NOTICE OF THE 26TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Twenty Sixth Annual General Meeting ("AGM") of the Members of CP Capital Limited (erstwhile Career Point Limited) (the "Company")** (CIN- L64990PB2000PLC054497) will be held on **Tuesday, 29th day of September, 2026 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 March 31, 2026 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 Standalone Financial Statements including Balance Sheet of the Company as at March 31, 2026, the Statement of Profit and Loss, the Statement of Changes in Equity and Statement of Cash Flows for the year ended on that date together with all the notes annexed and the Directors' and Auditors' Reports 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 March 31, 2026 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 Statements including Consolidated Balance Sheet of the Company as at March 31, 2026 the Consolidated Statement of Profit and Loss, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date together with all the notes annexed and the Auditors' Reports thereon, as circulated to the Members, be and are hereby considered and adopted."

3. **To appoint a director in place of Mr. Pramod Kumar Maheshwari (DIN: 00185711), who retires by rotation at this meeting and being eligible, offers himself for re-appointment as a Director of the Company and in this regard, to pass the following resolution as an Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Pramod Kumar Maheshwari (DIN 00185711), Director of the Company who retires by rotation at this meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

4. **Re-appointment of Mr. Pramod Kumar Maheshwari (DIN 00185711) as Whole Time Director designated as Chairman, Managing Director & CEO of the Company and payment of remuneration to him and in this regard, to pass the following resolution as an Ordinary Resolution:**

   "RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the **"Act"**) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and any other rules framed thereunder and Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions, 2025 and Remuneration Policy of the Company and the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Pramod Kumar Maheshwari (DIN 00185711) as a Whole Time Director designated as Chairman, Managing Director & CEO of the Company for a period of 5 (five) years with effect from July 01, 2027 to June 30, 2032 (both days inclusive) and that he shall perform such duties and exercise such power as may from time to time be lawfully entrusted to and conferred upon him by the Board of Directors and he be paid the remuneration as mentioned in the statement annexed hereto.

   RESOLVED FURTHER THAT if in any financial year, the Company has no profits or its profits are inadequate, Mr. Pramod Kumar Maheshwari shall be entitled to receive the remuneration as mentioned in the statement annexed of this resolution, subject to compliance with the applicable provisions of Schedule V to the Act.

   RESOLVED FURTHER THAT the term of Mr. Pramod Kumar Maheshwari as Chairman, Managing Director & CEO of the Company shall be on continued basis on his reappointment at the Annual General Meeting, when he retires by rotation.

   RESOLVED FURTHER THAT the Board of Directors of the Company (including the committee thereof) be and are hereby authorized to increase, vary or amend the remuneration including salary, allowances, perquisites and benefits, remuneration and other terms of his appointment, from time to time, as deemed expedient or necessary.

   RESOLVED FURTHER THAT the Board of Directors of the Company (including the committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. **To approve material related party transactions of the company and its subsidiaries and in this regard, to consider, and if thought fit, to pass the following resolution as an ordinary resolution:**

   "RESOLVED THAT pursuant to the provisions of Regulation 2 (1) (zc), Regulation 23 read with Schedule XII and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")** as amended from time to time, and Section 2(76) and other applicable provisions of the Companies Act, 2013 **('Act')**, read with Rule framed thereunder (including any amendment(s) or statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable laws / statutory provisions, if any (hereinafter collectively referred to as **"Applicable Laws"**), the Company's policy on related party transactions as well as subject to such approval(s), consent(s) and or permission(s) as may be required and based on the recommendation of the Audit Committee, consent 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 / material related party 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 commencing from the twenty sixth Annual General Meeting up to the date of twenty seventh Annual General Meeting of the Company to be held in the year 2027, up to a maximum value and/or total outstanding on any date during the financial year 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-17 in the explanatory statement to this resolution on the respective material terms & conditions set out in each of Statement nos. A-1 to A-17, 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, avail financial assistance, taking loan/borrowing 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 and/or total outstanding on any date during the financial year as detailed in the explanatory statement to this resolution, and/or ;

b) rendering of services, providing financial assistance, giving loan by the Company and/or its subsidiaries to related parties including but not limited to payment services, arrangement for offline and online transactions, 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 and/or total outstanding on any date during the financial year 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 authorized 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 14, 2026

Registered Office:
Village Tangori, Banur, Mohali, Punjab- 140601
Corporate Office:
CP Tower 1, Road No. 1, IPIA, Kota (Rajasthan)-324005

By Order of the Board
For CP Capital Limited
(Erstwhile Career Point Limited)
s/d
(CS Manmohan Pareek)
Company Secretary
ICSI Membership No. A34858

NOTES:

1. The relevant explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (the **"Act"**) read with the rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")**, setting out all material facts in respect of the Special Business as stated under Item No. 4 and 5 to be transacted at the 26th Annual General Meeting **("AGM")** are annexed hereto and forms part of this Notice. Further, the relevant details as required pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM forms part of this Notice.

GENERAL INSTRUCTIONS FOR PARTICIPATION AT 26th AGM AND E-VOTING:

2. The Ministry of Corporate Affairs **("MCA")**, vide its Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 09/2024 dated September 19, 2024 and subsequent circulars issued in this regard from time to time, in relation to "Clarification on holding of AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM)" the latest being circular No. 03/2025 dated September 22, 2025 (collectively referred to as **"MCA Circulars"**) has permitted the holding of the AGM through VC/OAVM, without the physical presence of the Shareholders at a common venue. In compliance with the aforesaid MCA Circulars, the AGM of the Company is being held through VC. The Registered Office of the Company shall be deemed to be the venue for the AGM.
3. Pursuant to the MCA Circulars and Regulation 44(4) of the SEBI Listing Regulations, the AGM is being held through VC and physical presence of Members to the AGM venue is not required. Accordingly, in terms of Section 105 of the Act, the facility for appointment of proxies is not available and hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. However, Institutional/Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate and vote through e-voting.
4. In line with the measures undertaken by the Ministry of Corporate Affairs ("MCA") for promotion of Green Initiative and Regulation 36(1)(a) of the SEBI Listing Regulations, the MCA has introduced the provision for sending the notice of the meeting and other shareholder correspondences through electronic mode. Accordingly, the electronic copies of the Notice of the AGM along with the Annual Report for the Financial Year 2025-26 is being sent to all the shareholders whose email addresses are registered/ available with the Company/ Depository Participants and Registrar to an Issue ("RTA") as on the cut-off date i.e. Friday, August 21, 2026 and the same also have been uploaded on the website of the Company at https://cpcapital.in/.

   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.

   The Notice and Annual Report can also be accessed from the website of the Stock Exchanges i.e BSE Limited and National Stock Exchange of India Limited at www.bseinida.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
5. In terms of the applicable provisions of the SEBI Listing Regulations, a Letter providing the web-link (including the exact path) and QR Code for accessing the Annual Report for the Financial Year 2025-26 will be dispatched to those Members whose e-mail addresses are not registered with the Company / DPs / Depositories / RTA.
6. In case of joint holders attending the meeting, only such joint holder 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 at the meeting, provided the votes are not already cast by remote e-voting by the first holder.
7. Pursuant to the provisions of Section 72 of the Act read with SEBI Master Circular No. HO/38/13/(4)2026-MIRSDPOD/ I/4298/2026 dated February 06, 2026, 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. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14 as the case may be. The said forms can be downloaded from the Company's website at https://cpcapital.in/. As the equity shares of the Company are held in dematerialized form, Members are requested to submit the duly completed nomination forms directly to their DPs.
8. SEBI, vide its Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 2023, has established a common Online Dispute Resolution Portal **("ODR Portal")** to facilitate resolution of disputes arising in the Indian securities market. Pursuant to this, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at https://smartodr.in/ login and the same can also be accessed through the Company's website at https://cpcapital.in/
9. 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 the Circular issued by the Ministry of Corporate Affairs dated January 13, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023, September 19, 2024 and September 22, 2025 in continuation and read with its 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. For this purpose, the Company has appointed and 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 AGM will be provided by NSDL. A member may exercise his/ her vote at the General Meeting by electronic means and the Company may pass any resolution by electronic voting system in accordance with the provisions of the aforesaid Rule.
10. The Members can join the 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 AGM through VC/OAVM will be made available to at least 1000 members on a 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.

11. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
12. Pursuant to the provisions of Section 112 and Section 113 of the Companies Act, 2013, the representatives of the members such as the President of India or the Governor of a State or a body corporate can attend the AGM through VC/OAVM and cast their votes by authorizing their representatives to participate and vote at the AGM. Accordingly it is requested to send a certified copy of the Board resolution by such body corporate members, authorization letter by the governing body to the Company or upload on the VC portal / e-voting portal.
13. The AGM 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, 2/2022 10/2022, 09/2023, 9/2024 and 3/2025 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 8th December 2021, 14th December 2021, 5th May 2022, 28th December, 2022, September 25, 2023, September 19, 2024 and September 22, 2025 respectively, (**"MCA Circulars"**).
14. Members are requested to notify immediately the change, if any of their name, postal address, email address, mobile number, PAN, Nomination and bank particulars to their DP, if the shares are held by them in electronic form and to the Registrar & Share Transfer Agent ("RTA") of the Company i.e. Ankit Consultancy Pvt. Ltd., if shares are held in physical form, in prescribed form ISR-1 as available on website of RTA at www.ankitonline.com and also available on the website of the Company at https://cpcapital.in/ and along with such other forms, pursuant to SEBI Circular No. SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. Further the shareholders are requested to submit duly filled the Form ISR-1 along with all necessary documents at the address of RTA at "60, Electronic Complex, Pardeshipura, Indore, Madhya Pradesh-452010 or at the E-mail ID of RTA i.e. investor@ankitonline.com. Pursuant to the above referred SEBI Circular, in case any of the above cited documents/details are not available in the folio(s) of physical securities on or after October 01, 2023, RTA shall be constrained to freeze such folio(s). To prevent fraudulent transactions, members are allowed to exercise due diligence and not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
15. Institutional Investors and Corporate Members (i.e. other than individuals, HUF, NRI etc.) intending to appoint their authorized 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.com 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 the **"e-Voting"** tab in their login.
16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection at the Corporate office of the Company at CP Tower-1, Road No.-1, IPIA, Kota, Rajasthan-324005, India between 3:00 P.M and 5:00 P.M in working days till the date of AGM.
17. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, the September 23, 2026 to Tuesday, the 29th September, 2026 (both days inclusive).
18. 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.
19. Members are requested to quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondence with the Company or its Registrar and Share Transfer Agent.
20. Non Resident Indian Members are requested to inform Registrar and Share Transfer Agent of the Company regarding any change in their residential status on return to India for permanent settlement, particulars of their bank account maintained in India with complete name, branch account type, account number and address of the bank with pin code number, if not furnished earlier. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
21. Members are requested to address all correspondence, including on dividends, to the Registrar and Share Transfer Agents, Ankit Consultancy Private Limited at 60, Electronic Complex, Pardeshipura, Indore, Madhya Pradesh-452010.
22. 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.
23. 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.
24. Pursuant to the provisions of the Companies Act, 2013 read with the Rules framed thereunder, the Company may send notice of general meeting, directors' report, auditors' report, audited Financial Statements and other documents through electronic mode. 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 at least 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.
25. 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.
26. 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 dematerialized 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 dematerialized form.

27. 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.

28. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agents as mentioned above, or to the Company Secretary, at the Company's corporate office address. Also to be noted that dividends which are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF) as per Section 124 of the Act.

    Further, those shares on which the dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act, and the applicable rules.

29. It is also informed to the members that pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2015-16, to the Investor Education and Protection Fund ("IEPF") established by the Central Government.

    Further pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company i.e. https://cpcapital.in/.

    In this regard, the concerned Shareholders may still claim the shares or apply for refund to the IEPF Authority in Web Form No.IEPF-5 available on www.iepf.gov.in

30. In case the Dividend has remained unclaimed in respect of financial years from 2017-18 (Final Dividend) to the financial year 2025-26, the Shareholders may approach the Company with their dividend warrants for revalidation with the Letter of Undertaking for issue of duplicate dividend warrants.

31. The annual accounts of the subsidiary company along with the related detailed information is available for inspection at the Corporate Office of the Company and of the subsidiary concerned and copies will also be made available to Shareholders of the Company and its subsidiary company upon request and the same are also available on the website of the Company i.e. https://cpcapital.in/

32. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/ 24 dated June 08, 2018 and Notification No. SEBI/ LAD-NRO/GN/2018/49 dated November 30, 2018 amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has mandated that securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. In view of the same, now the shares cannot be transferred in the physical mode. Accordingly, the Company/ Registrar and Share Transfer Agent has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to dematerialize their shareholdings immediately. Further, the Members can request for transmission or transposition of securities to the RTA or Company by adopting procedure as per SEBI Circular No. SEBI/ HO/MIRSD_RTAMB/P/CIR/2022/65 dated May 18, 2022.

33. 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 Kumar Maheshwari
Designation	Chairman, Managing Director and CEO
Date of Birth	March 03, 1971
Date of Appointment	March 31, 2000
Experience in Specific functional areas	Over 31 years of experience in the field of education developing and implementing training methodologies
Educational Qualifications	B.Tech from IIT Delhi
Details of shares held	2116003 equity shares
List of companies (other than CP Capital Limited (Erstwhile Career Point Ltd.) in which Directorships held as on 31.03.2026 (excluding Pvt. Ltd. Companies)	1.Career Point Infra Ltd. 2.Career Point Edutech Ltd 3.Wellwin Technosoft Ltd. 4.Career Point Learning Solutions Ltd 5.Soyug Limited 6.Josts Engineering Limited
Chairman / Member of the Committees of companies (other than CP Capital Limited (Erstwhile Career Point Ltd.) in which he/she is a Director as on 31.03.2026	5
Relationship with other directors	Relative of Mr. Om Prakash Maheshwari, Whole Time Director and CFO of the Company

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.

34. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date i.e. Tuesday, September 22, 2026 shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the notice, who shall have no voting rights as on the Cut-off date, shall treat this notice as intimation only.
35. A person who has acquired the shares and has become a member of the Company after the dispatch of the notice of the AGM and prior to the Cut-off date i.e. Tuesday, September 22, 2026 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the process mentioned in this part.
36. The remote e-voting will commence on Friday at 9:00 A.M. on September 25, 2026 and will end on Monday at 05:00 P.M. on September 28, 2026. During this period, the members of the Company holding shares either in physical form or in Demat form as on the Cut-off date i.e. Tuesday, September 22, 2026 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote evoting module shall be disabled for voting by NSDL thereafter.
37. Once the vote on a resolution is cast by a member, he/she shall not be allowed to change it subsequently or cast the vote again.
38. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Tuesday, September 22, 2026.
39. The Company has appointed Mr. Amit Gupta, Practicing Advocate, Kora (BAR Membership No. 1550/2005) as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

    The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote evoting and e-voting on the date of the AGM and make, not later than 2 working days of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.

    The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company https://cpcapital.in/ and on Service Provider's website i.e. https://www.evoting.nsdl.com immediately after the declaration of result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the stock exchanges where the shares of the Company are listed.
40. 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 25.09.2026, at 9:00 A.M. and ends on 28.09.2026, 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. 22.09.2026, 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 22.09.2026.

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:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/ evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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.
	2. 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.
	3. 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
	4. 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.
	5. 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 App Store Google play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 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 and CDSL.

Login Type	Helpdesk Details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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 ww.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.com 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.com . Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 4886 7000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.com

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.com 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. Members 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 the **"Join General meeting"** menu against the company name. You are requested to click on the VC/OAVM link placed under the Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the 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 21st September, 2026 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 the 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.

Kota (Rajasthan),
August 14, 2026

Registered Office:
Village Tangori, Banur, Mohali, Punjab- 140601
Corporate Office:
CP Tower 1, Road No. 1, IPIA, Kota (Rajasthan)-324005

By Order of the Board
For CP Capital Limited
(Erstwhile Career Point Limited)
s/d
(CS 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. 4 and 5 of the accompanying Notice dated 14th August, 2026.

Item No. 4

The Members of the Company at its 21st Annual General Meeting held on September 29, 2021 approved the appointment of Mr. Pramod Kumar Maheshwari (Din 00185711) as Whole Time Director designated as Chairman, Managing Director and CEO of the Company for a period of 5 (five) years with effect from July 01, 2022 to June 30, 2027 (both days inclusive), liable to retire by rotation & payment of remuneration to him.

The present term of Mr. Pramod Kumar Maheshwari (Din 00185711) as Chairman, Managing Director and CEO of the Company will expire on June 30, 2027. Mr. Pramod Kumar Maheshwari is eligible for re-appointment pursuant to Section 196(3) of the Companies Act, 2013 (the "Act") read with part I of Schedule V to the Act.

Mr. Pramod Kumar Maheshwari, aged 55 years, is a Founder Director and the Managing Director of the Company. He is a first-generation entrepreneur with over two decades of rich and diverse experience in the education and financial services sectors, including the development and implementation of training methodologies and the management of NBFC operations. A B.Tech. graduate from IIT Delhi, he has been instrumental in providing strategic direction, thought leadership and overall leadership to the Company.

Mr. Maheshwari has played a pivotal role in building and developing the Company's business and continues to provide strategic guidance for its growth, expansion and operational excellence. He oversees the executive team and provides leadership to the functional heads, ensuring effective coordination and alignment of various business functions with the Company's strategic objectives. He is actively involved in driving business growth, improving profitability, developing new business opportunities, strengthening product & service offerings, and enhancing the Company's presence across new & existing markets.

In the NBFC business, Mr. Maheshwari provides strategic and managerial leadership for the growth and development of the financial services operations. His responsibilities include driving growth in business volumes and profitability, improving Net Interest Margin (NIM), developing and expanding financial products and offerings, strengthening the branch network across new and existing geographies, and ensuring effective implementation of the Company's digital roadmap and digital transformation initiatives.

He also plays a significant role in improving the overall financial performance of the Company by ensuring prudent and optimum utilization of surplus short-term funds through effective treasury management initiatives. He is responsible for identifying and developing new business opportunities and facilitating the mobilization of funds required for the Company's business expansion and growth in a cost-effective manner.

With his extensive entrepreneurial experience, strategic vision and understanding of both the education and financial services sectors, Mr. Maheshwari continues to play a key role in steering the Company towards sustainable growth, operational efficiency, improved profitability and long-term value creation.

Considering Mr. Pramod Kumar Maheshwari's significant contributions to the Company's growth and stability and his dedicated service of more than two decades, the Board of Directors of the Company at its meeting held on August 14, 2026 has reappointed him as a Whole time Director designated as Chairman, Managing Director and Chief Executive Director ("CEO") of the Company for the period of five years with effect from July 1, 2027 as per the terms and conditions recommended by the Nomination and Remuneration Committee and subject to the approval of Members at the General Meeting. The terms and conditions of his re-appointment are as under:

Period: Five years with effect from July 1, 2027 to June 30, 2032.

Remuneration:

a. **Basic Salary:** Rs. 137,500 per month

b. **House rent allowance:** Rs. 55,000 per month.

c. **Other Allowances:** Rs. 82,500 per month (including Medical reimbursement, Allowance on purchase of books/Journal/ Periodicals, Transport allowance or such other allowance, by whatever name called, as decided by the Board of Directors from time to time).

d. **Leave travel allowance** upto one month's salary, which can be availed once in two years.

e. **Gratuity:** not exceeding on half month's salary for each completed years of service.

f. **Bonus:** as per rules of the Company not exceeding 20% of salary.

g. **Superannuation fund:** superannuation or annuity funds benefits in accordance with any such scheme adopted by the Company.

h. **Reimbursement of expenses:** Reimbursement of travelling & other expenses incurred by him during the course of business of the Company.

i. **Club Membership:** Admission and Subscription limited to maximum of two clubs. No lifetime membership or admission fees shall be paid by the Company. All official expense in connection with such membership incurred would be reimbursed by the Company.

j. Reimbursement of Mobile phone bill for use on Company's business.

k. Free use of the Company's car, fuel and reimbursement of Salary of driver for use on the Company's business as well as for own use.

l. Washing and Uniform Allowance: ` 5000 per month

m. Insurance Premium of Insurance Policies as defined under the Income Tax Act, 1961

Other Privileges: Such other privileges, facilities, perquisites and amenities as may be applicable from time to time to the Executives of the Company.

The Company has received from a Member the notice under Section 160 of the Act proposing the candidature of Mr. Pramod Kumar Maheshwari for the office of director.

The Ordinary Resolution at Item No.4 and the Explanatory Statement as set out in this Notice may be considered as a written Memorandum setting out terms and conditions of re-appointment and remuneration of Mr. Pramod Kumar Maheshwari in terms of Section 190 of the Act.

The Board of Directors is of the opinion that continuity of services of Mr. Pramod Kumar Maheshwari in the capacity Chairman, Managing Director & CEO is in the interest of the Company and its stakeholders' for effective implementation of the Company's future growth plans. The Nomination and Remuneration Committee and the Board recommend to the Members passing of the resolution as set out in Item no.4 of this Notice.

The Board considers that the remuneration proposed to be paid to Mr. Pramod Kumar Maheshwari as a Whole Time Director designated as Chairman, Managing Director & CEO of the Company is reasonable and commensurate with his qualification and experience.

Disclosures and details of terms and conditions of re- appointment of Mr. Pramod Kumar Maheshwari as stipulated under Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings **("SS-2")** issued by the Institute of Company Secretaries of India are provided in the Annexure to this Explanatory Statement.

Except Mr. Pramod Kumar Maheshwari and his relatives (Mr. Om Prakash

Maheshwari, Whole Time Director & CFO being relatives of Mr. Pramod Kumar Maheshwari), none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the proposed resolution.

The Board accordingly recommends the resolution set forth in item no. 4 for approval of the members.

ITEM No. 5

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **('SEBI Listing Regulations')**, as amended from time to time, including by the SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025, notified in November 2025 and effective December 18, 2025 (in respect of the provisions relating to Related Party Transactions), provides that all Material Related Party Transactions **('RPT')** of the Company shall require the approval of shareholders by means of an Ordinary Resolution. A related party transaction is considered 'material' if the transaction(s) to be entered into individually, or taken together with previous transactions during a financial year, exceeds the threshold prescribed under the newly inserted Schedule XII to the SEBI Listing Regulations, computed with reference to the annual consolidated turnover of the Company as per its last audited financial statements. As per Schedule XII, for a listed entity whose annual consolidated turnover does not exceed 20,000 crore, a related party transaction is material if it exceeds 10% of the annual consolidated turnover of the Company. The said threshold is applicable even if the transactions are in the ordinary course of business of the Company and at an arm's length basis.

Regulation 2(1)(zc) of the SEBI Listing Regulations defines a related party transaction to include a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on the 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. The term 'related party' is defined under Section 2(76) read with Section 2(77) of the Companies Act, 2013 and the rules made thereunder, as well as under Regulations 2(1)(zb) and 2(1)(zd) of the SEBI Listing Regulations.

It is in the above context that Resolution No. 5 is placed for the approval of the Shareholders of the Company.

The Company was primarily engaged in the business of providing educational services and other ancillary and incidental services, and w.e.f. 01.04.2025 switched its business to work as a non-banking financial company ("NBFC") after receipt of the order of the Hon'ble NCLT, Chandigarh Bench, on the Composite Scheme of Arrangement and the NBFC licence issued by the Reserve Bank of India, and is required to enter into various operational transactions with its related parties in the ordinary course of business to achieve its business objectives, which are carried out either directly or through its subsidiaries. The annual consolidated turnover of the Company as on March 31, 2026 is Rs. 76.32 crore (excluding duties and taxes) and the standalone turnover of the Company as on March 31, 2026 is Rs. 60.85 crore (excluding duties and taxes). Accordingly, based on the aforesaid Schedule XII threshold, the materiality threshold applicable to the Company for the Financial Year 2025-26 is 10% of the annual consolidated turnover of the Company, i.e., Rs. 7.63 crore.

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 SEBI Listing Regulations.

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 unanimously 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 a 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 on an arm's length basis and in the ordinary course of business of the Company. In terms of the SEBI Listing Regulations, all 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 the requirements of the SEBI Listing Regulations and the Companies Act, 2013, and shall remain within the limits as approved by the members. Any subsequent material modification in the proposed transactions, as defined by the Audit Committee, forming part of the Company's policy on related party transactions available at https://cpcapital.in/, shall be placed before the members for approval, in terms of Regulation 23(4) of the SEBI Listing Regulations.

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

Further, SEBI vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, as modified by SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025, has issued revised Industry Standards on 'Minimum information to be provided for review of the Audit Committee and shareholders for approval of a related party transaction' **('RPT Industry Standards')**, to facilitate a uniform approach and assist listed companies in complying with the provisions of Regulation 23 of the SEBI Listing Regulations, read with the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 **('SEBI Circular')**. The RPT Industry Standards inter alia require a listed entity to provide minimum information, in the specified format, relating to the proposed RPTs, to the Audit Committee and to the shareholders, while seeking approval. The details, as required under the SEBI Master Circular read with the aforesaid SEBI circular and the RPT Industry Standards, as applicable, to the Material RPTs mentioned in this Notice are set out in Annexure to this Notice / Statement.

Mr. Pramod Kumar 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. 5.

The relative(s) of Mr. Pramod Kumar Maheshwari and Mr. Om Prakash 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. 5 of the Notice.

Pursuant to Regulation 23 of the SEBI Listing Regulations, in respect of voting on this resolution, no related party shall vote to approve the resolution set out at Item No. 5. ¬Thus, the said proposal is being placed before the non-related party shareholders for their approval.

The Board accordingly recommends the resolution set forth at Item No. 5 for approval of the members as an Ordinary Resolution.

This Explanatory Statement, setting out all material facts relating to the business mentioned at Item No. 5 of the accompanying Notice dated August 14, 2026, should be taken as forming part of this Notice.

The details as required under Regulation 23 of the Listing Regulations read with SEBI Master Circular read with RPT Industry Standards are as follows:

A. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN THE COMPANY AND ITS SUBSIDIARIES ON THE ONE HAND AND RELATED PARTIES ON THE OTHER HAND

A.1 MATERIAL RELATED PARTY TRANSACTION(S) WITH CAREER POINT UNIVERSITY, KOTA ("CPUK").

Background and details:

Career Point University, Kota **('CPUK')**, is one such entity qualifies as a related party of the Company in accordance with Section 2(76) of the Companies Act, 2013 and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The transactions undertaken with CPUK has been carried out in compliance with the applicable provisions of the Act, the Company's Policy on Related Party Transactions, and Regulation 23 of the SEBI Listing Regulations.

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs with CPUK. The Audit Committee in it's meeting held on August 13, 2026 has reviewed and taken note of the certificate placed before it provided by the Managing Director & Chief Executive Officer and Chief Financial Officer of the Company, confirming that the proposed RPTs have been accurately and fully disclosed as prescribed by the Industry Standard Forum (ISF) in accordance with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, read with Regulation 23 of the SEBI LODR Regulations, that they are in the ordinary course of business, on an arm's length basis, and are in the interest of the Company, and that the Company has ensured compliance with applicable accounting standards in respect of disclosure and recognition of RPTs in the financial statements.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for RPTs between CP Capital Limited and CPUK to be entered. The aggregate value of the transaction(s) shall not exceed the limits specified in the table forming part of this Explanatory Statement. The Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it.

Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for approval of Related Party Transactions along with disclosures required under SEBI Circular and the provisions of the Act are enclosed as **"Annexure-1"** to this Notice.

Minimum Information to be provided to the members for approval of Material RPTs:

Sr. No.	Particulars of Minimum Information	Details of Minimum Information
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee in accordance with Industry Standards on Related Party Transactions, are provided in **Annexure 1** to this Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer the details of transactions in **Annexure-1** of this notice
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest of the Company.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The Audit Committee, at its meeting held on 13th August, 2026, inter-alia, reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI Listing Regulations read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" and granted approval for the material RPTs to be entered into, and recommended the same to the Board. The Board of Directors, at its meeting held on 14th August, 2026, considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable as no such valuation report or other report of external party may be necessary for the aforesaid transactions.
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	Not Applicable as the all the information required for informed decision making is disclosed.
7	Any other information that may be relevant	All relevant information forms part of this statement setting out material facts pursuant to Section 102 of the Act.

The Members may note that as per the provisions of the SEBI Listing Regulations, no related parties (whether such related party is a party to the above-mentioned transactions or not), shall vote to approve this resolution.

The Board recommends this resolution for approval of the Members of the Company as an Ordinary Resolution as set out in Item No. 5 of the Notice.

A.2 MATERIAL RELATED PARTY TRANSACTION(S) WITH CAREER POINT UNIVERSITY, HAMIRPUR ("CPUH").

Background and details:

Career Point University, Hamirpur **('CPUH')** is one such entity qualifies as a related party of the Company in accordance with Section 2(76) of the Companies Act, 2013 and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The transactions undertaken with CPUH has been carried out in compliance with the applicable provisions of the Act, the Company's Policy on Related Party Transactions, and Regulation 23 of the SEBI Listing Regulations

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs with CPUH. The Audit Committee in it's meeting held on August 13, 2026 has reviewed and taken note of the certificate placed before it provided by the Managing Director & Chief Executive Officer and Chief Financial Officer of the Company, confirming that the proposed RPTs have been accurately and fully disclosed as prescribed by the Industry Standard Forum (ISF) in accordance with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, read with Regulation 23 of the SEBI LODR Regulations, that they are in the ordinary course of business, on an arm's length basis, and are in the interest of the Company, and that the Company has ensured compliance with applicable accounting standards in respect of disclosure and recognition of RPTs in the financial statements.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for RPTs between CP Capital Limited and CPUH to be entered. The aggregate value of the transaction(s) shall not exceed the limits specified in the table forming part of this Explanatory Statement. The Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it.

Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for approval of Related Party Transactions along with disclosures required under SEBI Circular and the provisions of the Act are enclosed as **"Annexure-2"** to this Notice.

Minimum Information to be provided to the members for approval of Material RPTs:

Sr. No.	Particulars of Minimum Information	Details of Minimum Information
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee in accordance with Industry Standards on Related Party Transactions, are provided in **Annexure 2** to this Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer the details of transactions in **Annexure-2** of this notice
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest of the Company.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The Audit Committee, at its meeting held on 13th August, 2026, inter-alia, reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI Listing Regulations read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" and granted approval for the material RPTs to be entered into, and recommended the same to the Board. The Board of Directors, at its meeting held on 14th August, 2026, considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable as no such valuation report or other report of external party may be necessary for the aforesaid transactions.
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	Not Applicable as the all the information required for informed decision making is disclosed.
7	Any other information that may be relevant	All relevant information forms part of this statement setting out material facts pursuant to Section 102 of the Act.

The Members may note that as per the provisions of the SEBI Listing Regulations, no related parties (whether such related party is a party to the above-mentioned transactions or not), shall vote to approve this resolution.

