwari none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, monetarily or otherwise in proposed Special Resolution.

The Resolution at Item No. 7 of the Notice is recommended by the Board to be passed as a **Special Resolution**

Item No. 8

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective, April 1, 2022, states that all Material Related Party Transaction ('RPT') with an aggregate value exceeding `1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. The amended Regulation 2(1)(zc) of the SEBI Listing Regulations has also enhanced the definition of related party transaction which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

It is in the above context that Resolutions No. 8 is placed for the approval of the Shareholders of the Company.

The Company is engaged in the business of providing educational services and other ancillary and incidental services etc. and is required to enter into various operational transactions with its related parties in the ordinary course of business to achieve business objectives, which are carried out either directly or through it's subsidiaries. The annual consolidated turnover of the Company as on March 31, 2022 is Rs. 59.31 crore (excluding duties and taxes).

In furtherance of its business activities, the Company and its Subsidiaries have entered into / will enter into transactions / contract(s) / agreement(s) / arrangement(s) with related parties in terms of Regulation 2(1)(zc)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

The Company has a well-defined governance process for the related party transactions undertaken by it. These transactions are independently reviewed by the accounting firms / Independent accounting firms for arm's length consideration and compared with the benchmarks available for similar type of transactions and these analyses are presented to the Audit Committee.

Further, all related party transactions are undertaken after obtaining prior approval of the Audit Committee. The Audit Committee of the Company currently comprises independent directors. All related party transactions have been approved by the Audit Committee after satisfying itself that the related party transactions are at arm's length and in the ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into by the Company during the previous quarter, pursuant to its approvals. The related party transactions between the Company and its subsidiaries and their related parties are approved by the audit committees consisting of majority of independent directors.

Members may note that these Related Party Transactions as placed for members' approval, shall, at all times, be subject to prior approval of the Audit Committee of the Company and shall continue to be an arm's length basis and in the ordinary course of business of the Company. As per the amended Listing Regulations which are effective from January 01, 2022, all the related party transactions are required to be approved by only those members of the Audit committee, who are independent directors.

The aforesaid related party transactions with related parties shall also be reviewed/ monitored by the Audit Committee of the Company as per requirements of the Listing Regulations and the Act and shall remain within the limits as approved by the members. Any subsequent material modifications in the proposed transactions, as defined by the Audit committee forming part of Company's policy on related party transactions available at www.cpil.in shall be placed before the members for approval, in terms of Regulation 23(4) of the Listing Regulations.

The related party transactions with related parties shall not, in any manner, be detrimental to the interest of minority members and be in the best interest of the Company and its members.

Mr. Pramod Maheshwari, Chairman, Managing Director & CEO and Mr. Om Prakash Maheshwari, Chief Financial Officer and Key Managerial Personnel of the Company, are interested in the Ordinary Resolution set out at Item No. 8.

The relative(s) of Mr. Pramod Maheshwari, Mr. Om Prakash Maheshwari and Mr. Nawal Kishor Maheshwari may be deemed to be interested in the said Ordinary Resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 8 of the Notice.

Pursuant to Regulation 23 of the Listing Regulations, in respect of voting on this resolution, no related party shall vote to approve resolution set out at Item No. 8.

The Board accordingly recommends the resolution set forth in Item no. 8 for approval of the members as Ordinary Resolution.

A. TRANSACTIONS BETWEEN THE COMPANY AND ITS SUBSIDIARIES ON THE ONE HAND AND RELATED PARTIES ON THE OTHER HAND FOR RESOLUTION NO. 8

A-1. TRANSACTION WITH CAREER POINT UNIVERSITY, KOTA

Background details and benefits of the transactions

Career Point University, Kota ("**CPUK**") is one such entity and a related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and / or arrangements and / or transactions ("Related Party Transactions"), on an arm's length basis and in the

ordinary course of business.

CPUK is engaged in the business of providing formal educational services. The details of Related Party Transactions entered by the Company and its subsidiaries, with CPUK during the preceding two financial years 2020-21 and 2021-22, are given below:

Category of Transactions	FY 2020-21	FY 2021-22
Availing of services	33.35 Cr	37.65 Cr
Rendering of Services	35.08 Cr.	33.78 Cr

Note: The members may please note that the aforesaid Related Party Transactions were done on an arms' length basis and in the ordinary course of business in compliance with the applicable provisions of the Act.

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with CPUK, and in view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with CPUK, during a tenure / duration of 5 (five) financial years from 2022-23 to 2026-27, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

The Related Party Transactions, being operational and critical in nature, play a significant role in Company's / its subsidiaries business(es) and therefore, approval of members of the Company is sought for material Related Party Transactions with CPUK.

The relevant details with respect to material Related Party Transactions entered/ to be entered into with CPUK, are outlined as under:

1. **Name of the Related Party and Relationship**

   CPUK is an University established vide Career Point University Act, 2012 and group entity of the Company. Chairman, Managing Director & CEO Mr. Pramod Maheshwari of the Company is the Chairperson of the University and Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are members of Board of Management of the University.

2. **Name of Director(s) or Key Managerial Personnel who is related, if any**

   Mr. Pramod Maheshwari, CEO and Mr. Om Prakash Maheshwari, CFO are member of the Board of Management of the University.

