



# CAREER POINT

## Career Point Limited

(Formerly known as 'Career Point Infosystems Limited')

Registered Office: 112B, Shakti Nagar, Kota - 324 009, Rajasthan, India, Tel: +91 744 2500492, 2500092; Fax: +91 744 2500892

Corporate Office: CP Tower, Road No. 1, IPIA, Kota - 324 005, Rajasthan, India, Tel: +91 744 3040000; Fax: +91 744 3040050

Email: investor@cpil.in website: www.cpil.in

## NOTICE

Notice is hereby given that an Extra-ordinary General Meeting of the Members of **Career Point Limited** will be held on Monday, March 19, 2012 at the Corporate Office at CP Tower, Road No. 1, IPIA, Kota - 324 005, Rajasthan, India at 3.00 p.m. to transact the following Special Business:

### SPECIAL BUSINESS

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

**"RESOLVED THAT** pursuant to the provision of Section 61 and other applicable provisions, if any, of the Companies Act, 1956 and other applicable rules, regulations, guidelines, and other statutory provisions for the time being in force, approval of the members of the Company be and is hereby accorded and the Board of Directors (hereinafter called the **'Board'** which term shall be deemed to include any committee authorized to exercise its powers including the powers conferred by this resolution), be and is hereby empowered and authorised to (i) vary the terms of any contracts mentioned in the prospectus dated September 24, 2010 filed by the Company with the Registrar of the Companies, Rajasthan, Jaipur (the **'Prospectus'**) and/or (ii) to vary/amend/alter/revise the utilisation by the Company any part of the proceeds raised from the Initial Public Offering (**'IPO'** / **'Issue'**) of Equity Shares made in pursuance of the said Prospectus (the **"Issue Proceeds"**) inter se one or other of the object/s for their utilization described in the said Prospectus and/or (iii) utilize of any part of the issue proceeds for an object or objects other than those described in the said Prospectus; as the Board may consider necessary or expedient in the best interest of the Company.

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things, deal with such matters, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any 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 or pursuant to this resolution."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of directors or any other officer(s) / authorised representative(s) of the Company to give effect to the aforesaid resolution."

By Order of the Board  
For Career Point Limited

Tarun Kumar Jain  
GM (Corporate & Legal Affairs) &  
Company Secretary

Place: Kota

Dated: 14th February, 2012

### Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE VALID SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE TIME FIXED FOR HOLDING THE MEETING. A BLANK PROXY FORM IS ENCLOSED.
2. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed and forms part of this notice.
3. The Members / Representative / Proxy(s) are requested to bring attendance slip, as enclosed, duly filled in, together with their copy of the notice convening the meeting
4. Members are requested to forward their queries on the subjects to the Company Secretary at least 10 days before the date of meeting to enable the Company to furnish replies / clarification at the Extra-ordinary General Meeting.

### EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956

The Members at the Extra-Ordinary General Meeting of the Company held on January 5, 2010 had approved the Initial Public Offer (**'IPO'** / **'Issue'**) of the Equity Shares. Accordingly, the Company had made the IPO through 100% Book building route and raised Rs. 1,150 million (**'Gross Proceeds'**) by issuing 3,712,822 Equity Shares of Rs. 10 each of the Company for cash, at a price of Rs. 310 per Equity Share (including share premium of Rs. 300 per Equity Share). The issue related expenses (**'Issue Expenses'**) at the time of filing of Prospectus were estimated to be Rs. 90.06 Million. However the actual Issue Expenses incurred till December 31, 2011 has been Rs. 67.69 Million and hence the difference of Rs. 22.37 Million is also categorised under the head of General Corporate Purposes (**'GCP'**) for the purpose of utilisation of net issue proceeds and monitoring thereof.