The Board recommends this resolution for approval of the Members of the Company as an Ordinary Resolution as set out in Item No. 5 of the Notice.

A.3 MATERIAL RELATED PARTY TRANSACTION(S) WITH SRAJAN VENTURES PRIVATE LIMITED ("SVPL")

Background and details:

Srajan Venture Private Limited **("SVPL")** is one such entity qualifies as a related party of the Company in accordance with Section 2(76) of the Companies Act, 2013 and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The transactions undertaken with SVPL has been carried out in compliance with the applicable provisions of the Act, the Company's Policy on Related Party Transactions, and Regulation 23 of the SEBI Listing Regulations

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs with SVPL. The Audit Committee in it's meeting held on August 13, 2026 has reviewed and taken note of the certificate placed before it provided by the Managing Director & Chief Executive Officer and Chief Financial Officer of the Company, confirming that the proposed RPTs have been accurately and fully disclosed as prescribed by the Industry Standard Forum (ISF) in accordance with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, read with Regulation 23 of the SEBI LODR Regulations, that they are in the ordinary course of business, on an arm's length basis, and are in the interest of the Company, and that the Company has ensured compliance with applicable accounting standards in respect of disclosure and recognition of RPTs in the financial statements.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for RPTs between CP Capital Limited and SVPL to be entered. The aggregate value of the transaction(s) shall not exceed the limits specified in the table forming part of this Explanatory Statement. The Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it.

Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for approval of Related Party Transactions along with disclosures required under SEBI Circular and the provisions of the Act are enclosed as **"Annexure-3"** to this Notice.

Minimum Information to be provided to the members for approval of Material RPTs:

Sr. No.	Particulars of Minimum Information	Details of Minimum Information
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee in accordance with Industry Standards on Related Party Transactions, are provided in **Annexure 3** to this Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer the details of transactions in **Annexure-3** of this notice
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest of the Company.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The Audit Committee, at its meeting held on 13th August, 2026, inter-alia, reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI Listing Regulations read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" and granted approval for the material RPTs to be entered into, and recommended the same to the Board. The Board of Directors, at its meeting held on 14th August, 2026, considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable as no such valuation report or other report of external party may be necessary for the aforesaid transactions.
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	Not Applicable as the all the information required for informed decision making is disclosed.
7	Any other information that may be relevant	All relevant information forms part of this statement setting out material facts pursuant to Section 102 of the Act.

The Members may note that as per the provisions of the SEBI Listing Regulations, no related parties (whether such related party is a party to the above-mentioned transactions or not), shall vote to approve this resolution.

The Board recommends this resolution for approval of the Members of the Company as an Ordinary Resolution as set out in Item No. 5 of the Notice.

A.4 MATERIAL RELATED PARTY TRANSACTION(S) WITH MAHESHWARI TRADING COMPANY ("MTC")

Background and details:

Maheshwari Trading Company **("MTC")** is one such entity qualifies as a related party of the Company in accordance with Section 2(76) of the Companies Act, 2013 and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The transactions undertaken with MTC has been carried out in compliance with the applicable provisions of the Act, the Company's Policy on Related Party Transactions, and Regulation 23 of the SEBI Listing Regulations

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs with MTC. The Audit Committee in it's meeting held on August 13, 2026 has reviewed and taken note of the certificate placed before it provided by the Managing Director & Chief Executive Officer and Chief Financial Officer of the Company, confirming that the proposed RPTs have been accurately and fully disclosed as prescribed by the Industry Standard Forum (ISF) in accordance with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, read with Regulation 23 of the SEBI LODR Regulations, that they are in the ordinary course of business, on an arm's length basis, and are in the interest of the Company, and that the Company has ensured compliance with applicable accounting standards in respect of disclosure and recognition of RPTs in the financial statements.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for RPTs between CP Capital Limited and MTC to be entered. The aggregate value of the transaction(s) shall not exceed the limits specified in the table forming part of this Explanatory Statement. The Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it.

Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for approval of Related Party Transactions along with disclosures required under SEBI Circular and the provisions of the Act are enclosed as **"Annexure-4"** to this Notice.

Minimum Information to be provided to the members for approval of Material RPTs:

Sr. No.	Particulars of Minimum Information	Details of Minimum Information
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee in accordance with Industry Standards on Related Party Transactions, are provided in **Annexure 4** to this Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer the details of transactions in **Annexure-4** of this notice
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest of the Company.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The Audit Committee, at its meeting held on 13th August, 2026, inter-alia, reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI Listing Regulations read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" and granted approval for the material RPTs to be entered into, and recommended the same to the Board. The Board of Directors, at its meeting held on 14th August, 2026, considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable as no such valuation report or other report of external party may be necessary for the aforesaid transactions.
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	Not Applicable as the all the information required for informed decision making is disclosed.
7	Any other information that may be relevant	All relevant information forms part of this statement setting out material facts pursuant to Section 102 of the Act.

The Members may note that as per the provisions of the SEBI Listing Regulations, no related parties (whether such related party is a party to the above-mentioned transactions or not), shall vote to approve this resolution.

The Board recommends this resolution for approval of the Members of the Company as an Ordinary Resolution as set out in Item No. 5 of the Notice.

A.5 MATERIAL RELATED PARTY TRANSACTION(S) WITH GOPI BAI FOUNDATION TRUST ("GBFT")

Background and details:

Gopi Bai Foundation Trust **("GBFT")** is one such entity qualifies as a related party of the Company in accordance with Section 2(76) of the Companies Act, 2013 and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The transactions undertaken with GBFT has been carried out in compliance with the applicable provisions of the Act, the Company's Policy on Related Party Transactions, and Regulation 23 of the SEBI Listing Regulations

- The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs with GBFT. The Audit Committee in it's meeting held on August 13, 2026 has reviewed and taken note of the certificate placed before it provided by the Managing Director & Chief Executive Officer and Chief Financial Officer of the Company, confirming that the proposed RPTs have been accurately and fully disclosed as prescribed by the Industry Standard Forum (ISF) in accordance with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, read with Regulation 23 of the SEBI LODR Regulations, that they are in the ordinary course of business, on an arm's length basis, and are in the interest of the Company, and that the Company has ensured compliance with applicable accounting standards in respect of disclosure and recognition of RPTs in the financial statements.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for RPTs between CP Capital Limited and GBFT to be entered. The aggregate value of the transaction(s) shall not exceed the limits specified in the table forming part of this Explanatory Statement. The Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it.

Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for approval of Related Party Transactions along with disclosures required under SEBI Circular and the provisions of the Act are enclosed as **"Annexure-5"** to this Notice.

Minimum Information to be provided to the members for approval of Material RPTs:

Sr. No.	Particulars of Minimum Information	Details of Minimum Information
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee in accordance with Industry Standards on Related Party Transactions, are provided in **Annexure 5** to this Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer the details of transactions in **Annexure-5** of this notice
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest of the Company.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The Audit Committee, at its meeting held on 13th August, 2026, inter-alia, reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI Listing Regulations read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" and granted approval for the material RPTs to be entered into, and recommended the same to the Board. The Board of Directors, at its meeting held on 14th August, 2026, considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable as no such valuation report or other report of external party may be necessary for the aforesaid transactions.
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	Not Applicable as the all the information required for informed decision making is disclosed.
7	Any other information that may be relevant	All relevant information forms part of this statement setting out material facts pursuant to Section 102 of the Act.

The Members may note that as per the provisions of the SEBI Listing Regulations, no related parties (whether such related party is a party to the above-mentioned transactions or not), shall vote to approve this resolution.

The Board recommends this resolution for approval of the Members of the Company as an Ordinary Resolution as set out in Item No. 5 of the Notice.

A.6 MATERIAL RELATED PARTY TRANSACTION(S) WITH SURAGO AGRO PRIVATE LIMITED ("SUAPL")

Background and details:

Surago Agro Private Limited **("SUAPL")** is one such entity qualifies as a related party of the Company in accordance with Section 2(76) of the Companies Act, 2013 and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The transactions undertaken with SUAPL has been carried out in compliance with the applicable provisions of the Act, the Company's Policy on Related Party Transactions, and Regulation 23 of the SEBI Listing Regulations

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs with SUAPL. The Audit Committee in it's meeting held on August 13, 2026 has reviewed and taken note of the certificate placed before it provided by the Managing Director & Chief Executive Officer and Chief Financial Officer of the Company, confirming that the proposed RPTs have been accurately and fully disclosed as prescribed by the Industry Standard Forum (ISF) in accordance with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, read with Regulation 23 of the SEBI LODR Regulations, that they are in the ordinary course of business, on an arm's length basis, and are in the interest of the Company, and that the Company has ensured compliance with applicable accounting standards in respect of disclosure and recognition of RPTs in the financial statements.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for RPTs between CP Capital Limited and SUAPL to be entered. The aggregate value of the transaction(s) shall not exceed the limits specified in the table forming part of this Explanatory Statement. The Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it.

Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for approval of Related Party Transactions along with disclosures required under SEBI Circular and the provisions of the Act are enclosed as **"Annexure-6"** to this Notice.

Minimum Information to be provided to the members for approval of Material RPTs:

Sr. No.	Particulars of Minimum Information	Details of Minimum Information
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee in accordance with Industry Standards on Related Party Transactions, are provided in **Annexure 6** to this Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer the details of transactions in **Annexure-6** of this notice
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest of the Company.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The Audit Committee, at its meeting held on 13th August, 2026, inter-alia, reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI Listing Regulations read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" and granted approval for the material RPTs to be entered into, and recommended the same to the Board. The Board of Directors, at its meeting held on 14th August, 2026, considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable as no such valuation report or other report of external party may be necessary for the aforesaid transactions.
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	Not Applicable as the all the information required for informed decision making is disclosed.
7	Any other information that may be relevant	All relevant information forms part of this statement setting out material facts pursuant to Section 102 of the Act.

The Members may note that as per the provisions of the SEBI Listing Regulations, no related parties (whether such related party is a party to the above-mentioned transactions or not), shall vote to approve this resolution.

The Board recommends this resolution for approval of the Members of the Company as an Ordinary Resolution as set out in Item No. 5 of the Notice.

A.7 MATERIAL RELATED PARTY TRANSACTION(S) WITH WELLWIN TECHNOSOFT LIMITED ("WTL")

Background and details:

Wellwin Technosoft Limited **("WTL")** is one such entity qualifies as a related party of the Company in accordance with Section 2(76) of the Companies Act, 2013 and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The transactions undertaken with WTL has been carried out in compliance with the applicable provisions of the Act, the Company's Policy on Related Party Transactions, and Regulation 23 of the SEBI Listing Regulations

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs with WTL. The Audit Committee in it's meeting held on August 13, 2026 has reviewed and taken note of the certificate placed before it provided by the Managing Director & Chief Executive Officer and Chief Financial Officer of the Company, confirming that the proposed RPTs have been accurately and fully disclosed as prescribed by the Industry Standard Forum (ISF) in accordance with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, read with Regulation 23 of the SEBI LODR Regulations, that they are in the ordinary course of business, on an arm's length basis, and are in the interest of the Company, and that the Company has ensured compliance with applicable accounting standards in respect of disclosure and recognition of RPTs in the financial statements.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for RPTs between CP Capital Limited and WTL to be entered. The aggregate value of the transaction(s) shall not exceed the limits specified in the table forming part of this Explanatory Statement. The Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it.

Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for approval of Related Party Transactions along with disclosures required under SEBI Circular and the provisions of the Act are enclosed as **"Annexure-7"** to this Notice.

Minimum Information to be provided to the members for approval of Material RPTs:

Sr. No.	Particulars of Minimum Information	Details of Minimum Information
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee in accordance with Industry Standards on Related Party Transactions, are provided in **Annexure 7** to this Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer the details of transactions in **Annexure-7** of this notice
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest of the Company.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The Audit Committee, at its meeting held on 13th August, 2026, inter-alia, reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI Listing Regulations read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" and granted approval for the material RPTs to be entered into, and recommended the same to the Board. The Board of Directors, at its meeting held on 14th August, 2026, considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable as no such valuation report or other report of external party may be necessary for the aforesaid transactions.
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	Not Applicable as the all the information required for informed decision making is disclosed.
7	Any other information that may be relevant	All relevant information forms part of this statement setting out material facts pursuant to Section 102 of the Act.

The Members may note that as per the provisions of the SEBI Listing Regulations, no related parties (whether such related party is a party to the above-mentioned transactions or not), shall vote to approve this resolution.

The Board recommends this resolution for approval of the Members of the Company as an Ordinary Resolution as set out in Item No. 5 of the Notice.

A.8 MATERIAL RELATED PARTY TRANSACTION(S) WITH SOYUG LIMITED ("SL")

Background and details:

Soyug Limited **("SL")** is one such entity qualifies as a related party of the Company in accordance with Section 2(76) of the Companies Act, 2013 and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The transactions undertaken with SL has been carried out in compliance with the applicable provisions of the Act, the Company's Policy on Related Party Transactions, and Regulation 23 of the SEBI Listing Regulations

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs with SL. The Audit Committee in it's meeting held on August 13, 2026 has reviewed and taken note of the certificate placed before it provided by the Managing Director & Chief Executive Officer and Chief Financial Officer of the Company, confirming that the proposed RPTs have been accurately and fully disclosed as prescribed by the Industry Standard Forum (ISF) in accordance with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, read with Regulation 23 of the SEBI LODR Regulations, that they are in the ordinary course of business, on an arm's length basis, and are in the interest of the Company, and that the Company has ensured compliance with applicable accounting standards in respect of disclosure and recognition of RPTs in the financial statements.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for RPTs between CP Capital Limited and SL to be entered. The aggregate value of the transaction(s) shall not exceed the limits specified in the table forming part of this Explanatory Statement. The Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it.

Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for approval of Related Party Transactions along with disclosures required under SEBI Circular and the provisions of the Act are enclosed as **"Annexure-8"** to this Notice.

Minimum Information to be provided to the members for approval of Material RPTs:

Sr. No.	Particulars of Minimum Information	Details of Minimum Information
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee in accordance with Industry Standards on Related Party Transactions, are provided in **Annexure 8** to this Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer the details of transactions in **Annexure-8** of this notice
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest of the Company.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The Audit Committee, at its meeting held on 13th August, 2026, inter-alia, reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI Listing Regulations read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" and granted approval for the material RPTs to be entered into, and recommended the same to the Board. The Board of Directors, at its meeting held on 14th August, 2026, considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable as no such valuation report or other report of external party may be necessary for the aforesaid transactions.
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	Not Applicable as the all the information required for informed decision making is disclosed.
7	Any other information that may be relevant	All relevant information forms part of this statement setting out material facts pursuant to Section 102 of the Act.

The Members may note that as per the provisions of the SEBI Listing Regulations, no related parties (whether such related party is a party to the above-mentioned transactions or not), shall vote to approve this resolution.

The Board recommends this resolution for approval of the Members of the Company as an Ordinary Resolution as set out in Item No. 5 of the Notice.

A.9 MATERIAL RELATED PARTY TRANSACTION(S) WITH SANKALP CAPITAL PRIVATE LIMITED ("SCPL")

Background and details:

Sankalp Capital Private Limited **("SCPL")** is one such entity qualifies as a related party of the Company in accordance with Section 2(76) of the Companies Act, 2013 and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The transactions undertaken with SCPL has been carried out in compliance with the applicable provisions of the Act, the Company's Policy on Related Party Transactions, and Regulation 23 of the SEBI Listing Regulations

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs with SCPL. The Audit Committee in it's meeting held on August 13, 2026 has reviewed and taken note of the certificate placed before it provided by the Managing Director & Chief Executive Officer and Chief Financial Officer of the Company, confirming that the proposed RPTs have been accurately and fully disclosed as prescribed by the Industry Standard Forum (ISF) in accordance with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, read with Regulation 23 of the SEBI LODR Regulations, that they are in the ordinary course of business, on an arm's length basis, and are in the interest of the Company, and that the Company has ensured compliance with applicable accounting standards in respect of disclosure and recognition of RPTs in the financial statements.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for RPTs between CP Capital Limited and SCPL to be entered. The aggregate value of the transaction(s) shall not exceed the limits specified in the table forming part of this Explanatory Statement. The Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it.

Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for approval of Related Party Transactions along with disclosures required under SEBI Circular and the provisions of the Act are enclosed as **"Annexure-9"** to this Notice.

Minimum Information to be provided to the members for approval of Material RPTs:

Sr. No.	Particulars of Minimum Information	Details of Minimum Information
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee in accordance with Industry Standards on Related Party Transactions, are provided in **Annexure 9** to this Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer the details of transactions in **Annexure-9** of this notice
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest of the Company.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The Audit Committee, at its meeting held on 13th August, 2026, inter-alia, reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI Listing Regulations read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" and granted approval for the material RPTs to be entered into, and recommended the same to the Board. The Board of Directors, at its meeting held on 14th August, 2026, considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable as no such valuation report or other report of external party may be necessary for the aforesaid transactions.
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	Not Applicable as the all the information required for informed decision making is disclosed.
7	Any other information that may be relevant	All relevant information forms part of this statement setting out material facts pursuant to Section 102 of the Act.

The Members may note that as per the provisions of the SEBI Listing Regulations, no related parties (whether such related party is a party to the above-mentioned transactions or not), shall vote to approve this resolution.

The Board recommends this resolution for approval of the Members of the Company as an Ordinary Resolution as set out in Item No. 5 of the Notice.

A.10 MATERIAL RELATED PARTY TRANSACTION(S) WITH SINGH COLONIZERS ("SC")

Background and details:

Singh Colonizers **("SC")** is one such entity qualifies as a related party of the Company in accordance with Section 2(76) of the Companies Act, 2013 and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The transactions undertaken with SC has been carried out in compliance with the applicable provisions of the Act, the Company's Policy on Related Party Transactions, and Regulation 23 of the SEBI Listing Regulations

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs with SC. The Audit Committee in it's meeting held on August 13, 2026 has reviewed and taken note of the certificate placed before it provided by the Managing Director & Chief Executive Officer and Chief Financial Officer of the Company, confirming that the proposed RPTs have been accurately and fully disclosed as prescribed by the Industry Standard Forum (ISF) in accordance with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, read with Regulation 23 of the SEBI LODR Regulations, that they are in the ordinary course of business, on an arm's length basis, and are in the interest of the Company, and that the Company has ensured compliance with applicable accounting standards in respect of disclosure and recognition of RPTs in the financial statements.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for RPTs between CP Capital Limited and SC to be entered. The aggregate value of the transaction(s) shall not exceed the limits specified in the table forming part of this Explanatory Statement. The Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it.

Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for approval of Related Party Transactions along with disclosures required under SEBI Circular and the provisions of the Act are enclosed as **"Annexure-10"** to this Notice.

Minimum Information to be provided to the members for approval of Material RPTs:

Sr. No.	Particulars of Minimum Information	Details of Minimum Information
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee in accordance with Industry Standards on Related Party Transactions, are provided in **Annexure 10** to this Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer the details of transactions in **Annexure-10** of this notice
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest of the Company.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The Audit Committee, at its meeting held on 13th August, 2026, inter-alia, reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI Listing Regulations read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" and granted approval for the material RPTs to be entered into, and recommended the same to the Board. The Board of Directors, at its meeting held on 14th August, 2026, considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable as no such valuation report or other report of external party may be necessary for the aforesaid transactions.
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	Not Applicable as the all the information required for informed decision making is disclosed.
7	Any other information that may be relevant	All relevant information forms part of this statement setting out material facts pursuant to Section 102 of the Act.

The Members may note that as per the provisions of the SEBI Listing Regulations, no related parties (whether such related party is a party to the above-mentioned transactions or not), shall vote to approve this resolution.

The Board recommends this resolution for approval of the Members of the Company as an Ordinary Resolution as set out in Item No. 5 of the Notice.

A.11 MATERIAL RELATED PARTY TRANSACTION(S) WITH SINGH ASSOCIATES ("SA")

Background and details:

Singh Associates **("SA")** is one such entity qualifies as a related party of the Company in accordance with Section 2(76) of the Companies Act, 2013 and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The transactions undertaken with SA has been carried out in compliance with the applicable provisions of the Act, the Company's Policy on Related Party Transactions, and Regulation 23 of the SEBI Listing Regulations

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs with SA. The Audit Committee in it's meeting held on August 13, 2026 has reviewed and taken note of the certificate placed before it provided by the Managing Director & Chief Executive Officer and Chief Financial Officer of the Company, confirming that the proposed RPTs have been accurately and fully disclosed as prescribed by the Industry Standard Forum (ISF) in accordance with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, read with Regulation 23 of the SEBI LODR Regulations, that they are in the ordinary course of business, on an arm's length basis, and are in the interest of the Company, and that the Company has ensured compliance with applicable accounting standards in respect of disclosure and recognition of RPTs in the financial statements.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for RPTs between CP Capital Limited and SA to be entered. The aggregate value of the transaction(s) shall not exceed the limits specified in the table forming part of this Explanatory Statement. The Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it.

Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for approval of Related Party Transactions along with disclosures required under SEBI Circular and the provisions of the Act are enclosed as **"Annexure-11"** to this Notice.

Minimum Information to be provided to the members for approval of Material RPTs:

Sr. No.	Particulars of Minimum Information	Details of Minimum Information
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee in accordance with Industry Standards on Related Party Transactions, are provided in **Annexure 11** to this Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer the details of transactions in **Annexure-11** of this notice
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest of the Company.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The Audit Committee, at its meeting held on 13th August, 2026, inter-alia, reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI Listing Regulations read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" and granted approval for the material RPTs to be entered into, and recommended the same to the Board. The Board of Directors, at its meeting held on 14th August, 2026, considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable as no such valuation report or other report of external party may be necessary for the aforesaid transactions.
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	Not Applicable as the all the information required for informed decision making is disclosed.
7	Any other information that may be relevant	All relevant information forms part of this statement setting out material facts pursuant to Section 102 of the Act.

The Members may note that as per the provisions of the SEBI Listing Regulations, no related parties (whether such related party is a party to the above-mentioned transactions or not), shall vote to approve this resolution.

The Board recommends this resolution for approval of the Members of the Company as an Ordinary Resolution as set out in Item No. 5 of the Notice.

A.12 MATERIAL RELATED PARTY TRANSACTION(S) WITH SWASTIKA POLYOLEFINS PRIVATE LIMITED ("SPPL")

Background and details:

Swastika Polyolefins Private Limited **("SPPL")** is one such entity qualifies as a related party of the Company in accordance with Section 2(76) of the Companies Act, 2013 and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The transactions undertaken with SPPL has been carried out in compliance with the applicable provisions of the Act, the Company's Policy on Related Party Transactions, and Regulation 23 of the SEBI Listing Regulations

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs with SPPL. The Audit Committee in it's meeting held on August 13, 2026 has reviewed and taken note of the certificate placed before it provided by the Managing Director & Chief Executive Officer and Chief Financial Officer of the Company, confirming that the proposed RPTs have been accurately and fully disclosed as prescribed by the Industry Standard Forum (ISF) in accordance with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, read with Regulation 23 of the SEBI LODR Regulations, that they are in the ordinary course of business, on an arm's length basis, and are in the interest of the Company, and that the Company has ensured compliance with applicable accounting standards in respect of disclosure and recognition of RPTs in the financial statements.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for RPTs between CP Capital Limited and SPPL to be entered. The aggregate value of the transaction(s) shall not exceed the limits specified in the table forming part of this Explanatory Statement. The Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it.

Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for approval of Related Party Transactions along with disclosures required under SEBI Circular and the provisions of the Act are enclosed as **"Annexure-12"** to this Notice.

Minimum Information to be provided to the members for approval of Material RPTs:

Sr. No.	Particulars of Minimum Information	Details of Minimum Information
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee in accordance with Industry Standards on Related Party Transactions, are provided in **Annexure 12** to this Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer the details of transactions in **Annexure-12** of this notice
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest of the Company.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The Audit Committee, at its meeting held on 13th August, 2026, inter-alia, reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI Listing Regulations read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" and granted approval for the material RPTs to be entered into, and recommended the same to the Board. The Board of Directors, at its meeting held on 14th August, 2026, considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable as no such valuation report or other report of external party may be necessary for the aforesaid transactions.
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	Not Applicable as the all the information required for informed decision making is disclosed.
7	Any other information that may be relevant	All relevant information forms part of this statement setting out material facts pursuant to Section 102 of the Act.

The Members may note that as per the provisions of the SEBI Listing Regulations, no related parties (whether such related party is a party to the above-mentioned transactions or not), shall vote to approve this resolution.

The Board recommends this resolution for approval of the Members of the Company as an Ordinary Resolution as set out in Item No. 5 of the Notice.

A.13 MATERIAL RELATED PARTY TRANSACTION(S) WITH SHRICON INDUSTRIES LIMITED ("SIL")

Background and details:

Shricon Industries Limited **("SIL")** is one such entity qualifies as a related party of the Company in accordance with Section 2(76) of the Companies Act, 2013 and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The transactions undertaken with SIL has been carried out in compliance with the applicable provisions of the Act, the Company's Policy on Related Party Transactions, and Regulation 23 of the SEBI Listing Regulations

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs with SIL. The Audit Committee in it's meeting held on August 13, 2026 has reviewed and taken note of the certificate placed before it provided by the Managing Director & Chief Executive Officer and Chief Financial Officer of the Company, confirming that the proposed RPTs have been accurately and fully disclosed as prescribed by the Industry Standard Forum (ISF) in accordance with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, read with Regulation 23 of the SEBI LODR Regulations, that they are in the ordinary course of business, on an arm's length basis, and are in the interest of the Company, and that the Company has ensured compliance with applicable accounting standards in respect of disclosure and recognition of RPTs in the financial statements.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for RPTs between CP Capital Limited and SIL to be entered. The aggregate value of the transaction(s) shall not exceed the limits specified in the table forming part of this Explanatory Statement. The Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it.

Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for approval of Related Party Transactions along with disclosures required under SEBI Circular and the provisions of the Act are enclosed as **"Annexure-13"** to this Notice.

Minimum Information to be provided to the members for approval of Material RPTs:

Sr. No.	Particulars of Minimum Information	Details of Minimum Information
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee in accordance with Industry Standards on Related Party Transactions, are provided in **Annexure 13** to this Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer the details of transactions in **Annexure-13** of this notice
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest of the Company.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The Audit Committee, at its meeting held on 13th August, 2026, inter-alia, reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI Listing Regulations read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" and granted approval for the material RPTs to be entered into, and recommended the same to the Board. The Board of Directors, at its meeting held on 14th August, 2026, considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable as no such valuation report or other report of external party may be necessary for the aforesaid transactions.
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	Not Applicable as the all the information required for informed decision making is disclosed.
7	Any other information that may be relevant	All relevant information forms part of this statement setting out material facts pursuant to Section 102 of the Act.

The Members may note that as per the provisions of the SEBI Listing Regulations, no related parties (whether such related party is a party to the above-mentioned transactions or not), shall vote to approve this resolution.

The Board recommends this resolution for approval of the Members of the Company as an Ordinary Resolution as set out in Item No. 5 of the Notice.

A.14 MATERIAL RELATED PARTY TRANSACTION(S) WITH CAREER POINT EDUTECH LIMITED ("CPEL")

Background and details:

Career Point Edutech Limited **("CPEL")** is one such entity qualifies as a related party of the Company in accordance with Section 2(76) of the Companies Act, 2013 and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The transactions undertaken with CPEL has been carried out in compliance with the applicable provisions of the Act, the Company's Policy on Related Party Transactions, and Regulation 23 of the SEBI Listing Regulations

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs with CPEL. The Audit Committee in it's meeting held on August 13, 2026 has reviewed and taken note of the certificate placed before it provided by the Managing Director & Chief Executive Officer and Chief Financial Officer of the Company, confirming that the proposed RPTs have been accurately and fully disclosed as prescribed by the Industry Standard Forum (ISF) in accordance with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, read with Regulation 23 of the SEBI LODR Regulations, that they are in the ordinary course of business, on an arm's length basis, and are in the interest of the Company, and that the Company has ensured compliance with applicable accounting standards in respect of disclosure and recognition of RPTs in the financial statements.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for RPTs between CP Capital Limited and CPEL to be entered. The aggregate value of the transaction(s) shall not exceed the limits specified in the table forming part of this Explanatory Statement. The Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it.

Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for approval of Related Party Transactions along with disclosures required under SEBI Circular and the provisions of the Act are enclosed as **"Annexure-14"** to this Notice.

Minimum Information to be provided to the members for approval of Material RPTs:

Sr. No.	Particulars of Minimum Information	Details of Minimum Information
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee in accordance with Industry Standards on Related Party Transactions, are provided in **Annexure 14** to this Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer the details of transactions in **Annexure-14** of this notice
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest of the Company.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The Audit Committee, at its meeting held on 13th August, 2026, inter-alia, reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI Listing Regulations read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" and granted approval for the material RPTs to be entered into, and recommended the same to the Board. The Board of Directors, at its meeting held on 14th August, 2026, considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable as no such valuation report or other report of external party may be necessary for the aforesaid transactions.
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	Not Applicable as the all the information required for informed decision making is disclosed.
7	Any other information that may be relevant	All relevant information forms part of this statement setting out material facts pursuant to Section 102 of the Act.

The Members may note that as per the provisions of the SEBI Listing Regulations, no related parties (whether such related party is a party to the above-mentioned transactions or not), shall vote to approve this resolution.

The Board recommends this resolution for approval of the Members of the Company as an Ordinary Resolution as set out in Item No. 5 of the Notice.

A.15 MATERIAL RELATED PARTY TRANSACTION(S) WITH CAREER POINT LEARNING SOLUTIONS LIMITED ("CPLSL")

Background and details:

Career Point Learning Solutions Limited **("CPLSL")** is one such entity qualifies as a related party of the Company in accordance with Section 2(76) of the Companies Act, 2013 and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The transactions undertaken with CPLSL has been carried out in compliance with the applicable provisions of the Act, the Company's Policy on Related Party Transactions, and Regulation 23 of the SEBI Listing Regulations

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs with CPLSL. The Audit Committee in it's meeting held on August 13, 2026 has reviewed and taken note of the certificate placed before it provided by the Managing Director & Chief Executive Officer and Chief Financial Officer of the Company, confirming that the proposed RPTs have been accurately and fully disclosed as prescribed by the Industry Standard Forum (ISF) in accordance with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, read with Regulation 23 of the SEBI LODR Regulations, that they are in the ordinary course of business, on an arm's length basis, and are in the interest of the Company, and that the Company has ensured compliance with applicable accounting standards in respect of disclosure and recognition of RPTs in the financial statements.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for RPTs between CP Capital Limited and CPLSL to be entered. The aggregate value of the transaction(s) shall not exceed the limits specified in the table forming part of this Explanatory Statement. The Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it.

Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for approval of Related Party Transactions along with disclosures required under SEBI Circular and the provisions of the Act are enclosed as **"Annexure-15"** to this Notice.

