

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting (“**EGM**”) of the Members of CP Capital Limited (erstwhile Career Point Limited) (the “**Company**” or “**CPCAP**”) (CIN L64990PB2000PLC054497) will be held on Monday, November 02, 2026 at 04:00 P.M through Video Conferencing (“**VC**”)/ Other Audio Visual Means (“**OAVM**”) (“hereinafter referred to as “electronic mode”), to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1

AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY TO GRANT THE COMPANY THE POWER TO ISSUE WARRANTS:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 5 and 14 of the Companies Act, 2013 (the “**Act**”) and the Companies (Incorporation) Rules, 2014, and all other applicable provisions of the Act, including any statutory amendment(s), modification(s), clarification(s), substitution(s), enactment(s) or re-enactment(s) thereof for the time being in force, and all other rules, regulations, guidelines, statutory notifications made by any statutory authorities, the approval of the Members of the Company be and is hereby accorded to alter the Articles of Association of the Company by inserting the following new clause as Article 8A (immediately following the existing Article 8, and immediately preceding existing Article 9):

"8A Issuance of Warrants and/ or other Convertible Securities:

“Subject to the provisions of applicable law the Company may issue warrants and/ or other convertible securities, to any person (whether or not such persons are the share/ security holders of the Company) which may entitle the holders thereof to subscribe to equity shares or such other securities with or without consideration, and with or without refundable/ forfeitable deposit, at premium or at par, and on such terms and conditions and with such rights and privileges as the Board (or any committee duly authorised by the Board) may deem fit, and as may be specified in the resolution issuing and allotting the warrants and/ or other convertible securities, in any manner as permitted under the applicable law, including by way of preferential allotment/ private placement basis. Subject to applicable law, the Board (or a committee thereof duly authorized by the Board), may convert warrants and/ or convertible securities into equity shares at such rates (including premium), terms and conditions as may be determined by the Board (or a committee thereof duly authorized by the Board) and in accordance with the Applicable Law, either in a single tranche or in one or more tranches or otherwise as per the discretion of the Board (or a duly authorized committee of the Board), as specified in the resolution issuing and allotting the warrants and/ or other convertible securities.”

CP Capital Limited

(Formerly known as Career Point Limited)

Registered office: Village Tangori, Banur, Mohali, Punjab 140601

Corporate Office: CP Tower-1, Road No-1, IPIA, Kota, Rajasthan-324005

Phone: +91 744 3559282; Website: www.cpcapital.in, E-mail: investors@cpil.in CIN: L64990PB2000PLC054497

RESOLVED FURTHER THAT the aforesaid amendment to the AoA shall be effective immediately upon approval of the members of the Company.

RESOLVED FURTHER THAT Mr. Pramod Kumar Maheshwari, Managing Director & CEO, Mr. Om Prakash Maheshwari, Executive Director and Chief Financial Officer and Mr. Manmohan Pareek, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to settle any question, difficulty or doubt that may arise in connection with the aforesaid resolution or any other matters related thereto; to file necessary forms/ applications/ documents with the relevant Registrar of Companies and / or other regulatory authorities, as may be required, to provide a copy of the resolution certified to be true and to do all such acts, deeds and things, as they may, in their absolute discretion, deem necessary, expedient, proper or desirable, including preparing, signing, executing, submitting and filing any document, deeds, instruments, confirmation, undertaking etc., to give full effect to the aforesaid resolution, without being required to secure any further consent or approval of the Members of the Company and that the Members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

ITEM NO. 2

ISSUANCE OF UPTO 16,45,000 FULLY CONVERTIBLE WARRANTS TO THE ‘PROMOTER & PROMOTER GROUP’ ON PREFERENTIAL AND/OR PRIVATE PLACEMENT BASIS

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

“RESOLVED THAT pursuant to Sections 23(1), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder (**“the Companies Act”**), (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), and each including any amendment(s), statutory modification(s), or re-enactment(s) thereof for the time being in force, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“the Listing Regulations”**), the uniform listing agreements entered into by the Company with the National Stock Exchange of India Limited and BSE Limited (**“Stock Exchanges”**) where the equity shares of face value of Rs. 10 (Rupees Ten only) each of the Company are listed (**“Equity Shares”**), and any other provisions of applicable law (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, master circulars, master directions and guidelines issued by the Government of India (**“GOI”**), the Ministry of Corporate Affairs (**“MCA”**), the Reserve Bank of India (**“RBI”**), the Securities and Exchange Board of India (**“SEBI”**), Stock Exchanges, Registrar of Companies, Chandigarh (**“ROC”**) and such other statutory/regulatory authorities, in India or abroad from time to time (**“Appropriate Authorities”**), in each case to the extent applicable and including any amendment(s), statutory modification(s), or re-enactment(s) thereof for the time being in force, and in accordance with the provisions of the Memorandum of Association (**“MoA”**) and Articles of Association

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(“**AoA**”) of the Company, and subject to the necessary approvals, permissions, consents, and/or sanctions as may be necessary or required from the Appropriate Authorities, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and/or sanctions by any of the aforesaid Appropriate Authorities, which may be agreed to by the Board of Directors of the Company (the “**Board**”, which term shall include the Committee of Directors (Preference Issue Committee) of the Board (the “**Committee**”)), the consent of the members of the Company is hereby accorded to create, offer, issue and allot up to 16,45,000 (Sixteen Lakhs Forty Five Thousand) warrants, each convertible into 1 (one) fully paid-up Equity Share of the Company of face value of Rs. 10 (Rupees Ten only) each (“**Warrants**”), for cash consideration at an issue price of Rs. 152 (Rupees One Hundred and Fifty Two only) per Warrant (including a premium of 142 (Rupees One Hundred and Forty Two only) per Equity Share of face value of 10 (Rupees Ten only) each) (“**Subscription Price**”), for an amount aggregating up to Rs, 25,00,40,000/- (Rupees Twenty Five Crores Forty Thousand only) (“**Subscription Consideration**”) to the Subscribers, as detailed hereunder, by way of a preferential issue on a preference and/or private placement basis subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Companies Act (“**Preferential Issue**”):