3. **Nature, Duration/ Tenure, Material Terms, Monetary Value and Particulars of the Contract or Arrangement**

   The Company and its subsidiaries have / will enter into Related Party Transactions with CPUK on an arm's length basis and in the ordinary course of business. The relevant details of the material Related Party Transactions are as under:

   a. Availing of services: Financial transaction and other services:

      availing of services by the Company and/or its subsidiaries from CPUK including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value of Rs. 35 crores for the current financial year 2022-23 and Rs.35 crores per annum for each of the subsequent financial years.

   b. Rendering of services: Financial transaction & other services

      rendering of services by the Company and/or its subsidiaries to CPUK including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of CPUK, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value of Rs. 35 crores for the current financial year 2022-23 and Rs.35 crores per annum for each of the subsequent financial years.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during 5 financial years i.e. from FY 2022-23 to FY 2026-27.

4. **Percentage of Company's Annual Consolidated Turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions**

   a. Availing of Services- Approximately 63.48% of annual consolidated turnover of the Company for the financial year 2021-22

   b. Rendering of Services- Approximately 56.95% of annual consolidated turnover of the Company for the financial year 2021-22

Notes:

   (i) The percentage mentioned above is based on the transaction amount of financial year 2021-22 and consolidated turnover of financial year 2021-22 and the further percentage shall depend upon consolidated turnover of the Company for the respective financial years from 2022-23 to 2026-27.

5. **Details about Valuation/ Arm's Length and Ordinary Course of Business**

   The Company undertakes that all these related party transactions are independently reviewed by the accounting firms / Independent accounting firms for arm's length consideration and compared with the benchmarks available for similar type of transactions and these analyses are presented to the Audit Committee. The Related Party Transactions are in the ordinary course of business of the Company given the industry in which the Company operates.

6. **Rationale/ benefit of the transactions with Related Party or the justification as to why the transactions with Related Party are in the interest of the Company**

   Please refer to "background, details and benefits of the transaction" which form part of the explanatory statement to the resolution no-8.

7. **Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and / or its subsidiaries**

   The Company and it's subsidiaries availing and /or rendering financial assistance, loan transaction(s) and /or advances to CPUK for its operation educational activities.

8. **Any other information relevant or important for the members to take a decision on the proposed resolution/ any other information that may be relevant**

   All relevant/ important information form a part of this explanatory statement setting out material facts pursuant to Section 102(1) of the Act. Based on the information on Related Party Transactions, summarized in this Notice of AGM, the Audit Committee and the Board have approved entering into / continuing the aforesaid Related Party Transactions and have reviewed, noted and recommended that the approval of the

members be also sought for the resolution set out at Item No. 8.

A-2. TRANSACTION WITH CAREER POINT UNIVERSITY, HAMIRPUR

Background details and benefits of the transactions

Career Point University, Hamirpur ("**CPUH**") is one such entity and a related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and / or arrangements and / or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

CPUH is engaged in the business of providing formal educational services. The details of Related Party Transactions entered by the Company and its subsidiaries, with CPUH during the preceding two financial years 2020-21 and 2021-22, are given below:

Category of Transactions	FY 2020-21	FY 2021-22
Availing of services	6.08 Cr	9.75 Cr
Rendering of Services	7.64 Cr.	8.19 Cr

Note: The members may please note that the aforesaid Related Party Transactions were done on an arms' length basis and in the ordinary course of business in compliance with the applicable provisions of the Act.

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with CPUH, and in view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with CPUH, during a tenure / duration of 5 (five) financial years from 2022-23 to 2026-27, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

The Related Party Transactions, being operational and critical in nature, play a significant role in Company's / its subsidiaries business(es) and therefore, approval of members of the Company is sought for material Related Party Transactions with CPUH.

The relevant details with respect to material Related Party Transactions entered/ to be entered into with CPUH, are outlined as under:

1. **Name of the Related Party and Relationship**

   CPUH is an University and group entity of the Company. Chairman, Managing Director & CEO Mr. Pramod Maheshwari of the Company is the Chairperson of the University and Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are members of Board of Management of the University.

2. **Name of Director(s) or Key Managerial Personnel who is related, if any**

   Mr. Pramod Maheshwari, CEO and Mr. Om Prakash Maheshwari, CFO are member of the Board of Management of the University.

3. **Nature, Duration/ Tenure, Material Terms, Monetary Value and Particulars of the Contract or Arrangement**

   The Company and its subsidiaries have / will enter into Related Party Transactions with CPUH on an arm's length basis and in the ordinary course of business. The relevant details of the material Related Party Transactions are as under:

   a. Availing of services: Financial transaction and other services:

      availing of services by the Company and/or its subsidiaries from CPUH including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value of Rs. 15 crores for the current financial year 2022-23 and Rs.15 crores per annum for each of the subsequent financial years.

   b. Rendering of services: Financial transaction and other services

      rendering of services by the Company and/or its subsidiaries to CPUH including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of CPUH, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value of Rs. 15 crores for the current financial year 2022-23 and Rs.15 crores per annum for each of the subsequent financial years.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during 5 financial years i.e. from FY 2022-23 to FY 2026-27.