Minimum Information to be provided to the members for approval of Material RPTs:

Sr. No.	Particulars of Minimum Information	Details of Minimum Information
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee in accordance with Industry Standards on Related Party Transactions, are provided in **Annexure 15** to this Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer the details of transactions in **Annexure-15** of this notice
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest of the Company.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The Audit Committee, at its meeting held on 13th August, 2026, inter-alia, reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI Listing Regulations read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" and granted approval for the material RPTs to be entered into, and recommended the same to the Board. The Board of Directors, at its meeting held on 14th August, 2026, considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable as no such valuation report or other report of external party may be necessary for the aforesaid transactions.
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	Not Applicable as the all the information required for informed decision making is disclosed.
7	Any other information that may be relevant	All relevant information forms part of this statement setting out material facts pursuant to Section 102 of the Act.

The Members may note that as per the provisions of the SEBI Listing Regulations, no related parties (whether such related party is a party to the above-mentioned transactions or not), shall vote to approve this resolution.

The Board recommends this resolution for approval of the Members of the Company as an Ordinary Resolution as set out in Item No. 5 of the Notice.

A.16 MATERIAL RELATED PARTY TRANSACTION(S) WITH IMPERIAL INFIN PRIVATE LIMITED ("IIPL")

Background and details:

Imperial Infin Private Limited **("IIPL")** is one such entity qualifies as a related party of the Company in accordance with Section 2(76) of the Companies Act, 2013 and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The transactions undertaken with IIPL has been carried out in compliance with the applicable provisions of the Act, the Company's Policy on Related Party Transactions, and Regulation 23 of the SEBI Listing Regulations

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs with IIPL. The Audit Committee in it's meeting held on August 13, 2026 has reviewed and taken note of the certificate placed before it provided by the Managing Director & Chief Executive Officer and Chief Financial Officer of the Company, confirming that the proposed RPTs have been accurately and fully disclosed as prescribed by the Industry Standard Forum (ISF) in accordance with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, read with Regulation 23 of the SEBI LODR Regulations, that they are in the ordinary course of business, on an arm's length basis, and are in the interest of the Company, and that the Company has ensured compliance with applicable accounting standards in respect of disclosure and recognition of RPTs in the financial statements.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for RPTs between CP Capital Limited and IIPL to be entered. The aggregate value of the transaction(s) shall not exceed the limits specified in the table forming part of this Explanatory Statement. The Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it.

Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for approval of Related Party Transactions along with disclosures required under SEBI Circular and the provisions of the Act are enclosed as **"Annexure-16"** to this Notice.

Minimum Information to be provided to the members for approval of Material RPTs:

Sr. No.	Particulars of Minimum Information	Details of Minimum Information
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee in accordance with Industry Standards on Related Party Transactions, are provided in **Annexure 16** to this Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer the details of transactions in **Annexure-16** of this notice
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest of the Company.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The Audit Committee, at its meeting held on 13th August, 2026, inter-alia, reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI Listing Regulations read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" and granted approval for the material RPTs to be entered into, and recommended the same to the Board. The Board of Directors, at its meeting held on 14th August, 2026, considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable as no such valuation report or other report of external party may be necessary for the aforesaid transactions.
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	Not Applicable as the all the information required for informed decision making is disclosed.
7	Any other information that may be relevant	All relevant information forms part of this statement setting out material facts pursuant to Section 102 of the Act.

The Members may note that as per the provisions of the SEBI Listing Regulations, no related parties (whether such related party is a party to the above-mentioned transactions or not), shall vote to approve this resolution.

The Board recommends this resolution for approval of the Members of the Company as an Ordinary Resolution as set out in Item No. 5 of the Notice.

A.17 MATERIAL RELATED PARTY TRANSACTION(S) WITH LONGWAY BUSINESS SOLUTIONS LLP ("LBSL")

Background and details:

Longway Business Solutions LLP **("LBSL")** is one such entity qualifies as a related party of the Company in accordance with Section 2(76) of the Companies Act, 2013 and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The transactions undertaken with LBSL has been carried out in compliance with the applicable provisions of the Act, the Company's Policy on Related Party Transactions, and Regulation 23 of the SEBI Listing Regulations

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs with LBSL. The Audit Committee in it's meeting held on August 13, 2026 has reviewed and taken note of the certificate placed before it provided by the Managing Director & Chief Executive Officer and Chief Financial Officer of the Company, confirming that the proposed RPTs have been accurately and fully disclosed as prescribed by the Industry Standard Forum (ISF) in accordance with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, read with Regulation 23 of the SEBI LODR Regulations, that they are in the ordinary course of business, on an arm's length basis, and are in the interest of the Company, and that the Company has ensured compliance with applicable accounting standards in respect of disclosure and recognition of RPTs in the financial statements.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for RPTs between CP Capital Limited and LBSL to be entered. The aggregate value of the transaction(s) shall not exceed the limits specified in the table forming part of this Explanatory Statement. The Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it.

Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for approval of Related Party Transactions along with disclosures required under SEBI Circular and the provisions of the Act are enclosed as **"Annexure-17"** to this Notice.

Minimum Information to be provided to the members for approval of Material RPTs:

Sr. No.	Particulars of Minimum Information	Details of Minimum Information
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee in accordance with Industry Standards on Related Party Transactions, are provided in **Annexure 17** to this Notice.
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer the details of transactions in **Annexure-17** of this notice
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest of the Company.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The Audit Committee, at its meeting held on 13th August, 2026, inter-alia, reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI Listing Regulations read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" and granted approval for the material RPTs to be entered into, and recommended the same to the Board. The Board of Directors, at its meeting held on 14th August, 2026, considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the Members for their approval.
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable as no such valuation report or other report of external party may be necessary for the aforesaid transactions.
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	Not Applicable as the all the information required for informed decision making is disclosed.
7	Any other information that may be relevant	All relevant information forms part of this statement setting out material facts pursuant to Section 102 of the Act.

The Members may note that as per the provisions of the SEBI Listing Regulations, no related parties (whether such related party is a party to the above-mentioned transactions or not), shall vote to approve this resolution.

The Board recommends this resolution for approval of the Members of the Company as an Ordinary Resolution as set out in Item No. 5 of the Notice.

By order of Board of Directors
CP Capital Limited
(Erstwhile Career Point Limited)

Place: Kota
Date: 14th August, 2026

(CS Manmohan Pareek)
Company Secretary
ICSI Mem. No. A34858

CIN: L64990PB2000PLC054497
Registered Office: Village Tangori, Banur, Mohali, Punjab 140601
Corporate Office: CP Tower-1, Road No-1, IPIA, Kota, Rajasthan-324005
Email: investors@cpil.in
Website: www.cpcapital.in

ANNEXURE-1

Details of the proposed transactions between CP Capital Limited (the "Company" / "CPCAP" / "listed entity/subsidiary") and Career Point University, Kota, ("CPUK") (the "Related Party"), being related parties of the Company, including the information pursuant to Clause 4 of the RPT Industry Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, as placed before the Audit Committee for consideration while seeking prior approval of the proposed Related Party Transaction(s), are provided below:

Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions as per the RPT Industry Standards:

Note: *As CP Capital Limited is a Non-Banking Financial Company **("NBFC")** which, in the ordinary course of its business, gives loans/advances or inter-corporate deposits to its related party (disclosure under Part B – Para B(2) and, if material, Part C – Para C(1)), both sets of disclosures are provided below in addition to Part A, which is applicable to all RPTs.*

Part-A: Minimum Information for the Proposed Related Party Transaction(s)

S. No.	Particulars of the information	Information provided by the management
A	**Details of the related party and transactions with the related party**	
A(1)	**Basic details of the related party**	
1	Name of the related party	Career Point University, Kota
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Education
A(2)	**Relationship and ownership of the related party**	
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: • Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary. • Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary.	CPUK is a University established vide Career Point University Act, 2012 Rajasthan and group entity of the Company. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and Promoter of the Company is the Chancellor of the University and Mr. Om Prakash Maheshwari, Whole time Director & CFO and Promoters of the Company is members in the Board of Management of the University. Accordingly, CPUK is a related party as per Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI-LODR.
(a)	Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party.	Not Applicable
(b)	Where the related party is a partnership firm/sole proprietorship/body corporate without share capital, capital contribution, if any, made by the listed entity/subsidiary.	Not Applicable
(c)	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary.	CPUK does not hold any shares in the listed entity/subsidiary
	Explanation: *Indirect shareholding shall mean shareholding held through any person over which the listed entity/subsidiary/related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.*	
A(3)	**Details of previous transactions with the related party**	
1	1.1 Total amount of all the transactions undertaken by the listed entity with the related party during last financial year.	The following transactions took place with CPUK during the previous financial year 2025-26:

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td></td><td></td><td>
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Rendering of financial assistance /Loan Given</td><td>204.16</td></tr>
<tr><td>2</td><td>Loan recovered including interest</td><td>196.56</td></tr>
<tr><td>3</td><td>Interest income received</td><td>2.53</td></tr>
<tr><td></td><td>Balance outstanding at March 31,2026</td><td>21.52</td></tr>
</table>
Note: As approved by the Members of the Company, the maximum outstanding amount not exceeded ₹50 Crores at any time during the approved period.</td></tr>
<tr><td></td><td>1.2 Total amount of all the transactions undertaken by the subsidiary with the related party during the last financial year.</td><td>Nil</td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>The following transactions took place with CPUK during the first quarter of financial year 2026-27:
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Rendering of financial assistance /Loan Given</td><td>67.20</td></tr>
<tr><td>2</td><td>Loan recovered including interest</td><td>64.45</td></tr>
<tr><td>3</td><td>Interest income received</td><td>0.49</td></tr>
<tr><td></td><td>Balance outstanding at June 30,2026</td><td>24.77</td></tr>
</table>
Note: As approved by the Members of the Company, the maximum outstanding amount not exceeded ₹50 Crores at any time during the approved period.</td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>No default</td></tr>
<tr><td>A(4)</td><td colspan="2">Amount of the proposed transaction(s) (all types of transactions taken together)</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.</td><td>
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facility</td><td>50</td></tr>
</table>
Note: Rendering of financial services/ providing financial assistance by the Company and/or its subsidiaries to CPUK including but not limited to payment services, arrangement for offline and online transactions, reimbursements of expenses incurred by or on behalf of CPUK, transfer of any resources, services or obligations and other services</td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td></td><td></td><td>including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 50 crores on any date during a period commencing from the twenty sixth Annual General Meeting up to the date of twenty seventh Annual General Meeting of the Company to be held in the year 2027.</td></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>65.51%</td></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).</td><td>Not Applicable</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (standalone, if consolidated not available) for the immediately preceding financial year, if available.</td><td>207.56%</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year (Turnover / Profit After Tax / Net worth).
Explanation: Information to be given on standalone basis; if standalone is not available, provide on consolidated basis.</td><td><table><tr><th>Particulars</th><th>FY 2024-25(Rs in Crores)</th></tr><tr><td>Turnover</td><td>24.09</td></tr><tr><td>Profit After Tax</td><td>(2.98)</td></tr><tr><td>Net worth</td><td>7.10</td></tr></table>
Explanation: The above information is given on standalone basis.</td></tr>
<tr><td>A(5)</td><td colspan="2">Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. giving loan, borrowing, etc.)</td><td><table><tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facilities</td><td>50</td></tr></table></td></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction.</td><td>The proposed transaction relates to a revolving credit facility/financial assistance arrangement to CPUK, under which CPCAP may provide financial services and/or financial assistance to CPUK from time to time. The facility shall operate on a revolving basis, permitting drawdown, repayment and subsequent re-utilisation of the available limit. Approval is sought for transactions up to an aggregate limit of Rs. 50 Crore during the period commencing from the Twenty-sixth Annual General Meeting until the Twenty-Seventh Annual General Meeting to be held in the year 2027; however, the outstanding exposure shall not exceed Rs. 50 Crore at any point of time during the said period.

The transactions shall be undertaken on such terms and conditions, including applicable interest, tenure, repayment terms and other commercial conditions, as may be mutually agreed and determined in accordance with the applicable</td></tr>
</table>

S. No.	Particulars of the information	Information provided by the management
		policies and sanctioning procedures of CPCAP. The financial assistance proposed to be provided under the arrangement is primarily intended to meet the working capital and other legitimate business requirements of the CPUK.
3	Tenure of the proposed transaction (in number of years or months).	Twenty-sixth Annual General Meeting until the Twenty-Seventh Annual General Meeting to be held in the year 2027 (one year)
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If executed over more than one financial year, provide estimated break-up financial year-wise.	<table><tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facilities</td><td>50</td></tr></table>
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	CP Capital Limited ("CPCAP") is a Base Layer NBFC registered with the Reserve Bank of India, and the advancement of loans and transactions in securities constitute its principal business activities. The proposed related party transactions are therefore in furtherance of the ordinary course of business of the Company and enable efficient deployment of its financial resources. CPCAP regularly undertakes similar transactions with both group companies and unrelated third parties. The proposed transactions shall be undertaken on commercial and arm's length terms in accordance with the applicable policies and sanctioning procedures of the Company. The loans extended by CPCAP have been regularly serviced, with interest received on a regular basis. Accordingly, the proposed RPTs are expected to be commercially beneficial and are considered to be in the overall interest of CPCAP and its stakeholders.
7	Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. **Explanation:** Indirect interest shall mean interest held through any person over which an individual has control.	1. Mr. Om Prakash Maheshwari, Whole time Director & CFO and promoter 2. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and promoter 3. Mrs. Neelima Maheshwari, Non- Executive Director and relative of Mr. Om Prakash Maheshwari
(a)	Name of the director/KMP	1. Mr. Om Prakash Maheshwari, Whole time Director & CFO and promoter 2. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and promoter 3. Mrs. Neelima Maheshwari, Non- Executive Director and relative of Mr. Om Prakash Maheshwari The above directors have interest in entity directly or indirectly.
(b)	Shareholding of the director/KMP, whether direct or indirect, in the related party	Not Applicable
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.
9	Other information relevant for decision making.	Not Applicable as the all the information required for informed decision making is disclosed.

Part-B: Details for Specific Transactions:

B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction. **Note:** This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/housing finance companies.	Not applicable – CPCAP is an NBFC.
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify: (a) Nature of indebtedness (b) Total cost of borrowing (c) Tenure (d) Other details. **Note:** Not applicable to listed banks/NBFCs/insurance companies/housing finance companies.	Not applicable – CPCAP is an NBFC.
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/other lenders. **Note:** (1) Not applicable to listed banks/NBFCs/insurance companies/housing finance companies. (2) Disclosure shall be made of borrowings with a comparable maturity profile to the loan/ICD being granted.	Not applicable – CPCAP is an NBFC.
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	13.20 % Per Annum
5	Maturity/due date	1 (one) Year
6	Repayment schedule & terms	On demand/On call basis
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	NA
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds provided by CPCAP to the related party by way of financial assistance shall be utilized by the ultimate beneficiary to meet its working capital and other legitimate business requirements, including day-to-day operational expenses, cash flow requirements, and other short-term business needs arising in the ordinary course of business. The funds shall be utilized strictly for legitimate business purposes and in accordance with applicable laws, RBI regulations, and the terms and conditions of the respective facility.

Part-C: Additional Information (applicable only if the proposed transaction is a Material RPT)

C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party **Note:** Standalone rating to be provided; option to provide structured obligation (SO) rating and credit enhancement (CE) rating, if any.	No external credit rating available for the related party at this time.

S. No.	Particulars of the information	Information provided by the management
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. **Note:** This information may be provided to the extent available in the public domain or as provided by the related party upon request.	No default has been made.
	In addition, state the following:	
(a)	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
(b)	Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No
(c)	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
(d)	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
	Note: *Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.*	

ANNEXURE-2

Details of the proposed transactions between CP Capital Limited (the "Company" / "CPCAP"/ "listed entity/subsidiary") and Career Point University, Hamirpur, ("CPUH") (the "Related Party"), being related parties of the Company, including the information pursuant to Clause 4 of the RPT Industry Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, as placed before the Audit Committee for consideration while seeking prior approval of the proposed Related Party Transaction(s), are provided below:

Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions as per the RPT Industry Standards:

Note: *As CP Capital Limited is a Non-Banking Financial Company* ***("NBFC")*** *which, in the ordinary course of its business, gives loans/advances or inter-corporate deposits to its related party (disclosure under Part B – Para B(2) and, if material, Part C – Para C(1)), both sets of disclosures are provided below in addition to Part A, which is applicable to all RPTs.*

Part-A: Minimum Information for the Proposed Related Party Transaction(s)

S. No.	Particulars of the information	Information provided by the management
A	**Details of the related party and transactions with the related party**	
A(1)	**Basic details of the related party**	
1	Name of the related party	Career Point University, Hamirpur
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Education
A(2)	**Relationship and ownership of the related party**	

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>1</td><td>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:
• Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party.
• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary.
• •Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary.</td><td>CPUH is a University established vide Career Point University Hamirpur Act, 2012 and group entity of the Company.

Mr. Om Prakash Maheshwari, Whole time Director & CFO and Promoters of the Company is the Chancellor of the University and ;

Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and Promoter of the Company is member in the Board of Management of the University.

Accordingly, CPUH is a related party as per Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI-LODR.</td></tr>
<tr><td>(a)</td><td>Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party.</td><td>Not Applicable</td></tr>
<tr><td>(b)</td><td>Where the related party is a partnership firm/sole proprietorship/body corporate without share capital, capital contribution, if any, made by the listed entity/subsidiary.</td><td>Not Applicable</td></tr>
<tr><td>(c)</td><td>Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary.</td><td>CPUH does not hold any shares in the listed entity/subsidiary</td></tr>
<tr><td></td><td colspan="2">Explanation: Indirect shareholding shall mean shareholding held through any person over which the listed entity/subsidiary/related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</td></tr>
<tr><td>A(3)</td><td colspan="2">Details of previous transactions with the related party</td></tr>
<tr><td>1</td><td>1.1 Total amount of all the transactions undertaken by the listed entity with the related party during last financial year.</td><td>The following transactions took place with CPUH during the previous financial year 2025-26:
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Rendering of financial assistance /Loan Given</td><td>14.98</td></tr>
<tr><td>2</td><td>Loan recovered including interest</td><td>14.91</td></tr>
<tr><td>3</td><td>Interest income received</td><td>0.11</td></tr>
<tr><td></td><td>Balance outstanding at March 31, 2026</td><td>7.81</td></tr>
</table>
Note: As approved by the Members of the Company, the maximum outstanding amount not exceeded ₹30 Crores at any time during the approved period.</td></tr>
<tr><td></td><td>1.2 Total amount of all the transactions undertaken by the subsidiary with the related party during the last financial year.</td><td>Nil</td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>The following transactions took place with CPUH during the first quarter of financial year 2026-27:
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
</table></td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td></td><td></td><td><table>
<tr><td>1</td><td>Rendering of financial assistance /Loan Given</td><td>8.51</td></tr>
<tr><td>2</td><td>Loan recovered including interest</td><td>4.21</td></tr>
<tr><td>3</td><td>Interest income received</td><td>0.06</td></tr>
<tr><td></td><td>Balance outstanding at June 30,2026</td><td>4.44</td></tr>
</table>
Note: As approved by the Members of the Company, the maximum outstanding amount not exceeded ₹30 Crores at any time during the approved period.</td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>No default</td></tr>
<tr><td>A(4)</td><td colspan="2">Amount of the proposed transaction(s) (all types of transactions taken together)</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.</td><td><table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facilities</td><td>30</td></tr>
</table>
Note: Rendering of financial services/ providing financial assistance by the Company and/or its subsidiaries to CPUH including but not limited to payment services, arrangement for offline and online transactions, 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 and/or total outstanding not exceeding Rs. 30 crores on any date during a period commencing from the twenty sixth Annual General Meeting up to the date of twenty seventh Annual General Meeting of the Company to be held in the year 2027.</td></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year.</td><td>39.31%</td></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).</td><td>Not Applicable</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party’s annual consolidated turnover (standalone, if consolidated not available) for the immediately preceding financial year, if available.</td><td>173.01%</td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year (Turnover / Profit After Tax / Net worth).
Explanation: Information to be given on standalone basis; if standalone is not available, provide on consolidated basis.</td><td><table><tr><th>Particulars</th><th>FY 2024-25 (Rs in Crores)</th></tr><tr><td>Turnover</td><td>17.34</td></tr><tr><td>Profit After Tax</td><td>4.73</td></tr><tr><td>Net worth</td><td>3.06</td></tr></table>
Explanation: The above information is given on standalone basis.</td></tr>
<tr><td>A(5)</td><td colspan="2">Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. giving loan, borrowing, etc.)</td><td><table><tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facilities</td><td>30</td></tr></table></td></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction.</td><td>The proposed transaction relates to a revolving credit facility/financial assistance arrangement to CPUH, under which CPCAP may provide services and/or financial assistance to CPUH from time to time. The facility shall operate on a revolving basis, permitting drawdown, repayment and subsequent re-utilisation of the available limit. Approval is sought for transactions up to an aggregate limit of Rs. 30 Crore during the period commencing from the Twenty-sixth Annual General Meeting until the Twenty-Seventh Annual General Meeting to be held in the year 2027; however, the outstanding exposure shall not exceed Rs. 30 Crore at any point of time during the said period.

The transactions shall be undertaken on such terms and conditions, including applicable interest, tenure, repayment terms and other commercial conditions, as may be mutually agreed and determined in accordance with the applicable policies and sanctioning procedures of CPCAP. The financial assistance proposed to be provided under the arrangement is primarily intended to meet the working capital and other legitimate business requirements of the CPUH.</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (in number of years or months).</td><td>Twenty-sixth Annual General Meeting until the Twenty-Seventh Annual General Meeting to be held in the year 2027 (one year)</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5</td><td>Value of the proposed transaction during a financial year. If executed over more than one financial year, provide estimated break-up financial year-wise.</td><td><table><tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facilities</td><td>30</td></tr></table></td></tr>
<tr><td>6</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.</td><td>CP Capital Limited ("CPCAP") is a Base Layer NBFC registered with the Reserve Bank of India, and the advancement of loans and transactions in securities constitute its principal business activities. The proposed related party transactions are therefore in furtherance of the ordinary course of business of the Company and enable efficient deployment of its financial resources. CPCAP regularly undertakes similar transactions with both group companies and unrelated third parties. The proposed transactions shall be undertaken on commercial and arm's length terms in accordance with the applicable policies and sanctioning procedures of the</td></tr>
</table>

S. No.	Particulars of the information	Information provided by the management
		Company. The loans extended by CPCAP have been regularly serviced, with interest received on a regular basis. Accordingly, the proposed RPTs are expected to be commercially beneficial and are considered to be in the overall interest of CPCAP and its stakeholders.
7	Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. **Explanation:** Indirect interest shall mean interest held through any person over which an individual has control.	1. Mr. Om Prakash Maheshwari, Whole time Director & CFO and promoter 2. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and promoter 3. Mrs. Neelima Maheshwari, Non- Executive Director and relative of Mr. Om Prakash Maheshwari
(a)	Name of the director/KMP	1. Mr. Om Prakash Maheshwari, Whole time Director & CFO and promoter 2. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and promoter 3. Mrs. Neelima Maheshwari, Non- Executive Director and relative of Mr. Om Prakash Maheshwari The above directors have interest in entity directly or indirectly.
(b)	Shareholding of the director/KMP, whether direct or indirect, in the related party	Not Applicable
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.
9	Other information relevant for decision making.	Not Applicable as the all the information required for informed decision making is disclosed.

Part-B: Details for Specific Transactions:

B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction. **Note:** This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/housing finance companies.	Not applicable – CPCAP is an NBFC.
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify: (a) Nature of indebtedness (b) Total cost of borrowing (c) Tenure (d) Other details. **Note:** Not applicable to listed banks/NBFCs/insurance companies/housing finance companies.	Not applicable – CPCAP is an NBFC.
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/other lenders. **Note:** (1) Not applicable to listed banks/NBFCs/insurance companies/housing finance companies. (2) Disclosure shall be made of borrowings with a comparable maturity profile to the loan/ICD being granted.	Not applicable – CPCAP is an NBFC.

S. No.	Particulars of the information	Information provided by the management
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	13.20 % Per Annum
5	Maturity/due date	1 (one) Year
6	Repayment schedule & terms	On demand/On call basis
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	NA
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds provided by CPCAP to the related party by way of financial assistance shall be utilized by the ultimate beneficiary to meet its working capital and other legitimate business requirements, including day-to-day operational expenses, cash flow requirements, and other short-term business needs arising in the ordinary course of business. The funds shall be utilized strictly for legitimate business purposes and in accordance with applicable laws, RBI regulations, and the terms and conditions of the respective facility.

Part-C: Additional Information (applicable only if the proposed transaction is a Material RPT)

C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party **Note:** Standalone rating to be provided; option to provide structured obligation (SO) rating and credit enhancement (CE) rating, if any.	No external credit rating available for the related party at this time.
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. **Note:** This information may be provided to the extent available in the public domain or as provided by the related party upon request.	No default has been made.
	In addition, state the following:	
(a)	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
(b)	Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No
(c)	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
(d)	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No

S. No.	Particulars of the information	Information provided by the management
	Note: *Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.*	

ANNEXURE-3

Details of the proposed transactions between CP Capital Limited (the "Company" / "CPCAP" / "listed entity"/ "listed entity/subsidiary") and it's wholly owned subsidiary Company Career Point Infra Limited ("CPIL") at one hand and Srajan Ventures Private Limited ("SVPL") (the "Related Party") at another hand, being related parties of the Company, including the information pursuant to Clause 4 of the RPT Industry Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, as placed before the Audit Committee for consideration while seeking prior approval of the proposed Related Party Transaction(s), are provided below:

Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions as per the RPT Industry Standards:

Note: *The transactions of giving loans/advances or inter-corporate deposits to its related party (disclosure under Part B – Para B(2) and, if material, Part C – Para C(1)), both sets of disclosures are provided below in addition to Part A, which is applicable to all RPTs.*

Part-A: Minimum Information for the Proposed Related Party Transaction(s)

S. No.	Particulars of the information	Information provided by the management
A	**Details of the related party and transactions with the related party**	
A(1)	**Basic details of the related party**	
1	Name of the related party	Srajan Ventures Private Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Providing formal education services
A(2)	**Relationship and ownership of the related party**	
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: • Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary. • Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary.	SVPL is a Private limited Company incorporated under the provisions of the Companies Act, 1956 and group entity of the Company. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and Promoter of the Company is the Director and member of SVPL and Mr. Om Prakash Maheshwari, Whole time Director & CFO and Promoters of the Company is the Director and member of SVPL. Accordingly, SVPL is a related party as per Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI-LODR.
(a)	Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party.	CPCAP and its subsidiary(ies) do not have shareholding in SVPL
(b)	Where the related party is a partnership firm/sole proprietorship/body corporate without share capital, capital contribution, if any, made by the listed entity/subsidiary.	Not Applicable
(c)	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary.	SVPL does not hold any shares in the listed entity/subsidiary

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td></td><td colspan="2">Explanation: Indirect shareholding shall mean shareholding held through any person over which the listed entity/subsidiary/related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</td></tr>
<tr><td>A(3)</td><td colspan="2">Details of previous transactions with the related party</td></tr>
<tr><td>1</td><td>1.1 Total amount of all the transactions undertaken by the listed entity with the related party during last financial year.</td><td>The following transactions took place with SVPL by listed entity during the previous financial year 2025-26: NIL</td></tr>
<tr><td></td><td>1.2 Total amount of all the transactions undertaken by the subsidiary with the related party during the last financial year.</td><td>The following transactions took place with SVPL by CPIL during the previous financial year 2025-26:
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Rendering of financial assistance /Loan Given</td><td>0.00</td></tr>
<tr><td>2</td><td>Loan recovered including interest</td><td>0.00</td></tr>
<tr><td>3</td><td>Interest income received</td><td>0.00</td></tr>
<tr><td></td><td>Balance outstanding at March 31,2026</td><td>1.81</td></tr>
</table>
Note: As approved by the Members of the Company, the maximum outstanding amount not exceeded ₹5 Crores at any time during the approved period.</td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>The following transactions took place with SVPL by CPIL during the first quarter of financial year 2026-27:
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Rendering of financial assistance /Loan Given</td><td>0.06</td></tr>
<tr><td>2</td><td>Loan recovered including interest</td><td>0.00</td></tr>
<tr><td>3</td><td>Interest income received</td><td>0.00</td></tr>
<tr><td></td><td>Balance outstanding at June 30, 2026</td><td>1.87</td></tr>
</table>
Note: As approved by the Members of the Company, the outstanding amount not exceeded ₹5 Crores at any time during the approved period.</td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>No default</td></tr>
<tr><td>A(4)</td><td colspan="2">Amount of the proposed transaction(s) (all types of transactions taken together)</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.</td><td>
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facilities</td><td>20</td></tr>
</table></td></tr>
</table>

S. No.	Particulars of the information	Information provided by the management
		Note: Rendering of financial services/ providing financial assistance by the Company and/or its subsidiaries to SVPL including but not limited to payment services, arrangement for offline and online transactions, 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 and/or total outstanding not exceeding Rs. 20 crores on any date during a period commencing from the twenty sixth Annual General Meeting up to the date of twenty seventh Annual General Meeting of the Company to be held in the year 2027.
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	26.21%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).	180.67%
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (standalone, if consolidated not available) for the immediately preceding financial year, if available.	NA
6	Financial performance of the related party for the immediately preceding financial year (Turnover / Profit After Tax / Net worth). Explanation: Information to be given on standalone basis; if standalone is not available, provide on consolidated basis.	<table><tr><th>Particulars</th><th>FY 2024-25 (Rs in Crores)</th></tr><tr><td>Turnover</td><td>0.00</td></tr><tr><td>Profit After Tax</td><td>0.00</td></tr><tr><td>Net worth</td><td>1.02</td></tr></table> **Explanation:** The above information is given on standalone basis.
A(5)	**Basic details of the proposed transaction**	
1	Specific type of the proposed transaction (e.g. giving loan, borrowing, etc.)	<table><tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facilities</td><td>20</td></tr></table>
2	Details of each type of the proposed transaction.	The proposed transaction relates to a revolving credit facility/financial assistance arrangement between CPCAP and/ or CPIL (wholly owned subsidiary) at one hand and SVPL at another hand, under which CPCAP/CPIL may provide services and/or financial assistance to SVPL from time to time. The facility shall operate on a revolving basis, permitting drawdown, repayment and subsequent re-utilisation of the available limit. Approval is sought for transactions up to an aggregate limit of Rs. 20 Crore during the period commencing from the Twenty-sixth Annual General Meeting until the Twenty-Seventh Annual General Meeting to be held in the year

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td></td><td></td><td>2027; however, the outstanding exposure shall not exceed Rs. 20 Crore at any point of time during the said period.

