



# CAREER POINT

**July 12, 2024**

To,  
The Manager,  
Bombay Stock Exchange Limited,  
Corporate Relationship Department,  
Phirozee Jeejeebhay Tower,  
Dalal Street, Fort,  
Mumbai-400 001  
**BSE Scrip Code:533260**

To,  
The Manager,  
National Stock Exchange of India Limited,  
Exchange Plaza, C/1, Block G,  
Bandra Kurla Complex,  
Bandra (East),  
Mumbai-400 051,  
**NSE Symbol: careerp**

**Sub:** Annual Report of the Company for the financial year 2023-24.

Respected Sir/Madam,

In terms of Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find the Annual Report of the Company for the financial year 2023-24.

The above information is also available on the website of the Company at [www.cpil.in](http://www.cpil.in)

You are requested to kindly take the above information on record.

Thanking you,  
**For Career Point Limited**

**MANMOHAN PAREEK** Digitally signed by  
MANMOHAN PAREEK  
Date: 2024.07.12  
19:38:50 +05'30'

CS Manmohan Pareek  
Company Secretary & Compliance Officer  
(ACS34858)

## **CAREER POINT LIMITED**

Registered office: Village Tangori , Banur, Mohali, Punjab 140601 India  
Corporate Office: CP Tower-1, Road No.-1, IPIA, Kota, Rajasthan-324005  
CIN: L80100PB2000PLC054497  
Phone:, +91 744 6630500; Fax: +91 744 3040050  
[www.cpil.in](http://www.cpil.in), [investors@cpil.in](mailto:investors@cpil.in)

# ANNUAL REPORT 2023-24



# CAREER POINT

# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### Mr. Pramod Maheshwari

Chairman, Managing Director and CEO

### Mr. Om Prakash Maheshwari

Executive Director and CFO

### Mr. Nawal Kishore Maheshwari

Executive Director

### Mrs. Neelima Maheshwari

Non Independent & Non Exe. Director

### Mr. Jagdish Prasad Sarda

Independent & Non Executive Director

### Mrs. Divya Sodani

Independent & Non Executive Director

### Mr. Sanjay Khandelwal

Independent & Non Executive Director

### Mr. Akshay Gupta

Independent & Non Executive Director

### Mrs. Neha Garg

Independent & Non Executive Director

Company Secretary

### Mr. Manmohan Pareek

## Statutory Auditors

### M/s Lodha & Co. LLP

Chartered Accountants

## Internal Auditors

### M/s BDG & Co. LLP

Chartered Accountants

## Secretarial Auditor

### Ms. Bharat Rathore & Associates

Practicing Company Secretary

## Bankers

ICICI Bank Limited

HDFC Bank

Kotak Mahindra Bank

## Registered Office

Village Tangori, Banur, Mohali, Punjab-140601, India

## Corporate Office

CP Tower-1, Road No. 1, IPIA, Kota – 324 005, Rajasthan, India

## Corporate Identification Number (CIN)

L80100PB2000PLC054497

## Registrar and Share Transfer Agent

Ankit Consultancy Private Limited

60, Electronic Complex, Pardeshipura, Indore, MP-452010

Tel: +0731-4065799, 4065797

E-Mail: [investors@ankitonline.com](mailto:investors@ankitonline.com)

[compliance@ankitonline.com](mailto:compliance@ankitonline.com)

Website: [www.ankitonline.com](http://www.ankitonline.com)

## Websites

[www.cpil.in](http://www.cpil.in)

[www.cpuniverse.in](http://www.cpuniverse.in)

[www.careerpoint.ac.in](http://www.careerpoint.ac.in)

[www.ecareerpoint.com](http://www.ecareerpoint.com)



## Disclaimer

In this annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take investment decisions. This report and other statements- that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in assumptions. The achievements of results are subject to risks, uncertainties, and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated estimated, or projected. Readers should keep this in mind. We undertake no obligation to publicly update and forward-looking statements, whether as a result of new information, future events or otherwise.