4. **Percentage of Company's Annual Consolidated Turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions**

   a. Availing of Services- Approximately 16.45% of annual consolidated turnover of the Company for the financial year 2021-22

   b. Rendering of Services- Approximately 13.82% of annual consolidated turnover of the Company for the financial year 2021-22

Notes:

   (i) The percentage mentioned above is based on the transaction amount of financial year 2021-22 and consolidated turnover of financial year 2021-22 and the further percentage shall depend upon consolidated turnover of the Company for the respective financial years from 2022-23 to 2026-27.

5. **Details about Valuation/ Arm's Length and Ordinary Course of Business**

   The Company undertakes that all these related party transactions are independently reviewed by the accounting firms / Independent accounting firms for arm's length consideration and compared with the benchmarks available for similar type of transactions and these analyses are presented to the Audit Committee. The Related Party Transactions are in the ordinary course of business of the Company given the industry in which the Company operates.

6. **Rationale/ benefit of the transactions with Related Party or the justification as to why the transactions with Related Party are in the interest of the Company**

   Please refer to "background, details and benefits of the transaction" which form part of the explanatory statement to the resolution no-8.

7. **Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and / or its subsidiaries**

   The Company and it's subsidiaries availing and /or rendering financial assistance, loan transaction(s) and /or advances to CPUH for its operation educational activities.

8. **Any other information relevant or important for the members to take a decision on the proposed resolution/ Any other information that may be relevant**

All relevant/ important information form a part of this explanatory statement setting out material facts pursuant to Section 102(1) of the Act. Based on the information on Related Party Transactions, summarized in this Notice of AGM, the Audit Committee and the Board have approved entering into / continuing the aforesaid Related Party Transactions and have reviewed, noted and recommended that the approval of the members be also sought for the resolution set out at Item No. 8.

A-3. TRANSACTION WITH SRAJAN VENTURE PRIVATE LIMITED

Background details and benefits of the transactions

Srajan Venture Private Limited ("**SVPL**") is one such entity and a related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and / or arrangements and / or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

SVPL is engaged in the business of providing formal educational services. The details of Related Party Transactions entered by the Company and its subsidiaries, with SVPL during the preceding two financial years 2020-21 and 2021-22, are given below:

Category of Transactions	FY 2020-21	FY 2021-22
Availing of services	0.52 Cr	9.52 Cr
Rendering of Services	0.75 Cr.	6.28 Cr

Note: The members may please note that the aforesaid Related Party Transactions were done on an arms' length basis and in the ordinary course of business in compliance with the applicable provisions of the Act.

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with SVPL, and in view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with SVPL, during a tenure / duration of 5 (five) financial years from 2022-23 to 2026-27, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

The Related Party Transactions, being operational and critical in nature, play a significant role in Company's / its subsidiaries business(es) and therefore, approval of members of the Company is sought for material Related Party Transactions with SVPL.

The relevant details with respect to material Related Party Transactions entered/ to be entered into with SVPL, are outlined as under:

1. **Name of the Related Party and Relationship**

SVPL is a private limited company and group entity of the Company. Mr. Pramod Maheshwari, Chairman, Managing Director & CEO of the Company, and Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the directors in SVPL.

2. **Name of Director(s) or Key Managerial Personnel who is related, if any**

Mr. Pramod Maheshwari, Chairman, Managing Director & CEO of the Company, and Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the directors in SVPL.

3. **Nature, Duration/ Tenure, Material Terms, Monetary Value and Particulars of the Contract or Arrangement**

The Company and its subsidiaries have / will enter into Related Party Transactions with SVPL on an arm's length basis and in the ordinary course of business. The relevant details of the material Related Party Transactions are as under:

a. Availing of services: Financial transaction and other services:

availing of services by the Company and/or its subsidiaries from SVPL including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value of Rs. 5 crores for the current financial year 2022-23 and Rs.5 crores per annum for each of the subsequent financial years.

b. Rendering of services: Financial transaction and other services

rendering of services by the Company and/or its subsidiaries to SVPL including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of SVPL, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value of Rs. 5 crores for the current financial year 2022-23 and Rs.5 crores per annum for each of the subsequent financial years.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during 5 financial years i.e. from FY 2022-23 to FY 2026-27.

4. **Percentage of Company's Annual Consolidated Turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions**

a. Availing of Services- Approximately 16.05% of annual consolidated turnover of the Company for the financial year 2021-22

b. Rendering of Services- Approximately 10.60% of annual consolidated turnover of the Company for the financial year 2021-22

Notes:

(i) The percentage mentioned above is based on the transaction amount of financial year 2021-22 and consolidated turnover of financial year 2021-22 and the further percentage shall depend upon consolidated turnover of the Company for the respective financial years from 2022-23 to 2026-27.

5. **Details about Valuation/ Arm's Length and Ordinary Course of Business**

The Company undertakes that all these related party transactions are independently reviewed by the accounting firms / Independent accounting firms for arm's length consideration and compared with the benchmarks available for similar type of transactions and these analyses are presented to the Audit Committee. The Related Party Transactions are in the ordinary course of business of the Company given the industry in which the Company operates.

6. **Rationale/ benefit of the transactions with Related Party or the**

justification as to why the transactions with Related Party are in the interest of the Company

Please refer to "background, details and benefits of the transaction" which form part of the explanatory statement to the resolution no-8.

7. **Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and / or its subsidiaries**

The Company and it's subsidiaries availing and /or rendering financial assistance, loan transaction(s) and /or advances to SVPL for its operational activities.