The transactions shall be undertaken on such terms and conditions, including applicable interest, tenure, repayment terms and other commercial conditions, as may be mutually agreed and determined in accordance with the applicable policies and sanctioning procedures of CPCAP. The financial assistance proposed to be provided under the arrangement is primarily intended to meet the working capital and other legitimate business requirements of the SVPL.</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (in number of years or months).</td><td>Twenty-sixth Annual General Meeting until the Twenty-Seventh Annual General Meeting to be held in the year 2027 (one year)</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5</td><td>Value of the proposed transaction during a financial year. If executed over more than one financial year, provide estimated break-up financial year-wise.</td><td><table><tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facilities</td><td>20</td></tr></table></td></tr>
<tr><td>6</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.</td><td>CP Capital Limited (“CPCAP”) is a Base Layer NBFC registered with the Reserve Bank of India, and the advancement of loans and transactions in securities constitute its principal business activities and it’s wholly owned subsidiary Company Career Point Infra Limited (CPIL) is engaged in the business of real estate business. The proposed related party transactions are therefore in furtherance of the ordinary course of business of the Company and enable efficient deployment of its financial resources. CPCAP and its subsidiary(ies) regularly undertakes similar transactions with both group companies and unrelated third parties. The proposed transactions shall be undertaken on commercial and arm's length terms in accordance with the applicable policies and sanctioning procedures of the Company. The loans extended by CPCAP and its subsidiary(ies have been regularly serviced, with interest received on a regular basis. Accordingly, the proposed RPTs are expected to be commercially beneficial and are considered to be in the overall interest of CPCAP and its stakeholders.</td></tr>
<tr><td>7</td><td>Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.

Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</td><td>1. Mr. Om Prakash Maheshwari, Whole time Director & CFO and promoter
2. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and promoter
3. Mrs. Neelima Maheshwari, Non- Executive Director and relative of Mr. Om Prakash Maheshwari</td></tr>
<tr><td>(a)</td><td>Name of the director/KMP</td><td>1. Mr. Om Prakash Maheshwari, Whole time Director & CFO and promoter
2. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and promoter
3. Mrs. Neelima Maheshwari, Non- Executive Director and relative of Mr. Om Prakash Maheshwari

The above directors have interest in entity directly or indirectly.</td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>(b)</td><td>Shareholding of the director/KMP, whether direct or indirect, in the related party</td><td><table><tr><th>Name of shareholder</th><th>No. of shares</th><th>% of shares</th></tr><tr><td>Mr. Om Prakash Maheshwari</td><td>463333</td><td>98.58</td></tr><tr><td>Mr. Pramod Kumar Maheshwari</td><td>3333</td><td>0.71</td></tr></table></td></tr>
<tr><td>8</td><td>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</td><td>Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.</td></tr>
<tr><td>9</td><td>Other information relevant for decision making.</td><td>Not Applicable as the all the information required for informed decision making is disclosed.</td></tr>
</table>

Part-B: Details for Specific Transactions:

B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction. **Note:** This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/housing finance companies.	Not applicable – CPCAP is an NBFC.
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify: (a) Nature of indebtedness (b) Total cost of borrowing (c) Tenure (d) Other details. **Note:** Not applicable to listed banks/NBFCs/insurance companies/housing finance companies.	Not applicable – CPCAP is an NBFC.
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/other lenders. **Note:** (1) Not applicable to listed banks/NBFCs/insurance companies/housing finance companies. (2) Disclosure shall be made of borrowings with a comparable maturity profile to the loan/ICD being granted.	Not applicable – CPCAP is an NBFC.
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	13.20 % Per Annum
5	Maturity/due date	1 (one) Year
6	Repayment schedule & terms	On demand/On call basis
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	NA
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds provided by CPCAP and it's wholly owned subsidiary company CPIL to the related party by way of financial assistance shall be utilized by the ultimate beneficiary to meet its working capital and other legitimate business requirements, including day-to-day operational expenses, cash flow requirements, and other short-term business needs arising in the ordinary course of business. The funds shall be utilized strictly for legitimate business purposes and in accordance with applicable laws, RBI

S. No.	Particulars of the information	Information provided by the management
		regulations, and the terms and conditions of the respective facility.

Part-C: Additional Information (applicable only if the proposed transaction is a Material RPT)

C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party **Note:** Standalone rating to be provided; option to provide structured obligation (SO) rating and credit enhancement (CE) rating, if any.	No external credit rating available for the related party at this time.
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. **Note:** This information may be provided to the extent available in the public domain or as provided by the related party upon request.	No default has been made.
	In addition, state the following:	
(a)	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
(b)	Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No
(c)	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
(d)	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
	Note: *Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.*	

ANNEXURE-4

Details of the proposed transactions between CP Capital Limited (the "Company" / "CPCAP"/ "listed entity/subsidiary") and Maheshwari Trading Company ("MTC") (the "Related Party"), being related parties of the Company, including the information pursuant to Clause 4 of the RPT Industry Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, as placed before the Audit Committee for consideration while seeking prior approval of the proposed Related Party Transaction(s), are provided below:

Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions as per the RPT Industry Standards:

Note: *As CP Capital Limited is a Non-Banking Financial Company **("NBFC")** which, in the ordinary course of its business, gives loans/advances or inter-corporate deposits to its related party (disclosure under Part B – Para B(2) and, if material, Part C – Para C(1)), both sets of disclosures are provided below in addition to Part A, which is applicable to all RPTs.*

Part-A: Minimum Information for the Proposed Related Party Transaction(s)

S. No.	Particulars of the information	Information provided by the management
A	**Details of the related party and transactions with the related party**	
A(1)	**Basic details of the related party**	
1	Name of the related party	Maheshwari Trading Company
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Engaged in the business of commodities
A(2)	**Relationship and ownership of the related party**	
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: • Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary. • Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary.	MTC is a Partnership firm and group entity of the Company. Mr. Om Prakash Maheshwari, Whole time Director & CFO and Promoters of the Company is a Partner of MTC. Mr. Nawal Kishore Maheshwari, relative of Mr. Pramod Kumar Maheshwari is a Partner of MTC. Accordingly, MTC is a related party as per Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI-LODR.
(a)	Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party.	Not Applicable
(b)	Where the related party is a partnership firm/sole proprietorship/body corporate without share capital, capital contribution, if any, made by the listed entity/subsidiary.	No Capital contribution by listed entity/subsidiary
(c)	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary.	MTC does not hold any shares in the listed entity/subsidiary.
	Explanation: *Indirect shareholding shall mean shareholding held through any person over which the listed entity/subsidiary/related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.*	
A(3)	**Details of previous transactions with the related party**	
1	1.1 Total amount of all the transactions undertaken by the listed entity with the related party during last financial year.	The following transactions took place with MTC during the previous financial year 2025-26:

S. No	Nature of transactions	Amount (Rs. in Crores)
1	Rendering of financial assistance /Loan Given	1.38
2	Loan recovered including interest	0.95
3	Interest income received	0.89
0	Balance outstanding at March 31,2026	8.65

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td></td><td></td><td>Note: As approved by the Members of the Company, the maximum outstanding amount not exceeded ₹20 Crores at any time during the approved period.</td></tr>
<tr><td></td><td>1.2 Total amount of all the transactions undertaken by the subsidiary with the related party during the last financial year.</td><td>Nil</td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>The following transactions took place with MTC during the first quarter of financial year 2026-27:
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Rendering of financial assistance /Loan Given</td><td>7.15</td></tr>
<tr><td>2</td><td>Loan recovered including interest</td><td>1.03</td></tr>
<tr><td>3</td><td>Interest income received</td><td>0.32</td></tr>
<tr><td></td><td>Balance outstanding at June 30, 2026</td><td>15.08</td></tr>
</table>
Note: As approved by the Members of the Company, the maximum outstanding amount not exceeded ₹20 Crores at any time during the approved period.</td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>No default</td></tr>
<tr><td>A(4)</td><td colspan="2">Amount of the proposed transaction(s) (all types of transactions taken together)</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.</td><td>
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facilities</td><td>25</td></tr>
</table>
Note: Rendering of financial services/ providing financial assistance by the Company and/or its subsidiaries to MTC including but not limited to payment services, arrangement for offline and online transactions, 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 and/or total outstanding not exceeding Rs. 25 crores on any date during a period commencing from the twenty sixth Annual General Meeting up to the date of twenty seventh Annual General Meeting of the Company to be held in the year 2027.</td></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>32.76%</td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).</td><td>Not Applicable</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (standalone, if consolidated not available) for the immediately preceding financial year, if available.</td><td>100.73%</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year (Turnover / Profit After Tax / Net worth).
Explanation: Information to be given on standalone basis; if standalone is not available, provide on consolidated basis.</td><td><table>
<tr><th>Particulars</th><th>FY 2024-25 (Rs in Crores)</th></tr>
<tr><td>Turnover</td><td>24.82</td></tr>
<tr><td>Profit After Tax</td><td>0.59</td></tr>
<tr><td>Net worth</td><td>(4.21)</td></tr>
</table>
Explanation: The above information is given on standalone basis.</td></tr>
<tr><td>A(5)</td><td colspan="2">Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. giving loan, borrowing, etc.)</td><td><table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facilities</td><td>25</td></tr>
</table></td></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction.</td><td>The proposed transaction relates to a revolving credit facility/financial assistance arrangement to MTC, under which CPCAP may provide services and/or financial assistance to MTC from time to time. The facility shall operate on a revolving basis, permitting drawdown, repayment and subsequent re-utilisation of the available limit. Approval is sought for transactions up to an aggregate limit of Rs. 25 Crore during the period commencing from the Twenty-sixth Annual General Meeting until the Twenty-Seventh Annual General Meeting to be held in the year 2027; however, the outstanding exposure shall not exceed Rs. 25 Crore at any point of time during the said period.

The transactions shall be undertaken on such terms and conditions, including applicable interest, tenure, repayment terms and other commercial conditions, as may be mutually agreed and determined in accordance with the applicable policies and sanctioning procedures of CPCAP. The financial assistance proposed to be provided under the arrangement is primarily intended to meet the working capital and other legitimate business requirements of the MTC.</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (in number of years or months).</td><td>Twenty-sixth Annual General Meeting until the Twenty-Seventh Annual General Meeting to be held in the year 2027 (one year)</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5</td><td>Value of the proposed transaction during a financial year. If executed over more than one financial year, provide estimated break-up financial year-wise.</td><td><table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facilities</td><td>25</td></tr>
</table></td></tr>
</table>

S. No.	Particulars of the information	Information provided by the management
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	CP Capital Limited ("CPCAP") is a Base Layer NBFC registered with the Reserve Bank of India, and the advancement of loans and transactions in securities constitute its principal business activities. The proposed related party transactions are therefore in furtherance of the ordinary course of business of the Company and enable efficient deployment of its financial resources. CPCAP regularly undertakes similar transactions with both group companies and unrelated third parties. The proposed transactions shall be undertaken on commercial and arm's length terms in accordance with the applicable policies and sanctioning procedures of the Company. The loans extended by CPCAP have been regularly serviced, with interest received on a regular basis. Accordingly, the proposed RPTs are expected to be commercially beneficial and are considered to be in the overall interest of CPCAP and its stakeholders.
7	Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. **Explanation:** Indirect interest shall mean interest held through any person over which an individual has control.	1. Mr. Om Prakash Maheshwari, Whole time Director & CFO and promoter 2. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and promoter 3. Mrs. Neelima Maheshwari, Non- Executive Director and relative of Mr. Om Prakash Maheshwari
(a)	Name of the director/KMP	1. Mr. Om Prakash Maheshwari, Whole time Director & CFO and promoter 2. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and promoter 3. Mrs. Neelima Maheshwari, Non- Executive Director and relative of Mr. Om Prakash Maheshwari The above directors have interest in entity directly or indirectly.
(b)	Shareholding of the director/KMP, whether direct or indirect, in the related party	Not Applicable
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.
9	Other information relevant for decision making.	Not Applicable as the all the information required for informed decision making is disclosed.

Part-B: Details for Specific Transactions:

B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction. **Note:** This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/housing finance companies.	Not applicable – CPCAP is an NBFC.
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify: (a) Nature of	Not applicable – CPCAP is an NBFC.

S. No.	Particulars of the information	Information provided by the management
	indebtedness (b) Total cost of borrowing (c) Tenure (d) Other details. **Note:** Not applicable to listed banks/NBFCs/insurance companies/housing finance companies.	
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/other lenders. **Note:** (1) Not applicable to listed banks/NBFCs/insurance companies/housing finance companies. (2) Disclosure shall be made of borrowings with a comparable maturity profile to the loan/ICD being granted.	Not applicable – CPCAP is an NBFC.
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	13.20 % Per Annum
5	Maturity/due date	1 (one) Year
6	Repayment schedule & terms	On demand/On call basis
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	NA
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds provided by CPCAP to the related party by way of financial assistance shall be utilized by the ultimate beneficiary to meet its working capital and other legitimate business requirements, including day-to-day operational expenses, cash flow requirements, and other short-term business needs arising in the ordinary course of business. The funds shall be utilized strictly for legitimate business purposes and in accordance with applicable laws, RBI regulations, and the terms and conditions of the respective facility.

Part-C: Additional Information (applicable only if the proposed transaction is a Material RPT)

C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party **Note:** Standalone rating to be provided; option to provide structured obligation (SO) rating and credit enhancement (CE) rating, if any.	No external credit rating available for the related party at this time.
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. **Note:** This information may be provided to the extent available in the public domain or as provided by the related party upon request.	No default has been made.
	In addition, state the following:	

S. No.	Particulars of the information	Information provided by the management
(a)	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
(b)	Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No
(c)	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
(d)	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
	Note: *Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.*	

ANNEXURE-5

Details of the proposed transactions between CP Capital Limited (the "Company" / "CPCAP"/ "listed entity/subsidiary") and Gopi Bai Foundation Trust ("GBFT") (the "Related Party"), being related parties of the Company, including the information pursuant to Clause 4 of the RPT Industry Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, as placed before the Audit Committee for consideration while seeking prior approval of the proposed Related Party Transaction(s), are provided below:

Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions as per the RPT Industry Standards:

Note: *As CP Capital Limited is a Non-Banking Financial Company **("NBFC")** which, in the ordinary course of its business, gives loans/advances or inter-corporate deposits to its related party (disclosure under Part B – Para B(2) and, if material, Part C – Para C(1)), both sets of disclosures are provided below in addition to Part A, which is applicable to all RPTs.*

Part-A: Minimum Information for the Proposed Related Party Transaction(s)

S. No.	Particulars of the information	Information provided by the management
A	**Details of the related party and transactions with the related party**	
A(1)	**Basic details of the related party**	
1	Name of the related party	Gopi Bai Foundation Trust
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Education
A(2)	**Relationship and ownership of the related party**	
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: • Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share	GBFT is a Public Trust established under the provisions of Indian Public Trust Act, 1882 and a group entity of the Company. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and Promoter of the Company is the Trustee of the GBFT and Mr. Om Prakash Maheshwari, Whole time Director & CFO and Promoters of the Company is the Managing Trustee of the GBFT.

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td></td><td>capital, then capital contribution, if any, made by the listed entity/subsidiary.
• Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary.</td><td>Accordingly, GBFT is a related party as per Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI-LODR.</td></tr>
<tr><td>(a)</td><td>Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party.</td><td>Not Applicable</td></tr>
<tr><td>(b)</td><td>Where the related party is a partnership firm/sole proprietorship/body corporate without share capital, capital contribution, if any, made by the listed entity/subsidiary.</td><td>Not Applicable</td></tr>
<tr><td>(c)</td><td>Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary.</td><td>GBFT does not hold any shares in the listed entity/subsidiary</td></tr>
<tr><td></td><td colspan="2">Explanation: Indirect shareholding shall mean shareholding held through any person over which the listed entity/subsidiary/related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</td></tr>
<tr><td>A(3)</td><td colspan="2">Details of previous transactions with the related party</td></tr>
<tr><td>1</td><td>1.1 Total amount of all the transactions undertaken by the listed entity with the related party during last financial year.</td><td>The following transactions took place with GBFT during the previous financial year 2025-26:
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Rendering of financial assistance /Loan Given</td><td>2.47</td></tr>
<tr><td>2</td><td>Loan recovered including interest</td><td>2.32</td></tr>
<tr><td>3</td><td>Interest income received</td><td>0.17</td></tr>
<tr><td></td><td>Balance outstanding at March 31, 2026</td><td>1.64</td></tr>
</table>
Note: As approved by the Members of the Company, the maximum outstanding amount not exceeded ₹10 Crores at any time during the approved period.</td></tr>
<tr><td></td><td>1.2 Total amount of all the transactions undertaken by the subsidiary with the related party during the last financial year.</td><td>Nil</td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>The following transactions took place with GBFT during the first quarter of financial year 2026-27:
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Rendering of financial assistance /Loan Given</td><td>1.96</td></tr>
<tr><td>2</td><td>Loan recovered including interest</td><td>2.32</td></tr>
<tr><td>3</td><td>Interest income received</td><td>0.05</td></tr>
<tr><td></td><td>Balance outstanding at June 30,2026</td><td>1.34</td></tr>
</table></td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td></td><td></td><td>Note: As approved by the Members of the Company, the maximum outstanding amount not exceeded ₹10 Crores at any time during the approved period.</td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>No default</td></tr>
<tr><td>A(4)</td><td colspan="2">Amount of the proposed transaction(s) (all types of transactions taken together)</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.</td><td><table><tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facilities</td><td>15</td></tr></table>Note: Rendering of financial services/ providing financial assistance by the Company and/or its subsidiaries to GBFT including but not limited to payment services, arrangement for offline and online transactions, reimbursements of expenses incurred by or on behalf of GBFT, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 15 crores on any date during a period commencing from the twenty sixth Annual General Meeting up to the date of twenty seventh Annual General Meeting of the Company to be held in the year 2027.</td></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>19.65%</td></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).</td><td>Not Applicable</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (standalone, if consolidated not available) for the immediately preceding financial year, if available.</td><td>247.12%</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year (Turnover / Profit After Tax / Net worth).
Explanation: Information to be given on standalone basis; if standalone is not available, provide on consolidated basis.</td><td><table><tr><th>Particulars</th><th>FY 2024-25 (Rs in Crores)</th></tr><tr><td>Turnover</td><td>6.07</td></tr><tr><td>Profit After Tax</td><td>0.94</td></tr><tr><td>Net worth</td><td>4.76</td></tr></table>Explanation: The above information is given on standalone basis.</td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>A(5)</td><td colspan="2">Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. giving loan, borrowing, etc.)</td><td><table><tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facilities</td><td>15</td></tr></table></td></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction.</td><td>The proposed transaction relates to a revolving credit facility/financial assistance arrangement to GBFT, under which CPCAP may provide services and/or financial assistance to GBFT from time to time. The facility shall operate on a revolving basis, permitting drawdown, repayment and subsequent re-utilisation of the available limit. Approval is sought for transactions up to an aggregate limit of Rs. 15 Crore during the period commencing from the Twenty-sixth Annual General Meeting until the Twenty-Seventh Annual General Meeting to be held in the year 2027; however, the outstanding exposure shall not exceed Rs. 15 Crore at any point of time during the said period.

The transactions shall be undertaken on such terms and conditions, including applicable interest, tenure, repayment terms and other commercial conditions, as may be mutually agreed and determined in accordance with the applicable policies and sanctioning procedures of CPCAP. The financial assistance proposed to be provided under the arrangement is primarily intended to meet the working capital and other legitimate business requirements of the GBFT.</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (in number of years or months).</td><td>Twenty-sixth Annual General Meeting until the Twenty-Seventh Annual General Meeting to be held in the year 2027 (one year)</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5</td><td>Value of the proposed transaction during a financial year. If executed over more than one financial year, provide estimated break-up financial year-wise.</td><td><table><tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facilities</td><td>15</td></tr></table></td></tr>
<tr><td>6</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.</td><td>CP Capital Limited ("CPCAP") is a Base Layer NBFC registered with the Reserve Bank of India, and the advancement of loans and transactions in securities constitute its principal business activities. The proposed related party transactions are therefore in furtherance of the ordinary course of business of the Company and enable efficient deployment of its financial resources. CPCAP regularly undertakes similar transactions with both group companies and unrelated third parties. The proposed transactions shall be undertaken on commercial and arm's length terms in accordance with the applicable policies and sanctioning procedures of the Company. The loans extended by CPCAP have been regularly serviced, with interest received on a regular basis. Accordingly, the proposed RPTs are expected to be commercially beneficial and are considered to be in the overall interest of CPCAP and its stakeholders.</td></tr>
</table>

S. No.	Particulars of the information	Information provided by the management
7	Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. **Explanation:** Indirect interest shall mean interest held through any person over which an individual has control.	1. Mr. Om Prakash Maheshwari, Whole time Director & CFO and promoter 2. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and promoter 3. Mrs. Neelima Maheshwari, Non- Executive Director and relative of Mr. Om Prakash Maheshwari
(a)	Name of the director/KMP	1. Mr. Om Prakash Maheshwari, Whole time Director & CFO and promoter 2. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and promoter 3. Mrs. Neelima Maheshwari, Non- Executive Director and relative of Mr. Om Prakash Maheshwari The above directors have interest in entity directly or indirectly.
(b)	Shareholding of the director/KMP, whether direct or indirect, in the related party	Not Applicable
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.
9	Other information relevant for decision making.	Not Applicable as the all the information required for informed decision making is disclosed.

Part-B: Details for Specific Transactions:

B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction. **Note:** This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/housing finance companies.	Not applicable – CPCAP is an NBFC.
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify: (a) Nature of indebtedness (b) Total cost of borrowing (c) Tenure (d) Other details. **Note:** Not applicable to listed banks/NBFCs/insurance companies/housing finance companies.	Not applicable – CPCAP is an NBFC.
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/other lenders. **Note:** (1) Not applicable to listed banks/NBFCs/insurance companies/housing finance companies. (2) Disclosure shall be made of borrowings with a comparable maturity profile to the loan/ICD being granted.	Not applicable – CPCAP is an NBFC.
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	13.20 % Per Annum
5	Maturity/due date	1 (one) Year

S. No.	Particulars of the information	Information provided by the management
6	Repayment schedule & terms	On demand/On call basis
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	NA
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the trnsaction.	The funds provided by CPCAP to the related party by way of financial assistance shall be utilized by the ultimate beneficiary to meet its working capital and other legitimate business requirements, including day-to-day operational expenses, cash flow requirements, and other short-term business needs arising in the ordinary course of business. The funds shall be utilized strictly for legitimate business purposes and in accordance with applicable laws, RBI regulations, and the terms and conditions of the respective facility.

Part-C: Additional Information (applicable only if the proposed transaction is a Material RPT)

C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party **Note:** Standalone rating to be provided; option to provide structured obligation (SO) rating and credit enhancement (CE) rating, if any.	No external credit rating available for the related party at this time.
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. **Note:** This information may be provided to the extent available in the public domain or as provided by the related party upon request.	No default has been made.
	In addition, state the following:	
(a)	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
(b)	Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No
(c)	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
(d)	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
	***Note:** Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.*	

ANNEXURE-6

Details of the proposed transactions between CP Capital Limited (the "Company" / "CPCAP"/ "listed entity/subsidiary") and it's wholly owned subsidiary Company Career Point Infra Limited ("CPIL") at one hand and Surago Agro Private Limited ("SUAPL") (the "Related Party") at another hand, being related parties of the Company, including the information pursuant to Clause 4 of the RPT Industry Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, as placed before the Audit Committee for consideration while seeking prior approval of the proposed Related Party Transaction(s), are provided below:

Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions as per the RPT Industry Standards:

Note: *The transactions of giving loans/advances or inter-corporate deposits to its related party (disclosure under Part B – Para B(2) and, if material, Part C – Para C(1)), both sets of disclosures are provided below in addition to Part A, which is applicable to all RPTs.*

Part-A: Minimum Information for the Proposed Related Party Transaction(s)

S. No.	Particulars of the information	Information provided by the management
A	**Details of the related party and transactions with the related party**	
A(1)	**Basic details of the related party**	
1	Name of the related party	Surago Agro Private Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Manufacturing of rice bran oil
A(2)	**Relationship and ownership of the related party**	
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: • Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary. • Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary.	SUAPL is a Private limited Company incorporated under the provisions of the Companies Act, 2013 and group entity of the Company. Relative of Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and Promoter of the Company and Mr. Om Prakash Maheshwari, Whole time Director & CFO and Promoters of the Company is the member of SUAPL. Accordingly, SUAPL is a related party as per Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI-LODR.
(a)	Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party.	CPCAP and its subsidiary(ies) do not have shareholding in SUAPL.
(b)	Where the related party is a partnership firm/sole proprietorship/body corporate without share capital, capital contribution, if any, made by the listed entity/subsidiary.	Not Applicable
(c)	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary.	SUAPL does not hold any shares in the listed entity/subsidiary
	Explanation: *Indirect shareholding shall mean shareholding held through any person over which the listed entity/subsidiary/related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.*	
A(3)	**Details of previous transactions with the related party**	
1	1.1 Total amount of all the transactions undertaken by the listed entity with the related party during last financial year.	The following transactions took place with SUAPL by listed entity during the previous financial year 2025-26: **NIL**

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td></td><td>1.2 Total amount of all the transactions undertaken by the subsidiary with the related party during the last financial year.</td><td>The following transactions took place with SUAPL by CPIL during the previous financial year 2025-26:
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Rendering of financial assistance /Loan Given</td><td>0.65</td></tr>
<tr><td>2</td><td>Loan recovered including interest</td><td>3.06</td></tr>
<tr><td>3</td><td>Interest income received</td><td>0.65</td></tr>
<tr><td></td><td>Balance outstanding at March 31, 2026</td><td>3.37</td></tr>
</table>
Note: As approved by the Members of the Company, the maximum outstanding amount not exceeded ₹15 Crores at any time during the approved period.</td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>The following transactions took place with SUAPL by CPIL during the first quarter of financial year 2026-27:
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Rendering of financial assistance /Loan Given</td><td>0.00</td></tr>
<tr><td>2</td><td>Loan recovered including interest</td><td>1.01</td></tr>
<tr><td>3</td><td>Interest income received</td><td>0.97</td></tr>
<tr><td></td><td>Balance outstanding at June 30, 2026</td><td>2.46</td></tr>
</table>
Note: As approved by the Members of the Company, the maximum outstanding amount not exceeded ₹15 Crores at any time during the approved period.</td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>No default</td></tr>
<tr><td>A(4)</td><td colspan="2">Amount of the proposed transaction(s) (all types of transactions taken together)</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.</td><td>
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facilities</td><td>15</td></tr>
</table>
Note: Rendering of financial services/ providing financial assistance by the Company and/or its subsidiaries to SUAPL including but not limited to payment services, arrangement for offline and online transactions, reimbursements of expenses incurred by or on behalf of SUAPL, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 15 crores on any date during a period commencing from the twenty sixth Annual General Meeting up to the date of twenty</td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td></td><td></td><td>seventh Annual General Meeting of the Company to be held in the year 2027.</td></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>19.65%</td></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).</td><td>135.50%</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (standalone, if consolidated not available) for the immediately preceding financial year, if available.</td><td>13.21%</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year (Turnover / Profit After Tax / Net worth).
Explanation: Information to be given on standalone basis; if standalone is not available, provide on consolidated basis.</td><td><table><tr><th>Particulars</th><th>FY 2024-25 (Rs in Crores)</th></tr><tr><td>Turnover</td><td>113.54</td></tr><tr><td>Profit After Tax</td><td>2.90</td></tr><tr><td>Net worth</td><td>5.73</td></tr></table>
Explanation: The above information is given on standalone basis.</td></tr>
<tr><td>A(5)</td><td colspan="2">Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. giving loan, borrowing, etc.)</td><td><table><tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facilities</td><td>15</td></tr></table></td></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction.</td><td>The proposed transaction relates to a revolving credit facility/financial assistance arrangement between CPCAP and CPIL (wholly owned subsidiary) at one hand and SUAPL at another hand, under which CPCAP/CPIL may provide services and/or financial assistance to SUAPL from time to time. The facility shall operate on a revolving basis, permitting drawdown, repayment and subsequent re-utilisation of the available limit. Approval is sought for transactions up to an aggregate limit of Rs. 15 Crore during the period commencing from the Twenty-sixth Annual General Meeting until the Twenty-Seventh Annual General Meeting to be held in the year 2027; however, the outstanding exposure shall not exceed Rs.15 Crore at any point of time during the said period.

The transactions shall be undertaken on such terms and conditions, including applicable interest, tenure, repayment terms and other commercial conditions, as may be mutually agreed and determined in accordance with the applicable policies and sanctioning procedures of CPCAP. The financial assistance proposed to be provided under the arrangement is</td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td></td><td></td><td>primarily intended to meet the working capital and other legitimate business requirements of the SUAPL.</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (in number of years or months).</td><td>Twenty-sixth Annual General Meeting until the Twenty-Seventh Annual General Meeting to be held in the year 2027 (one year)</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5</td><td>Value of the proposed transaction during a financial year. If executed over more than one financial year, provide estimated break-up financial year-wise.</td><td><table><tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facilities</td><td>15</td></tr></table></td></tr>
<tr><td>6</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.</td><td>CP Capital Limited ("CPCAP") is a Base Layer NBFC registered with the Reserve Bank of India, and the advancement of loans and transactions in securities constitute its principal business activities and it's wholly owned subsidiary Company Career Point Infra Limited (CPIL) is engaged in the business of real estate business. The proposed related party transactions are therefore in furtherance of the ordinary course of business of the Company and enable efficient deployment of its financial resources. CPCAP and its subsidiary(ies) regularly undertakes similar transactions with both group companies and unrelated third parties. The proposed transactions shall be undertaken on commercial and arm's length terms in accordance with the applicable policies and sanctioning procedures of the Company. The loans extended by CPCAP and its subsidiary(ies have been regularly serviced, with interest received on a regular basis. Accordingly, the proposed RPTs are expected to be commercially beneficial and are considered to be in the overall interest of CPCAP and its stakeholders.</td></tr>
<tr><td>7</td><td>Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.
Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</td><td>1. Mr. Om Prakash Maheshwari, Whole time Director & CFO and promoter
2. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and promoter
3. Mrs. Neelima Maheshwari, Non- Executive Director and relative of Mr. Om Prakash Maheshwari</td></tr>
<tr><td>(a)</td><td>Name of the director/KMP</td><td>1. Mr. Om Prakash Maheshwari, Whole time Director & CFO and promoter
2. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and promoter
3. Mrs. Neelima Maheshwari, Non- Executive Director and relative of Mr. Om Prakash Maheshwari

The above directors have interest in entity directly or indirectly.</td></tr>
<tr><td>(b)</td><td>Shareholding of the director/KMP, whether direct or indirect, in the related party</td><td>The Directors/KMP do not have shareholding in SUAPL</td></tr>
<tr><td>8</td><td>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</td><td>Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.</td></tr>
<tr><td>9</td><td>Other information relevant for decision making.</td><td>Not Applicable as the all the information required for informed decision making is disclosed.</td></tr>
</table>

Part-B: Details for Specific Transactions:

B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction. **Note:** This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/housing finance companies.	Not applicable – CPCAP is an NBFC.
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify: (a) Nature of indebtedness (b) Total cost of borrowing (c) Tenure (d) Other details. **Note:** Not applicable to listed banks/NBFCs/insurance companies/housing finance companies.	Not applicable – CPCAP is an NBFC.
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/other lenders. **Note:** (1) Not applicable to listed banks/NBFCs/insurance companies/housing finance companies. (2) Disclosure shall be made of borrowings with a comparable maturity profile to the loan/ICD being granted.	Not applicable – CPCAP is an NBFC.
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	13.20 % Per Annum
5	Maturity/due date	1 (one) Year
6	Repayment schedule & terms	On demand/On call basis
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	NA
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds provided by CPCAP and it's wholly owned subsidiary company CPIL to the related party by way of financial assistance shall be utilized by the ultimate beneficiary to meet its working capital and other legitimate business requirements, including day-to-day operational expenses, cash flow requirements, and other short-term business needs arising in the ordinary course of business. The funds shall be utilized strictly for legitimate business purposes and in accordance with applicable laws, RBI regulations, and the terms and conditions of the respective facility.