# INSIDE THE REPORT

04

About Career Point

08

Financial Overview

10

Chairman's Letter

19

Directors' Profile

18

Management Discussion & Analysis

21

Directors' Report

40

Report on Corporate Governance

58

Standalone Financial Statements

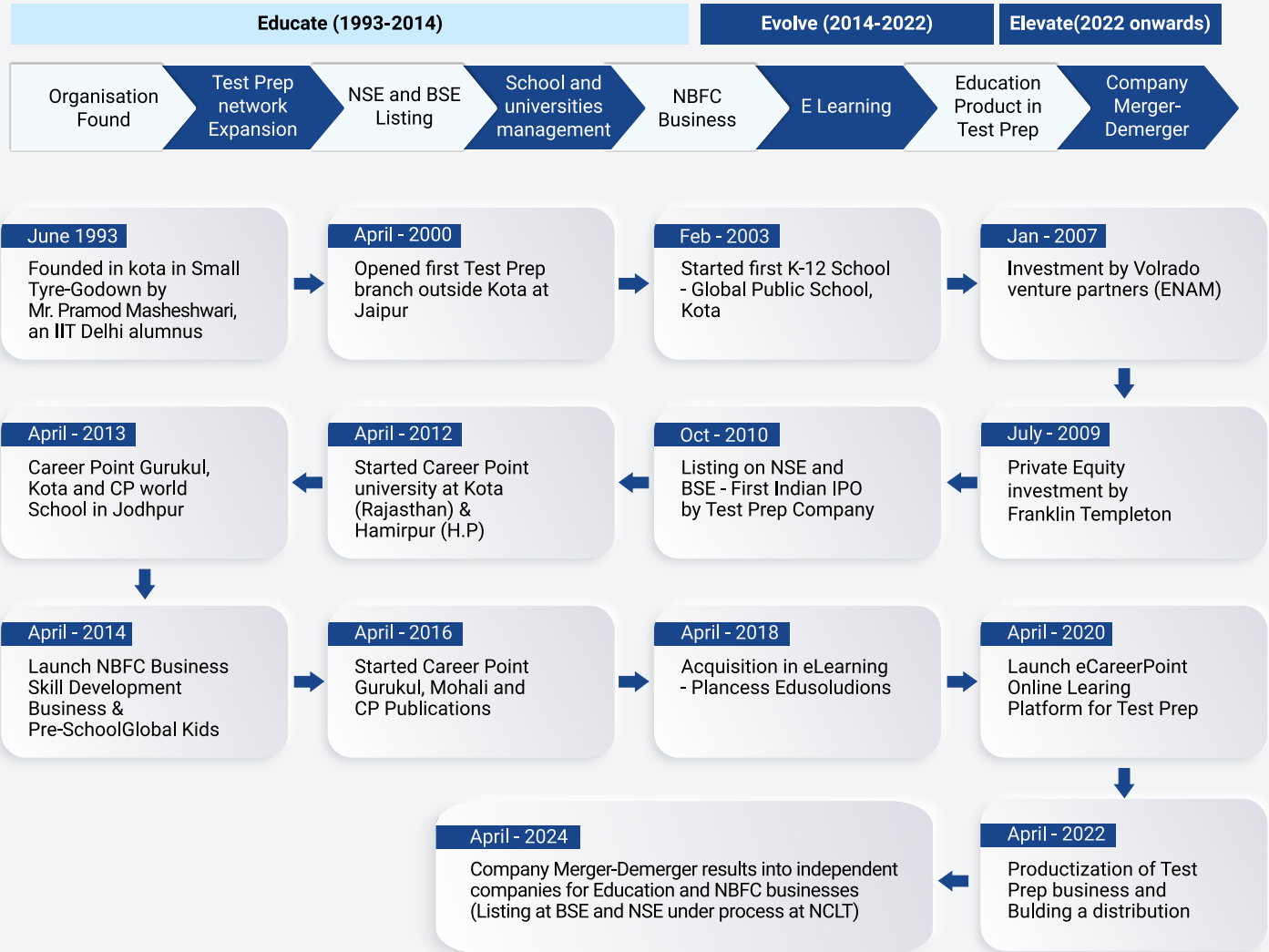
102

Consolidated Financial Statements

153

Shareholders' Notice