Sr. no.	Name of the Subscriber	Category	Number of Warrants to be issued	Aggregate Consideration (Rs.)
1	Mr. Om Prakash Maheshwari	Promoter	1,64,500	2,50,04,000/-
2	Mr. Pramod Kumar Maheshwari	Promoter	1,64,500	2,50,04,000/-
3	Mr. Nawal Kishore Maheshwari	Promoter	1,64,500	2,50,04,000/-
4	Mrs. Neelima Maheshwari	Promoter Group	1,64,500	2,50,04,000/-
5	Mrs. Shilpa Maheshwari	Promoter Group	1,64,500	2,50,04,000/-
6	Mrs. Rekha Maheshwari	Promoter Group	1,64,500	2,50,04,000/-
7	Mr. Anmol Maheshwari	Promoter Group	1,64,500	2,50,04,000/-
8	Mr. Parv Maheshwari	Promoter Group	1,64,500	2,50,04,000/-
9	Ms. Priyal Maheshwari	Promoter Group	1,64,500	2,50,04,000/-
10	Wellwin Technosoft Limited	Promoter Group	1,64,500	2,50,04,000/-
TOTAL			16,45,000	25,00,40,000/-

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RESOLVED FURTHER THAT the relevant date for the purpose of determination of the floor price for the Preferential Issue is 01st October, 2026 (“**Relevant Date**”), in accordance with Regulation 161 of the SEBI ICDR Regulations, which is the date 30 (thirty) days prior to the date on which the meeting of Members is held to consider the Preferential Issue i.e., Monday, 02nd November, 2026.

RESOLVED FURTHER THAT the issue and allotment of the Warrants under the Preferential Issue shall be subject to the following terms and conditions, in addition to the above, as prescribed under applicable laws:

- a. the Warrants so offered and issued to the Subscriber, are being issued for consideration in cash;
- b. the consideration for the Warrants shall be paid by the Subscriber to the Company, from the bank account of the Subscriber, at the time of allotment of the Warrants and upon exercise of the Warrants into Equity Shares in the manner approved herein; and
- c. the Warrants so offered, issued and allotted shall not exceed the number of Warrants as approved herein above

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue and allotment of Warrants and Equity Shares upon exercise of such Warrants shall be subject to applicable laws, receipt of necessary regulatory permissions and approvals, and on the following terms and conditions:

- a. Rs. 38 (Rupees Thirty Eight only) per Warrant, being 25% (twenty-five per cent) of the Subscription Price (“**Warrant Subscription Price**”) shall be payable by the Subscriber at the time of subscription to each Warrant, and Rs. 114 (Rupees One Hundred Fourteen only) per Warrant, being the remaining 75% (seventy-five per cent) of the Subscription Price shall be payable by the Subscriber at the time of allotment of Equity Shares pursuant to exercise of the Warrants;
- b. in accordance with Regulation 170 of the SEBI ICDR Regulations, the Company shall complete the allotment of Warrants within a period of 15 (fifteen) days from the date of passing of the resolution by the shareholders in the extra-ordinary general meeting, provided that where any approval or permission by the Appropriate Authorities is pending, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval or permission;
- c. the Warrants shall not carry any voting rights until they are exercised into Equity Shares;
- d. the Equity Shares allotted upon exercise of the Warrants shall be fully paid-up and rank pari passu in all respects with the existing Equity Shares of the Company including voting rights, and rights including in respect of dividend from the date of allotment thereof;

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- e. the Equity Shares to be allotted on exercise of the Warrants shall be listed on the Stock Exchanges, subject to the receipt of necessary permissions or approvals, as the case may be;
- f. the Warrants allotted in terms of this resolution and the resultant Equity Shares to be allotted on exercise of such Warrants shall be subject to lock-in for such periods as specified in Chapter V of the SEBI ICDR Regulations;
- g. the Warrants to be so created, offered and issued, and the resultant Equity Shares that are allotted on exercise of such Warrants, in each case, shall be subject to the provisions of the MoA and AoA of the Company; and
- h. the tenor of the Warrants is 18 (eighteen) months from the date of their allotment, and the Warrants may be exercised by the Subscriber, in one or more tranches, before the expiry of 18 (eighteen) months from the date of allotment of the Warrants any unexercised Warrants shall lapse, and the amount paid by the Subscriber on such Warrants shall stand forfeited.

RESOLVED FURTHER THAT the application money to be received by the Company from the respective Subscriber towards subscription of their respective Warrants pursuant to this Preferential Issue shall be kept by the Company in a separate bank account of the Company and shall be utilised for the purpose for which the amount is raised in accordance with the provisions of applicable laws.

RESOLVED FURTHER THAT subject to receipt of such approvals as may be required under applicable laws, consent of the members of the Company be and is hereby accorded to record the details of the preferential and/or private placement offer in Form PAS-5 as per the provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, and the Board be and is hereby authorized to finalize and issue a private placement offer cum application letter in Form PAS-4 or such other form prescribed under the Companies Act and SEBI ICDR Regulations, to the Subscriber inviting it to subscribe to the Warrants in accordance with the provisions of the Act and other applicable laws;

RESOLVED FURTHER THAT the Board and/or Committee be and is hereby authorised on behalf of the Company with the powers to issue and allot the Warrants and subsequently, to allot the Equity Shares on exercise of the Warrants from time to time, subject to applicable law and receipt of necessary regulatory permissions and approvals, as the case may be, and to do all acts, deeds, matters and things and also to execute such documents, writings, etc., and to make any applications or represent the Company before any governmental authorities, as they may, in their absolute discretion, deem necessary or desirable in the best interests of the Company without being required to seek any further consent or approval of the members of the Company, to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, to give effect to the Preferential Issue, and in particular the Board and/or Committee may, without limitation:

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- a. negotiate, modify, finalise, sign, execute, issue, stamp, deliver all deeds, documents, undertakings, agreements, papers, declarations, memorandum of understanding, certificates, consents, communications, affidavits, applications, letters, clarifications, responses, forms, writings and other documents as may be required, including (without limitation) the preferential and/or private placement offer letter in Form PAS-4, return of allotment etc., in connection with the Preferential Issue (**“Documents”**) (including those Documents to be filed with the Appropriate Authorities or to be provided to any other person, if any and whether before or after execution of the Documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Documents (**“Ancillary Documents”**) as may be necessary or required for the aforesaid purpose, including to sign, stamp, submit, affix the common seal of the Company where necessary, and/or dispatch all forms, filings, documents and notices to be signed, submitted and/or dispatched under or in connection with the documents to which the Company is a party as well as to accept and execute any amendments to the Documents and the Ancillary Documents and further to do all such other acts, deeds, matters or things as the Committee may deem necessary or incidental in connection with the Preferential Issue, from time to time, and matters connected therewith;
- b. make applications, submit documents, undertakings or certificates, seek clarifications, respond to queries and questions, make representations and/or intimations, obtain approvals and seek exemptions from, where necessary, any Appropriate Authorities as may be required in connection with the Preferential Issue, including from the Stock Exchanges for obtaining in-principle approval for issuance of Warrants, and the listing and trading approvals for the Equity Shares to be allotted by the Company upon exercise of the Warrants by the Subscriber, to deliver or arrange the delivery of necessary documentation to the Appropriate Authorities in connection with obtaining such approvals including without limitation, entering into listing agreements and affixing the common seal of the Company where necessary and undertaking other activities as may be necessary for obtaining such approvals, and accept such conditions and modifications as may be prescribed or imposed by any Appropriate Authorities while granting such approvals, permissions and sanctions as may be required, and wherever necessary, incorporate such modifications and/or amendments as may be required in the Documents and Ancillary Documents as applicable;
- c. do all such acts, deeds and things as may be required to dematerialise the Warrants and the Equity Shares to be allotted upon the exercise of the Warrants, and to liaise with, sign and/or modify, as the case may be, agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) Limited, Registrar and Transfer Agents and such other agencies, authorities or bodies as may be required in this connection and to authorise one or more officers of the Company to execute all or any of the aforementioned documents;

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- d. appoint and/or take on record the appointment of various intermediaries including but not limited to legal advisors, bankers, monitoring agency, and any other agencies or persons or intermediaries in connection with the Preferential Issue, to negotiate, finalise, execute, and amend the terms of their appointment, including but not limited to the execution of all engagement/ mandate letters, and such other documents, etc. with such agencies or persons or intermediaries, to remunerate all such agencies or persons or intermediaries including through the payment of fees, commissions, brokerages, or the like, and to terminate arrangements with such agencies or persons or intermediaries;
- e. authorise and approve incurring of expenditure including but not limited to payment of stamp duty, fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Preferential Issue;
- f. open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, including under the Companies Act, to give such instructions including closure of such bank accounts as may be required, and deemed appropriate, and to authorise one or more officers of the Company to execute all documents/ deeds as may be necessary in this regard;
- g. approve, finalise and issue in such newspapers as it may deem fit and proper all notices, including any advertisement(s) / supplement(s) / corrigenda required to be issued in terms of SEBI ICDR Regulations or other applicable SEBI guidelines and regulations, and the Act and the rules made thereunder, and in compliance with any direction from SEBI and/or such other Appropriate Authority in relation to the Preferential Issue;
- h. seek, if required, the consent of the lenders of the Company, its subsidiaries and other consolidated entities, industry data providers, parties with whom the Company has entered into various commercial and other agreements, including without limitation customers, suppliers, strategic partners of the Company, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in relation to the Preferential Issue or any actions connected therewith;
- i. accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required, and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be;
- j. accept and utilise the proceeds of the Preferential Issue in accordance with the applicable laws, towards the objects as specified in the Explanatory Statement to the Notice of the Extraordinary General Meeting given to the members;
- k. do all such acts, deeds, matters and things as the Board and/or Committee may, in their absolute discretion deem necessary or desirable, and to give instructions or directions, or

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settle any question, difficulty or doubts that may arise with regard to the Preferential Issue, subject however, to applicable laws, and to take such actions or give such directions, as it may deem fit in their absolute discretion in the best interests of the Company in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions, and all actions taken by the Board or the Committee, in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects; and

1. delegate all or any of their powers conferred under this resolution, as may be deemed necessary and permissible under applicable laws, to the officials of the Company.

RESOLVED FURTHER THAT subject to applicable law, the Board thereof, is authorized to delegate all or any of the powers herein conferred to any 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 and also to execute such documents, writings, etc., and to represent the Company before any governmental authorities, as may be necessary to give effect to this resolution; and

RESOLVED FURTHER THAT the certified true copy of the aforesaid resolution duly certified by any of the Directors or Key Managerial Personnel of the Company, be forwarded to such persons or authorities as may be required from time to time.”

**By Order of the Board
For CP Capital Limited
(Erstwhile Career Point Limited)**

**(CS Manmohan Pareek)
Company Secretary
ICSI Membership No. A34858**

Place: Kota (Rajasthan),
Date: October 09, 2026

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Notes:

1. In terms of the General Circulars No. 14/20 dated April 08, 2020; 17/2020 dated April 13, 2020; 20/2020 dated May 5, 2020; 02/2021 dated January 13, 2021; 19/2021 dated December 08, 2021; 21/2021 dated December 14, 2021; 2/2022 dated May 5, 2022; 10/2022 dated December 28, 2022; 9/2023 dated September 25, 2023; 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 and other applicable circulars issued by the Ministry of corporate Affairs (“MCA”) (hereinafter referred as “MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated January 05, 2023; SEBI/HO/CFD/CFD-POD2/P/CIR/2023/167 dated 07th October, 2023; SEBI/HO/CFD/CFD-POD-2/P/CIR/2024/133 dated October 03, 2024; and other applicable circulars issued by the Securities and Exchange Board of India (“SEBI”) (hereinafter referred as “SEBI Circulars”) (herein collectively referred to as “the Circulars”), Companies are permitted to conduct the General Meeting through Video Conferencing/Other Audio Visual Means (“VC”/“OAVM”) without the physical presence of members at a common venue. Hence in accordance with the provisions of the Companies Act, 2013 (“the Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars and SEBI Circulars, the ensuing Extraordinary General Meeting (“EGM”) of the Company will be held on Monday, 2nd November, 2026 at 04:00 P.M. IST through VC/OAVM to transact the businesses as set out in the Notice of EGM.
2. Pursuant to the provisions of the act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this EGM is being held pursuant to the MCA circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circulars, the facility for the appointment of proxies by the members will not be available for this EGM and hence the proxy form, attendance slip and route map of EGM are not annexed to this notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
3. In case of joint holders attending the Meeting, only such joint holders whose name is higher in the order of names will be entitled to vote at the Meeting.
4. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, 2015 and in terms of SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, in relation to

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e-Voting facility provided by Listed Companies, the Company is pleased to provide its members the facility of casting votes electronically viz. “**remote e-voting**” (e-Voting from a place other than the venue of the EGM). For this purpose, the Company has entered into an agreement with National Securities Depository Limited (“NSDL”) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by NSDL. Members of the Company holding shares as on cut-off date i.e., Monday, 26th October, 2026 may cast their vote either by remote evoting or e-voting system as on date of EGM. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

The information w.r.t. voting process and other instructions regarding e-voting are detailed in Notes.

5. In compliance with the aforesaid Circulars, the Notice calling the EGM along with explanatory statement is being sent only through electronic mode to those members whose e-mail addresses are registered with Company/Depositories.

Members may note that the notice calling the EGM along with explanatory statement has been uploaded on the website of the Company at <https://cpcapital.in/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The EGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e., www.evotingindia.com.

6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts in respect to Item No. 1 and 2, are annexed hereto and forms part of this notice.
8. All documents referred to in the Notice will also be available electronically for inspection during business hours, without any fee by the members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send a request from their registered Email Id mentioning their name, DP ID and Client ID / Folio No., PAN and Mobile No. to the Company at investors@cpil.in.

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9. The members are requested to inform changes, if any, in their Registered Address along with PIN Code Number to the Company Secretary at the Corporate Office address.
10. Members of the Company under the category of Institutional Investors/Corporate Members (i.e., other than individuals, HUFs, NRIs, etc.) are encouraged to attend and vote at the EGM through VC. They are required to send a scanned copy (PDF/JPG format) of their respective Board or governing body Resolution, Authorization, etc., authorizing their representative to attend the EGM through VC/OAVM on their behalf and to vote through remote e-Voting on investors@cpil.in
11. In terms of section 107 and 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the Company is providing the facility to its Members holding shares in physical and dematerialized form as on the cutoff date i.e., Monday, 26th October, 2026 to exercise their right to vote by electronic means on any or all of the business specified in the accompanying notice. Necessary information and instructions for e-voting are also enclosed.
12. In case of joint holders, 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 at the EGM.
13. The Members can join the EGM 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.
14. Pursuant to the provision of Rule 18(3)(i) of the Companies (Management & Administration Rules, 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 addresses 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.

The Instructions of Shareholders for E-Voting and Joining Virtual Meetings are as under:

- a) The remote e-Voting facility will be available during the following period:

CP Capital Limited

(Formerly known as Career Point Limited)

Registered office: Village Tangori, Banur, Mohali, Punjab 140601

Corporate Office: CP Tower-1, Road No-1, IPIA, Kota, Rajasthan-324005

Phone: +91 744 3559282; Website: www.cpcapital.in; E-mail: investors@cpil.in CIN: L64990PB2000PLC054497

Commencement of e-voting	End of e-voting
Thursday, October 29, 2026 at 09.00 A.M. (IST)	Sunday, 01st November, 2026 (5:00 P.M. IST)

During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, 26th October, 2026 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

- b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c) Pursuant to SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, read with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facilities to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- d) In terms of various circulars of SEBI 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 to access e-Voting facility.

How do I vote electronically using the 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

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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.	- 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. - 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. - 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 - 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

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	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	- 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. - 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. - 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. - 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..

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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.
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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***

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

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- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
5. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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.
6. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
7. Now, you will have to click on "Login" button.
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.

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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 January 30, 2026 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.

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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 31st October, 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.

**By Order of the Board
For CP Capital Limited
(Erstwhile Career Point Limited)**

**(CS Manmohan Pareek)
Company Secretary
ICSI Membership No. A34858**

Place: Kota (Rajasthan),
Date: October 09, 2026

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EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

As required under Section 102 of the Companies Act, 2013 (including any statutory modification(s) or enactment(s) or re-enactment(s) made thereunder, if any, for the time being in force) (the “**Act**”), the following explanatory statement sets out all material facts relating to the business mentioned in the accompanying Notice:

Item No.1

Amendment to the Articles of Association of the Company to grant the Company the Power to issue warrants:

The Company proposes to raise funds through issuance of Subscription Warrants, to be exercised and converted into the equity shares of the Company on a preferential basis (please refer Item No.2 below). It is therefore deemed appropriate to amend the Articles of Association of the Company (“**Articles**”) to enable the Company to issue securities convertible into shares, including warrants.

Pursuant thereto, the Board of Directors of the Company, at its meeting held on 9th October 2026, approved the proposal to amend the Articles of Association of the Company by inserting Article 8A (immediately following the existing Article 8, and immediately preceding existing Article 9) in the Article of Association of the Company and as more particularly set out in Item No. 1 of the Notice, for incorporating enabling provisions with respect to issue of warrants and other convertible securities including by a preferential issue basis.

In terms of the provisions of Section 14 of the Companies Act, 2013 read with applicable rules framed thereunder and other applicable laws, the proposed amendment to the Articles is required to be approved by the Members by way of a Special Resolution.