8. **Any other information relevant or important for the members to take a decision on the proposed resolution/ any other information that may be relevant**

All relevant/ important information form a part of this explanatory statement setting out material facts pursuant to Section 102(1) of the Act. Based on the information on Related Party Transactions, summarized in this Notice of AGM, the Audit Committee and the Board have approved entering into / continuing the aforesaid Related Party Transactions and have reviewed, noted and recommended that the approval of the members be also sought for the resolution set out at Item No. 8.

A-4. TRANSACTION WITH MAHESHWARI TRADING COMPANY

Background details and benefits of the transactions

Maheshwari Trading Company ("**MTC**") is one such entity and a related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and / or arrangements and / or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

MTC is a partnership firm and engaged in the business of commodities. The details of Related Party Transactions entered by the Company and its subsidiaries, with MTC during the preceding two financial years 2020-21 and 2021-22, are given below:

Category of Transactions	FY 2020-21	FY 2021-22
Availing of services	40.71 Cr	37.91 Cr
Rendering of Services	47.97 Cr.	24.64 Cr

Note: The members may please note that the aforesaid Related Party Transactions were done on an arms' length basis and in the ordinary course of business in compliance with the applicable provisions of the Act.

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with MTC, and in view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with MTC, during a tenure / duration of 5 (five) financial years from 2022-23 to 2026-27, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

The Related Party Transactions, being operational and critical in nature, play a significant role in Company's / its subsidiaries business(es) and therefore, approval of members of the Company is sought for material Related Party Transactions with MTC.

The relevant details with respect to material Related Party Transactions entered/ to be entered into with MTC, are outlined as under:

1. **Name of the Related Party and Relationship**

MTC is a partnership firm and group entity of the Company and engaged in the business of trading in commodities. Mr. Pramod Maheshwari, Chairman, Managing Director & CEO of the Company, and Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the partners in MTC.

2. **Name of Director(s) or Key Managerial Personnel who is related, if any**

Mr. Pramod Maheshwari, Chairman, Managing Director & CEO of the Company, and Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the partners in MTC.

3. **Nature, Duration/ Tenure, Material Terms, Monetary Value and Particulars of the Contract or Arrangement**

The Company and its subsidiaries have entered into Related Party Transactions with MTC on an arm's length basis and in the ordinary course of business. The relevant details of the material Related Party Transactions are as under:

a. Availing of services: Financial transaction & other services:

availing of services by the Company and/or its subsidiaries from MTC including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value of Rs. 12 crores for the current financial year 2022-23 and Rs.12 crores per annum for each of the subsequent financial years.

b. Rendering of services: Financial transaction & other services

rendering of services by the Company and/or its subsidiaries to MTC including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of MTC, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value of Rs. 12 crores for the current financial year 2022-23 and Rs.12 crores per annum for each of the subsequent financial years.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during 5 financial years i.e. from FY 2022-23 to FY 2026-27.

4. **Percentage of Company's Annual Consolidated Turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions**

a. Availing of Services- Approximately 63.91% of annual consolidated turnover of the Company for the financial year 2021-22

b. Rendering of Services- Approximately 41.54% of annual consolidated turnover of the Company for the financial year 2021-22

Notes:

(i) The percentage mentioned above is based on the transaction amount of financial year 2021-22 and consolidated turnover of financial year 2021-22 and the further percentage shall depend upon consolidated turnover of the Company for the respective financial years

from 2022-23 to 2026-27.

5. **Details about Valuation/ Arm's Length and Ordinary Course of Business**

   The Company undertakes that all these related party transactions are independently reviewed by the accounting firms / Independent accounting firms for arm's length consideration and compared with the benchmarks available for similar type of transactions and these analyses are presented to the Audit Committee. The Related Party Transactions are in the ordinary course of business of the Company given the industry in which the Company operates.

6. **Rationale/ benefit of the transactions with Related Party or the justification as to why the transactions with Related Party are in the interest of the Company**

   Please refer to "background, details and benefits of the transaction" which form part of the explanatory statement to the resolution no-8.

7. **Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and / or its subsidiaries**

   The Company and it's subsidiaries availing and /or rendering financial assistance, loan transaction(s) and /or advances to MTC for its operational activities.

8. **Any other information relevant or important for the members to take a decision on the proposed resolution/ Any other information that may be relevant**

   All relevant/ important information form a part of this explanatory statement setting out material facts pursuant to Section 102(1) of the Act. Based on the information on Related Party Transactions, summarized in this Notice of AGM, the Audit Committee and the Board have approved entering into / continuing the aforesaid Related Party Transactions and have reviewed, noted and recommended that the approval of the members be also sought for the resolution set out at Item No. 8.

A-5. TRANSACTION WITH PROSEED FOUNDATION

Background details and benefits of the transactions

Proseed Foundation (**"Proseed"**) is one such entity and a related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and / or arrangements and / or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

Proseed foundation is a trust and engaged in the business of education. The details of Related Party Transactions entered by the Company and its subsidiaries, with MTC during the preceding two financial years 2020-21 and 2021-22, are given below:

Category of Transactions	FY 2020-21	FY 2021-22
Availing of services	7.17 Cr.	0.00 Cr
Rendering of Services	10.94 Cr.	0.00 Cr

Note: The members may please note that the aforesaid Related Party Transactions were done on an arms' length basis and in the ordinary course of business in compliance with the applicable provisions of the Act.