Part-C: Additional Information (applicable only if the proposed transaction is a Material RPT)

C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party **Note:** Standalone rating to be provided; option to provide structured obligation (SO) rating and credit enhancement (CE) rating, if any.	No external credit rating available for the related party at this time.

S. No.	Particulars of the information	Information provided by the management
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. **Note:** This information may be provided to the extent available in the public domain or as provided by the related party upon request.	No default has been made.
	In addition, state the following:	
(a)	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
(b)	Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No
(c)	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
(d)	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
	Note: *Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.*	

ANNEXURE-7

Details of the proposed transactions between CP Capital Limited (the "Company" / "CPCAP"/ "listed entity/subsidiary") and Wellwin Technosoft Limited ("WTL") (the "Related Party"), being related parties of the Company, including the information pursuant to Clause 4 of the RPT Industry Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, as placed before the Audit Committee for consideration while seeking prior approval of the proposed Related Party Transaction(s), are provided below:

Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions as per the RPT Industry Standards:

Note: *As CP Capital Limited is a Non-Banking Financial Company **("NBFC")** which, in the ordinary course of its business, gives loans/advances or inter-corporate deposits to its related party (disclosure under Part B – Para B(2) and, if material, Part C – Para C(1)), both sets of disclosures are provided below in addition to Part A, which is applicable to all RPTs.*

Part-A: Minimum Information for the Proposed Related Party Transaction(s)

S. No.	Particulars of the information	Information provided by the management
A	**Details of the related party and transactions with the related party**	
A(1)	**Basic details of the related party**	
1	Name of the related party	Wellwin Technosoft Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Engaged in the business of commodities and warehouse rental
A(2)	**Relationship and ownership of the related party**	

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>1</td><td>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:
• Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party.
• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary.
• Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary.</td><td>Wellwin Technosoft Limited is a public limited Company incorporate under the provisions of Companies Act, 1956 and group entity of the Company.

Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and Promoter of the Company is the Director and member of WTL and

Mr. Om Prakash Maheshwari, Whole time Director & CFO and Promoters of the Company is the Director and member of WTL.

Accordingly, WTL is a related party as per Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI-LODR.</td></tr>
<tr><td>(a)</td><td>Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party.</td><td>CPCAP/subsidiary do not holds shareholding of WTL</td></tr>
<tr><td>(b)</td><td>Where the related party is a partnership firm/sole proprietorship/body corporate without share capital, capital contribution, if any, made by the listed entity/subsidiary.</td><td>Not Applicable</td></tr>
<tr><td>(c)</td><td>Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary.</td><td>WTL does not hold any shares in the listed entity/subsidiary</td></tr>
<tr><td></td><td colspan="2">Explanation: Indirect shareholding shall mean shareholding held through any person over which the listed entity/subsidiary/related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</td></tr>
<tr><td>A(3)</td><td colspan="2">Details of previous transactions with the related party</td></tr>
<tr><td>1</td><td>1.1 Total amount of all the transactions undertaken by the listed entity with the related party during last financial year.</td><td>The following transactions took place with WTL during the previous financial year 2025-26:
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Rendering of financial assistance /Loan Given</td><td>25.36</td></tr>
<tr><td>2</td><td>Loan recovered including interest</td><td>0.86</td></tr>
<tr><td>3</td><td>Interest income received</td><td>0.74</td></tr>
<tr><td></td><td>Balance outstanding at March 31,2026</td><td>24.50</td></tr>
</table>
Note: As approved by the Members of the Company, the maximum outstanding amount not exceeded ₹25 Crores at any time during the approved period.</td></tr>
<tr><td></td><td>1.2 Total amount of all the transactions undertaken by the subsidiary with the related party during the last financial year.</td><td>Nil</td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>The following transactions took place with WTL during the first quarter of financial year 2026-27:
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
</table></td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td></td><td></td><td>
<table>
<tr><td>1</td><td>Rendering of financial assistance /Loan Given</td><td>0.00</td></tr>
<tr><td>2</td><td>Loan recovered including interest</td><td>9.86</td></tr>
<tr><td>3</td><td>Interest income received</td><td>0.61</td></tr>
<tr><td></td><td>Balance outstanding at June 30,2026</td><td>15.25</td></tr>
</table>
Note: As approved by the Members of the Company, the maximum outstanding amount not exceeded ₹25 Crores at any time during the approved period.</td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>No default</td></tr>
<tr><td>A(4)</td><td colspan="2">Amount of the proposed transaction(s) (all types of transactions taken together)</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.</td><td>
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facilities</td><td>25</td></tr>
</table>
Note: Rendering of financial services/ providing financial assistance by the Company and/or its subsidiaries to WTL including but not limited to payment services, arrangement for offline and online transactions, 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 and/or total outstanding not exceeding Rs. 25 crores on any date during a period commencing from the twenty sixth Annual General Meeting up to the date of twenty seventh Annual General Meeting of the Company to be held in the year 2027.</td></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>32.76%</td></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).</td><td>Not Applicable</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (standalone, if consolidated not available) for the immediately preceding financial year, if available.</td><td>623.44%</td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year (Turnover / Profit After Tax / Net worth).
Explanation: Information to be given on standalone basis; if standalone is not available, provide on consolidated basis.</td><td><table><tr><th>Particulars</th><th>FY 2024-25 (Rs in Crores)</th></tr><tr><td>Turnover</td><td>4.01</td></tr><tr><td>Profit After Tax</td><td>1.59</td></tr><tr><td>Net worth</td><td>14.95</td></tr></table>
Explanation: The above information is given on standalone basis.</td></tr>
<tr><td>A(5)</td><td colspan="2">Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. giving loan, borrowing, etc.)</td><td><table><tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facilities</td><td>25</td></tr></table></td></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction.</td><td>The proposed transaction relates to a revolving credit facility/financial assistance arrangement to WTL, under which CPCAP may provide services and/or financial assistance to WTL from time to time. The facility shall operate on a revolving basis, permitting drawdown, repayment and subsequent re-utilisation of the available limit. Approval is sought for transactions up to an aggregate limit of Rs. 25 Crore during the period commencing from the Twenty-sixth Annual General Meeting until the Twenty-Seventh Annual General Meeting to be held in the year 2027; however, the outstanding exposure shall not exceed Rs. 25 Crore at any point of time during the said period.

The transactions shall be undertaken on such terms and conditions, including applicable interest, tenure, repayment terms and other commercial conditions, as may be mutually agreed and determined in accordance with the applicable policies and sanctioning procedures of CPCAP. The financial assistance proposed to be provided under the arrangement is primarily intended to meet the working capital and other legitimate business requirements of the WTL.</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (in number of years or months).</td><td>Twenty-sixth Annual General Meeting until the Twenty-Seventh Annual General Meeting to be held in the year 2027 (one year)</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5</td><td>Value of the proposed transaction during a financial year. If executed over more than one financial year, provide estimated break-up financial year-wise.</td><td><table><tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facilities</td><td>25</td></tr></table></td></tr>
<tr><td>6</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.</td><td>CP Capital Limited ("CPCAP") is a Base Layer NBFC registered with the Reserve Bank of India, and the advancement of loans and transactions in securities constitute its principal business activities. The proposed related party transactions are therefore in furtherance of the ordinary course of business of the Company and enable efficient deployment of its financial resources. CPCAP regularly undertakes similar transactions with both group companies and unrelated third parties. The proposed transactions shall be undertaken on commercial and arm's length terms in accordance with the applicable policies and sanctioning procedures of the</td></tr>
</table>

S. No.	Particulars of the information	Information provided by the management
		Company. The loans extended by CPCAP have been regularly serviced, with interest received on a regular basis. Accordingly, the proposed RPTs are expected to be commercially beneficial and are considered to be in the overall interest of CPCAP and its stakeholders.
7	Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. **Explanation:** Indirect interest shall mean interest held through any person over which an individual has control.	1. Mr. Om Prakash Maheshwari, Whole time Director & CFO and promoter 2. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and promoter 3. Mrs. Neelima Maheshwari, Non- Executive Director and relative of Mr. Om Prakash Maheshwari
(a)	Name of the director/KMP	1. Mr. Om Prakash Maheshwari, Whole time Director & CFO and promoter 2. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and promoter 3. Mrs. Neelima Maheshwari, Non- Executive Director and relative of Mr. Om Prakash Maheshwari The above directors have interest in entity directly or indirectly.
(b)	Shareholding of the director/KMP, whether direct or indirect, in the related party	**Name of shareholder** / **No. of shares** / **% of shares** Mr. Om Prakash Maheshwari / 94399 / 30.14 Mr. Pramod Kumar Maheshwari / 94399 / 30.14
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.
9	Other information relevant for decision making.	Not Applicable as the all the information required for informed decision making is disclosed.

Part-B: Details for Specific Transactions:

B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction. **Note:** This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/housing finance companies.	Not applicable – CPCAP is an NBFC.
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify: (a) Nature of indebtedness (b) Total cost of borrowing (c) Tenure (d) Other details. **Note:** Not applicable to listed banks/NBFCs/insurance companies/housing finance companies.	Not applicable – CPCAP is an NBFC.
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/other lenders. **Note:** (1) Not applicable to listed banks/NBFCs/insurance companies/housing finance companies. (2) Disclosure shall be	Not applicable – CPCAP is an NBFC.

S. No.	Particulars of the information	Information provided by the management
	made of borrowings with a comparable maturity profile to the loan/ICD being granted.	
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	13.20 % Per Annum
5	Maturity/due date	1 (one) Year
6	Repayment schedule & terms	On demand/On call basis
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	NA
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds provided by CPCAP to the related party by way of financial assistance shall be utilized by the ultimate beneficiary to meet its working capital and other legitimate business requirements, including day-to-day operational expenses, cash flow requirements, and other short-term business needs arising in the ordinary course of business. The funds shall be utilized strictly for legitimate business purposes and in accordance with applicable laws, RBI regulations, and the terms and conditions of the respective facility.

Part-C: Additional Information (applicable only if the proposed transaction is a Material RPT)

C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party **Note:** Standalone rating to be provided; option to provide structured obligation (SO) rating and credit enhancement (CE) rating, if any.	No external credit rating available for the related party at this time.
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. **Note:** This information may be provided to the extent available in the public domain or as provided by the related party upon request.	No default has been made.
	In addition, state the following:	
(a)	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
(b)	Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No
(c)	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No

S. No.	Particulars of the information	Information provided by the management
(d)	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
	Note: *Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.*	

ANNEXURE-8

Details of the proposed transactions between CP Capital Limited (the "Company" / "CPCAP"/ "listed entity/subsidiary") and it's wholly owned subsidiary Company Career Point Infra Limited ("CPIL") at one hand and Soyug Limited ("SL") (the "Related Party") at another hand, being related parties of the Company, including the information pursuant to Clause 4 of the RPT Industry Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, as placed before the Audit Committee for consideration while seeking prior approval of the proposed Related Party Transaction(s), are provided below:

Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions as per the RPT Industry Standards:

Note: *The transactions of giving loans/advances or inter-corporate deposits to its related party (disclosure under Part B – Para B(2) and, if material, Part C – Para C(1)), both sets of disclosures are provided below in addition to Part A, which is applicable to all RPTs.*

Part-A: Minimum Information for the Proposed Related Party Transaction(s)

S. No.	Particulars of the information	Information provided by the management
A	**Details of the related party and transactions with the related party**	
A(1)	**Basic details of the related party**	
1	Name of the related party	Soyug Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Manufacturing of Edible Oil (Soyabeen Oil and Soya DOC)
A(2)	**Relationship and ownership of the related party**	
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: • Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary. • Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary.	Soyug Limited is a Public limited Company incorporated under the provisions of the Companies Act, 2013 and group entity of the Company. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and Promoter of the Company is the Director and member of SL and Mr. Om Prakash Maheshwari, Whole time Director & CFO and Promoters of the Company is the Director and member of SL. Accordingly, SL is a related party as per Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI-LODR.
(a)	Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party.	CPCAP and its subsidiary(ies) do not have shareholding in SL
(b)	Where the related party is a partnership firm/sole proprietorship/body corporate without share capital, capital contribution, if any, made by the listed entity/subsidiary.	Not Applicable

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>(c)</td><td>Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary.</td><td>SL do not hold any shares in the listed entity/subsidiary</td></tr>
<tr><td></td><td colspan="2">Explanation: Indirect shareholding shall mean shareholding held through any person over which the listed entity/subsidiary/related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</td></tr>
<tr><td>A(3)</td><td colspan="2">Details of previous transactions with the related party</td></tr>
<tr><td>1</td><td>1.1 Total amount of all the transactions undertaken by the listed entity with the related party during last financial year.</td><td>The following transactions took place with SL by CPCAP during the previous financial year 2025-26:
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Rendering of financial assistance /Loan Given</td><td>228.50</td></tr>
<tr><td>2</td><td>Loan recovered including interest</td><td>185.99</td></tr>
<tr><td>3</td><td>Interest income received</td><td>4.06</td></tr>
<tr><td></td><td>Balance outstanding at March 31, 2026</td><td>42.51</td></tr>
</table>
Note: As approved by the Members of the Company, the maximum outstanding amount not exceeded ₹60 Crores at any time during the approved period.</td></tr>
<tr><td></td><td>1.2 Total amount of all the transactions undertaken by the subsidiary with the related party during the last financial year.</td><td>The following transactions took place with SL by CPIL during the previous financial year 2025-26:
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Rendering of financial assistance /Loan Given</td><td>52.00</td></tr>
<tr><td>2</td><td>Loan recovered including interest</td><td>53.27</td></tr>
<tr><td>3</td><td>Interest income received</td><td>1.27</td></tr>
<tr><td></td><td>Balance outstanding at March 31, 2026</td><td>0.00</td></tr>
</table>
Note: As approved by the Members of the Company, the maximum outstanding amount not exceeded ₹60 Crores at any time during the approved period.</td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>The following transactions took place with SL by listed entity or subsidiary during the first quarter of financial year 2026-27:
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Rendering of financial assistance /Loan Given</td><td>67.50</td></tr>
<tr><td>2</td><td>Loan recovered including interest</td><td>60.27</td></tr>
<tr><td>3</td><td>Interest income received</td><td>1.69</td></tr>
</table></td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td></td><td></td><td><table><tr><td></td><td>Balance outstanding at June 30, 2026</td><td>51.43</td></tr></table>Note: As approved by the Members of the Company, the maximum amount not exceeded ₹60 Crores at any time during the approved period.</td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>No default</td></tr>
<tr><td>A(4)</td><td colspan="2">Amount of the proposed transaction(s) (all types of transactions taken together)</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.</td><td><table><tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facilities</td><td>120</td></tr></table>Note: Rendering of financial services/ providing financial assistance by the Company and/or its subsidiaries to SL including but not limited to payment services, arrangement for offline and online transactions, reimbursements of expenses incurred by or on behalf of SL, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 120 crores on any date during a period commencing from the twenty sixth Annual General Meeting up to the date of twenty seventh Annual General Meeting of the Company to be held in the year 2027.</td></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>157.23%</td></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).</td><td>NA</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (standalone, if consolidated not available) for the immediately preceding financial year, if available.</td><td>17.23%</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year (Turnover / Profit After Tax / Net worth).
Explanation: Information to be given on standalone basis; if standalone is not available, provide on consolidated basis.</td><td><table><tr><th>Particulars</th><th>FY 2024-25 (Rs in Crores)</th></tr><tr><td>Turnover</td><td>696.46</td></tr><tr><td>Profit After Tax</td><td>16.00</td></tr><tr><td>Net worth</td><td>55.85</td></tr></table>Explanation: The above information is given on standalone basis.</td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>A(5)</td><td colspan="2">Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. giving loan, borrowing, etc.)</td><td><table><tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facilities</td><td>120</td></tr></table></td></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction.</td><td>The proposed transaction relates to a revolving credit facility/financial assistance arrangement between CPCAP and CPIL (wholly owned subsidiary) at one hand and SL at another hand, under which CPCAP/CPIL may provide services and/or financial assistance to SL from time to time. The facility shall operate on a revolving basis, permitting drawdown, repayment and subsequent re-utilisation of the available limit. Approval is sought for transactions up to an aggregate limit of Rs. 120 Crore during the period commencing from the Twenty-sixth Annual General Meeting until the Twenty-Seventh Annual General Meeting to be held in the year 2027; however, the outstanding exposure shall not exceed Rs. 120 Crore at any point of time during the said period.

The transactions shall be undertaken on such terms and conditions, including applicable interest, tenure, repayment terms and other commercial conditions, as may be mutually agreed and determined in accordance with the applicable policies and sanctioning procedures of CPCAP. The financial assistance proposed to be provided under the arrangement is primarily intended to meet the working capital and other legitimate business requirements of the SL.</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (in number of years or months).</td><td>Twenty-sixth Annual General Meeting until the Twenty-Seventh Annual General Meeting to be held in the year 2027 (one year)</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5</td><td>Value of the proposed transaction during a financial year. If executed over more than one financial year, provide estimated break-up financial year-wise.</td><td><table><tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facilities</td><td>120</td></tr></table></td></tr>
<tr><td>6</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.</td><td>CP Capital Limited ("CPCAP") is a Base Layer NBFC registered with the Reserve Bank of India, and the advancement of loans and transactions in securities constitute its principal business activities and it's wholly owned subsidiary Company Career Point Infra Limited (CPIL) is engaged in the business of real estate business. The proposed related party transactions are therefore in furtherance of the ordinary course of business of the Company and enable efficient deployment of its financial resources. CPCAP and its subsidiary(ies) regularly undertakes similar transactions with both group companies and unrelated third parties. The proposed transactions shall be undertaken on commercial and arm's length terms in accordance with the applicable policies and sanctioning procedures of the Company. The loans extended by CPCAP and its subsidiary(ies have been regularly serviced, with interest received on a regular basis. Accordingly, the proposed RPTs are expected to be</td></tr>
</table>

S. No.	Particulars of the information	Information provided by the management
		commercially beneficial and are considered to be in the overall interest of CPCAP and its stakeholders.
7	Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. **Explanation:** Indirect interest shall mean interest held through any person over which an individual has control.	1. Mr. Om Prakash Maheshwari, Whole time Director & CFO and promoter 2. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and promoter 3. Mrs. Neelima Maheshwari, Non- Executive Director and relative of Mr. Om Prakash Maheshwari
(a)	Name of the director/KMP	1. Mr. Om Prakash Maheshwari, Whole time Director & CFO and promoter 2. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and promoter 3. Mrs. Neelima Maheshwari, Non- Executive Director and relative of Mr. Om Prakash Maheshwari The above directors have interest in entity directly or indirectly.
(b)	Shareholding of the director/KMP, whether direct or indirect, in the related party	**Name of shareholder** / **No. of shares** / **% of shares** Mr. Om Prakash Maheshwari / 39996 / 0.40 Mr. Pramod Kumar Maheshwari / 39997 / 0.40
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.
9	Other information relevant for decision making.	Not Applicable as the all the information required for informed decision making is disclosed.

Part-B: Details for Specific Transactions:

B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction. **Note:** This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/housing finance companies.	Not applicable – CPCAP is an NBFC.
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify: (a) Nature of indebtedness (b) Total cost of borrowing (c) Tenure (d) Other details. **Note:** Not applicable to listed banks/NBFCs/insurance companies/housing finance companies.	Not applicable – CPCAP is an NBFC.
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/other lenders. **Note:** (1) Not applicable to listed banks/NBFCs/insurance companies/housing finance companies. (2) Disclosure shall be made of borrowings with a comparable maturity profile to the loan/ICD being granted.	Not applicable – CPCAP is an NBFC.

S. No.	Particulars of the information	Information provided by the management
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	13.20 % Per Annum
5	Maturity/due date	1 (one) Year
6	Repayment schedule & terms	On demand/On call basis
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	NA
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds provided by CPCAP and it's wholly owned subsidiary company CPIL to the related party by way of financial assistance shall be utilized by the ultimate beneficiary to meet its working capital and other legitimate business requirements, including day-to-day operational expenses, cash flow requirements, and other short-term business needs arising in the ordinary course of business. The funds shall be utilized strictly for legitimate business purposes and in accordance with applicable laws, RBI regulations, and the terms and conditions of the respective facility.

Part-C: Additional Information (applicable only if the proposed transaction is a Material RPT)

C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party **Note:** Standalone rating to be provided; option to provide structured obligation (SO) rating and credit enhancement (CE) rating, if any.	No external credit rating available for the related party at this time.
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. **Note:** This information may be provided to the extent available in the public domain or as provided by the related party upon request.	No default has been made.
	In addition, state the following:	
(a)	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
(b)	Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No
(c)	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No

S. No.	Particulars of the information	Information provided by the management
(d)	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
	Note: *Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.*	

ANNEXURE-9

Details of the proposed transactions between CP Capital Limited (the "Company" / "CPCAP"/ "listed entity/subsidiary") and Sankalp Capital Private Limited ("SCPL") (the "Related Party"), being related parties of the Company, including the information pursuant to Clause 4 of the RPT Industry Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, as placed before the Audit Committee for consideration while seeking prior approval of the proposed Related Party Transaction(s), are provided below:

Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions as per the RPT Industry Standards:

Note: *As CP Capital Limited is a Non-Banking Financial Company **("NBFC")** which, in the ordinary course of its business, gives loans/advances or inter-corporate deposits to its related party (disclosure under Part B – Para B(2) and, if material, Part C – Para C(1)), both sets of disclosures are provided below in addition to Part A, which is applicable to all RPTs.*

Part-A: Minimum Information for the Proposed Related Party Transaction(s)

S. No.	Particulars of the information	Information provided by the management
A	**Details of the related party and transactions with the related party**	
A(1)	**Basic details of the related party**	
1	Name of the related party	Sankalp Capital Private Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Non-Banking Financial Company (NBFC)
A(2)	**Relationship and ownership of the related party**	
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: • Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary. • Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary.	Sankalp Capital Private Limited is a private limited Company incorporate under the provisions of Companies Act, 1956 and registered as a base layer NBFC registered with the Reserve Bank of India ("RBI") and group entity of the Company. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and Promoter of the Company is the Director and member of SCPL and Mr. Om Prakash Maheshwari, Whole time Director & CFO and Promoters of the Company is the Director and member of SCPL. Accordingly, SCPL is a related party as per Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI-LODR.
(a)	Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party.	CPCAP/subsidiary do not holds shareholding of SCPL

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>(b)</td><td>Where the related party is a partnership firm/sole proprietorship/body corporate without share capital, capital contribution, if any, made by the listed entity/subsidiary.</td><td>Not Applicable</td></tr>
<tr><td>(c)</td><td>Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary.</td><td>SCPL holds 200 equity shares of CPCAP</td></tr>
<tr><td></td><td colspan="2">Explanation: Indirect shareholding shall mean shareholding held through any person over which the listed entity/subsidiary/related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</td></tr>
<tr><td>A(3)</td><td colspan="2">Details of previous transactions with the related party</td></tr>
<tr><td>1</td><td>1.1 Total amount of all the transactions undertaken by the listed entity with the related party during last financial year.</td><td>The following transactions took place with SCPL during the previous financial year 2025-26:
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Rendering of financial assistance /Loan Given</td><td>3.01</td></tr>
<tr><td>2</td><td>Loan recovered including interest</td><td>3.01</td></tr>
<tr><td>3</td><td>Interest income received</td><td>0.01</td></tr>
<tr><td></td><td>Balance outstanding at March 31,2026</td><td>0.00</td></tr>
</table>
Note: As approved by the Members of the Company, the maximum outstanding amount not exceeded ₹20 Crores at any time during the approved period.</td></tr>
<tr><td></td><td>1.2 Total amount of all the transactions undertaken by the subsidiary with the related party during the last financial year.</td><td>Nil</td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>The following transactions took place with SCPL during the first quarter of financial year 2026-27:
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Rendering of financial assistance /Loan Given</td><td>20.28</td></tr>
<tr><td>2</td><td>Loan recovered including interest</td><td>6.48</td></tr>
<tr><td>3</td><td>Interest income received</td><td>0.39</td></tr>
<tr><td></td><td>Balance outstanding at June 30,2026</td><td>14.19</td></tr>
</table>
Note: As approved by the Members of the Company, the maximum outstanding amount not exceeded ₹20 Crores at any time during the approved period.</td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>No default</td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>A(4)</td><td colspan="2">Amount of the proposed transaction(s) (all types of transactions taken together)</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.</td><td><table><tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facilities</td><td>50</td></tr></table>Note: Rendering of financial services/ providing financial assistance by the Company and/or its subsidiaries to SCPL including but not limited to payment services, arrangement for offline and online transactions, 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 and/or total outstanding not exceeding Rs. 50 crores on any date during a period commencing from the twenty sixth Annual General Meeting up to the date of twenty seventh Annual General Meeting of the Company to be held in the year 2027.</td></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>65.51%</td></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).</td><td>Not Applicable</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (standalone, if consolidated not available) for the immediately preceding financial year, if available.</td><td>2976.19%</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year (Turnover / Profit After Tax / Net worth). Explanation: Information to be given on standalone basis; if standalone is not available, provide on consolidated basis.</td><td><table><tr><th>Particulars</th><th>FY 2024-25 (Rs in Crores)</th></tr><tr><td>Turnover</td><td>1.68</td></tr><tr><td>Profit After Tax</td><td>0.51</td></tr><tr><td>Net worth</td><td>7.88</td></tr></table>Explanation: The above information is given on standalone basis.</td></tr>
<tr><td>A(5)</td><td colspan="2">Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. giving loan, borrowing, etc.)</td><td><table><tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facilities</td><td>50</td></tr></table></td></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction.</td><td>The proposed transaction relates to a revolving credit facility/financial assistance arrangement to SCPL, under which CPCAP may provide services and/or financial assistance to SCPL from time to time. The facility shall</td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td></td><td></td><td>operate on a revolving basis, permitting drawdown, repayment and subsequent re-utilisation of the available limit. Approval is sought for transactions up to an aggregate limit of Rs. 50 Crore during the period commencing from the Twenty-sixth Annual General Meeting until the Twenty-Seventh Annual General Meeting to be held in the year 2027; however, the outstanding exposure shall not exceed Rs. 50 Crore at any point of time during the said period.

The transactions shall be undertaken on such terms and conditions, including applicable interest, tenure, repayment terms and other commercial conditions, as may be mutually agreed and determined in accordance with the applicable policies and sanctioning procedures of CPCAP. The financial assistance proposed to be provided under the arrangement is primarily intended to meet the working capital and other legitimate business requirements of the SCPL.</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (in number of years or months).</td><td>Twenty-sixth Annual General Meeting until the Twenty-Seventh Annual General Meeting to be held in the year 2027 (one year)</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5</td><td>Value of the proposed transaction during a financial year. If executed over more than one financial year, provide estimated break-up financial year-wise.</td><td><table><tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facilities</td><td>50</td></tr></table></td></tr>
<tr><td>6</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.</td><td>CP Capital Limited ("CPCAP") is a Base Layer NBFC registered with the Reserve Bank of India, and the advancement of loans and transactions in securities constitute its principal business activities. The proposed related party transactions are therefore in furtherance of the ordinary course of business of the Company and enable efficient deployment of its financial resources. CPCAP regularly undertakes similar transactions with both group companies and unrelated third parties. The proposed transactions shall be undertaken on commercial and arm's length terms in accordance with the applicable policies and sanctioning procedures of the Company. The loans extended by CPCAP have been regularly serviced, with interest received on a regular basis. Accordingly, the proposed RPTs are expected to be commercially beneficial and are considered to be in the overall interest of CPCAP and its stakeholders.</td></tr>
<tr><td>7</td><td>Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.

Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</td><td>1. Mr. Om Prakash Maheshwari, Whole time Director & CFO and promoter
2. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and promoter
3. Mrs. Neelima Maheshwari, Non- Executive Director and relative of Mr. Om Prakash Maheshwari</td></tr>
<tr><td>(a)</td><td>Name of the director/KMP</td><td>1. Mr. Om Prakash Maheshwari, Whole time Director & CFO and promoter
2. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and promoter
3. Mrs. Neelima Maheshwari, Non- Executive Director and relative of Mr. Om Prakash Maheshwari</td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td></td><td></td><td>The above directors have interest in entity directly or indirectly.</td></tr>
<tr><td>(b)</td><td>Shareholding of the director/KMP, whether direct or indirect, in the related party</td><td><table><tr><th>Name of shareholder</th><th>No. of shares</th><th>% of shares</th></tr><tr><td>Mr. Om Prakash Maheshwari</td><td>433334</td><td>33.31</td></tr><tr><td>Mr. Pramod Kumar Maheshwari</td><td>433334</td><td>33.31</td></tr></table></td></tr>
<tr><td>8</td><td>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</td><td>Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.</td></tr>
<tr><td>9</td><td>Other information relevant for decision making.</td><td>Not Applicable as the all the information required for informed decision making is disclosed.</td></tr>
</table>

Part-B: Details for Specific Transactions:

B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction. **Note:** This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/housing finance companies.	Not applicable – CPCAP is an NBFC.
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify: (a) Nature of indebtedness (b) Total cost of borrowing (c) Tenure (d) Other details. **Note:** Not applicable to listed banks/NBFCs/insurance companies/housing finance companies.	Not applicable – CPCAP is an NBFC.
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/other lenders. **Note:** (1) Not applicable to listed banks/NBFCs/insurance companies/housing finance companies. (2) Disclosure shall be made of borrowings with a comparable maturity profile to the loan/ICD being granted.	Not applicable – CPCAP is an NBFC.
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	13.20 % Per Annum
5	Maturity/due date	1 (one) Year
6	Repayment schedule & terms	On demand/On call basis
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	NA
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds provided by CPCAP to the related party by way of financial assistance shall be utilized by the ultimate beneficiary to meet its working capital and other legitimate business requirements, including day-to-day operational expenses, cash flow requirements, and other short-term business needs arising in the ordinary course of business.