# Career Point Limited

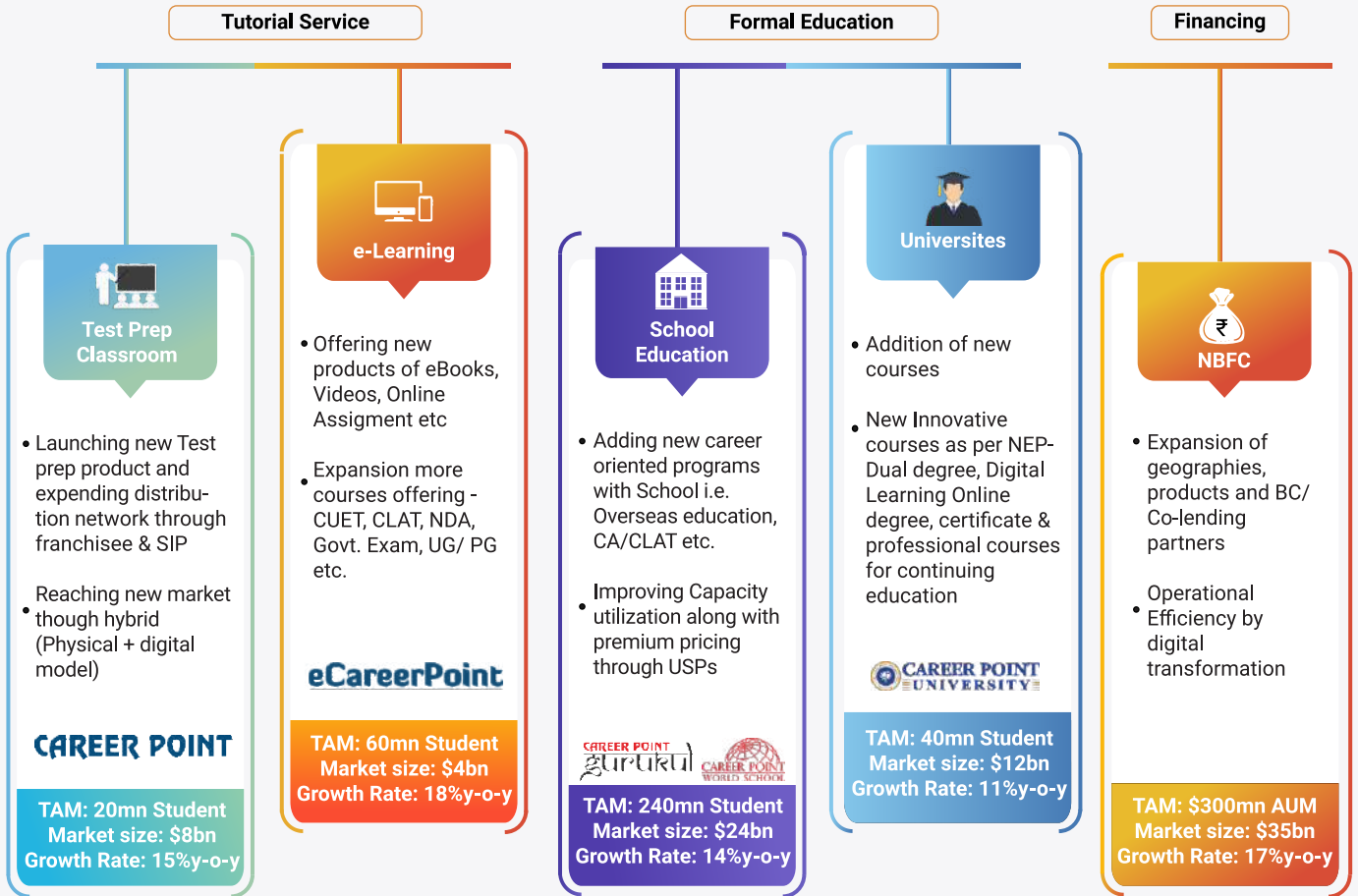


## Investment Highlights - NSE: CAREERP, BSE: 533260

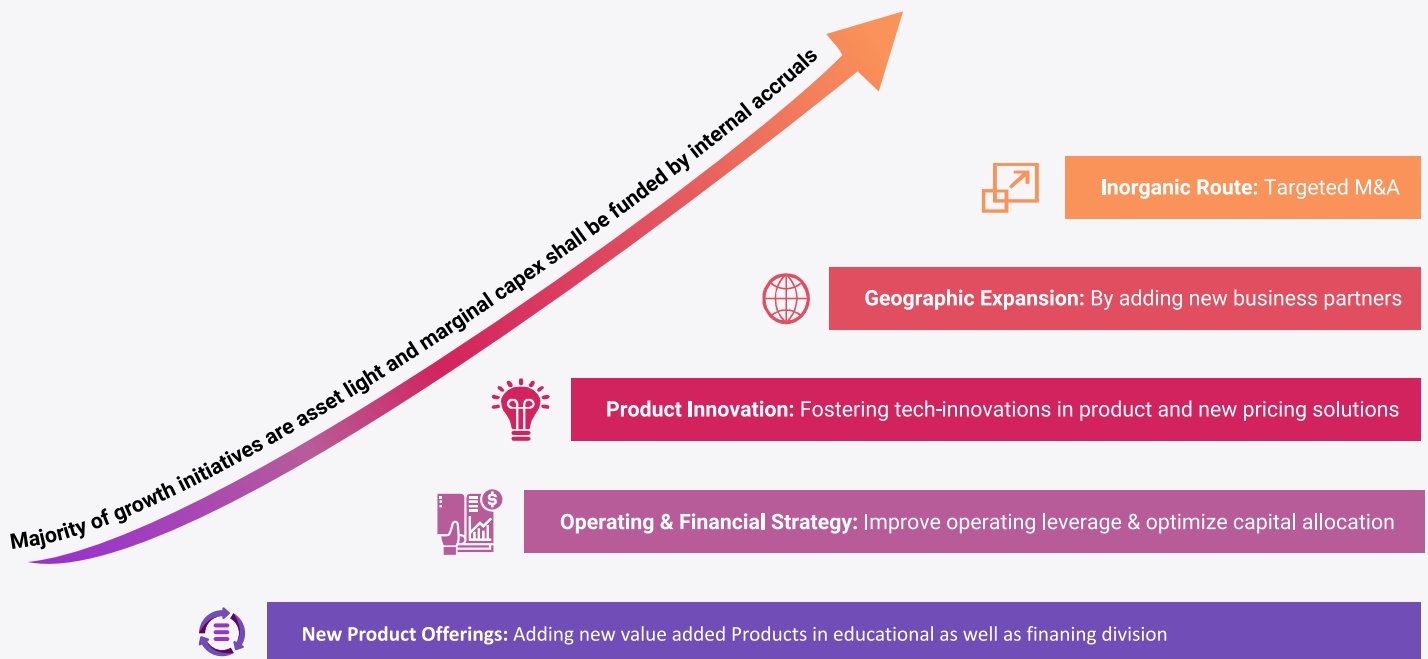


### Investor's Diary

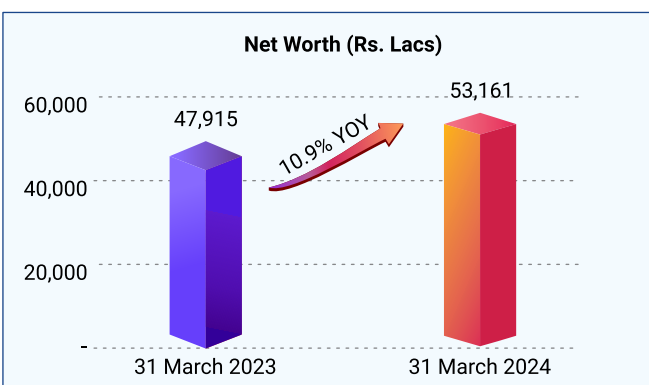
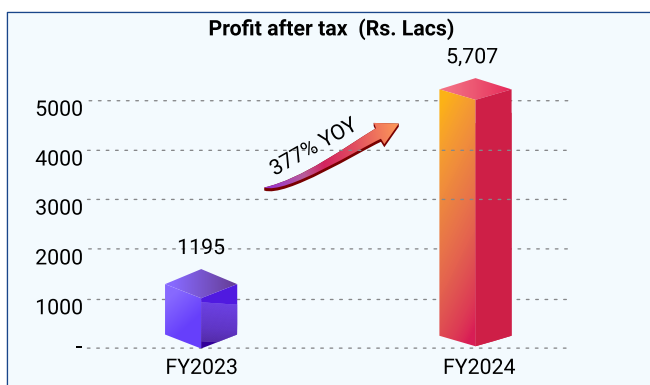
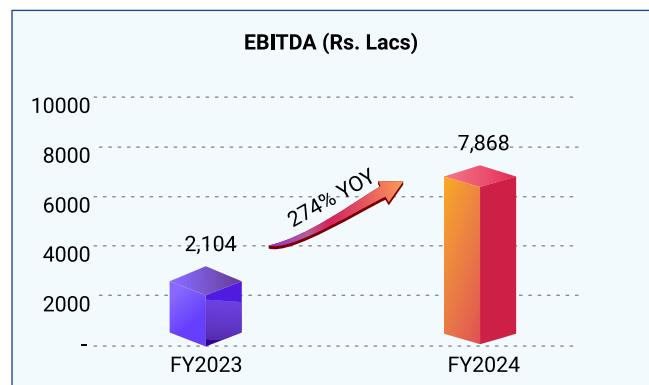
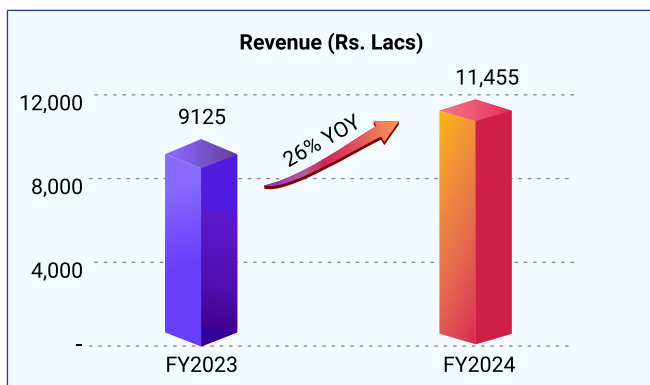
# Divisional Growth Strategies