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with Proseed, and in view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with Proseed, during a tenure / duration of 5 (five) financial years from 2022-23 to 2026-27, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

The Related Party Transactions, being operational and critical in nature, play a significant role in Company's / its subsidiaries business(es) and therefore, approval of members of the Company is sought for material Related Party Transactions with Proseed.

The relevant details with respect to material Related Party Transactions entered/ to be entered into with Proseed, are outlined as under:

1. **Name of the Related Party and Relationship**

   Proseed foundation is a trust and group entity of the Company and engaged in the business of education. Mr. Pramod Maheshwari, Chairman, Managing Director & CEO of the Company, and Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the trustees in Proseed Foundation.

2. **Name of Director(s) or Key Managerial Personnel who is related, if any**

   Mr. Pramod Maheshwari, Chairman, Managing Director & CEO of the Company, and Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the trustees in Proseed Foundation.

3. **Nature, Duration/ Tenure, Material Terms, Monetary Value and Particulars of the Contract or Arrangement**

   The Company and its subsidiaries have entered into Related Party Transactions with Proseed on an arm's length basis and in the ordinary course of business. The relevant details of the material Related Party Transactions are as under:

   a. Availing of Services: Financial transaction & other services:

      availing of services by the Company and/or its subsidiaries from Proseed including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value of Rs. 45 crores for the current financial year 2022-23 and Rs.45 crores per annum for each of the subsequent financial years.

   b. Rendering of Services: Financial transaction & other services

      rendering of services by the Company and/or its subsidiaries to Proseed including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of Proseed, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value of Rs. 45 crores for the current financial year 2022-23 and Rs.45 crores per annum for each of the subsequent financial years.

      The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during 5 financial years i.e. from FY 2022-23 to FY 2026-27.

4. **Percentage of Company's Annual Consolidated Turnover, for the immediately preceding financial year, that is represented by**

the value of the proposed transactions

a. Availing of Services- Approximately 0.00 % of annual consolidated turnover of the Company for the financial year 2021-22

b. Rendering of Services- Approximately 0.00 % of annual consolidated turnover of the Company for the financial year 2021-22

Notes:

(i) The percentage mentioned above is based on the transaction amount of financial year 2021-22 and consolidated turnover of financial year 2021-22 and the further percentage shall depend upon consolidated turnover of the Company for the respective financial years from 2022-23 to 2026-27.

5. Details about Valuation/ Arm's Length and Ordinary Course of Business

The Company undertakes that all these related party transactions are independently reviewed by the accounting firms / Independent accounting firms for arm's length consideration and compared with the benchmarks available for similar type of transactions and these analyses are presented to the Audit Committee. The Related Party Transactions are in the ordinary course of business of the Company given the industry in which the Company operates.

6. Rationale/ benefit of the transactions with Related Party or the justification as to why the transactions with Related Party are in the interest of the Company

Please refer to "background, details and benefits of the transaction" which form part of the explanatory statement to the resolution no-8.

7. Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and / or its subsidiaries

The Company's subsidiary Srajan Capital Limited rendered financial assistance, loan transaction(s) and /or advances to Proseed for its operational activities.

8. Any other information relevant or important for the members to take a decision on the proposed resolution/ any other information that may be relevant

All relevant/ important information form a part of this explanatory statement setting out material facts pursuant to Section 102(1) of the Act. Based on the information on Related Party Transactions, summarized in this Notice of AGM, the Audit Committee and the Board have approved entering into / continuing the aforesaid Related Party Transactions and have reviewed, noted and recommended that the approval of the members be also sought for the resolution set out at Item No. 8.

A-6. TRANSACTION WITH SURAGO AGRO PRIVATE LIMITED

Background details and benefits of the transactions

Surago Agro Private Limited ("**SAPL**") is one such entity and a related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and / or arrangements and / or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

SAPL is a private limited company. The details of Related Party Transactions entered by the Company and its subsidiaries, with SAPL during the preceding two financial years 2020-21 and 2021-22, are given below:

Category of Transactions	FY 2020-21	FY 2021-22
Availing of services	1.44 Cr.	8.40 Cr
Rendering of Services	4.02 Cr.	12.38 Cr

Note: The members may please note that the aforesaid Related Party Transactions were done on an arms' length basis and in the ordinary course of business in compliance with the applicable provisions of the Act.

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with SAPL, and in view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with SAPL, during a tenure / duration of 5 (five) financial years from 2022-23 to 2026-27, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

The Related Party Transactions, being operational and critical in nature, play a significant role in Company's / its subsidiaries business(es) and therefore, approval of members of the Company is sought for material Related Party Transactions with SAPL.

The relevant details with respect to material Related Party Transactions entered/ to be entered into with SAPL, are outlined as under:

1. Name of the Related Party and Relationship

SAPL is a private limited company and group entity of the Company. Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the Directors in SAPL.

2. Name of Director(s) or Key Managerial Personnel who is related, if any

Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the Directors in SAPL.