S. No.	Particulars of the information	Information provided by the management
		The funds shall be utilized strictly for legitimate business purposes and in accordance with applicable laws, RBI regulations, and the terms and conditions of the respective facility.

Part-C: Additional Information (applicable only if the proposed transaction is a Material RPT)

C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party **Note:** Standalone rating to be provided; option to provide structured obligation (SO) rating and credit enhancement (CE) rating, if any.	No external credit rating available for the related party at this time.
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. **Note:** This information may be provided to the extent available in the public domain or as provided by the related party upon request.	No default has been made.
	In addition, state the following:	
(a)	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
(b)	Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No
(c)	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
(d)	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
	Note: *Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.*	

ANNEXURE-10

Details of the proposed transactions between CP Capital Limited (the "Company" / "CPCAP"/ "listed entity/subsidiary") and it's wholly owned subsidiary Company Career Point Infra Limited ("CPIL") at one hand and Singh Colonizers ("SC") (the "Related Party") at another hand, being related parties of the Company, including the information pursuant to Clause 4 of the RPT Industry Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, as placed before the Audit Committee for consideration while seeking prior approval of the proposed Related Party Transaction(s), are provided below:

Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions as per the RPT Industry Standards:

Note: *The transactions of giving loans/advances or inter-corporate deposits to its related party (disclosure under Part B – Para B(2) and, if material, Part C – Para C(1)), both sets of disclosures are provided below in addition to Part A, which is applicable to all RPTs.*

Part-A: Minimum Information for the Proposed Related Party Transaction(s)

S. No.	Particulars of the information	Information provided by the management
A	**Details of the related party and transactions with the related party**	
A(1)	**Basic details of the related party**	
1	Name of the related party	Singh Colonizers
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Real Estate
A(2)	**Relationship and ownership of the related party**	
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: • Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary. • Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary.	Singh Colonisers is a Partnership Firm/joint venture where Company's wholly owned subsidiary Company Career Point Infra Limited ("CPIL") holds 50% partnership in such Firm and group entity of the Company. Accordingly, SC is a related party as per Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI-LODR.
(a)	Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party.	Not Applicable
(b)	Where the related party is a partnership firm/sole proprietorship/body corporate without share capital, capital contribution, if any, made by the listed entity/subsidiary.	Company's wholly owned subsidiary Company Career Point Infra Limited ("CPIL") holds 50% partnership in such Firm
(c)	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary.	SC do not hold any shares in the listed entity/subsidiary
	Explanation: *Indirect shareholding shall mean shareholding held through any person over which the listed entity/subsidiary/related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.*	
A(3)	**Details of previous transactions with the related party**	
1	1.1 Total amount of all the transactions undertaken by the listed entity with the related party during last financial year.	The following transactions took place with SC by listed entity during the previous financial year 2025-26: **NIL**
	1.2 Total amount of all the transactions undertaken by the subsidiary with the related party during the last financial year.	The following transactions took place with SC by CPIL during the previous financial year 2025-26: (see table below)

S. No	Nature of transactions	Amount (Rs. in Crores)
1	Rendering of financial assistance /Loan Given	21.06
2	Loan recovered including interest	2.13
3	Interest income received	0.23

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td></td><td></td><td><table><tr><td></td><td>Balance outstanding at March 31, 2026</td><td>18.93</td></tr></table>Note: As approved by the Members of the Company, the maximum outstanding amount not exceeded ₹20 Crores at any time during the approved period.</td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>The following transactions took place with SC by CPIL during the first quarter of financial year 2026-27:<table><tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1</td><td>Rendering of financial assistance /Loan Given</td><td>2.03</td></tr><tr><td>2</td><td>Loan recovered including interest</td><td>0.42</td></tr><tr><td>3</td><td>Interest income received</td><td>0.00</td></tr><tr><td></td><td>Balance outstanding at June 30, 2026</td><td>20.54</td></tr></table>Note: As approved by the Members of the Company, the maximum outstanding amount not exceeded ₹20 Crores at any time during the approved period.</td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>No default</td></tr>
<tr><td>A(4)</td><td colspan="2">Amount of the proposed transaction(s) (all types of transactions taken together)</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.</td><td><table><tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facilities</td><td>50</td></tr></table>Note: Rendering of financial services/ providing financial assistance by the Company and/or its subsidiaries to SC including but not limited to payment services, arrangement for offline and online transactions, reimbursements of expenses incurred by or on behalf of SC, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 50 crores on any date during a period commencing from the twenty sixth Annual General Meeting up to the date of twenty seventh Annual General Meeting of the Company to be held in the year 2027.</td></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year.</td><td>65.51%</td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).</td><td>451.67%</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (standalone, if consolidated not available) for the immediately preceding financial year, if available.</td><td>NA</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year (Turnover / Profit After Tax / Net worth).
Explanation: Information to be given on standalone basis; if standalone is not available, provide on consolidated basis.</td><td><table><tr><th>Particulars</th><th>FY 2024-25 (Rs in Crores)</th></tr><tr><td>Turnover</td><td>NA</td></tr><tr><td>Profit After Tax</td><td>NA</td></tr><tr><td>Net worth</td><td>NA</td></tr></table>
Explanation: The said partnership firm recently formed and do not have audited balance sheet/financials on standalone basis.</td></tr>
<tr><td>A(5)</td><td colspan="2">Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. giving loan, borrowing, etc.)</td><td><table><tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facilities</td><td>50</td></tr></table></td></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction.</td><td>The proposed transaction relates to a revolving credit facility/financial assistance arrangement between CPCAP and CPIL (wholly owned subsidiary) at one hand and SC at another hand, under which CPCAP/CPIL may provide services and/or financial assistance to SC from time to time. The facility shall operate on a revolving basis, permitting drawdown, repayment and subsequent re-utilisation of the available limit. Approval is sought for transactions up to an aggregate limit of Rs. 50 Crore during the period commencing from the Twenty-sixth Annual General Meeting until the Twenty-Seventh Annual General Meeting to be held in the year 2027; however, the outstanding exposure shall not exceed Rs. 50 Crore at any point of time during the said period.

The transactions shall be undertaken on such terms and conditions, including applicable interest, tenure, repayment terms and other commercial conditions, as may be mutually agreed and determined in accordance with the applicable policies and sanctioning procedures of CPCAP. The financial assistance proposed to be provided under the arrangement is primarily intended to meet the working capital and other legitimate business requirements of the SC.</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (in number of years or months).</td><td>Twenty-sixth Annual General Meeting until the Twenty-Seventh Annual General Meeting to be held in the year 2027 (one year).</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5</td><td>Value of the proposed transaction during a financial year. If executed over more than one financial year, provide estimated break-up financial year-wise.</td><td><table><tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr></table></td></tr>
</table>

S. No.	Particulars of the information	Information provided by the management
		1 | Rendering of financial assistance /giving loan and/or advance financial facilities | 50
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	CP Capital Limited ("CPCAP") is a Base Layer NBFC registered with the Reserve Bank of India, and the advancement of loans and transactions in securities constitute its principal business activities and it's wholly owned subsidiary Company Career Point Infra Limited (CPIL) is engaged in the business of real estate business. The proposed related party transactions are therefore in furtherance of the ordinary course of business of the Company and enable efficient deployment of its financial resources. CPCAP and its subsidiary(ies) regularly undertakes similar transactions with both group companies and unrelated third parties. The proposed transactions shall be undertaken on commercial and arm's length terms in accordance with the applicable policies and sanctioning procedures of the Company. The loans extended by CPCAP and its subsidiary(ies have been regularly serviced, with interest received on a regular basis. Accordingly, the proposed RPTs are expected to be commercially beneficial and are considered to be in the overall interest of CPCAP and its stakeholders.
7	Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. **Explanation:** Indirect interest shall mean interest held through any person over which an individual has control.	1. Mr. Om Prakash Maheshwari, Whole time Director & CFO and promoter 2. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and promoter 3. Mrs. Neelima Maheshwari, Non- Executive Director and relative of Mr. Om Prakash Maheshwari
(a)	Name of the director/KMP	1. Mr. Om Prakash Maheshwari, Whole time Director & CFO and promoter 2. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and promoter 3. Mrs. Neelima Maheshwari, Non- Executive Director and relative of Mr. Om Prakash Maheshwari The above directors have interest in entity directly or indirectly.
(b)	Shareholding of the director/KMP, whether direct or indirect, in the related party	Not Applicable
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.
9	Other information relevant for decision making.	Not Applicable as the all the information required for informed decision making is disclosed.

Part-B: Details for Specific Transactions:

B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction.	Not applicable – CPCAP is an NBFC.

S. No.	Particulars of the information	Information provided by the management
	Note: This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/housing finance companies.	
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify: (a) Nature of indebtedness (b) Total cost of borrowing (c) Tenure (d) Other details. **Note:** Not applicable to listed banks/NBFCs/insurance companies/housing finance companies.	Not applicable – CPCAP is an NBFC.
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/other lenders. **Note:** (1) Not applicable to listed banks/NBFCs/insurance companies/housing finance companies. (2) Disclosure shall be made of borrowings with a comparable maturity profile to the loan/ICD being granted.	Not applicable – CPCAP is an NBFC.
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	15.00 % Per Annum
5	Maturity/due date	1 (one) Year
6	Repayment schedule & terms	On demand/On call basis
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	NA
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transactions.	The funds provided by CPCAP and it's wholly owned subsidiary company CPIL to the related party by way of financial assistance shall be utilized by the ultimate beneficiary to meet its working capital and other legitimate business requirements, including day-to-day operational expenses, cash flow requirements, and other short-term business needs arising in the ordinary course of business. The funds shall be utilized strictly for legitimate business purposes and in accordance with applicable laws, RBI regulations, and the terms and conditions of the respective facility.

Part-C: Additional Information (applicable only if the proposed transaction is a Material RPT)

C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party **Note:** Standalone rating to be provided; option to provide structured obligation (SO) rating and credit enhancement (CE) rating, if any.	No external credit rating available for the related party at this time.
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	No default has been made.

S. No.	Particulars of the information	Information provided by the management
	Note: This information may be provided to the extent available in the public domain or as provided by the related party upon request.	
	In addition, state the following:	
(a)	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
(b)	Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No
(c)	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
(d)	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
	***Note:** Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.*	

ANNEXURE-11

Details of the proposed transactions between CP Capital Limited (the "Company" / "CPCAP"/ "listed entity/subsidiary") and Singh Associates ("SA") (the "Related Party"), being related parties of the Company, including the information pursuant to Clause 4 of the RPT Industry Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, as placed before the Audit Committee for consideration while seeking prior approval of the proposed Related Party Transaction(s), are provided below:

Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions as per the RPT Industry Standards:

***Note:** As CP Capital Limited is a Non-Banking Financial Company **("NBFC")** which, in the ordinary course of its business, gives loans/advances or inter-corporate deposits to its related party (disclosure under Part B – Para B(2) and, if material, Part C – Para C(1)), both sets of disclosures are provided below in addition to Part A, which is applicable to all RPTs.*

Part-A: Minimum Information for the Proposed Related Party Transaction(s)

S. No.	Particulars of the information	Information provided by the management
A	**Details of the related party and transactions with the related party**	
A(1)	**Basic details of the related party**	
1	Name of the related party	Singh Associates
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Real Estate
A(2)	**Relationship and ownership of the related party**	
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party –	Singh Associates is a Partnership Firm/joint venture where Company's wholly owned subsidiary Company Career Point Infra Limited ("CPIL") holds 50% partnership in such Firm and group entity of the Company.

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td></td><td>including nature of its concern (financial or otherwise) and the following:
• Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party.
• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary.
• Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary.</td><td>Accordingly, SA is a related party as per Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI-LODR.</td></tr>
<tr><td>(a)</td><td>Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party.</td><td>Not Applicable</td></tr>
<tr><td>(b)</td><td>Where the related party is a partnership firm/sole proprietorship/body corporate without share capital, capital contribution, if any, made by the listed entity/subsidiary.</td><td>Company's wholly owned subsidiary Company Career Point Infra Limited ("CPIL") holds 50% partnership in such Firm</td></tr>
<tr><td>(c)</td><td>Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary.</td><td>SA do not hold any shares in the listed entity/subsidiary</td></tr>
<tr><td></td><td colspan="2">Explanation: Indirect shareholding shall mean shareholding held through any person over which the listed entity/subsidiary/related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</td></tr>
<tr><td>A(3)</td><td colspan="2">Details of previous transactions with the related party</td></tr>
<tr><td>1</td><td>1.1 Total amount of all the transactions undertaken by the listed entity with the related party during last financial year.</td><td>The following transactions took place with SA by listed entity during the previous financial year 2025-26:
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Rendering of financial assistance /Loan Given</td><td>8.87</td></tr>
<tr><td>2</td><td>Loan recovered including interest</td><td>2.87</td></tr>
<tr><td>3</td><td>Interest income received</td><td>0.43</td></tr>
<tr><td></td><td>Balance outstanding at March 31, 2026</td><td>7.28</td></tr>
</table>
Note: As approved by the Members of the Company, the maximum outstanding amount not exceeded ₹10 Crores at any time during the approved period.</td></tr>
<tr><td></td><td>1.2 Total amount of all the transactions undertaken by the subsidiary with the related party during the last financial year.</td><td>Nil</td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>The following transactions took place with SA by listed entity or subsidiary during the first quarter of financial year 2026-27:
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Rendering of financial assistance /Loan Given</td><td>0.35</td></tr>
</table></td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td></td><td></td><td>
<table>
<tr><td>2</td><td>Loan recovered including interest</td><td>3.35</td></tr>
<tr><td>3</td><td>Interest income received</td><td>0.26</td></tr>
<tr><td></td><td>Balance outstanding at June 30, 2026</td><td>4.54</td></tr>
</table>
Note: As approved by the Members of the Company, the maximum outstanding amount not exceeded ₹10 Crores at any time during the approved period.</td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>No default</td></tr>
<tr><td>A(4)</td><td colspan="2">Amount of the proposed transaction(s) (all types of transactions taken together)</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.</td><td>
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facilities</td><td>20</td></tr>
</table>
Note: Rendering of financial services/ providing financial assistance by the Company and/or its subsidiaries to SA including but not limited to payment services, arrangement for offline and online transactions, reimbursements of expenses incurred by or on behalf of SA, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 20 crores on any date during a period commencing from the twenty sixth Annual General Meeting up to the date of twenty seventh Annual General Meeting of the Company to be held in the year 2027.</td></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>26.20%</td></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).</td><td>NA</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (standalone, if consolidated not available) for the immediately preceding financial year, if available.</td><td>NA</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year (Turnover / Profit After Tax / Net worth).</td><td>
<table>
<tr><th>Particulars</th><th>FY 2024-25 (Rs in Crores)</th></tr>
<tr><td>Turnover</td><td>NA</td></tr>
<tr><td>Profit After Tax</td><td>NA</td></tr>
</table></td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td></td><td>Explanation: Information to be given on standalone basis; if standalone is not available, provide on consolidated basis.</td><td><table><tr><td>Net worth</td><td>NA</td></tr></table>
Explanation: The said partnership firm recently incorporate/formed and do not have audited balance sheet/financials on standalone basis.</td></tr>
<tr><td>A(5)</td><td colspan="2">Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. giving loan, borrowing, etc.)</td><td><table><tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facilities</td><td>20</td></tr></table></td></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction.</td><td>The proposed transaction relates to a revolving credit facility/financial assistance arrangement to SA, under which CPCAP may provide services and/or financial assistance to SA from time to time. The facility shall operate on a revolving basis, permitting drawdown, repayment and subsequent re-utilisation of the available limit. Approval is sought for transactions up to an aggregate limit of Rs. 20 Crore during the period commencing from the Twenty-sixth Annual General Meeting until the Twenty-Seventh Annual General Meeting to be held in the year 2027; however, the outstanding exposure shall not exceed Rs.20 Crore at any point of time during the said period.

The transactions shall be undertaken on such terms and conditions, including applicable interest, tenure, repayment terms and other commercial conditions, as may be mutually agreed and determined in accordance with the applicable policies and sanctioning procedures of CPCAP. The financial assistance proposed to be provided under the arrangement is primarily intended to meet the working capital and other legitimate business requirements of the SA.</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (in number of years or months).</td><td>Twenty-sixth Annual General Meeting until the Twenty-Seventh Annual General Meeting to be held in the year 2027 (one year)</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5</td><td>Value of the proposed transaction during a financial year. If executed over more than one financial year, provide estimated break-up financial year-wise.</td><td><table><tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1</td><td>Rendering of financial assistance /loan and/or advance financial facilities</td><td>20</td></tr></table></td></tr>
<tr><td>6</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.</td><td>CP Capital Limited ("CPCAP") is a Base Layer NBFC registered with the Reserve Bank of India, and the advancement of loans and transactions in securities constitute its principal business activities. The proposed related party transactions are therefore in furtherance of the ordinary course of business of the Company and enable efficient deployment of its financial resources. CPCAP regularly undertakes similar transactions with both group companies and unrelated third parties. The proposed transactions shall be undertaken on commercial and arm's length terms in accordance with the applicable policies and sanctioning procedures of the Company. The loans extended by CPCAP have been regularly serviced, with interest received on a regular basis.</td></tr>
</table>

S. No.	Particulars of the information	Information provided by the management
		Accordingly, the proposed RPTs are expected to be commercially beneficial and are considered to be in the overall interest of CPCAP and its stakeholders.
7	Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. **Explanation:** Indirect interest shall mean interest held through any person over which an individual has control.	1. Mr. Om Prakash Maheshwari, Whole time Director & CFO and promoter 2. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and promoter 3. Mrs. Neelima Maheshwari, Non- Executive Director and relative of Mr. Om Prakash Maheshwari
(a)	Name of the director/KMP	1. Mr. Om Prakash Maheshwari, Whole time Director & CFO and promoter 2. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and promoter 3. Mrs. Neelima Maheshwari, Non- Executive Director and relative of Mr. Om Prakash Maheshwari The above directors have interest in entity directly or indirectly.
(b)	Shareholding of the director/KMP, whether direct or indirect, in the related party	Not Applicable
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.
9	Other information relevant for decision making.	Not Applicable as the all the information required for informed decision making is disclosed.

Part-B: Details for Specific Transactions:

B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction. **Note:** This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/housing finance companies.	Not applicable – CPCAP is an NBFC.
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify: (a) Nature of indebtedness (b) Total cost of borrowing (c) Tenure (d) Other details. **Note:** Not applicable to listed banks/NBFCs/insurance companies/housing finance companies.	Not applicable – CPCAP is an NBFC.
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/other lenders. **Note:** (1) Not applicable to listed banks/NBFCs/insurance companies/housing finance companies. (2) Disclosure shall be made of borrowings with a comparable maturity profile to the loan/ICD being granted.	Not applicable – CPCAP is an NBFC.

S. No.	Particulars of the information	Information provided by the management
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	15.00 % Per Annum
5	Maturity/due date	1 (one) Year
6	Repayment schedule & terms	On demand/On call basis
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	NA
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds provided by CPCAP to the related party by way of financial assistance shall be utilized by the ultimate beneficiary to meet its working capital and other legitimate business requirements, including day-to-day operational expenses, cash flow requirements, and other short-term business needs arising in the ordinary course of business. The funds shall be utilized strictly for legitimate business purposes and in accordance with applicable laws, RBI regulations, and the terms and conditions of the respective facility.

Part-C: Additional Information (applicable only if the proposed transaction is a Material RPT)

C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party **Note:** Standalone rating to be provided; option to provide structured obligation (SO) rating and credit enhancement (CE) rating, if any.	No external credit rating available for the related party at this time.
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. **Note:** This information may be provided to the extent available in the public domain or as provided by the related party upon request.	No default has been made.
	In addition, state the following:	
(a)	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
(b)	Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No
(c)	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
(d)	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No

S. No.	Particulars of the information	Information provided by the management
	Note: *Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.*	

ANNEXURE-12

Details of the proposed transactions between CP Capital Limited (the "Company" /"CPCAP"/ "listed entity/subsidiary") and Swastika Polyolefins Private Limited, ("SPPL") (the "Related Party"), being related parties of the Company, including the information pursuant to Clause 4 of the RPT Industry Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, as placed before the Audit Committee for consideration while seeking prior approval of the proposed Related Party Transaction(s), are provided below:

Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions as per the RPT Industry Standards:

Note: *As CP Capital Limited is a Non-Banking Financial Company* ***("NBFC")*** *which, in the ordinary course of its business, (i) gives loans/advances or inter-corporate deposits to its related party (disclosure under Part B – Para B(2) and, if material, Part C – Para C(1)), and (ii) takes borrowings from its related party (disclosure under Part B – Para B(5) and, if material, Part C – Para C(4)), both sets of disclosures are provided below in addition to Part A, which is applicable to all RPTs.*

Part-A: Minimum Information for the Proposed Related Party Transaction(s)

S. No.	Particulars of the information	Information provided by the management
A	**Details of the related party and transactions with the related party**	
A(1)	**Basic details of the related party**	
1	Name of the related party	Swastika Polyolefins Private Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Real estate and construction of buildings
A(2)	**Relationship and ownership of the related party**	
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: • Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary. • Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary.	Swastika Polyolefins Private Limited is a Private limited company incorporated under the provisions of the Companies Act, 1956 and group entity of the Company. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and Promoter of the Company is a member/promoter of the SPPL and Mr. Om Prakash Maheshwari, Whole time Director & CFO and Promoters of the Company is a member/promoter and Director of the SPPL. Accordingly, SPPL is a related party as per Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI-LODR.
(a)	Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party.	Listed entity/subsidiary do not have shareholding in SPPL
(b)	Where the related party is a partnership firm/sole proprietorship/body corporate without share capital, capital contribution, if any, made by the listed entity/subsidiary.	Not Applicable
(c)	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary.	SPPL do not hold any shares in the listed entity/subsidiary

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td></td><td colspan="2">Explanation: Indirect shareholding shall mean shareholding held through any person over which the listed entity/subsidiary/related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</td></tr>
<tr><td>A(3)</td><td colspan="2">Details of previous transactions with the related party</td></tr>
<tr><td>1</td><td>1.1 Total amount of all the transactions undertaken by the listed entity with the related party during last financial year.</td><td>The following transactions took place with SPPL by listed entity during the previous financial year 2025-26:
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Rendering of financial assistance /Loan Given</td><td>4.03</td></tr>
<tr><td>2</td><td>Loan recovered including interest</td><td>7.94</td></tr>
<tr><td>3</td><td>Interest income received</td><td>0.55</td></tr>
<tr><td></td><td>Balance loan outstanding at March 31, 2026</td><td>0.00</td></tr>
<tr><td>4</td><td>Availing of financial assistance /Loan taken</td><td>3.70</td></tr>
<tr><td>5</td><td>Loan repaid including interest</td><td>2.95</td></tr>
<tr><td>6</td><td>Interest Paid</td><td>0.00</td></tr>
<tr><td></td><td>Balance of borrowing outstanding at March 31, 2026</td><td>0.75</td></tr>
</table>
Note: As approved by the Members of the Company, the maximum outstanding amount not exceeded ₹10 Crores at any time during the approved period.</td></tr>
<tr><td></td><td>1.2 Total amount of all the transactions undertaken by the subsidiary with the related party during the last financial year.</td><td>Nil</td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>The following transactions took place with SPPL during the first quarter of financial year 2026-27:
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Rendering of financial assistance /Loan Given</td><td>10.00</td></tr>
<tr><td>2</td><td>Loan recovered including interest</td><td>0.19</td></tr>
<tr><td>3</td><td>Interest income received</td><td>0.17</td></tr>
<tr><td></td><td>Balance loan outstanding at June 30, 2026</td><td>9.98</td></tr>
<tr><td>4</td><td>Availing of financial assistance /Loan taken</td><td>0.07</td></tr>
<tr><td>5</td><td>Loan repaid including interest</td><td>0.82</td></tr>
<tr><td>6</td><td>Interest Paid</td><td>0.00</td></tr>
</table></td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td></td><td></td><td><table><tr><td></td><td>Balance of borrowing outstanding at June 30, 2026</td><td>0.00</td></tr></table>
Note: As approved by the Members of the Company, the maximum outstanding amount not exceeded ₹10 Crores at any time during the approved period.</td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>No default</td></tr>
<tr><td>A(4)</td><td colspan="2">Amount of the proposed transaction(s) (all types of transactions taken together)</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.</td><td><table><tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facilities</td><td>20</td></tr>
<tr><td>2</td><td>Availing of financial assistance /taking loan / borrowing/ and/or advance financial facility</td><td>20</td></tr></table>
Note:
<ol type="a">
Rendering of financial services/ providing financial assistance by the Company and/or its subsidiaries to SPPL including but not limited to payment services, arrangement for offline and online transactions, reimbursements of expenses incurred by or on behalf of SPPL, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 20 crores on any date during a period commencing from the twenty sixth Annual General Meeting up to the date of twenty seventh Annual General Meeting of the Company to be held in the year 2027.
Availing of services, avail financial assistance by the Company and/or its subsidiaries from SPPL including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 20 crores on any date during a period commencing from the twenty sixth Annual General Meeting up to the date of twenty seventh Annual General Meeting of the Company to be held in the year 2027.
</td></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year.</td><td>26.20%</td></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the</td><td>Not Applicable</td></tr>
</table>

S. No.	Particulars of the information	Information provided by the management
	subsidiary and where the listed entity is not a party to the transaction).	
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (standalone, if consolidated not available) for the immediately preceding financial year, if available.	173.01%
6	Financial performance of the related party for the immediately preceding financial year (Turnover / Profit After Tax / Net worth). Explanation: Information to be given on standalone basis; if standalone is not available, provide on consolidated basis.	<table><tr><th>Particulars</th><th>FY 2024-25 (Rs in Crores)</th></tr><tr><td>Turnover</td><td>11.56</td></tr><tr><td>Profit After Tax</td><td>0.86</td></tr><tr><td>Net worth</td><td>4.19</td></tr></table> **Explanation:** The above information is given on standalone basis.
A(5)	**Basic details of the proposed transaction**	
1	Specific type of the proposed transaction (e.g. giving loan, borrowing, etc.)	<table><tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facilities</td><td>20</td></tr><tr><td>1</td><td>Availing of financial assistance /taking loan / borrowing/ and/or advance financial facility</td><td>20</td></tr></table>
2	Details of each type of the proposed transaction.	The proposed transaction relates to a revolving credit facility/financial assistance arrangement between CPCAP and SPPL, under which CPCAP may avail services and/or financial assistance from SPPL and may also provide services and/or financial assistance to SPPL from time to time. The facility shall operate on a revolving basis, permitting drawdown, repayment and subsequent re-utilisation of the available limit. Approval is sought for transactions up to an aggregate limit of Rs. 20 Crore during the period commencing from the Twenty-sixth Annual General Meeting until the Twenty-Seventh Annual General Meeting to be held in the year 2027; however, the outstanding exposure shall not exceed Rs. 20 Crore at any point of time during the said period. The transactions shall be undertaken on such terms and conditions, including applicable interest, tenure, repayment terms and other commercial conditions, as may be mutually agreed and determined in accordance with the applicable policies and sanctioning procedures of CPCAP. The financial assistance proposed to be provided under the arrangement is primarily intended to meet the working capital and other legitimate business requirements of the concerned parties.
3	Tenure of the proposed transaction (in number of years or months).	Twenty-sixth Annual General Meeting until the Twenty-Seventh Annual General Meeting to be held in the year 2027 (one year)
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If executed over more than one financial year, provide estimated break-up financial year-wise.	<table><tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr></table>

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td></td><td></td><td><table><tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facilities</td><td>20</td></tr><tr><td>2</td><td>Availing of financial assistance /taking loan / borrowing/ and/or advance financial facility</td><td>20</td></tr></table></td></tr>
<tr><td>6</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.</td><td>CP Capital Limited ("CPCAP") is a Base Layer NBFC registered with the Reserve Bank of India, and the advancement /borrowings of loans and transactions in securities constitute its principal business activities. The proposed related party transactions are therefore in furtherance of the ordinary course of business of the Company and enable efficient deployment of its financial resources. CPCAP regularly undertakes similar transactions with both group companies and unrelated third parties. The proposed transactions shall be undertaken on commercial and arm's length terms in accordance with the applicable policies and sanctioning procedures of the Company. The loans extended/borrowings as the case may be by CPCAP have been regularly serviced, with interest received/paid on a regular basis. Accordingly, the proposed RPTs are expected to be commercially beneficial and are considered to be in the overall interest of CPCAP and its stakeholders.</td></tr>
<tr><td>7</td><td>Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.
Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</td><td>1. Mr. Om Prakash Maheshwari, Whole time Director & CFO and promoter
2. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and promoter
3. Mrs. Neelima Maheshwari, Non- Executive Director and relative of Mr. Om Prakash Maheshwari</td></tr>
<tr><td>(a)</td><td>Name of the director/KMP</td><td>1. Mr. Om Prakash Maheshwari, Whole time Director & CFO and promoter
2. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and promoter
3. Mrs. Neelima Maheshwari, Non- Executive Director and relative of Mr. Om Prakash Maheshwari

The above directors have interest in entity directly or indirectly.</td></tr>
<tr><td>(b)</td><td>Shareholding of the director/KMP, whether direct or indirect, in the related party</td><td><table><tr><th>Name of shareholder</th><th>No. of shares</th><th>% of shares</th></tr><tr><td>Mr. Om Prakash Maheshwari</td><td>47333</td><td>27.98</td></tr><tr><td>Mr. Pramod Kumar Maheshwari</td><td>46933</td><td>27.76</td></tr></table></td></tr>
<tr><td>8</td><td>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</td><td>Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.</td></tr>
<tr><td>9</td><td>Other information relevant for decision making.</td><td>Not Applicable as the all the information required for informed decision making is disclosed.</td></tr>
</table>

Part-B: Details for Specific Transactions:

B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction. **Note:** This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/housing finance companies.	Not applicable – CPCAP is an NBFC.
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify: (a) Nature of indebtedness (b) Total cost of borrowing (c) Tenure (d) Other details. **Note:** Not applicable to listed banks/NBFCs/insurance companies/housing finance companies.	Not applicable – CPCAP is an NBFC.
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/other lenders. **Note:** (1) Not applicable to listed banks/NBFCs/insurance companies/housing finance companies. (2) Disclosure shall be made of borrowings with a comparable maturity profile to the loan/ICD being granted.	Not applicable – CPCAP is an NBFC.
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	15.00 % Per Annum
5	Maturity/due date	1 (one) Year
6	Repayment schedule & terms	On demand/On call basis
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	NA
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transacton.	The funds provided by CPCAP to the related party by way of financial assistance shall be utilized by the ultimate beneficiary to meet its working capital and other legitimate business requirements, including day-to-day operational expenses, cash flow requirements, and other short-term business needs arising in the ordinary course of business. The funds shall be utilized strictly for legitimate business purposes and in accordance with applicable laws, RBI regulations, and the terms and conditions of the respective facility.