## Blueprint of Growth

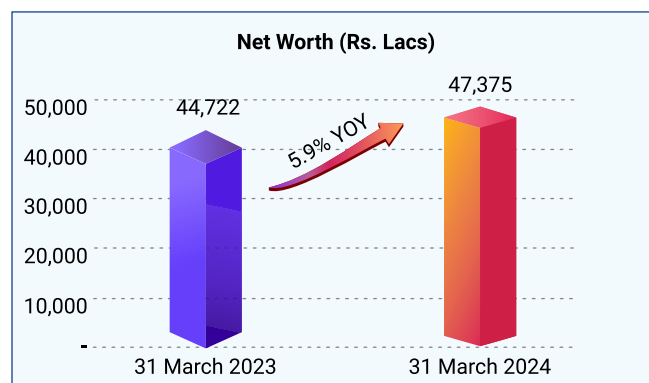
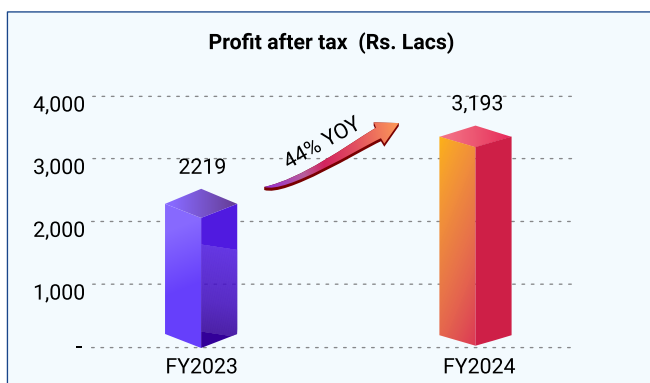
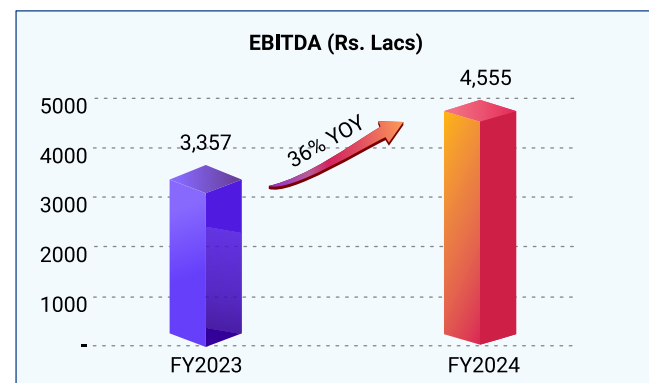
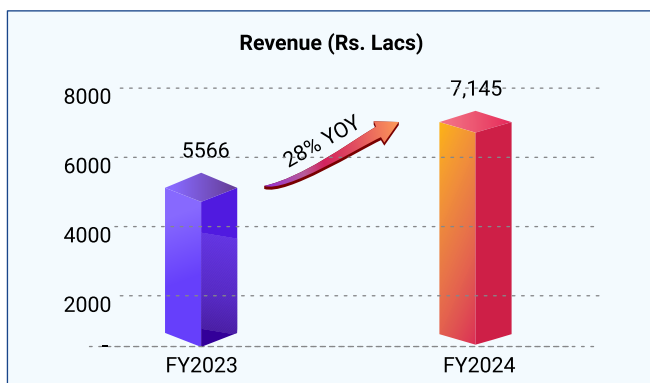


## Snapshot FY2023-24 - Consolidated financial



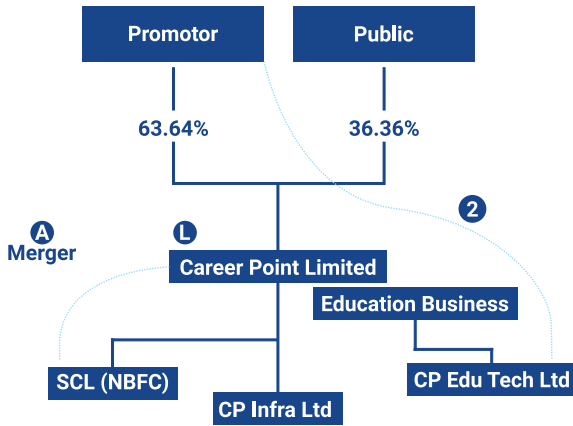
The increase in EBITDA and Net Profit, Post adjusting one off provision in previous year consolidated financials, were 30% and 37%, respectively.