The draft copy of the amended Articles is available on the website of the Company at www.cpcapital.in. A draft copy of the altered Articles shall also be made available for inspection at the registered office of the Company during normal business hours on all working days of the Company (except Saturdays and Sundays).

The Board of Directors recommends the Special Resolution mentioned in Item No.1 of the Notice for the consideration and approval of the Members.

None of the directors or Key Managerial Person of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice, except to the extent of their shareholding in the Company.

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Item No. 2

Issuance of up to 16,45,000 fully convertible warrants to Persons belonging to the ‘promoter & promoter group’ category on a preferential and/or private placement basis

The Special Resolution contained in Item No. 2 of this Notice, has been proposed pursuant to provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013, read with the applicable rules made thereunder, to issue and allot, up to **16,45,000** (Sixteen Lakh Forty-Five Thousand) Fully Convertible Warrants (“**Warrants**”) at an issue price of Rs. 152/- (Rupees One Hundred and Fifty-two only) each, determined in accordance with provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to Rs. **25,00,40,000/-** (Rupees Twenty-Five Crore Forty Thousand only), to the ‘Promoter & Promoter Group’, on a preferential and/or private placement basis.

The proposed Preferential Issue shall be made in terms of provisions of Chapter V of the SEBI ICDR Regulations, and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board of Directors (“**Board**”) in its meeting held on Friday, October 09, 2026.

The proposed Preferential Issue will create financial flexibility for the Company, by providing access to equity-linked capital to adequately support the Company’s ongoing capital requirements. The warrant-structure is designed to enable infusion of funds in phases across a period of time, in a manner which is insulated from market execution uncertainties through the backing of the Promoter Group of the Company, and simultaneously enables existing shareholders to benefit from efficient equity utilization in the interim period, and protection from immediate dilution.

The approval of Members of the Company is accordingly being sought by way of a ‘Special Resolution’ under Sections 42 and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of SEBI ICDR Regulations, 2018.

The details of issue and other particulars as required in terms of Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI ICDR Regulations are set forth below:

I. Objects of the Preferential Issue:

The Company is emerging as a leading provider of financing solutions and aims to establish itself as a one-stop financial partner for its customers by offering a comprehensive suite of financing solutions across a diverse range of asset classes.

The Company proposes to raise funds through the issue of Warrants on a preferential and/or private placement basis to strengthen its capital base and provide the necessary financial resources to support its business and growth plans.

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The Company intends to utilise the proceeds raised through the Preferential Issue (“Issue Proceeds”) towards the following objects (“Objects”):

Sr. no.	Particulars	Total estimated amount to be utilised for each of the Objects* (in `)	Tentative Timeline for Utilization
1	Augmentation of the Company’s capital to meet its future capital requirements towards onward lending, its assets under management’s growth, and its capital adequacy ratios	24,25,40,000/-	Within 12 months of receipt of funds
2	General Corporate Purposes**	75,00,000/-	Within 12 months of receipt of funds

* The Subscription Consideration i.e., upon exercise of 100% of the Warrants by the Subscriber has been considered for the total estimated amount for utilisation.

** The amount utilised for General Corporate Purposes (‘GCP’) does not exceed 25% (twenty five percent) of the Issue Proceeds; GCP inter-alia includes strategic initiatives, business development activities, funding growth opportunities, meeting exigencies, and meeting expenses incurred by our Company, as may be applicable.

While the amounts proposed to be utilised against each of the Objects have been specified above, there may be a deviation of +/- 10% (ten percent) depending upon future circumstances in terms of NSE Circular No. NSE/CML/2022/56 dated 13th December, 2022, and the BSE Circular No. 20221213-47 dated 13th December, 2022, given that the Objects are based on management estimates, and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company. Such factors may also result in modification to the tentative timelines for the deployment of the Issue Proceeds, and if the Issue Proceeds are not utilized (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws.

The Company, in accordance with the provisions of applicable laws, and the policies formulated by our Board from time to time, will have flexibility to deploy the proceeds of the Preferential Issue. Pending utilisation of the Issue Proceeds, our Company shall invest such proceeds in one or more scheduled commercial banks by way of fixed deposits, or certificates of deposit, included in the Second Schedule of the Reserve Bank of India Act, 1934 or to temporarily invest

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the funds in money market instruments (creditworthy instruments, such as TREPS/ CROMS, T-Bills), as approved by the Board from time to time, and in accordance with applicable laws.

The Company shall utilise the proceeds of the Preferential Issue in accordance with applicable laws, including the applicable provisions of the Companies Act, 2013, SEBI ICDR Regulations and applicable RBI regulations.

MONITORING OF UTILISATION OF ISSUE PROCEEDS:

The requirement of appointment of a Monitoring Agency in respect of the Preferential Issue is **not applicable to the Company**, in accordance with the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The utilisation of the Issue Proceeds shall be monitored by the management of the Company and shall be undertaken in accordance with the Objects stated in this Notice and applicable laws, rules and regulations.

II. Relevant Date with reference to which the price has been arrived at:

The relevant date for the purpose of determination of the floor price for the Preferential Issue is 1st October, 2026 (“**Relevant Date**”), in accordance with Regulation 161 of the SEBI ICDR Regulations, which is the date 30 (thirty) days prior to the date on which the meeting of members is held to consider the Preferential Issue i.e., Monday, 2nd November, 2026.

III. Particulars of the Preferential Issue including terms of issue, date of passing of Board resolution, kind of securities offered and the price at which security is being offered, total/maximum number of securities to be issued, and amount which the Company intends to raise by way of such securities

The Board of Directors of the Company at its meeting held on Friday, October 09, 2026, has, subject to approval of Members of the Company and such other approvals as may be required, approved the issuance of up to 16,45,000 (Sixteen Lakh Forty-Five Thousand) Fully Convertible Warrants, each carrying a right exercisable by the Warrant holder to subscribe to Equity shares of the Company of face value of Rs. 10/- (Rupees Ten only) each, to the ‘Promoter & Promoter Group’, at an issue price of Rs. 152/- (Rupees One Hundred and Fifty-two Only) each, determined in terms of Chapter V of SEBI ICDR Regulations.