3. Nature, Duration/ Tenure, Material Terms, Monetary Value and Particulars of the Contract or Arrangement

The Company and its subsidiaries have / will enter into Related Party Transactions with SAPL on an arm's length basis and in the ordinary course of business. The relevant details of the material Related Party Transactions are as under:

a. Availing of services: Financial transaction & other services:

availing of services by the Company and/or its subsidiaries from SAPL including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value of Rs. 15 crores for the current financial year 2022-23 and Rs.15 crores per annum for each of the subsequent financial years.

b. Rendering of services: Financial transaction & other services

rendering of services by the Company and/or its subsidiaries to SAPL including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of SAPL, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value of Rs. 15

crores for the current financial year 2022-23 and Rs.15 crores per annum for each of the subsequent financial years.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during 5 financial years i.e. from FY 2022-23 to FY 2026-27.

4. **Percentage of Company's Annual Consolidated Turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions**

   a. Availing of Services- Approximately 14.16 % of annual consolidated turnover of the Company for the financial year 2021-22

   b. Rendering of Services- Approximately 20.88 % of annual consolidated turnover of the Company for the financial year 2021-22

Notes:

(i) The percentage mentioned above is based on the transaction amount of financial year 2021-22 and consolidated turnover of financial year 2021-22 and the further percentage shall depend upon consolidated turnover of the Company for the respective financial years from 2022-23 to 2026-27.

5. **Details about Valuation/ Arm's Length and Ordinary Course of Business**

   The Company undertakes that all these related party transactions are independently reviewed by the accounting firms / Independent accounting firms for arm's length consideration and compared with the benchmarks available for similar type of transactions and these analyses are presented to the Audit Committee. The Related Party Transactions are in the ordinary course of business of the Company given the industry in which the Company operates.

6. **Rationale/ benefit of the transactions with Related Party or the justification as to why the transactions with Related Party are in the interest of the Company**

   Please refer to "background, details and benefits of the transaction" which form part of the explanatory statement to the resolution no-8.

7. **Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and / or its subsidiaries**

   The Company and it's subsidiaries availing and /or rendering financial assistance, loan transaction(s) and /or advances to SAPL for its operational activities.

8. **Any other information relevant or important for the members to take a decision on the proposed resolution/ Any other information that may be relevant**

   All relevant/ important information form a part of this explanatory statement setting out material facts pursuant to Section 102(1) of the Act. Based on the information on Related Party Transactions, summarized in this Notice of AGM, the Audit Committee and the Board have approved entering into / continuing the aforesaid Related Party Transactions and have reviewed, noted and recommended that the approval of the members be also sought for the resolution set out at Item No. 8.

A-7. TRANSACTION WITH WELLWIN TECHNOSOFT LIMITED

Background details and benefits of the transactions

Wellwin Technosoft Limited ("WTL") is one such entity and a related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and / or arrangements and / or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

WTL is a public limited company. The details of Related Party Transactions entered by the Company and its subsidiaries, with WTL during the preceding two financial years 2020-21 and 2021-22, are given below:

Category of Transactions	FY 2020-21	FY 2021-22
Availing of services	3.33 Cr.	30.60 Cr
Rendering of Services	4.80 Cr.	24.88 Cr

Note: The members may please note that the aforesaid Related Party Transactions were done on an arms' length basis and in the ordinary course of business in compliance with the applicable provisions of the Act.

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with WTL, and in view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with WTL, during a tenure / duration of 5 (five) financial years from 2022-23 to 2026-27, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

The Related Party Transactions, being operational and critical in nature, play a significant role in Company's / its subsidiaries business(es) and therefore, approval of members of the Company is sought for material Related Party Transactions with WTL.

The relevant details with respect to material Related Party Transactions entered/ to be entered into with WTL, are outlined as under:

1. **Name of the Related Party and Relationship**

   WTL is a public limited company and group entity of the Company. Mr. Pramod Maheshwari, Chairman, MD & CEO, Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the Directors in WTL.

2. **Name of Director(s) or Key Managerial Personnel who is related, if any**

   Mr. Pramod Maheshwari, Chairman, MD & CEO, Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the Directors in WTL.

3. **Nature, Duration/ Tenure, Material Terms, Monetary Value and Particulars of the Contract or Arrangement**

   The Company and its subsidiaries have entered into Related Party Transactions with WTL on an arm's length basis and in the ordinary course of business. The relevant details of the material Related Party Transactions are as under:

   a. Availing of services: Financial transaction & other services:

      availing of services by the Company and/or its subsidiaries from WTL including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value of Rs. 10 crores for the current financial year 2022-23 and Rs.10 crores per annum for each of the subsequent financial years.

b. Rendering of services: Financial transaction & other services

rendering of services by the Company and/or its subsidiaries to WTL including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of WTL, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value of Rs. 10 crores for the current financial year 2022-23 and Rs.10 crores per annum for each of the subsequent financial years.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during 5 financial years i.e. from FY 2022-23 to FY 2026-27.

4. **Percentage of Company's Annual Consolidated Turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions**

a. Availing of Services- Approximately 51.60 % of annual consolidated turnover of the Company for the financial year 2021-22

b. Rendering of Services- Approximately 41.94 % of annual consolidated turnover of the Company for the financial year 2021-22

Notes:

(i) The percentage mentioned above is based on the transaction amount of financial year 2021-22 and consolidated turnover of financial year 2021-22 and the further percentage shall depend upon consolidated turnover of the Company for the respective financial years from 2022-23 to 2026-27.