## Snapshot FY2023-24 - Standalone financial

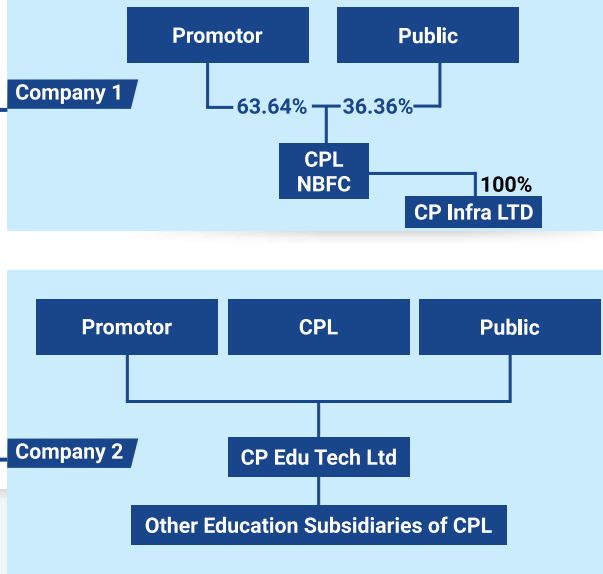


# Strategic Merger-Demerger Scheme

## Current Structure

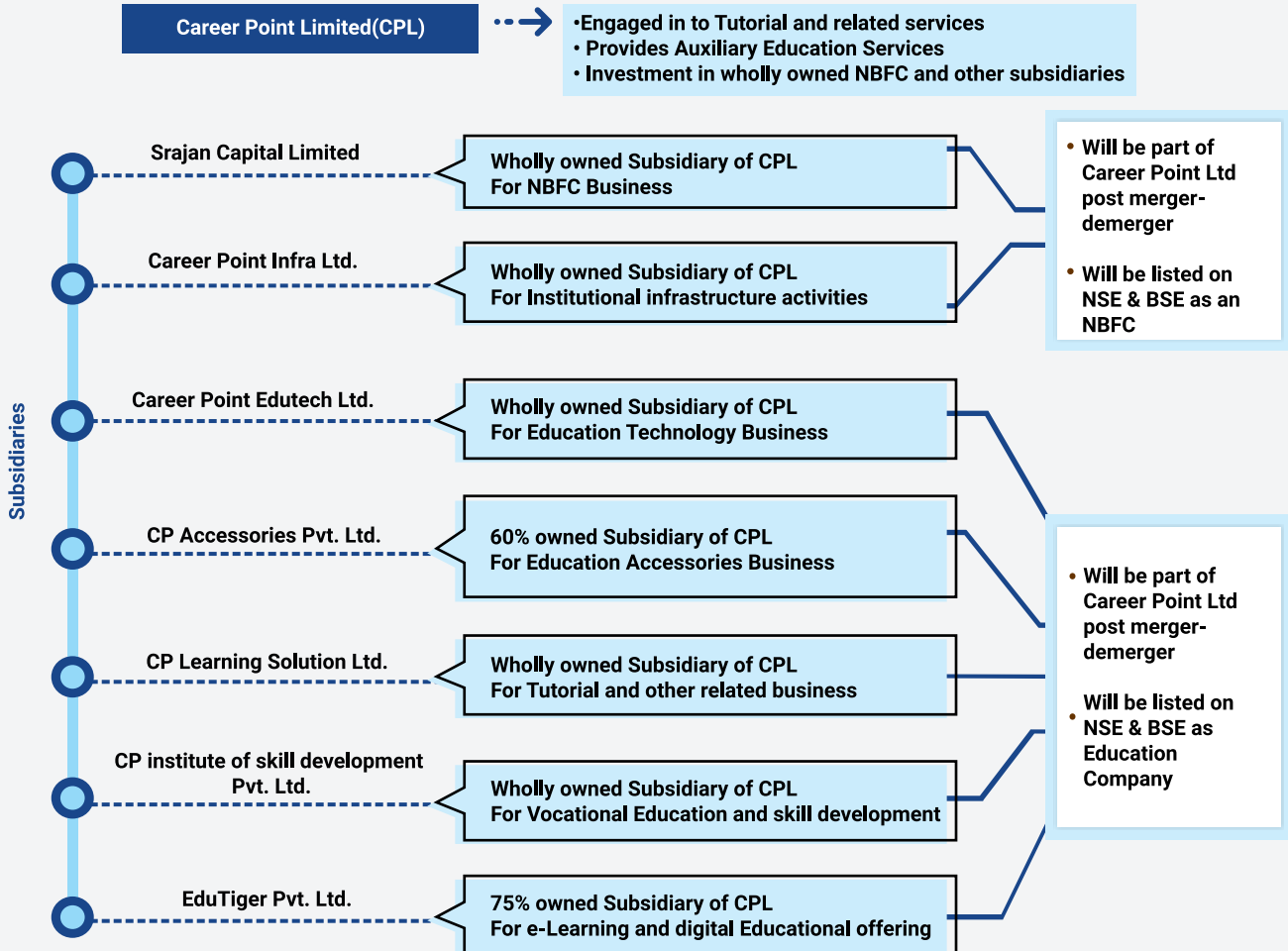


## Proposed Structure



- L : Listed entity
- A : Merger of NBFC into Listed Entity
- 1 : Demerger of Education Division of Listed Entity to CP Edutech Ltd
- 2. Issuance of equity shares to promoter and public