B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Material covenants of the proposed transaction	For the proposed transactions involving loans/financial assistance availed by CPCAP from its related party, SPPL, the material covenants may be stated as follows: • The funds shall be utilized by CPCAP solely for its working capital and other legitimate business requirements and in accordance with the terms of the respective facility. • CPCAP shall comply with all applicable laws, RBI regulations, and other regulatory requirements applicable to the transaction.

S. No.	Particulars of the information	Information provided by the management
		• The loan/financial assistance shall be subject to the agreed terms and conditions, including applicable interest rate, tenure, repayment schedule, and other customary terms of the respective facility. • CPCAP shall comply with the financial, operational, and other covenants, if any, specified under the respective facility agreements. • The transactions shall be undertaken on such terms as may be mutually agreed between CPCAP and SPPL and in compliance with applicable related-party transaction requirements.
2	Interest rate (in terms of numerical value or base rate and applicable spread)	13.00 % Per Annum
3	Cost of borrowing **Note:** This shall include all costs associated with the borrowing.	Total effective cost of borrowing is interest @ 13.00 % Per Annum
4	Maturity/due date	1 (one) Year
5	Repayment schedule & terms	On demand/On call basis
6	Whether secured or unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio	NA
8	The purpose for which the funds will be utilized by the listed entity/subsidiary	The funds availed by CPCAP from the related party shall be utilized by CPCAP for meeting its working capital and other legitimate business requirements, including day-to-day operational expenses, cash flow requirements, and other short-term business needs arising in the ordinary course of business. The funds shall be utilized strictly for legitimate business purposes and in accordance with applicable laws, RBI regulations, and the terms and conditions of the respective facility.

Part-C: Additional Information (applicable only if the proposed transaction is a Material RPT)

C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party **Note:** Standalone rating to be provided; option to provide structured obligation (SO) rating and credit enhancement (CE) rating, if any.	No external credit rating available for the related party at this time.
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. **Note:** This information may be provided to the extent available in the public domain or as provided by the related party upon request.	No default has been made.
	In addition, state the following:	

S. No.	Particulars of the information	Information provided by the management
(a)	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
(b)	Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No
(c)	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
(d)	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
	Note: *Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.*	

C(4). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements **Note:** Not applicable to listed banks/NBFC/insurance companies/housing finance companies.	Not applicable – CPCAP is an NBFC.
(a)	Before transaction	Not applicable
(b)	After transaction	Not applicable
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements **Note:** Not applicable to listed banks/NBFC/insurance companies/housing finance companies.	Not applicable – CPCAP is an NBFC.
(a)	Before transaction	Not applicable
(b)	After transaction	Not applicable

ANNEXURE-13

Details of the proposed transactions between CP Capital Limited (the "Company" / "CPCAP"/ "listed entity/subsidiary") and Shricon Industries Limited ("SIL") (the "Related Party"), being related parties of the Company, including the information pursuant to Clause 4 of the RPT Industry Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, as placed before the Audit Committee for consideration while seeking prior approval of the proposed Related Party Transaction(s), are provided below:

Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions as per the RPT Industry Standards:

Note: *As CP Capital Limited is a Non-Banking Financial Company **("NBFC")** which, in the ordinary course of its business, gives loans/advances or inter-corporate deposits to its related party (disclosure under Part B – Para B(2) and, if material, Part C – Para C(1)), both sets of disclosures are provided below in addition to Part A, which is applicable to all RPTs.*

Part-A: Minimum Information for the Proposed Related Party Transaction(s)

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>A</td><td colspan="2">Details of the related party and transactions with the related party</td></tr>
<tr><td>A(1)</td><td colspan="2">Basic details of the related party</td></tr>
<tr><td>1</td><td>Name of the related party</td><td>Shricon Industries Limited</td></tr>
<tr><td>2</td><td>Country of incorporation of the related party</td><td>India</td></tr>
<tr><td>3</td><td>Nature of business of the related party</td><td>Real Estate related services</td></tr>
<tr><td>A(2)</td><td colspan="2">Relationship and ownership of the related party</td></tr>
<tr><td>1</td><td>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:
• Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party.
• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary.
• Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary.</td><td>Shricon Industries Limited is a listed public limited company incorporated under the provisions of the Companies Act, 1956 and group entity of the Company.

Mr. Om Prakash Maheshwari, Whole time Director & CFO and Promoters of the Company is a non-executive Director in the Board of SIL and;

Relative of Mr. Om Prakash Maheshwari, Whole time Director & CFO and Promoters of the Company is a non-executive Director in the Board of SIL.

Accordingly, SIL is a related party as per Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI-LODR.</td></tr>
<tr><td>(a)</td><td>Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party.</td><td>Listed entity/subsidiary do not holds shares in SIL</td></tr>
<tr><td>(b)</td><td>Where the related party is a partnership firm/sole proprietorship/body corporate without share capital, capital contribution, if any, made by the listed entity/subsidiary.</td><td>Not Applicable</td></tr>
<tr><td>(c)</td><td>Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary.</td><td>SIL do not hold any shares in the listed entity/subsidiary</td></tr>
<tr><td></td><td colspan="2">Explanation: Indirect shareholding shall mean shareholding held through any person over which the listed entity/subsidiary/related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</td></tr>
<tr><td>A(3)</td><td colspan="2">Details of previous transactions with the related party</td></tr>
<tr><td>1</td><td>1.1 Total amount of all the transactions undertaken by the listed entity with the related party during last financial year.</td><td>The following transactions took place with SIL during the previous financial year 2025-26:
<table><tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1</td><td>Rendering of financial assistance /Loan Given</td><td>0</td></tr><tr><td>2</td><td>Loan recovered including interest</td><td>0</td></tr><tr><td>3</td><td>Interest income received</td><td>0</td></tr><tr><td></td><td>Balance outstanding at March 31,2026</td><td>0</td></tr></table></td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td></td><td></td><td>Note: As approved by the Members of the Company, the maximum outstanding amount not exceeded ₹10 Crores at any time during the approved period.</td></tr>
<tr><td></td><td>1.2 Total amount of all the transactions undertaken by the subsidiary with the related party during the last financial year.</td><td>The following transactions took place with SIL by Company’s step down subsidiary Company Coupler Enterprises Private Limited (“CEPL”) during the previous financial year 2025-26:
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Rental income of warehouse</td><td>0.06</td></tr>
</table></td></tr>
<tr><td>2</td><td>a. Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>The following transactions took place with SIL by CPCAP during the first quarter of financial year 2026-27:
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Rendering of financial assistance /Loan Given</td><td>2.35</td></tr>
<tr><td>2</td><td>Loan recovered including interest</td><td>0.15</td></tr>
<tr><td>3</td><td>Interest income received</td><td>0.03</td></tr>
<tr><td></td><td>Balance outstanding at June 30,2026</td><td>2.23</td></tr>
</table>
Note: As approved by the Members of the Company, the outstanding amount not exceeded ₹10 Crores at any time during the approved period.</td></tr>
<tr><td></td><td>b. Total amount of all the transactions undertaken by the subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>The following transactions took place with SIL by Company’s step down subsidiary Company Coupler Enterprises Private Limited (“CEPL”) during the first quarter of the financial year 2026-27:
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Rental income of warehouse</td><td>0.08</td></tr>
</table></td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>No default</td></tr>
<tr><td>A(4)</td><td colspan="2">Amount of the proposed transaction(s) (all types of transactions taken together)</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.</td><td>
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facility</td><td>15</td></tr>
</table>
Note: Rendering of financial services/ providing financial assistance by the Company and/or its subsidiaries to SIL including but not limited to payment services, arrangement</td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td></td><td></td><td>for offline and online transactions, reimbursements of expenses incurred by or on behalf of SIL, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 15 crores on any date during a period commencing from the twenty sixth Annual General Meeting up to the date of twenty seventh Annual General Meeting of the Company to be held in the year 2027.</td></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>19.65%</td></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).</td><td>Not Applicable</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (standalone, if consolidated not available) for the immediately preceding financial year, if available.</td><td>333.33%</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year (Turnover / Profit After Tax / Net worth). Explanation: Information to be given on standalone basis; if standalone is not available, provide on consolidated basis.</td><td><table><tr><th>Particulars</th><th>FY 2025-26 (Rs in Crores)</th></tr><tr><td>Turnover</td><td>4.50</td></tr><tr><td>Profit After Tax</td><td>1.95</td></tr><tr><td>Net worth</td><td>5.66</td></tr></table>
Explanation: The above information is given on standalone basis.</td></tr>
<tr><td>A(5)</td><td colspan="2">Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. giving loan, borrowing, etc.)</td><td><table><tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facility</td><td>15</td></tr></table></td></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction.</td><td>The proposed transaction relates to a revolving credit facility/financial assistance arrangement to SIL, under which CPCAP may provide services and/or financial assistance to SIL from time to time. The facility shall operate on a revolving basis, permitting drawdown, repayment and subsequent re-utilisation of the available limit. Approval is sought for transactions up to an aggregate limit of Rs. 15 Crore during the period commencing from the Twenty-sixth Annual General Meeting until the Twenty-Seventh Annual General Meeting to be held in the year 2027; however, the outstanding exposure shall not exceed Rs. 15 Crore at any point of time during the said period.</td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td></td><td></td><td>The transactions shall be undertaken on such terms and conditions, including applicable interest, tenure, repayment terms and other commercial conditions, as may be mutually agreed and determined in accordance with the applicable policies and sanctioning procedures of CPCAP. The financial assistance proposed to be provided under the arrangement is primarily intended to meet the working capital and other legitimate business requirements of the SIL.</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (in number of years or months).</td><td>Twenty-sixth Annual General Meeting until the Twenty-Seventh Annual General Meeting to be held in the year 2027 (one year)</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5</td><td>Value of the proposed transaction during a financial year. If executed over more than one financial year, provide estimated break-up financial year-wise.</td><td><table><tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facility</td><td>15</td></tr></table></td></tr>
<tr><td>6</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.</td><td>CP Capital Limited ("CPCAP") is a Base Layer NBFC registered with the Reserve Bank of India, and the advancement of loans and transactions in securities constitute its principal business activities. The proposed related party transactions are therefore in furtherance of the ordinary course of business of the Company and enable efficient deployment of its financial resources. CPCAP regularly undertakes similar transactions with both group companies and unrelated third parties. The proposed transactions shall be undertaken on commercial and arm's length terms in accordance with the applicable policies and sanctioning procedures of the Company. The loans extended by CPCAP have been regularly serviced, with interest received on a regular basis. Accordingly, the proposed RPTs are expected to be commercially beneficial and are considered to be in the overall interest of CPCAP and its stakeholders.</td></tr>
<tr><td>7</td><td>Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.
Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</td><td>1. Mr. Om Prakash Maheshwari, Whole time Director & CFO and promoter
2. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and promoter
3. Mrs. Neelima Maheshwari, Non- Executive Director and relative of Mr. Om Prakash Maheshwari</td></tr>
<tr><td>(a)</td><td>Name of the director/KMP</td><td>1. Mr. Om Prakash Maheshwari, Whole time Director & CFO and promoter
2. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and promoter
3. Mrs. Neelima Maheshwari, Non- Executive Director and relative of Mr. Om Prakash Maheshwari

The above directors have interest in entity directly or indirectly.</td></tr>
<tr><td>(b)</td><td>Shareholding of the director/KMP, whether direct or indirect, in the related party</td><td>Not Applicable</td></tr>
<tr><td>8</td><td>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</td><td>Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.</td></tr>
</table>

S. No.	Particulars of the information	Information provided by the management
9	Other information relevant for decision making.	Not Applicable as the all the information required for informed decision making is disclosed.

Part-B: Details for Specific Transactions:

B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction. **Note:** This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/housing finance companies.	Not applicable – CPCAP is an NBFC.
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify: (a) Nature of indebtedness (b) Total cost of borrowing (c) Tenure (d) Other details. **Note:** Not applicable to listed banks/NBFCs/insurance companies/housing finance companies.	Not applicable – CPCAP is an NBFC.
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/other lenders. **Note:** (1) Not applicable to listed banks/NBFCs/insurance companies/housing finance companies. (2) Disclosure shall be made of borrowings with a comparable maturity profile to the loan/ICD being granted.	Not applicable – CPCAP is an NBFC.
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	13.20 % Per Annum
5	Maturity/due date	1 (one) Year
6	Repayment schedule & terms	On demand/On call basis
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	NA
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds provided by CPCAP to the related party by way of financial assistance shall be utilized by the ultimate beneficiary to meet its working capital and other legitimate business requirements, including day-to-day operational expenses, cash flow requirements, and other short-term business needs arising in the ordinary course of business. The funds shall be utilized strictly for legitimate business purposes and in accordance with applicable laws, RBI regulations, and the terms and conditions of the respective facility.

Part-C: Additional Information (applicable only if the proposed transaction is a Material RPT)

C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party **Note:** Standalone rating to be provided; option to provide structured obligation (SO) rating and credit enhancement (CE) rating, if any.	No external credit rating available for the related party at this time.
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. **Note:** This information may be provided to the extent available in the public domain or as provided by the related party upon request.	No default has been made.
	In addition, state the following:	
(a)	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
(b)	Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No
(c)	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
(d)	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
	***Note:** Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.*	

ANNEXURE-14

Details of the proposed transactions between CP Capital Limited (the "Company" /"CPCAP"/ "listed entity/subsidiary") and Career Point Edutech Limited, ("CPEL") (the "Related Party"), being related parties of the Company, including the information pursuant to Clause 4 of the RPT Industry Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, as placed before the Audit Committee for consideration while seeking prior approval of the proposed Related Party Transaction(s), are provided below:

Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions as per the RPT Industry Standards:

Note: *As CP Capital Limited is a Non-Banking Financial Company* ***("NBFC")*** *which, in the ordinary course of its business, (i) gives loans/advances or inter-corporate deposits to its related party (disclosure under Part B – Para B(2) and, if material, Part C – Para C(1)), and (ii) takes borrowings from its related party (disclosure under Part B – Para B(5) and, if material, Part C – Para C(4)), both sets of disclosures are provided below in addition to Part A, which is applicable to all RPTs.*

Part-A: Minimum Information for the Proposed Related Party Transaction(s)

S. No.	Particulars of the information	Information provided by the management
A	**Details of the related party and transactions with the related party**	
A(1)	**Basic details of the related party**	
1	Name of the related party	Career Point Edutech Limited

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>2</td><td>Country of incorporation of the related party</td><td>India</td></tr>
<tr><td>3</td><td>Nature of business of the related party</td><td>Education</td></tr>
<tr><td>A(2)</td><td colspan="2">Relationship and ownership of the related party</td></tr>
<tr><td>1</td><td>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:
• Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party.
• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary.
• Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary.</td><td>Career Point Edutech Limited is a listed public limited company incorporated under the provisions of the Companies Act, 1956 and group entity of the Company.

Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and Promoter of the Company is a Managing Director, member/promoter of the CPEL.

Mr. Om Prakash Maheshwari, Whole time Director & CFO and Promoters of the Company is a Chairman and Director, member/promoter of the CPEL.

Mrs. Neelima Maheshwari, Director of the Company is a member of the CPEL and;

Relative of Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and Promoter of the Company is a Director and member of the CPEL.

Accordingly, CPEL is a related party as per Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI-LODR.</td></tr>
<tr><td>(a)</td><td>Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party.</td><td>CPCAP/subsidiary do not holds shareholdings in CPEL</td></tr>
<tr><td>(b)</td><td>Where the related party is a partnership firm/sole proprietorship/body corporate without share capital, capital contribution, if any, made by the listed entity/subsidiary.</td><td>Not Applicable</td></tr>
<tr><td>(c)</td><td>Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary.</td><td>CPEL do not hold any shares in the CPCAP/subsidiary.</td></tr>
<tr><td></td><td colspan="2">Explanation: Indirect shareholding shall mean shareholding held through any person over which the listed entity/subsidiary/related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</td></tr>
<tr><td>A(3)</td><td colspan="2">Details of previous transactions with the related party</td></tr>
<tr><td>1</td><td>1.1 Total amount of all the transactions undertaken by the listed entity with the related party during last financial year.</td><td>The following transactions took place with CPEL by listed entity during the previous financial year 2025-26:
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Availing of financial assistance /Loan taken/borrowings</td><td>89.34</td></tr>
<tr><td>2</td><td>Loan repaid including interest</td><td>52.65</td></tr>
<tr><td>3</td><td>Interest Paid</td><td>4.96</td></tr>
<tr><td></td><td>Balance of borrowing outstanding at March 31, 2026</td><td>59.89</td></tr>
</table></td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td></td><td></td><td><table><tr><td>4</td><td>Rental Income</td><td>0.35</td></tr></table>
Note: As approved by the Members of the Company, the maximum outstanding amount not exceeded ₹70 Crores at any time during the approved period.</td></tr>
<tr><td></td><td>1.2 Total amount of all the transactions undertaken by the subsidiary with the related party during the last financial year.</td><td>Nil</td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>The following transactions took place with CPEL during the first quarter of financial year 2026-27:
<table><tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1</td><td>Availing of financial assistance /Loan taken</td><td>109.48</td></tr><tr><td>2</td><td>Loan repaid including interest</td><td>119.11</td></tr><tr><td>3</td><td>Interest Paid</td><td>1.56</td></tr><tr><td></td><td>Balance of borrowing outstanding at June 30, 2026</td><td>51.83</td></tr><tr><td>4</td><td>Rental Income</td><td>0.08</td></tr></table>
Note: As approved by the Members of the Company, the maximum outstanding amount not exceeded ₹70 Crores at any time during the approved period.</td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>No default</td></tr>
<tr><td>A(4)</td><td colspan="2">Amount of the proposed transaction(s) (all types of transactions taken together)</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.</td><td><table><tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facilities</td><td>150</td></tr><tr><td>2</td><td>Availing of financial assistance /taking loan / borrowing/ and/or advance financial facility</td><td>150</td></tr></table>
Note:
a. Rendering of financial services/ providing financial assistance by the Company and/or its subsidiaries to CPEL including but not limited to payment services, arrangement for offline and online transactions, reimbursements of expenses incurred by or on behalf of CPEL, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 150 crores on any date during a period commencing from the twenty sixth Annual General</td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td></td><td></td><td>Meeting up to the date of twenty seventh Annual General Meeting of the Company to be held in the year 2027.
b. Availing of services, avail financial assistance by the Company and/or its subsidiaries from CPEL including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 150 crores on any date during a period commencing from the twenty sixth Annual General Meeting up to the date of twenty seventh Annual General Meeting of the Company to be held in the year 2027.</td></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>196.54%</td></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).</td><td>Not Applicable</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (standalone, if consolidated not available) for the immediately preceding financial year, if available.</td><td>263.07%</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year (Turnover / Profit After Tax / Net worth).
Explanation: Information to be given on standalone basis; if standalone is not available, provide on consolidated basis.</td><td><table><tr><th>Particulars</th><th>FY 2025-26 (Rs in Crores)</th></tr><tr><td>Turnover</td><td>57.02</td></tr><tr><td>Profit After Tax</td><td>22.96</td></tr><tr><td>Net worth</td><td>75.46</td></tr></table>
Explanation: The above information is given on consolidated basis.</td></tr>
<tr><td>A(5)</td><td colspan="2">Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. giving loan, borrowing, etc.)</td><td><table><tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facilities</td><td>150</td></tr><tr><td>2</td><td>Availing of financial assistance /taking loan / borrowing/ and/or advance financial facility</td><td>150</td></tr></table></td></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction.</td><td>The proposed transaction relates to a revolving credit facility/financial assistance arrangement between CPCAP and CPEL, under which CPCAP may avail services and/or financial assistance from IIPL and may also provide services and/or financial assistance to CPEL from time to time. The facility shall operate on a revolving basis, permitting drawdown, repayment and subsequent re-utilisation of the available limit. Approval is sought for transactions up to an aggregate limit of Rs. 150 Crore during the period</td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td></td><td></td><td>commencing from the Twenty-sixth Annual General Meeting until the Twenty-Seventh Annual General Meeting to be held in the year 2027; however, the outstanding exposure shall not exceed Rs. 150 Crore at any point of time during the said period.

The transactions shall be undertaken on such terms and conditions, including applicable interest, tenure, repayment terms and other commercial conditions, as may be mutually agreed and determined in accordance with the applicable policies and sanctioning procedures of CPCAP. The financial assistance proposed to be provided under the arrangement is primarily intended to meet the working capital and other legitimate business requirements of the concerned parties.</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (in number of years or months).</td><td>Twenty-sixth Annual General Meeting until the Twenty-Seventh Annual General Meeting to be held in the year 2027 (one year)</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5</td><td>Value of the proposed transaction during a financial year. If executed over more than one financial year, provide estimated break-up financial year-wise.</td><td><table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facilities</td><td>150</td></tr>
<tr><td>2</td><td>Availing of financial assistance /taking loan / borrowing/ and/or advance financial facility</td><td>150</td></tr>
</table></td></tr>
<tr><td>6</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.</td><td>CP Capital Limited (“CPCAP”) is a Base Layer NBFC registered with the Reserve Bank of India, and the advancement /borrowings of loans and transactions in securities constitute its principal business activities. The proposed related party transactions are therefore in furtherance of the ordinary course of business of the Company and enable efficient deployment of its financial resources. CPCAP regularly undertakes similar transactions with both group companies and unrelated third parties. The proposed transactions shall be undertaken on commercial and arm’s length terms in accordance with the applicable policies and sanctioning procedures of the Company. The loans extended/borrowings as the case may be by CPCAP have been regularly serviced, with interest received/paid on a regular basis. Accordingly, the proposed RPTs are expected to be commercially beneficial and are considered to be in the overall interest of CPCAP and its stakeholders.</td></tr>
<tr><td>7</td><td>Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.

Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</td><td>1. Mr. Om Prakash Maheshwari, Whole time Director & CFO and promoter
2. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and promoter
3. Mrs. Neelima Maheshwari, Non- Executive Director and relative of Mr. Om Prakash Maheshwari</td></tr>
<tr><td>(a)</td><td>Name of the director/KMP</td><td>1. Mr. Om Prakash Maheshwari, Whole time Director & CFO and promoter
2. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and promoter</td></tr>
</table>

S. No.	Particulars of the information	Information provided by the management
		3. Mrs. Neelima Maheshwari, Non- Executive Director and relative of Mr. Om Prakash Maheshwari The above directors have interest in entity directly or indirectly.
(b)	Shareholding of the director/KMP, whether direct or indirect, in the related party	<table><tr><th>Name of shareholder</th><th>No. of shares</th><th>% of shares</th></tr><tr><td>Mr. Om Prakash Maheshwari</td><td>1386300</td><td>7.62</td></tr><tr><td>Mr. Pramod Kumar Maheshwari</td><td>2119529</td><td>11.65</td></tr><tr><td>Mrs. Neelima Maheshwari</td><td>1339500</td><td>7.36</td></tr></table>
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.
9	Other information relevant for decision making.	Not Applicable as the all the information required for informed decision making is disclosed.

Part-B: Details for Specific Transactions:

B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction. **Note:** This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/housing finance companies.	Not applicable – CPCAP is an NBFC.
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify: (a) Nature of indebtedness (b) Total cost of borrowing (c) Tenure (d) Other details. **Note:** Not applicable to listed banks/NBFCs/insurance companies/housing finance companies.	Not applicable – CPCAP is an NBFC.
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/other lenders. **Note:** (1) Not applicable to listed banks/NBFCs/insurance companies/housing finance companies. (2) Disclosure shall be made of borrowings with a comparable maturity profile to the loan/ICD being granted.	Not applicable – CPCAP is an NBFC.
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	13.20 % Per Annum
5	Maturity/due date	1 (one) Year
6	Repayment schedule & terms	On demand/On call basis
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	NA

S. No.	Particulars of the information	Information provided by the management
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds provided by CPCAP to the related party by way of financial assistance shall be utilized by the ultimate beneficiary to meet its working capital and other legitimate business requirements, including day-to-day operational expenses, cash flow requirements, and other short-term business needs arising in the ordinary course of business. The funds shall be utilized strictly for legitimate business purposes and in accordance with applicable laws, RBI regulations, and the terms and conditions of the respective facility.

B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Material covenants of the proposed transaction	For the proposed transactions involving loans/financial assistance availed by CPCAP from its related party, CPEL, the material covenants may be stated as follows: • The funds shall be utilized by CPCAP solely for its working capital and other legitimate business requirements and in accordance with the terms of the respective facility. • CPCAP shall comply with all applicable laws, RBI regulations, and other regulatory requirements applicable to the transaction. • The loan/financial assistance shall be subject to the agreed terms and conditions, including applicable interest rate, tenure, repayment schedule, and other customary terms of the respective facility. • CPCAP shall comply with the financial, operational, and other covenants, if any, specified under the respective facility agreements. • The transactions shall be undertaken on such terms as may be mutually agreed between CPCAP and CPEL and in compliance with applicable related-party transaction requirements.
2	Interest rate (in terms of numerical value or base rate and applicable spread)	13.00 % Per Annum
3	Cost of borrowing **Note:** This shall include all costs associated with the borrowing.	Total Effective cost of borrowing is interest @ 13.00 % Per Annum
4	Maturity/due date	1 (one) Year
5	Repayment schedule & terms	On demand/On call basis
6	Whether secured or unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio	NA
8	The purpose for which the funds will be utilized by the listed entity/subsidiary	The funds availed by CPCAP from the related party shall be utilized by CPCAP for meeting its working capital and other legitimate business requirements, including day-to-day operational expenses, cash flow requirements, and other short-term business needs arising in the ordinary course of

S. No.	Particulars of the information	Information provided by the management
		business. The funds shall be utilized strictly for legitimate business purposes and in accordance with applicable laws, RBI regulations, and the terms and conditions of the respective facility.

Part-C: Additional Information (applicable only if the proposed transaction is a Material RPT)

C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party **Note:** Standalone rating to be provided; option to provide structured obligation (SO) rating and credit enhancement (CE) rating, if any.	No external credit rating available for the related party at this time.
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. **Note:** This information may be provided to the extent available in the public domain or as provided by the related party upon request.	No default has been made.
	In addition, state the following:	
(a)	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
(b)	Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No
(c)	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
(d)	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
	Note: *Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.*	

C(4). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements **Note:** Not applicable to listed banks/NBFC/insurance companies/housing finance companies.	Not applicable – CPCAP is an NBFC.
(a)	Before transaction	Not applicable
(b)	After transaction	Not applicable

S. No.	Particulars of the information	Information provided by the management
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements **Note:** Not applicable to listed banks/NBFC/insurance companies/housing finance companies.	Not applicable – CPCAP is an NBFC.
(a)	Before transaction	Not applicable
(b)	After transaction	Not applicable

ANNEXURE-15

Details of the proposed transactions between CP Capital Limited (the "Company" /"CPCAP"/ "listed entity/subsidiary") and Career Point Learning Solutions Limited, ("CPLSL") (the "Related Party"), being related parties of the Company, including the information pursuant to Clause 4 of the RPT Industry Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, as placed before the Audit Committee for consideration while seeking prior approval of the proposed Related Party Transaction(s), are provided below:

Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions as per the RPT Industry Standards:

Note: *As CP Capital Limited is a Non-Banking Financial Company **("NBFC")** which, in the ordinary course of its business, takes borrowings from its related party (disclosure under Part B – Para B(5) and, if material, Part C – Para C(4)), both sets of disclosures are provided below in addition to Part A, which is applicable to all RPTs.*

Part-A: Minimum Information for the Proposed Related Party Transaction(s)

S. No.	Particulars of the information	Information provided by the management
A	**Details of the related party and transactions with the related party**	
A(1)	**Basic details of the related party**	
1	Name of the related party	Career Point Learning Solutions Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Education
A(2)	**Relationship and ownership of the related party**	
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: • Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary. • Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary.	Career Point Learning Solutions Limited is a public limited company incorporated under the provisions of the Companies Act, 1956 and group entity of the Company. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and Promoter of the Company is a Director of the CPLSL; Mr. Om Prakash Maheshwari, Whole time Director & CFO and Promoters of the Company is a Director of the CPLSL and Relative of Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and Promoter of the Company is a Director of the CPLSL. Accordingly, CPLSL is a related party as per Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI-LODR.

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>(a)</td><td>Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party.</td><td>CPCAP/subsidiary do not have shareholding in CPLSL</td></tr>
<tr><td>(b)</td><td>Where the related party is a partnership firm/sole proprietorship/body corporate without share capital, capital contribution, if any, made by the listed entity/subsidiary.</td><td>Not Applicable</td></tr>
<tr><td>(c)</td><td>Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary.</td><td>CPLSL do not hold any shares in the CPCAP/subsidiary</td></tr>
<tr><td></td><td colspan="2">Explanation: Indirect shareholding shall mean shareholding held through any person over which the listed entity/subsidiary/related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</td></tr>
<tr><td>A(3)</td><td colspan="2">Details of previous transactions with the related party</td></tr>
<tr><td>1</td><td>1.1 Total amount of all the transactions undertaken by the listed entity with the related party during last financial year.</td><td>The following transactions took place with CPLSL by listed entity during the previous financial year 2025-26:
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Availing of financial assistance /Loan taken/Borrowings</td><td>0.61</td></tr>
<tr><td>2</td><td>Loan repaid including interest</td><td>0.21</td></tr>
<tr><td>3</td><td>Interest Paid</td><td>0.44</td></tr>
<tr><td></td><td>Balance of borrowing outstanding at March 31, 2026</td><td>5.18</td></tr>
</table>
Note: As approved by the Members of the Company, the maximum outstanding amount not exceeded ₹10 Crores at any time during the approved period.</td></tr>
<tr><td></td><td>1.2 Total amount of all the transactions undertaken by the subsidiary with the related party during the last financial year.</td><td>Nil</td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>The following transactions took place with CPLSL during the first quarter of financial year 2026-27:
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Availing of financial assistance /Loan taken/Borrowings</td><td>0.04</td></tr>
<tr><td>2</td><td>Loan repaid including interest</td><td>0.06</td></tr>
<tr><td>3</td><td>Interest Paid</td><td>0.12</td></tr>
<tr><td></td><td>Balance of borrowing outstanding at June 30, 2026</td><td>5.27</td></tr>
</table>
Note: As approved by the Members of the Company, the maximum outstanding amount not exceeded ₹10 Crores at any time during the approved period.</td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement</td><td>No default</td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td></td><td>entered into with the listed entity or its subsidiary during the last financial year.</td><td></td></tr>
<tr><td>A(4)</td><td colspan="2">Amount of the proposed transaction(s) (all types of transactions taken together)</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.</td><td><table><tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1</td><td>Availing of financial assistance /taking loan and/or advance financial facility / borrowings</td><td>10</td></tr></table>Note:
Availing of services, avail financial assistance by the Company and/or its subsidiaries from CPLSL including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 10 crores on any date during a period commencing from the twenty sixth Annual General Meeting up to the date of twenty seventh Annual General Meeting of the Company to be held in the year 2027.</td></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>13.10%</td></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).</td><td>Not Applicable</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (standalone, if consolidated not available) for the immediately preceding financial year, if available.</td><td>2173.91%</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year (Turnover / Profit After Tax / Net worth).
Explanation: Information to be given on standalone basis; if standalone is not available, provide on consolidated basis.</td><td><table><tr><th>Particulars</th><th>FY 2025-26 (Rs in Crores)</th></tr><tr><td>Turnover</td><td>0.46</td></tr><tr><td>Profit After Tax</td><td>0.36</td></tr><tr><td>Net worth</td><td>5.75</td></tr></table>Explanation: The above information is given on standalone basis.</td></tr>
<tr><td>A(5)</td><td colspan="2">Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. giving loan, borrowing, etc.)</td><td><table><tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1</td><td>Availing of financial assistance /taking loan and/or advance financial facility / borrowings</td><td>10</td></tr></table></td></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction.</td><td>The proposed transaction relates to a revolving credit facility/financial assistance arrangement from CPLSL, under which CPCAP may avail services and/or financial assistance</td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td></td><td></td><td>from CPLSL from time to time. The facility shall operate on a revolving basis, permitting drawdown, repayment and subsequent re-utilisation of the available limit. Approval is sought for transactions up to an aggregate limit of Rs. 10 Crore during the period commencing from the Twenty-sixth Annual General Meeting until the Twenty-Seventh Annual General Meeting to be held in the year 2027; however, the outstanding exposure shall not exceed Rs. 10 Crore at any point of time during the said period.