In respect of Warrants proposed to be allotted, an amount equivalent to 25% of issue price of Warrant shall be payable at the time of subscription and allotment of Warrants and the balance 75% shall be payable by the Warrant holder pursuant to exercise of options attached to Warrant(s) to subscribe to Equity Share(s).

The Equity Shares to be allotted on exercise of the Warrants shall be fully paid-up and shall rank pari-passu with the existing Equity Shares of the Company in all respects, including the payment of dividend and voting rights.

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Additionally, the Warrants shall be subject to the following terms and conditions apart from others as specified above, in the foregoing resolution and prescribed under applicable law:

- a) the Warrants shall be allotted in dematerialised form by the Company within a period of 15 (fifteen) days from the date of shareholders approval by way of special resolution, provided that where the allotment of any of the said Warrants is subject to receipt of any approval or permission from any of the regulatory authority or the Central Government, the allotment of the Warrants shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions;
- b) the Warrants shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations; and
- c) the consideration for the Preferential Issue shall be paid to the Company from the bank account of the Allottees, at the time of allotment of the Warrants.

IV. Basis on which the floor price has been arrived at and justification for the price (including premium, if any)

The Equity Shares of the Company are listed on the BSE Limited and the National Stock Exchange of India Limited (collectively “**Stock Exchanges**”) and are ‘frequently traded shares’ as per Chapter V of the SEBI ICDR Regulations.

In case the equity shares of a company are frequently traded, in terms of Regulation 164(1) of the SEBI ICDR Regulations, the minimum price at which the Warrants of the Company may be allotted shall not be less than higher of the following:

- (i) the 90 (ninety) trading days’ volume weighted average price of the related Equity Shares of the Company quoted on the recognised stock exchange, preceding the ‘relevant date’; or
- (ii) the 10 (ten) trading days’ volume weighted average price of the related Equity Shares of the Company quoted on the recognised stock exchange, preceding the ‘relevant date’.

Provided that if the Articles of Association of the Company provide for a method of determination which results in a floor price higher than that determined under the SEBI ICDR Regulations, then the same shall be considered as the ‘floor price’ for equity shares to be allotted pursuant to the preferential issue.

The Articles of Association of the Company do not prescribe any method of determination of valuation of shares, and therefore, the ‘floor price’ has been computed in accordance with the pricing formula above in accordance with Regulation 164(1) of the SEBI ICDR Regulations, and National Stock Exchange of India Limited, being the stock exchange with the highest trading volume in respect of the Equity Shares of the Company recorded during the preceding 90 (ninety) trading days prior to the Relevant Date, has been considered for arriving at the ‘floor price’.

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The 'floor price' for the Warrants to be issued pursuant to the Preferential Issue is ₹150.80 (Rupees One Hundred Fifty and Eighty Paise Only) ("**Floor Price**"), being the higher of the following:

- (i) ₹ 117.34 (Rupees One Hundred Seventeen and Thirty Four Paise Only) per Equity Share, being the 90 (ninety) trading days' volume weighted average price of the related Equity Shares preceding the Relevant Date i.e., 1st October, 2026; and
- (ii) ₹ 150.80 (Rupees One Hundred Fifty and Eighty Paise Only) per Equity Share, being the 10 (ten) trading days' volume weighted average price of the related Equity Shares preceding the Relevant Date i.e., 1st October, 2026.

Bharat Rathore & Associates, Practicing Company Secretary, having an office at Gobariya Bawari Main Road, Teja Ji Ke Mandari Ke Pass, Kota, Rajasthan - 324005, have issued a certificate dated 09th October, 2026, certifying the aforesaid computation of price of the shares of the Company in accordance with Regulation 164(1) of the SEBI ICDR Regulations, a copy of which is available at: <https://cpcapital.in/uploads/pcs-certificate-pricing.pdf>

The price of the Warrants proposed to be allotted to the Allottees belonging to the Promoter and Promoter Group of the Company, pursuant to the Preferential Issue as approved by the Board, is ₹152/- (Rupees One Hundred Fifty-Two Only) per Warrant, which is ₹1.20/- (Rupees One and Twenty Paise Only) higher than the Floor Price of ₹150.80 (Rupees One Hundred Fifty and Eighty Paise Only) per Equity Share, representing a premium of approximately 0.80% (Zero Point Eight Zero Percent) over the Floor Price.

Further, the Preferential Issue will not result in a change in control, and is not expected to result in the allotment of more than 5% (five per cent) of the post-issue fully diluted share capital of the Company to any allottee or to allottees acting in concert, and accordingly the Company is not required to obtain a valuation report from an independent registered valuer and consider the same for determining the issue price.

Additionally, as the Equity Shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the Relevant Date, the Company is not required to re-compute the issue price as per Regulation 164(3) of the SEBI ICDR Regulations.

V. Amount which the company intends to raise by way of such securities

The Company intends to raise an aggregate amount of up to ₹ 25,00,40,000 (Rupees Twenty-Five Crore Forty Thousand Rupees Only) by way of the Preferential Issue.

VI. Maximum number of specified securities to be issued

The Company proposes to issue up to 16,45,000 (Sixteen Lakh Forty-Five Thousand) **Fully Convertible Warrants ("Warrants")**, each convertible into 1 (one) fully paid-up Equity Share of the Company of face value of Rs.10 (Rupees Ten only) each, at a premium of Rs. 142 (Rupees One Hundred and Forty-Two Only) per Equity Share, in the Preferential Issue.