# Strategic Merger - Demerger Result





## Financial Overview – 10 years

Income Statement	Standalone									
Rs. Lakhs	FY2014-15	FY2015-16	FY2016-17	FY2017-18	FY2018-19	FY2019-20	FY2020-21	FY2021-22	FY2022-23	FY2023-24
Income	IGAAP	IGAAP	IGAAP	Ind AS	Ind AS	Ind AS	Ind AS	Ind AS	Ind AS	Ind AS
Income from Ops.	6,283	6,942	7,357	7,109	6,872	5,214	1,812	2,934	5,190	6,261
Other Income	827	940	851	1,009	1,412	2,064	2,093	905	376	884
<b>Total Income</b>	<b>7,111</b>	<b>7,882</b>	<b>8,208</b>	<b>8,118</b>	<b>8,284</b>	<b>7,278</b>	<b>3,906</b>	<b>3,839</b>	<b>5,566</b>	<b>7,145</b>
<b>Expenditure</b>										
Cost of Material	202	191	215	361	333	173	131	96	163	170
Employees Cost	3,349	3,364	3,496	3,366	3,795	2,756	798	817	841	895
G&A Expenses	1,629	1,628	1,540	1,803	1,945	1,303	642	895	1,205	1,526
Dep. & Amort.	469	465	489	429	411	399	376	352	312	287
Finance Charges	107	112	169	303	547	589	395	203	84	115
<b>Total Exp.</b>	<b>5,755</b>	<b>5,760</b>	<b>5,908</b>	<b>6,261</b>	<b>7,031</b>	<b>5,220</b>	<b>2,342</b>	<b>2,363</b>	<b>2,604</b>	<b>2,993</b>
<b>EBITDA</b>	<b>1,931</b>	<b>2,699</b>	<b>2,958</b>	<b>2,589</b>	<b>2,211</b>	<b>3,046</b>	<b>2,334</b>	<b>2,031</b>	<b>3,357</b>	<b>4,555</b>
EBITDA Margin	27.2%	34.2%	36.0%	31.9%	26.7%	41.9%	59.8%	52.9%	60.3%	63.7%
<b>Operating EBITDA</b>	<b>1,104</b>	<b>1,759</b>	<b>2,107</b>	<b>1,580</b>	<b>799</b>	<b>982</b>	<b>241</b>	<b>1,126</b>	<b>2,981</b>	<b>3,670</b>
Op. EBITDA margin	17.6%	25.3%	28.6%	22.2%	11.6%	18.8%	13.3%	38.4%	57.4%	58.6%
<b>Profit Before Tax</b>	<b>1,355</b>	<b>2,122</b>	<b>2,300</b>	<b>1,857</b>	<b>1,253</b>	<b>2,058</b>	<b>1,564</b>	<b>1,476</b>	<b>2,962</b>	<b>4,152</b>
PBT Margin	19.1%	26.9%	28.0%	22.9%	15.1%	28.3%	40.0%	38.4%	53.2%	58.1%
<b>Profit After Tax</b>	<b>970</b>	<b>1,447</b>	<b>1,562</b>	<b>1,299</b>	<b>1,015</b>	<b>1,643</b>	<b>1,258</b>	<b>1,078</b>	<b>2,219</b>	<b>3,193</b>
PAT Margin	13.6%	18.4%	19.0%	16.0%	12.3%	22.6%	32.2%	28.1%	39.9%	44.7%
<b>EPS (Rs)</b>	<b>5.35</b>	<b>7.98</b>	<b>8.62</b>	<b>7.15</b>	<b>5.59</b>	<b>9.05</b>	<b>6.92</b>	<b>5.93</b>	<b>12.20</b>	<b>17.55</b>

Balance Sheet	Standalone									
Rs Lakhs	3/31/2015	3/31/2016	3/31/2017	3/31/2018	3/31/2019	3/31/2020	3/31/2021	3/31/2022	3/31/2023	3/31/2024
	IGAAP	IGAAP	IGAAP	Ind AS	Ind AS	Ind AS	Ind AS	Ind AS	Ind AS	Ind AS
<b>Liabilities</b>										
<b>Shareholders' fund</b>	<b>33,219</b>	<b>34,672</b>	<b>36,245</b>	<b>38,509</b>	<b>39,535</b>	<b>40,649</b>	<b>41,786</b>	<b>42,862</b>	<b>44,722</b>	<b>47,375</b>
(a) Share Capital	1,813	1,813	1,813	1,816	1,816	1,816	1,819	1,819	1,819	1,819
(b) Reserve & Surplus	31,406	32,858	34,432	36,693	37,719	38,833	39,967	41,042	42,903	45,555
<b>Non-current Liab.</b>	<b>431</b>	<b>629</b>	<b>755</b>	<b>949</b>	<b>734</b>	<b>856</b>	<b>826</b>	<b>916</b>	<b>1,190</b>	<b>1,315</b>
(a) Def. Tax Liab.	371	573	702	881	664	792	789	887	1,169	1,295
(b) Long Term Prov.	59	56	54	68	70	64	37	29	21	19
<b>Current Liab.</b>	<b>1,460</b>	<b>1,772</b>	<b>1,654</b>	<b>2,149</b>	<b>2,167</b>	<b>1,510</b>	<b>950</b>	<b>733</b>	<b>831</b>	<b>824</b>
(a) Current Liab.	1,366	1,554	1,567	1,970	1,863	1,502	947	648	795	709
(b) Provisions	94	219	87	179	304	7	3	84	36	115
<b>Borrowings</b>	<b>988</b>	<b>1,413</b>	<b>2,565</b>	<b>6,261</b>	<b>6,458</b>	<b>5,663</b>	<b>5,678</b>	<b>980</b>	<b>1,421</b>	<b>2,966</b>
<b>Total Liabilities</b>	<b>36,098</b>	<b>38,486</b>	<b>41,220</b>	<b>47,869</b>	<b>48,894</b>	<b>48,678</b>	<b>49,240</b>	<b>45,491</b>	<b>48,164</b>	<b>52,479</b>
<b>Assets</b>										
<b>Fixed Ass. (inc. WIP)</b>	<b>12,799</b>	<b>12,844</b>	<b>13,871</b>	<b>14,012</b>	<b>13,672</b>	<b>13,646</b>	<b>13,191</b>	<b>12,890</b>	<b>12,635</b>	<b>11,016</b>
<b>Non-current Assets</b>	<b>17,950</b>	<b>15,276</b>	<b>18,388</b>	<b>18,184</b>	<b>19,702</b>	<b>18,325</b>	<b>18,002</b>	<b>30,134</b>	<b>30,152</b>	<b>30,134</b>
(a) Loans & Advances	239	734	299	306	1,370	872	1,144	13,271	13,289	13,229
(b) Investments	17,711	14,542	18,089	17,878	18,332	17,453	16,858	16,863	16,863	16,905
(c) Other Assets	-	-	-	-	-	-	-	-	-	-
<b>Current Assets</b>	<b>5,349</b>	<b>10,366</b>	<b>8,961</b>	<b>15,672</b>	<b>15,520</b>	<b>16,707</b>	<b>18,047</b>	<b>2,467</b>	<b>5,377</b>	<b>11,328</b>
(a) Inventories	191	168	109	133	99	95	86	74	117	98
(b) Sundry Debtors	408	343	154	639	1,198	1,219	560	539	330	145
(c) Cash & Bank	205	92	302	360	102	254	184	196	92	87
(d) Current Invest.	300	2,866	2,778	4,506	921	1,385	2,519	273	-	-
(e) Loans & Advances	4,244	6,898	5,618	10,034	13,201	13,754	14,699	1,385	4,838	10,999
<b>Total Assets</b>	<b>36,098</b>	<b>38,486</b>	<b>41,220</b>	<b>47,869</b>	<b>48,894</b>	<b>48,678</b>	<b>49,240</b>	<b>45,491</b>	<b>48,164</b>	<b>52,479</b>