The transactions shall be undertaken on such terms and conditions, including applicable interest, tenure, repayment terms and other commercial conditions, as may be mutually agreed and determined in accordance with the applicable policies and sanctioning procedures of CPCAP. The financial assistance/borrowings proposed to be provided under the arrangement is primarily intended to meet the working capital and other legitimate business requirements of the CPCAP.</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (in number of years or months).</td><td>Twenty-sixth Annual General Meeting until the Twenty-Seventh Annual General Meeting to be held in the year 2027 (one year)</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5</td><td>Value of the proposed transaction during a financial year. If executed over more than one financial year, provide estimated break-up financial year-wise.</td><td><table><tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1</td><td>Availing of financial assistance /taking loan and/or advance financial facility / borrowings</td><td>10</td></tr></table></td></tr>
<tr><td>6</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.</td><td>CP Capital Limited ("CPCAP") is a Base Layer NBFC registered with the Reserve Bank of India, and the borrowings of loans and transactions in securities constitute its principal business activities. The proposed related party transactions are therefore in furtherance of the ordinary course of business of the Company and enable efficient deployment of its financial resources. CPCAP regularly undertakes similar transactions with both group companies and unrelated third parties. The proposed transactions shall be undertaken on commercial and arm's length terms in accordance with the applicable policies and sanctioning procedures of the Company. The borrowings by CPCAP have been regularly serviced, with interest paid on a regular basis. Accordingly, the proposed RPTs are expected to be commercially beneficial and are considered to be in the overall interest of CPCAP and its stakeholders.</td></tr>
<tr><td>7</td><td>Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.
Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</td><td>1. Mr. Om Prakash Maheshwari, Whole time Director & CFO and promoter
2. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and promoter
3. Mrs. Neelima Maheshwari, Non- Executive Director and relative of Mr. Om Prakash Maheshwari</td></tr>
<tr><td>(a)</td><td>Name of the director/KMP</td><td>1. Mr. Om Prakash Maheshwari, Whole time Director & CFO and promoter
2. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and promoter</td></tr>
</table>

S. No.	Particulars of the information	Information provided by the management
		3. Mrs. Neelima Maheshwari, Non- Executive Director and relative of Mr. Om Prakash Maheshwari The above directors have interest in entity directly or indirectly.
(b)	Shareholding of the director/KMP, whether direct or indirect, in the related party	Nil
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.
9	Other information relevant for decision making.	Not Applicable as the all the information required for informed decision making is disclosed.

Part-B: Details for Specific Transactions:

B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Material covenants of the proposed transaction	For the proposed transactions involving loans/financial assistance availed by CPCAP from its related party, CPLSL, the material covenants may be stated as follows: • The funds shall be utilized by CPCAP solely for its working capital and other legitimate business requirements and in accordance with the terms of the respective facility. • CPCAP shall comply with all applicable laws, RBI regulations, and other regulatory requirements applicable to the transaction. • The loan/financial assistance shall be subject to the agreed terms and conditions, including applicable interest rate, tenure, repayment schedule, and other customary terms of the respective facility. • CPCAP shall comply with the financial, operational, and other covenants, if any, specified under the respective facility agreements. • The transactions shall be undertaken on such terms as may be mutually agreed between CPCAP and CPLSL and in compliance with applicable related-party transaction requirements.
2	Interest rate (in terms of numerical value or base rate and applicable spread)	13.00 % Per Annum
3	Cost of borrowing **Note:** This shall include all costs associated with the borrowing.	Effective cost of borrowing of interest @ 13.00 % Per Annum
4	Maturity/due date	1 (one) Year
5	Repayment schedule & terms	On demand/On call basis
6	Whether secured or unsecured	Unsecured

S. No.	Particulars of the information	Information provided by the management
7	If secured, the nature of security & security coverage ratio	NA
8	The purpose for which the funds will be utilized by the listed entity/subsidiary	The funds availed by CPCAP from the related party shall be utilized by CPCAP for meeting its working capital and other legitimate business requirements, including day-to-day operational expenses, cash flow requirements, and other short-term business needs arising in the ordinary course of business. The funds shall be utilized strictly for legitimate business purposes and in accordance with applicable laws, RBI regulations, and the terms and conditions of the respective facility.

Part-C: Additional Information (applicable only if the proposed transaction is a Material RPT)

C(4). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements **Note:** Not applicable to listed banks/NBFC/insurance companies/housing finance companies.	Not applicable – CPCAP is an NBFC.
(a)	Before transaction	Not applicable
(b)	After transaction	Not applicable
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements **Note:** Not applicable to listed banks/NBFC/insurance companies/housing finance companies.	Not applicable – CPCAP is an NBFC.
(a)	Before transaction	Not applicable
(b)	After transaction	Not applicable

ANNEXURE-16

Details of the proposed transactions between CP Capital Limited (the "Company" /"CPCAP"/ "listed entity/subsidiary") and Imperial Infin Private Limited, ("IIFL") (the "Related Party"), being related parties of the Company, including the information pursuant to Clause 4 of the RPT Industry Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, as placed before the Audit Committee for consideration while seeking prior approval of the proposed Related Party Transaction(s), are provided below:

Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions as per the RPT Industry Standards:

Note: *As CP Capital Limited is a Non-Banking Financial Company **("NBFC")** which, in the ordinary course of its business, (i) gives loans/advances or inter-corporate deposits to its related party (disclosure under Part B – Para B(2) and, if material, Part C – Para C(1)), and (ii) takes borrowings from its related party (disclosure under Part B – Para B(5) and, if material, Part C – Para C(4)), both sets of disclosures are provided below in addition to Part A, which is applicable to all RPTs.*

Part-A: Minimum Information for the Proposed Related Party Transaction(s)

S. No.	Particulars of the information	Information provided by the management
A	**Details of the related party and transactions with the related party**	

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>A(1)</td><td colspan="2">Basic details of the related party</td></tr>
<tr><td>1</td><td>Name of the related party</td><td>Imperial Infin Private Limited</td></tr>
<tr><td>2</td><td>Country of incorporation of the related party</td><td>India</td></tr>
<tr><td>3</td><td>Nature of business of the related party</td><td>Real estate</td></tr>
<tr><td>A(2)</td><td colspan="2">Relationship and ownership of the related party</td></tr>
<tr><td>1</td><td>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:
• Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party.
• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary.
• Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary.</td><td>Imperial Infin Private Limited is a Private limited company incorporated under the provisions of the Companies Act, 1956 and Associate/ group entity of the Company.

Mr. Om Prakash Maheshwari, Whole time Director & CFO and Promoters of the Company is a member/promoter and Director of the IIPL.

Mrs. Neelima Maheshwari, Director of the Company is a member/promoter and Director of the IIPL and;

Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and Promoter of the Company is a member/promoter of the IIPL.

Accordingly, IIPL is a related party as per Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI-LODR.</td></tr>
<tr><td>(a)</td><td>Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party.</td><td>CPCAP holds 34,000 equity share i.e. 42.74 % of shareholding of IIPL.</td></tr>
<tr><td>(b)</td><td>Where the related party is a partnership firm/sole proprietorship/body corporate without share capital, capital contribution, if any, made by the listed entity/subsidiary.</td><td>Not Applicable</td></tr>
<tr><td>(c)</td><td>Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary.</td><td>IIPL do not hold any shares in the CPCAP/subsidiary.</td></tr>
<tr><td></td><td colspan="2">Explanation: Indirect shareholding shall mean shareholding held through any person over which the listed entity/subsidiary/related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</td></tr>
<tr><td>A(3)</td><td colspan="2">Details of previous transactions with the related party</td></tr>
<tr><td>1</td><td>1.1 Total amount of all the transactions undertaken by the listed entity with the related party during last financial year.</td><td>The following transactions took place with IIPL by listed entity during the previous financial year 2025-26:
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Availing of financial assistance /Loan taken/borrowings</td><td>0.40</td></tr>
<tr><td>2</td><td>Loan repaid including interest</td><td>0.65</td></tr>
<tr><td>3</td><td>Interest Paid</td><td>0.18</td></tr>
<tr><td></td><td>Balance of borrowing outstanding at March 31, 2026</td><td>1.74</td></tr>
</table></td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td></td><td></td><td>Note: As approved by the Members of the Company, the outstanding amount not exceeded ₹5 Crores at any time during the approved period.</td></tr>
<tr><td></td><td>1.2 Total amount of all the transactions undertaken by the subsidiary with the related party during the last financial year.</td><td>Nil</td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>The following transactions took place with IIPL during the first quarter of financial year 2026-27:
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Rendering of financial assistance /Loan Given</td><td>5.74</td></tr>
<tr><td>2</td><td>Loan recovered including interest</td><td>0.76</td></tr>
<tr><td>3</td><td>Interest income received</td><td>0.07</td></tr>
<tr><td></td><td>Balance loan outstanding at June 30, 2026</td><td>5.05</td></tr>
<tr><td>4</td><td>Availing of financial assistance /Loan taken</td><td>0</td></tr>
<tr><td>5</td><td>Loan repaid including interest</td><td>1.75</td></tr>
<tr><td>6</td><td>Interest Paid</td><td>0.01</td></tr>
<tr><td></td><td>Balance of borrowing outstanding at June 30, 2026</td><td>0</td></tr>
</table>
Note: As approved by the Members of the Company, the maximum outstanding amount not exceeded ₹5 Crores at any time during the approved period.</td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>No default</td></tr>
<tr><td>A(4)</td><td colspan="2">Amount of the proposed transaction(s) (all types of transactions taken together)</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.</td><td>
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facility</td><td>10</td></tr>
<tr><td>2</td><td>Availing of financial assistance /loan and/or advance financial facility/borrowings</td><td>10</td></tr>
</table>
Note:
a. Rendering of financial services/ providing financial assistance by the Company and/or its subsidiaries to IIPL including but not limited to payment services, arrangement for offline and online transactions, reimbursements of expenses incurred by or on behalf of IIPL, transfer of any resources, services or obligations and other services including providing any guarantee, up</td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td></td><td></td><td>to a maximum aggregate value and/or total outstanding not exceeding Rs. 10 crores on any date during a period commencing from the twenty sixth Annual General Meeting up to the date of twenty seventh Annual General Meeting of the Company to be held in the year 2027.
b. Availing of services, avail financial assistance by the Company and/or its subsidiaries from IIPL including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 10 crores on any date during a period commencing from the twenty sixth Annual General Meeting up to the date of twenty seventh Annual General Meeting of the Company to be held in the year 2027.</td></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>26.20%</td></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).</td><td>Not Applicable</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (standalone, if consolidated not available) for the immediately preceding financial year, if available.</td><td>173.01%</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year (Turnover / Profit After Tax / Net worth).
Explanation: Information to be given on standalone basis; if standalone is not available, provide on consolidated basis.</td><td><table>
<tr><th>Particulars</th><th>FY 2025-26
(Rs in Crores)</th></tr>
<tr><td>Turnover</td><td>0.39</td></tr>
<tr><td>Profit After Tax</td><td>0.29</td></tr>
<tr><td>Net worth</td><td>4.91</td></tr>
</table>
Explanation: The above information is given on standalone basis.</td></tr>
<tr><td>A(5)</td><td colspan="2">Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. giving loan, borrowing, etc.)</td><td><table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facilities</td><td>10</td></tr>
<tr><td>1</td><td>Availing of financial assistance /taking loan / borrowing/ and/or advance financial facility</td><td>10</td></tr>
</table></td></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction.</td><td>The proposed transaction relates to a revolving credit facility/financial assistance arrangement between CPCAP and IIPL, under which CPCAP may avail services and/or</td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td></td><td></td><td>financial assistance from IIPL and may also provide services and/or financial assistance to IIPL from time to time. The facility shall operate on a revolving basis, permitting drawdown, repayment and subsequent re-utilisation of the available limit. Approval is sought for transactions up to an aggregate limit of Rs. 10 Crore during the period commencing from the Twenty-sixth Annual General Meeting until the Twenty-Seventh Annual General Meeting to be held in the year 2027; however, the outstanding exposure shall not exceed Rs. 10 Crore at any point of time during the said period.

The transactions shall be undertaken on such terms and conditions, including applicable interest, tenure, repayment terms and other commercial conditions, as may be mutually agreed and determined in accordance with the applicable policies and sanctioning procedures of CPCAP. The financial assistance proposed to be provided under the arrangement is primarily intended to meet the working capital and other legitimate business requirements of the concerned parties.</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (in number of years or months).</td><td>Twenty-sixth Annual General Meeting until the Twenty-Seventh Annual General Meeting to be held in the year 2027 (one year)</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5</td><td>Value of the proposed transaction during a financial year. If executed over more than one financial year, provide estimated break-up financial year-wise.</td><td><table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Rendering of financial assistance /giving loan and/or advance financial facilities</td><td>10</td></tr>
<tr><td>2</td><td>Availing of financial assistance /taking loan / borrowing/ and/or advance financial facility</td><td>10</td></tr>
</table></td></tr>
<tr><td>6</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.</td><td>CP Capital Limited (“CPCAP”) is a Base Layer NBFC registered with the Reserve Bank of India, and the advancement /borrowings of loans and transactions in securities constitute its principal business activities. The proposed related party transactions are therefore in furtherance of the ordinary course of business of the Company and enable efficient deployment of its financial resources. CPCAP regularly undertakes similar transactions with both group companies and unrelated third parties. The proposed transactions shall be undertaken on commercial and arm's length terms in accordance with the applicable policies and sanctioning procedures of the Company. The loans extended/borrowings as the case may be by CPCAP have been regularly serviced, with interest received/paid on a regular basis. Accordingly, the proposed RPTs are expected to be commercially beneficial and are considered to be in the overall interest of CPCAP and its stakeholders.</td></tr>
<tr><td>7</td><td>Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.

Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</td><td>1. Mr. Om Prakash Maheshwari, Whole time Director & CFO and promoter
2. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and promoter
3. Mrs. Neelima Maheshwari, Non- Executive Director and relative of Mr. Om Prakash Maheshwari</td></tr>
</table>

S. No.	Particulars of the information	Information provided by the management
(a)	Name of the director/KMP	1. Mr. Om Prakash Maheshwari, Whole time Director & CFO and promoter 2. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and promoter 3. Mrs. Neelima Maheshwari, Non- Executive Director and relative of Mr. Om Prakash Maheshwari The above directors have interest in entity directly or indirectly.
(b)	Shareholding of the director/KMP, whether direct or indirect, in the related party	**Name of shareholder** / **No. of shares** / **% of shares** Mr. Om Prakash Maheshwari / 13380 / 16.82 Mr. Pramod Kumar Maheshwari / 13200 / 16.59 Mrs. Neelima Maheshwari / 4646 / 5.84
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.
9	Other information relevant for decision making.	Not Applicable as the all the information required for informed decision making is disclosed.

Part-B: Details for Specific Transactions:

B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction. **Note:** This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/housing finance companies.	Not applicable – CPCAP is an NBFC.
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify: (a) Nature of indebtedness (b) Total cost of borrowing (c) Tenure (d) Other details. **Note:** Not applicable to listed banks/NBFCs/insurance companies/housing finance companies.	Not applicable – CPCAP is an NBFC.
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/other lenders. **Note:** (1) Not applicable to listed banks/NBFCs/insurance companies/housing finance companies. (2) Disclosure shall be made of borrowings with a comparable maturity profile to the loan/ICD being granted.	Not applicable – CPCAP is an NBFC.
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	13.20 % Per Annum
5	Maturity/due date	1 (one) Year
6	Repayment schedule & terms	On demand/On call basis

S. No.	Particulars of the information	Information provided by the management
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	NA
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds provided by CPCAP to the related party by way of financial assistance shall be utilized by the ultimate beneficiary to meet its working capital and other legitimate business requirements, including day-to-day operational expenses, cash flow requirements, and other short-term business needs arising in the ordinary course of business. The funds shall be utilized strictly for legitimate business purposes and in accordance with applicable laws, RBI regulations, and the terms and conditions of the respective facility.

B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Material covenants of the proposed transaction	For the proposed transactions involving loans/financial assistance availed by CPCAP from its related party, IIPL, the material covenants may be stated as follows: • The funds shall be utilized by CPCAP solely for its working capital and other legitimate business requirements and in accordance with the terms of the respective facility. • CPCAP shall comply with all applicable laws, RBI regulations, and other regulatory requirements applicable to the transaction. • The loan/financial assistance shall be subject to the agreed terms and conditions, including applicable interest rate, tenure, repayment schedule, and other customary terms of the respective facility. • CPCAP shall comply with the financial, operational, and other covenants, if any, specified under the respective facility agreements. • The transactions shall be undertaken on such terms as may be mutually agreed between CPCAP and IIPL and in compliance with applicable related-party transaction requirements.
2	Interest rate (in terms of numerical value or base rate and applicable spread)	13.00 % Per Annum
3	Cost of borrowing **Note:** This shall include all costs associated with the borrowing.	Effective cost of borrowing of interest @ 13.00 % Per Annum
4	Maturity/due date	1 (one) Year
5	Repayment schedule & terms	On demand/On call basis
6	Whether secured or unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio	NA

S. No.	Particulars of the information	Information provided by the management
8	The purpose for which the funds will be utilized by the listed entity/subsidiary	The funds availed by CPCAP from the related party shall be utilized by CPCAP for meeting its working capital and other legitimate business requirements, including day-to-day operational expenses, cash flow requirements, and other short-term business needs arising in the ordinary course of business. The funds shall be utilized strictly for legitimate business purposes and in accordance with applicable laws, RBI regulations, and the terms and conditions of the respective facility.

Part-C: Additional Information (applicable only if the proposed transaction is a Material RPT)

C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party **Note:** Standalone rating to be provided; option to provide structured obligation (SO) rating and credit enhancement (CE) rating, if any.	No external credit rating available for the related party at this time.
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. **Note:** This information may be provided to the extent available in the public domain or as provided by the related party upon request.	No default has been made.
	In addition, state the following:	
(a)	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
(b)	Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No
(c)	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
(d)	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
	***Note:** Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.*	

C(4). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	Not applicable – CPCAP is an NBFC.

S. No.	Particulars of the information	Information provided by the management
	Note: Not applicable to listed banks/NBFC/insurance companies/housing finance companies.	
(a)	Before transaction	Not applicable
(b)	After transaction	Not applicable
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements **Note:** Not applicable to listed banks/NBFC/insurance companies/housing finance companies.	Not applicable – CPCAP is an NBFC.
(a)	Before transaction	Not applicable
(b)	After transaction	Not applicable

ANNEXURE-17

Details of the proposed transactions between CP Capital Limited (the "Company" /"CPCAP"/ "listed entity/subsidiary") and Longway Business Solutions LLP, ("LBSL") (the "Related Party"), being related parties of the Company, including the information pursuant to Clause 4 of the RPT Industry Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, as placed before the Audit Committee for consideration while seeking prior approval of the proposed Related Party Transaction(s), are provided below:

Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions as per the RPT Industry Standards:

***Note:** As CP Capital Limited is a Non-Banking Financial Company **("NBFC")** which, in the ordinary course of its business, takes borrowings from its related party (disclosure under Part B – Para B(5) and, if material, Part C – Para C(4)), both sets of disclosures are provided below in addition to Part A, which is applicable to all RPTs.*

Part-A: Minimum Information for the Proposed Related Party Transaction(s)

S. No.	Particulars of the information	Information provided by the management
A	**Details of the related party and transactions with the related party**	
A(1)	**Basic details of the related party**	
1	Name of the related party	Longway Business Solutions LLP
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Real estate
A(2)	**Relationship and ownership of the related party**	
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: • Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary.	Longway Business Solutions LLP is a Limited Liability Partnership Firm incorporated under the provisions of the Limited Liability Partnership Act, 2008 and group entity of the Company. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and Promoter of the Company is a Designated Partner of the LBSL;

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td></td><td>• Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary.</td><td>Mr. Om Prakash Maheshwari, Whole time Director & CFO and Promoters of the Company is a Designated Partner of the LBSL.

Relative of Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and Promoter of the Company and Mr. Om Prakash Maheshwari, Whole time Director & CFO and Promoters of the Company is a Designated Partner of the LBSL.

Accordingly, LBSL is a related party as per Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI-LODR.</td></tr>
<tr><td>(a)</td><td>Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party.</td><td>Not Applicable</td></tr>
<tr><td>(b)</td><td>Where the related party is a partnership firm/sole proprietorship/body corporate without share capital, capital contribution, if any, made by the listed entity/subsidiary.</td><td>No capital contribution of CPCAP/subsidiary</td></tr>
<tr><td>(c)</td><td>Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary.</td><td>LBSL do not hold any shares in the CPCAP/subsidiary</td></tr>
<tr><td></td><td colspan="2">Explanation: Indirect shareholding shall mean shareholding held through any person over which the listed entity/subsidiary/related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</td></tr>
<tr><td>A(3)</td><td colspan="2">Details of previous transactions with the related party</td></tr>
<tr><td>1</td><td>1.1 Total amount of all the transactions undertaken by the listed entity with the related party during last financial year.</td><td>The following transactions took place with LBSL by listed entity during the previous financial year 2025-26:
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Availing of financial assistance /Loan taken/Borrowings</td><td>0.30</td></tr>
<tr><td>2</td><td>Loan repaid including interest</td><td>1.56</td></tr>
<tr><td>3</td><td>Interest Paid</td><td>0.24</td></tr>
<tr><td></td><td>Balance of borrowing outstanding at March 31, 2026</td><td>2.10</td></tr>
</table>
Note: As approved by the Members of the Company, the maximum outstanding amount not exceeded ₹10 Crores at any time during the approved period.</td></tr>
<tr><td></td><td>1.2 Total amount of all the transactions undertaken by the subsidiary with the related party during the last financial year.</td><td>Nil</td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>The following transactions took place with LBSL during the first quarter of financial year 2026-27:
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Availing of financial assistance /Loan taken/Borrowings</td><td>0</td></tr>
</table></td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td></td><td></td><td>
<table>
<tr><td>2</td><td>Loan repaid including interest</td><td>0</td></tr>
<tr><td>3</td><td>Interest Paid</td><td>0.05</td></tr>
<tr><td></td><td>Balance of borrowing outstanding at June 30, 2026</td><td>2.14</td></tr>
</table>
Note: As approved by the Members of the Company, the maximum outstanding amount not exceeded ₹10 Crores at any time during the approved period.</td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>No default</td></tr>
<tr><td>A(4)</td><td colspan="2">Amount of the proposed transaction(s) (all types of transactions taken together)</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.</td><td>
<table>
<tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1</td><td>Availing of financial assistance /taking loan and/or advance financial facility / borrowings</td><td>10</td></tr>
</table>
Note:
Availing of services, avail financial assistance by the Company and/or its subsidiaries from LBSL including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 10 crores on any date during a period commencing from the twenty sixth Annual General Meeting up to the date of twenty seventh Annual General Meeting of the Company to be held in the year 2027.</td></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>13.10%</td></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).</td><td>Not Applicable</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (standalone, if consolidated not available) for the immediately preceding financial year, if available.</td><td>380.23%</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year (Turnover / Profit After Tax / Net worth). Explanation: Information to be given on standalone basis; if standalone is not available, provide on consolidated basis.</td><td>
<table>
<tr><th>Particulars</th><th>FY 2025-26 (Rs in Crores)</th></tr>
<tr><td>Turnover</td><td>2.53</td></tr>
<tr><td>Profit After Tax</td><td>2.14</td></tr>
<tr><td>Net worth</td><td>5.22</td></tr>
</table></td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td></td><td></td><td>Explanation: The above information is given on standalone basis.</td></tr>
<tr><td>A(5)</td><td colspan="2">Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. giving loan, borrowing, etc.)</td><td><table><tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1</td><td>Availing of financial assistance /taking loan and/or advance financial facility / borrowings</td><td>10</td></tr></table></td></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction.</td><td>The proposed transaction relates to a revolving credit facility/financial assistance arrangement from LBSL, under which CPCAP may avail services and/or financial assistance from LBSL from time to time. The facility shall operate on a revolving basis, permitting drawdown, repayment and subsequent re-utilisation of the available limit. Approval is sought for transactions up to an aggregate limit of Rs. 10 Crore during the period commencing from the Twenty-sixth Annual General Meeting until the Twenty-Seventh Annual General Meeting to be held in the year 2027; however, the outstanding exposure shall not exceed Rs. 10 Crore at any point of time during the said period.

The transactions shall be undertaken on such terms and conditions, including applicable interest, tenure, repayment terms and other commercial conditions, as may be mutually agreed and determined in accordance with the applicable policies and sanctioning procedures of CPCAP. The financial assistance/borrowings proposed to be provided under the arrangement is primarily intended to meet the working capital and other legitimate business requirements of the CPCAP.</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (in number of years or months).</td><td>Twenty-sixth Annual General Meeting until the Twenty-Seventh Annual General Meeting to be held in the year 2027 (one year)</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5</td><td>Value of the proposed transaction during a financial year. If executed over more than one financial year, provide estimated break-up financial year-wise.</td><td><table><tr><th>S. No</th><th>Nature of transactions</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1</td><td>Availing of financial assistance /taking loan and/or advance financial facility / borrowings</td><td>10</td></tr></table></td></tr>
<tr><td>6</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.</td><td>CP Capital Limited ("CPCAP") is a Base Layer NBFC registered with the Reserve Bank of India, and the borrowings of loans and transactions in securities constitute its principal business activities. The proposed related party transactions are therefore in furtherance of the ordinary course of business of the Company and enable efficient deployment of its financial resources. CPCAP regularly undertakes similar transactions with both group companies and unrelated third parties. The proposed transactions shall be undertaken on commercial and arm's length terms in accordance with the applicable policies and sanctioning procedures of the Company. The borrowings by CPCAP have been regularly serviced, with interest paid on a regular basis. Accordingly, the proposed RPTs are expected to be commercially beneficial and are considered to be in the overall interest of CPCAP and its stakeholders.</td></tr>
</table>

S. No.	Particulars of the information	Information provided by the management
7	Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. **Explanation:** Indirect interest shall mean interest held through any person over which an individual has control.	1. Mr. Om Prakash Maheshwari, Whole time Director & CFO and promoter 2. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and promoter 3. Mrs. Neelima Maheshwari, Non- Executive Director and relative of Mr. Om Prakash Maheshwari
(a)	Name of the director/KMP	1. Mr. Om Prakash Maheshwari, Whole time Director & CFO and promoter 2. Mr. Pramod Kumar Maheshwari, Chairman, Managing Director & CEO and promoter 3. Mrs. Neelima Maheshwari, Non- Executive Director and relative of Mr. Om Prakash Maheshwari The above directors have interest in entity directly or indirectly.
(b)	Shareholding of the director/KMP, whether direct or indirect, in the related party	<table><tr><th>Name of Partner</th><th>Profit sharing Ratio (%)</th></tr><tr><td>Mr. Om Prakash Maheshwari</td><td>12.25</td></tr><tr><td>Mr. Pramod Kumar Maheshwari</td><td>12.25</td></tr><tr><td>Mrs. Neelima Maheshwari</td><td>12.50</td></tr></table>
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.
9	Other information relevant for decision making.	Not Applicable as the all the information required for informed decision making is disclosed.

Part-B: Details for Specific Transactions:

B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Material covenants of the proposed transaction	For the proposed transactions involving loans/financial assistance availed by CPCAP from its related party, LBSL, the material covenants may be stated as follows: • The funds shall be utilized by CPCAP solely for its working capital and other legitimate business requirements and in accordance with the terms of the respective facility. • CPCAP shall comply with all applicable laws, RBI regulations, and other regulatory requirements applicable to the transaction. • The loan/financial assistance shall be subject to the agreed terms and conditions, including applicable interest rate, tenure, repayment schedule, and other customary terms of the respective facility. • CPCAP shall comply with the financial, operational, and other covenants, if any, specified under the respective facility agreements. • The transactions shall be undertaken on such terms as may be mutually agreed between CPCAP and LBSL and

S. No.	Particulars of the information	Information provided by the management
		in compliance with applicable related-party transaction requirements.
2	Interest rate (in terms of numerical value or base rate and applicable spread)	13.00 % Per Annum
3	Cost of borrowing **Note:** This shall include all costs associated with the borrowing.	The total effective cost of borrowing is interest @ 13.00 % Per Annum
4	Maturity/due date	1 (one) Year
5	Repayment schedule & terms	On demand/On call basis
6	Whether secured or unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio	NA
8	The purpose for which the funds will be utilized by the listed entity/subsidiary	The funds availed by CPCAP from the related party shall be utilized by CPCAP for meeting its working capital and other legitimate business requirements, including day-to-day operational expenses, cash flow requirements, and other short-term business needs arising in the ordinary course of business. The funds shall be utilized strictly for legitimate business purposes and in accordance with applicable laws, RBI regulations, and the terms and conditions of the respective facility.

Part-C: Additional Information (applicable only if the proposed transaction is a Material RPT)

C(4). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements **Note:** Not applicable to listed banks/NBFC/insurance companies/housing finance companies.	Not applicable – CPCAP is an NBFC.
(a)	Before transaction	Not applicable
(b)	After transaction	Not applicable
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements **Note:** Not applicable to listed banks/NBFC/insurance companies/housing finance companies.	Not applicable – CPCAP is an NBFC.
(a)	Before transaction	Not applicable
(b)	After transaction	Not applicable