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VII. Intent of the promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer

Except as follows, none of the Promoters, Directors, Key Management Personnel or Senior Management of the issuer intent to subscribe to the offer under Item No. 2:

Sr. No.	Name of the Proposed Allottee	Category of the Proposed Allottee	Number of Warrants (Up to)
1.	Mr. Om Prakash Maheshwari	Promoter	1,64,500
2.	Mr. Pramod Kumar Maheshwari	Promoter	1,64,500
3.	Mr. Nawal Kishore Maheshwari	Promoter	1,64,500
4.	Mrs. Neelima Maheshwari	Promoter Group	1,64,500
5.	Mrs. Shilpa Maheshwari	Promoter Group	1,64,500
6.	Mrs. Rekha Maheshwari	Promoter Group	1,64,500
7.	Mr. Anmol Maheshwari	Promoter Group	1,64,500
8.	Mr. Parv Maheshwari	Promoter Group	1,64,500
9.	Ms. Priyal Maheshwari	Promoter Group	1,64,500
10.	Wellwin Technosoft Limited	Promoter Group	1,64,500

VIII. Proposed time frame within which the Preferential Issue shall be completed:

As required under the SEBI ICDR Regulations 2018, preferential allotment of the said Warrants shall be completed within a period of 15 (Fifteen) days from the date of passing of special resolution under Item No. 2. Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of such approvals or permissions.

Further, the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members of the Company, allot the corresponding number of Equity Shares in dematerialized form.

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IX. Shareholding pattern of the issuer before and after the preferential issue

The shareholding pattern of the Company before and after the proposed preferential issue to the 'Promoter & Promoter Group' is likely to be as follows:

Category	Pre-issue Shareholding Structure ⁽¹⁾		Warrants to be allotted ⁽³⁾	Post Issue Shareholding Structure ⁽²⁾	
	No. of Shares	%		No. of Shares	% [#]
(A) Promoter Shareholding					
(1) Indian					
(a) Individuals & HUF	1,16,07,816	63.80	16,45,000	1,32,52,816	66.81
(b) Bodies Corporate	0				
Sub Total (A)(1)	1,16,07,816	63.80	16,45,000	1,32,52,816	66.81
(2) Foreign					
Bodies Corporate	0				
Sub Total (A)(2)	1,16,07,816	63.80	16,45,000	1,32,52,816	66.81
Total Promoter shareholding A=A1 +A2	1,16,07,816	63.80	16,45,000	1,32,52,816	66.81
(B) Public Shareholding					
B1) Institutional Investors					
Indian	33,043	0.18	0	33,043	0.17
Foreign	8,966	0.05	0	8,966	0.05
B2) Central Govt./Stat Govt./POI	100	0.00	0	100	0.00
B3) Non-Institutional Investors					
Individuals	43,49,970	23.91	0	43,49,970	21.92
Body Corporate	7,94,703	4.37	0	7,94,703	04.00
Others (Including HUF, LLP & NRI)	13,98,341	7.69	0	13,98,341	07.05
Total Public Shareholding B=B1+B2+B3	65,85,123	36.20	0	65,85,123	33.19

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C) Non-Promoter – Non-Public					
Grand Total (A+B+C)	1,81,92,939	100	16,45,000	1,98,37,939	100

((#) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. Rs. 19,83,79,390 divided into 1,98,37,939 Equity Shares of face value of Rs. 10 each.

Notes:

1. The pre-issue shareholding pattern is as on the latest BENPOS date, i.e. 25th September, 2026.
2. Post-shareholding structure may change depending upon any other corporate action in between.
3. The Warrants to be converted over a period of 18 months from the date of allotment.

X. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees

Identity of the ultimate beneficial owners of the securities proposed to be allotted:

Sr. No.	Name of the Proposed Allotees	Category of Proposed Allottee	Name of the Ultimate Beneficial Owner
1.	Mr. Om Prakash Maheshwari	Promoter	Mr. Om Prakash Maheshwari
2.	Mr. Pramod Kumar Maheshwari	Promoter	Mr. Pramod Kumar Maheshwari
3.	Mr. Nawal Kishore Maheshwari	Promoter	Mr. Nawal Kishore Maheshwari
4.	Mrs. Neelima Maheshwari	Promoter Group	Mrs. Neelima Maheshwari
5.	Mrs. Shilpa Maheshwari	Promoter Group	Mrs. Shilpa Maheshwari
6.	Mrs. Rekha Maheshwari	Promoter Group	Mrs. Rekha Maheshwari
7.	Mr. Anmol Maheshwari	Promoter Group	Mr. Anmol Maheshwari
8.	Mr. Parv Maheshwari	Promoter Group	Mr. Parv Maheshwari

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9.	Ms. Priyal Maheshwari	Promoter Group	Ms. Priyal Maheshwari
10.	Wellwin Technosoft Limited	Promoter Group	1. Mr. Pramod Kumar Maheshwari 2. Mr. Om Prakash Maheshwari 3. Mr. Nawal Kishore Maheshwari

XI. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue

Sr. No.	Name of the Proposed Allottee	Pre-Shareholding Structure		Warrants to be allotted	Post Issue Shareholding Structure	
		No. of shares	%		No. of shares	% [#]
1.	Mr. Om Prakash Maheshwari	13,86,300	7.62%	1,64,500	15,50,800	7.82 %
2.	Mr. Pramod Kumar Maheshwari	21,38,216	11.75%	1,64,500	23,02,716	11.61 %
3.	Mr. Nawal Kishore Maheshwari	13,85,800	7.62%	1,64,500	15,50,300	7.81 %
4.	Mrs. Neelima Maheshwari	13,39,500	7.36%	1,64,500	15,04,000	7.58 %
5.	Mrs. Shilpa Maheshwari	13,39,500	7.36%	1,64,500	15,04,000	7.58 %
6.	Mrs. Rekha Maheshwari	13,39,500	7.36%	1,64,500	15,04,000	7.58 %
7.	Mr. Anmol Maheshwari	Nil	0.00%	1,64,500	1,64,500	0.83 %
8.	Mr. Parv Maheshwari	Nil	0.00%	1,64,500	1,64,500	0.83 %
9.	Ms. Priyal Maheshwari	Nil	0.00%	1,64,500	1,64,500	0.83 %
10.	Wellwin Technosoft Limited	Nil	0.00%	1,64,500	1,64,500	0.83 %

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((#) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. Rs. 19,83,79,390 divided into 1,98,37,939 Equity Shares of face value of Rs. 10 each.