5. **Details about Valuation/ Arm's Length and Ordinary Course of Business**

The Company undertakes that all these related party transactions are independently reviewed by the accounting firms / Independent accounting firms for arm's length consideration and compared with the benchmarks available for similar type of transactions and these analyses are presented to the Audit Committee. The Related Party Transactions are in the ordinary course of business of the Company given the industry in which the Company operates.

6. **Rationale/ benefit of the transactions with Related Party or the justification as to why the transactions with Related Party are in the interest of the Company**

Please refer to "background, details and benefits of the transaction" which form part of the explanatory statement to the resolution no-8.

7. **Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and / or its subsidiaries**

The Company and it's subsidiaries availing and/or rendering financial assistance, loan transaction(s) and /or advances to WTL for its operational activities.

8. **Any other information relevant or important for the members to take a decision on the proposed resolution/ any other information that may be relevant**

All relevant/ important information form a part of this explanatory statement setting out material facts pursuant to Section 102(1) of the Act. Based on the information on Related Party Transactions, summarized in this Notice of AGM, the Audit Committee and the Board have approved entering into / continuing the aforesaid Related Party Transactions and have reviewed, noted and recommended that the approval of the members be also sought for the resolution set out at Item No.8.

A-8. TRANSACTION WITH SOYUG PRIVATE LIMITED

Background details and benefits of the transactions

Soyug Private Limited ("SPL") is one such entity and a related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and / or arrangements and / or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

SPL is a private limited company. The details of Related Party Transactions entered by the Company and its subsidiaries, with SPL during the preceding two financial years 2020-21 and 2021-22, are given below:

Category of Transactions	FY 2020-21	FY 2021-22
Availing of services	0.00 Cr	0.00 Cr
Rendering of Services	0.00 Cr	0.00 Cr

Note: The members may please note that the aforesaid Related Party Transactions were done on an arms' length basis and in the ordinary course of business in compliance with the applicable provisions of the Act.

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with SPL, and in view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with SPL, during a tenure / duration of 5 (five) financial years from 2022-23 to 2026-27, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

The Related Party Transactions, being operational and critical in nature, play a significant role in Company's / its subsidiaries business(es) and therefore, approval of members of the Company is sought for material Related Party Transactions with SPL.

The relevant details with respect to material Related Party Transactions entered/ to be entered into with SPL, are outlined as under:

1. **Name of the Related Party and Relationship**

SPL is a private limited company and group entity of the Company. Mr. Pramod Maheshwari, Chairman, MD & CEO, Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the Directors in SPL.

2. **Name of Director(s) or Key Managerial Personnel who is related, if any**

Mr. Pramod Maheshwari, Chairman, MD & CEO, Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the Directors in SPL.

3. **Nature, Duration/ Tenure, Material Terms, Monetary Value and Particulars of the Contract or Arrangement**

The Company and its subsidiaries have / will enter into Related Party Transactions with SPL on an arm's length basis and in the

ordinary course of business. The relevant details of the material Related Party Transactions are as under:

a. Availing of services: Financial transaction & other services:

availing of services by the Company and/or its subsidiaries from SPL including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value of Rs. 5 crores for the current financial year 2022-23 and Rs.5 crores per annum for each of the subsequent financial years.

b. Rendering of services: Financial transaction & other services

rendering of services by the Company and/or its subsidiaries to SPL including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of SPL, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value of Rs. 5 crores for the current financial year 2022-23 and Rs.5 crores per annum for each of the subsequent financial years.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during 5 financial years i.e. from FY 2022-23 to FY 2026-27.

4. **Percentage of Company's Annual Consolidated Turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions**

a. Availing of Services- Approximately 0.00 % of annual consolidated turnover of the Company for the financial year 2021-22

b. Rendering of Services- Approximately 0.00 % of annual consolidated turnover of the Company for the financial year 2021-22

Notes:

(i) The percentage mentioned above is based on the transaction amount of financial year 2021-22 and consolidated turnover of financial year 2021-22 and the further percentage shall depend upon consolidated turnover of the Company for the respective financial years from 2022-23 to 2026-27.

5. **Details about Valuation/ Arm's Length and Ordinary Course of Business**

The Company undertakes that all these related party transactions are independently reviewed by the accounting firms / Independent accounting firms for arm's length consideration and compared with the benchmarks available for similar type of transactions and these analyses are presented to the Audit Committee. The Related Party Transactions are in the ordinary course of business of the Company given the industry in which the Company operates.

6. **Rationale/ benefit of the transactions with Related Party or the justification as to why the transactions with Related Party are in the interest of the Company**

Please refer to "background, details and benefits of the transaction" which form part of the explanatory statement to the resolution no-8.

7. **Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and / or its subsidiaries**

The Company and it's subsidiaries availing and/or rendering financial assistance, loan transaction(s) and /or advances to SPL for its operational activities.

8. **Any other information relevant or important for the members to take a decision on the proposed resolution/ any other information that may be relevant**

All relevant/ important information form a part of this explanatory statement setting out material facts pursuant to Section 102(1) of the Act. Based on the information on Related Party Transactions, summarized in this Notice of AGM, the Audit Committee and the Board have approved entering into / continuing the aforesaid Related Party Transactions and have reviewed, noted and recommended that the approval of the members be also sought for the resolution set out at Item No.8.