Income Statement	Consolidated									
Rs. Lakhs	FY2014-15	FY2015-16	FY2016-17	FY2017-18	FY2018-19	FY2019-20	FY2020-21	FY2021-22	FY2022-23	FY2023-24
Income	IGAAP	IGAAP	IGAAP	Ind AS	Ind AS	Ind AS	Ind AS	Ind AS	Ind AS	Ind AS
Income from Ops.	7,788	7,589	8,374	8,959	10,053	10,461	4,920	5,424	8,537	10,158
Other Income	1,116	1,079	882	1,070	653	531	806	508	588	1,296
<b>Total Income</b>	<b>8,904</b>	<b>8,668</b>	<b>9,257</b>	<b>10,029</b>	<b>10,706</b>	<b>10,993</b>	<b>5,726</b>	<b>5,931</b>	<b>9,125</b>	<b>11,455</b>
Expenditure										
Cost of Material	1,432	278	284	561	534	1,830	270	308	327	429
Employees Cost	3,588	3,565	3,553	3,431	3,856	2,842	854	894	934	1,017
G&A Expenses	1,786	1,703	1,601	1,911	2,057	1,435	767	1,240	1,802	2,141
Dep. & Amort.	537	527	526	460	446	441	423	413	416	395
Finance Charges	497	444	588	655	642	665	500	324	182	164
One-off Expense							2,337		3,958	-
<b>Total Exp.</b>	<b>7,839</b>	<b>6,517</b>	<b>6,551</b>	<b>7,019</b>	<b>7,535</b>	<b>7,212</b>	<b>5,150</b>	<b>3,179</b>	<b>7,618</b>	<b>4,146</b>
EBITDA	2,099	3,122	3,819	4,126	4,259	4,886	1,498	3,489	2,104	7,868
<b>EBITDA Margin</b>	<b>23.6%</b>	<b>36.0%</b>	<b>41.3%</b>	<b>41.1%</b>	<b>39.8%</b>	<b>44.4%</b>	<b>26.2%</b>	<b>58.8%</b>	<b>23.1%</b>	<b>68.7%</b>
Operating EBITDA	982	2,044	2,937	3,056	3,606	4,355	3,029	2,982	1,516	6,571
<b>Op. EBITDA margin</b>	<b>12.6%</b>	<b>26.9%</b>	<b>35.1%</b>	<b>34.1%</b>	<b>35.9%</b>	<b>41.6%</b>	<b>61.6%</b>	<b>55.0%</b>	<b>17.8%</b>	<b>64.7%</b>
Profit Before Tax	1,065	2,151	2,705	3,010	3,171	3,780	576	2,753	1,506	7,309
<b>PBT Margin</b>	<b>12.0%</b>	<b>24.8%</b>	<b>29.2%</b>	<b>30.0%</b>	<b>29.6%</b>	<b>34.4%</b>	<b>10.1%</b>	<b>46.4%</b>	<b>16.5%</b>	<b>63.8%</b>
Profit After Tax*	582	1,447	1,768	2,219	2,414	2,719	14	2,293	1,195	5,707
PAT Margin	6.5%	16.7%	19.1%	22.1%	22.5%	24.7%	0.3%	38.7%	13.1%	49.8%
<b>EPS (Rs)</b>	<b>3.21</b>	<b>7.98</b>	<b>9.75</b>	<b>12.22</b>	<b>13.29</b>	<b>14.97</b>	<b>0.08</b>	<b>12.60</b>	<b>6.57</b>	<b>31.37</b>

\*Adjusted Profit After Tax excluding one-off provision for FY2020-21 and FY2022-23 is Rs 2202 Lakh (EPS: Rs 12.1) and Rs 41 57 Lakh (EPS: Rs 22.85)