Notes:

- 1. The pre-issue shareholding pattern is as on the latest BENPOS date, i.e. 25th September, 2026.*
- 2. Post-shareholding structure may change depending upon any other corporate action in between.*
- 3. The Warrants to be converted over a period of 18 months from the date of allotment.*

XII. Lock-in Period

The Promoter and Promoter Group of the Company hold Equity Shares in the Company prior to the Preferential Issue. Accordingly, the pre-preferential shareholding of the Promoter and Promoter Group shall be subject to the lock-in requirements as specified under Regulation 167(6) of the SEBI ICDR Regulations, to the extent applicable.

Further, the Warrants allotted pursuant to the Preferential Issue, and the Equity Shares to be allotted on exercise of such Warrants shall be subject to lock-in for such periods as specified in Chapter V of the SEBI ICDR Regulations.

XIII. Undertakings

As on the date of this Notice:

- a) The Company is making an application to the Stock Exchanges where its equity shares are listed, seeking their in-principle approval for the Preferential Issue, on the same day as dispatch of this Notice.
- b) As the Equity Shares have been listed for a period of more than 90 (ninety) trading days as on the Relevant Date, the Company is not required to re-compute the issue price as per Regulation 164(3) of the SEBI ICDR Regulations.
- c) The Company shall re-compute the price of the relevant securities to be allotted under the Preferential Issue in terms of the provisions of SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations.
- d) If the amount payable on account of the re-calculation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the Subscriber.
- e) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchange where the Equity Shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and any circular or notification issued by SEBI thereunder.

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- f) No person belonging to promoter or the promoter group has sold or transferred any Equity Shares of the Company during the 90 (ninety) trading days preceding the Relevant Date.
- g) No person belonging to the promoter or the promoter group has previously subscribed to warrants of the Company and has failed to exercise such warrants.
- h) The Company has obtained the Permanent Account Number of the Subscriber.
- i) The Company does not have any outstanding dues to SEBI, the Stock Exchanges or the depositors, except where such outstanding dues are the subject matter of a pending appeal or proceeding(s), which has been admitted by the relevant Court, Tribunal or Authority, as the case may be.
- j) Neither the Company, nor any of its directors or promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- k) Neither the Company, nor any of its directors or promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.

XIV. Practicing Company Secretary's Certificate:

The certificate from Bharat Rathore & Associates, Practicing Company Secretaries, dated 09th October, 2026, pursuant to Regulation 163(2) of the SEBI ICDR Regulations, certifying that the Preferential Issue is being made in accordance with the requirements of the SEBI ICDR Regulations, shall be available for inspection by the member upon request, and is also be made available on the Company's website and will be accessible at the link: <https://cpcapital.in/uploads/pcs-certificate-compliance.pdf>.

XV. Change of control, if any, in the Company consequent to the Preferential Issue

There will be no change in control and/or management of the Company consequent to the Preferential Issue. The allottees are members of the Promoter and Promoter Group of the Company prior to the completion of the Preferential Issue, and will continue to remain members of the Promoter and Promoter Group of the Company, post the completion of the Preferential Issue.

Furthermore, the proposed Preferential Issue does not trigger any obligation to make an open offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

XVI. The number of persons to whom preferential issue have already been made during the year, in terms of numbers of securities as well as price

Save and except for the current Preferential Issue, the Company has not made any preferential issue during the current financial year 2026-2027.

XVII. Listing:

The Company will make applications to the Stock Exchanges at which the existing Equity Shares are already listed, for listing of the Equity Shares allotted pursuant to the exercise of Warrants, as

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and when applicable. For the avoidance of doubt, the Warrants shall not be listed on the Stock Exchanges, but the Equity Shares that are allotted upon exercise of the Warrants shall be listed on the Stock Exchanges, upon approval of the Stock Exchanges in this regard.

XVIII. The current and proposed status of the allottee(s) post the Preferential issues namely, promoter or non-promoter.

The details of the current pre-Preferential Issue and post-Preferential Issue shareholding of the Subscriber is set out below.

Sr. No.	Name of the Proposed Allotees	Current Status	Post Status
1.	Mr. Om Prakash Maheshwari	Promoter	Promoter
2.	Mr. Pramod Kumar Maheshwari	Promoter	Promoter
3.	Mr. Nawal Kishore Maheshwari	Promoter	Promoter
4.	Mrs. Neelima Maheshwari	Promoter Group	Promoter Group
5.	Mrs. Shilpa Maheshwari	Promoter Group	Promoter Group
6.	Mrs. Rekha Maheshwari	Promoter Group	Promoter Group
7.	Mr. Anmol Maheshwari	Promoter Group	Promoter Group
8.	Mr. Parv Maheshwari	Promoter Group	Promoter Group
9.	Ms. Priyal Maheshwari	Promoter Group	Promoter Group
10.	Wellwin Technosoft Limited	Promoter Group	Promoter Group

XIX. Valuation and Justification for the allotment proposed to be made for consideration other than cash

Not applicable. The Preferential Issue of the Warrants will be issued for cash consideration.

All documents referred in this Notice shall be made available for inspection on the website of the Company for inspection by the Members up to November 02, 2026.

The Board of Directors recommends the resolution as set out in Item No. 2 of this notice for the issue of Warrants, on a preferential basis, to the proposed allottee by way of Special Resolution.

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Except as set out above, none of the Directors and Key Managerial Personnel of the Company or their relatives, is directly or indirectly concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

**By Order of the Board
For CP Capital Limited
(Erstwhile CAREER POINT LIMITED)**

**(CS Manmohan Pareek)
Company**

Kota (Rajasthan), October 09, 2026
Secretary

ICSI Membership No. A34858

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