A-9. TRANSACTION WITH SANKALP CAPITAL PRIVATE LIMITED

Background details and benefits of the transactions

Sankalp Capital Private Limited ("**SCPL**") is one such entity and a related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and / or arrangements and / or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

SCPL is a private limited company. The details of Related Party Transactions entered by the Company and its subsidiaries, with SCPL during the preceding two financial years 2020-21 and 2021-22, are given below:

Category of Transactions	FY 2020-21	FY 2021-22
Availing of services	0.00 Cr	6.62 Cr
Rendering of Services	0.00 Cr	2.60 Cr

Note: The members may please note that the Related Party Transactions will be done on an arms' length basis and in the ordinary course of business in compliance with the applicable provisions of the Act.

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with SCPL, and in view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with SCPL, during a tenure / duration of 5 (five) financial years from 2022-23 to 2026-27, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

The Related Party Transactions, being operational and critical in nature, play a significant role in Company's / its subsidiaries business(es) and therefore, approval of members of the Company is sought for material Related Party Transactions with SCPL.

The relevant details with respect to material Related Party Transactions entered/ to be entered into with SCPL, are outlined as under:

1 **Name of the Related Party and Relationship**

SCPL is a private limited company and group entity of the Company. Mr. Pramod Maheshwari, Chairman, MD & CEO, Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the Directors in SCPL.

2. **Name of Director(s) or Key Managerial Personnel who is**

related, if any

Mr. Pramod Maheshwari, Chairman, MD & CEO, Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the Directors in SCPL.

3. **Nature, Duration/ Tenure, Material Terms, Monetary Value and Particulars of the Contract or Arrangement**

The Company and its subsidiaries have / will enter into Related Party Transactions with WTL on an arm's length basis and in the ordinary course of business. The relevant details of the material Related Party Transactions are as under:

a. Availing of services: Financial transaction & other services:

availing of services by the Company and/or its subsidiaries from SCPL including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value of Rs. 10 crores for the current financial year 2022-23 and Rs.10 crores per annum for each of the subsequent financial years.

b. Rendering of services: Financial transaction & other services

rendering of services by the Company and/or its subsidiaries to SCPL including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of SCPL, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value of Rs. 10 crores for the current financial year 2022-23 and Rs.10 crores per annum for each of the subsequent financial years.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during 5 financial years i.e. from FY 2022-23 to FY 2026-27.

4. **Percentage of Company's Annual Consolidated Turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions**

a. Availing of Services- Approximately 11.16 % of annual consolidated turnover of the Company for the financial year 2021-22

b. Rendering of Services- Approximately 4.38 % of annual consolidated turnover of the Company for the financial year 2021-22

Notes:

(i) The percentage mentioned above is based on the transaction amount of financial year 2021-22 and consolidated turnover of financial year 2021-22 and the further percentage shall depend upon consolidated turnover of the Company for the respective financial years from 2022-23 to 2026-27.

5. **Details about Valuation/ Arm's Length and Ordinary Course of Business**

The Company undertakes that all these related party transactions are independently reviewed by the accounting firms / Independent accounting firms for arm's length consideration and compared with the benchmarks available for similar type of transactions and these analyses are presented to the Audit Committee. The Related Party Transactions are in the ordinary course of business of the Company given the industry in which the Company operates.

6. **Rationale/ benefit of the transactions with Related Party or the justification as to why the transactions with Related Party are in the interest of the Company**

Please refer to "background, details and benefits of the transaction" which form part of the explanatory statement to the resolution no-8.

7. **Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and / or its subsidiaries**

The Company and it's subsidiaries availed and/or rendering financial assistance, loan transaction(s) and /or advances from SCPL for operational activities.

8. **Any other information relevant or important for the members to take a decision on the proposed resolution/ Any other information that may be relevant**

All relevant/ important information form a part of this explanatory statement setting out material facts pursuant to Section 102(1) of the Act. Based on the information on Related Party Transactions, summarized in this Notice of AGM, the Audit Committee and the Board have approved entering into / continuing the aforesaid Related Party Transactions and have reviewed, noted and recommended that the approval of the members be also sought for the resolution set out at Item No. 8.

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

Kota (Rajasthan), August 13, 2022
Registered Office:
Village Tangori, Banur,
Mohali, Punjab- 140601

Corporate Office:
IPIA, Kota, Rajasthan 324005
Kota (Rajasthan)-324005

Manmohan Pareek
Company Secretary
ICSI Membership No. A34858

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 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 Manmohan Pareek

Company Secretary

E-COMMUNICATION REGISTRATION FORM

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

Dear Sir/Madam,

I agree to receive all Communication from the company in electronic mode. Please register my email id in your records for sending communication through email.

Folio No : _____

DP ID : _____

Client ID : _____

PAN No : _____

Name of 1st Registered Holder : _____

Name of Joint Holder : _____

Registered Address : _____

E-mail ID : _____

Date : _____ Signature of First Holder : _____

Important Notice:

1. On Registration, all communication will be sent to the email id registered the folio/DP ID & Client ID
2. The form is also available on www.cpil.in
3. Shareholders are requested to keep the company informed as and when there is any change in the e-mail address. Unless the e-mail id is changed by your by sending another communication in writing, the company will continue to send notices/documents to your on the above mentioned email id.