The Net Issue Proceeds i.e. Gross Proceeds less Issue Expenses ('NIP') were planned with certain objects, as more particularly stated and described under section titled 'Objects of the Issue' on Page 81 of the Prospectus, as were considered appropriate and necessary by the management at that point of time and as detailed hereunder:-

| (Rupees in million) |                                                               |                                         |
|---------------------|---------------------------------------------------------------|-----------------------------------------|
| Sr. No.             | Expenditure Items                                             | Amount to be financed from Net Proceeds |
| 1                   | Construction and development of an integrated campus facility | 682.50                                  |
| 2                   | Expansion of classroom infrastructure and office facility     | 164.86                                  |
| 3                   | Acquisitions and other strategic initiatives                  | 150.00                                  |
| 4                   | General corporate purposes*                                   | 62.58                                   |
|                     | <b>Total</b>                                                  | <b>1059.94</b>                          |

\* do not include Rs. 22.37 Million representing unutilised balance of Issue Expenses.

The NIP were scheduled to be utilised towards the objects of the issue in the following manner and the same has been stated on page 81 of the Prospectus:

| (Rupees in million) |                                                               |                                         |                                                             |        |
|---------------------|---------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------|
| Sr. No.             | Expenditure Items                                             | Amount to be financed from Net Proceeds | Estimated schedule of deployment of Net Proceeds for Fiscal |        |
|                     |                                                               |                                         | 2011                                                        | 2012   |
| 1                   | Construction and development of an integrated campus facility | 682.50                                  | 370.00                                                      | 312.50 |
| 2                   | Expansion of classroom infrastructure and office facility     | 164.86                                  | 164.86                                                      | Nil    |
| 3                   | Acquisitions and other strategic initiatives                  | 150.00                                  | 150.00                                                      | Nil    |
| 4                   | General corporate purposes                                    | 62.58                                   | 62.58                                                       | Nil    |
|                     | <b>Total</b>                                                  | <b>1059.94</b>                          |                                                             |        |

Out of the total NIP, an amount of Rs. 349.77 Million has been utilised as of December 31, 2011 in accordance with the object set out in the 'Objects of the Issue' section in the Prospectus.

The allocation of fund in various objects were envisaged based on several factors such as type of projects under execution and prospective business opportunities etc. In response to the recent developments and business opportunities available to the Company, the management needs more flexibility to (i) vary the terms of any contracts mentioned in the prospectus dated September 24, 2010 filed by the Company with the Registrar of the Companies, Rajasthan, Jaipur (the 'Prospectus') and/or (ii) to vary/amend/alter/revise the utilization by the Company any part of the proceeds raised from the Initial Public Offering ('IPO') of Equity Shares made in pursuance of the said Prospectus (the "Issue Proceeds") inter se one or other of the object for their utilization described in the said Prospectus and/or (iii) utilize of any part of the Issue Proceeds for an object or objects other than those described in the said Prospectus; as the Board may consider necessary or expedient in the best interest of the Company.

The management would like to assure the Members that any variation in the utilisation of NIP will be done in the best interest of the Company and its members.

Section 61 of the Companies Act, 1956 provides that the company shall not vary the terms referred to in the Prospectus except subject to the approval of, or except on authority given by, the company in a general meeting. Accordingly, approval of members is sought to confer authority in favour of the Board for said amendment/modification of utilisation of the unutilised portion of the Issue Proceed.

A copy of the Prospectus dated September 24, 2010 is available for inspection of Members at the Registered Office of the Company on all working days (except Saturday, Sundays and Public holidays) between 10.00 a.m. and 5.00 p.m. upto the date of the Extra-ordinary General Meeting.

The Board therefore recommends the Resolution proposed to be passed as Special Resolution by the members.

None of the Directors is, in any way, concerned or interested in the said resolution except to the extent of their shareholding in the Company, if any.

By Order of the Board  
For Career Point Limited

Tarun Kumar Jain  
GM (Corporate & Legal Affairs) &  
Company Secretary

Place: Kota

Dated: 14th February, 2012