Balance Sheet	Consolidated									
Rs Lakhs	3/31/2015	3/31/2016	3/31/2017	3/31/2018	3/31/2019	3/31/2020	3/31/2021	3/31/2022	3/31/2023	3/31/2024
	IGAAP	IGAAP	IGAAP	Ind AS	Ind AS	Ind AS	Ind AS	Ind AS	Ind AS	Ind AS
<b>Liabilities</b>										
<b>Shareholders' fund</b>	<b>33,832</b>	<b>35,283</b>	<b>37,074</b>	<b>40,405</b>	<b>42,826</b>	<b>44,893</b>	<b>44,797</b>	<b>47,087</b>	<b>48,015</b>	<b>53,189</b>
(a) Share Capital	1,813	1,813	1,813	1,816	1,816	1,816	1,819	1,819	1,819	1,819
(b) Reserve & Surplus	32,019	33,470	35,260	38,589	41,010	43,076	42,977	45,268	46,196	51,370
<b>Non-current Liab.</b>	<b>194</b>	<b>380</b>	<b>580</b>	<b>957</b>	<b>660</b>	<b>921</b>	<b>1,241</b>	<b>1,358</b>	<b>4,697</b>	<b>4,904</b>
(a) Def. Tax Liab.	134	312	505	844	539	801	699	810	109	236
(b) Long Term Prov.	59	67	75	114	122	120	542	548	4,588	4,669
<b>Current Liabilities</b>	<b>1,580</b>	<b>1,883</b>	<b>1,811</b>	<b>2,270</b>	<b>2,380</b>	<b>1,818</b>	<b>1,117</b>	<b>908</b>	<b>1,371</b>	<b>2,363</b>
(a) Current Liab.	1,479	1,646	1,694	2,171	1,995	1,764	1,009	750	998	1,889
(b) Provisions	101	238	117	99	385	54	109	158	373	474
<b>Borrowings</b>	<b>4,312</b>	<b>4,735</b>	<b>12,903</b>	<b>8,460</b>	<b>7,034</b>	<b>6,720</b>	<b>7,178</b>	<b>2,562</b>	<b>2,087</b>	<b>3,460</b>
<b>Total Liabilities</b>	<b>39,917</b>	<b>42,282</b>	<b>52,367</b>	<b>52,094</b>	<b>52,901</b>	<b>54,352</b>	<b>54,333</b>	<b>51,916</b>	<b>56,170</b>	<b>63,916</b>
<b>Assets</b>										
<b>Fixed Ass (inc. WIP)</b>	<b>16,476</b>	<b>16,607</b>	<b>18,417</b>	<b>18,481</b>	<b>19,119</b>	<b>19,446</b>	<b>19,111</b>	<b>20,780</b>	<b>20,740</b>	<b>19,211</b>
<b>Non-current Assets</b>	<b>10,098</b>	<b>9,468</b>	<b>4,361</b>	<b>9,838</b>	<b>10,153</b>	<b>9,833</b>	<b>9,915</b>	<b>14,516</b>	<b>16,176</b>	<b>27,820</b>
(a) Loans & Adv.	6,468	7,836	2,238	7,356	6,487	8,205	9,546	14,381	16,031	27,612
(b) Investments	3,624	1,632	2,123	1,804	2,993	1,628	369	134	145	209
(c) Other Assets	6	0	-	677	674	-	-	-	-	-
<b>Current Assets</b>	<b>13,343</b>	<b>16,207</b>	<b>29,589</b>	<b>23,776</b>	<b>23,628</b>	<b>25,073</b>	<b>25,307</b>	<b>16,620</b>	<b>19,253</b>	<b>16,885</b>
(a) Inventories	234	199	7,641	345	244	501	354	154	219	113
(b) Sundry Debtors	8,124	8,082	4,002	4,521	5,131	4,945	4,216	2,296	1,426	1,014
(c) Cash & Bank	246	248	888	1,042	829	1,187	1,192	1,451	1,086	664
(d) Current Invest.	1,458	3,031	3,996	4,784	942	1,405	2,519	273	-	-
(e) Loans & Adv.	3,282	4,647	13,062	13,084	16,483	17,034	17,026	12,447	16,523	15,094
<b>Total Assets</b>	<b>39,917</b>	<b>42,282</b>	<b>52,367</b>	<b>52,094</b>	<b>52,901</b>	<b>54,352</b>	<b>54,333</b>	<b>51,916</b>	<b>56,170</b>	<b>63,916</b>



**Pramod Maheshwari**  
CMD, CEO

# CHAIRMAN'S LETTER

**Dear Valued Shareowners,**

Warm greetings to you!

Career Point offers educational programs and learning solutions that fit students' changing needs while adapting to rapidly evolving industry dynamics. A change in the Company's business model from being a service provider to a product company was a step in the same direction. While maintaining academic excellence, it has expanded the company's total addressable market and offered significant upsell & cross-sell opportunities – I call it 'Reform'.

We have a growth strategy composed of sizable runway in our existing businesses plus unlocking additional opportunities in new verticals or geographies. Our product strategy and GTM strategy have evolved to best address the organic and inorganic growth opportunities. This pathway has already delivered phenomenal results in the financial performance of fiscal 2023-24 – I termed this as 'Perform'.

Our mission continues to drive long-term value creation for all our stakeholders. To upkeep our mission, the company board and management took a decision to launch the strategic Merger-Demerger scheme. This will ensure a simplified and streamlined group structure along with overall operational efficiency and effectiveness of both businesses including the education and NBFC – this is christened as 'Transform'.

In both divisions; we empower our customers, students in the education division and borrowers in the financing division, to achieve their goals and find success by providing access to knowledge and financial resources, respectively.

In the education division, our customer base spans from K12 through Test-Prep and Higher Education, giving us a prominent position to accompany learners throughout their lifelong learning journey. In the year 2023-24, we not only strengthened our relationship with the existing partners in Test-Prep vertical, we call them Product Distributors, but also added new partners while reaching the tally at 55.

The performance of the formal education vertical, in which the company provides auxiliary education and related services to schools and universities, has also been extraordinary in terms of new enrollments, the addition of new courses, entrepreneurship and the placement of passing out students. Career Point institutions are known for the best of academics, exposure, and the 'Student First' approach. To fulfill our commitment to provide global learning and the best opportunities to the students, Career Point University recently announced the Global Pathway Degree Courses and Immersion Abroad Programs in association with a

couple of leading universities in US, Europe and Asia.

Commenting on the latest technology developments in the education sector, the concept of artificial intelligence and traditional education framework seems to be different at the fundamental level. Traditional Educational frameworks teach critical thinking and problem-solving, skills that are not typically associated with generative AI and similar technologies. However, despite this difference, I believe that in practice, AI tools can enhance learning equity by offering personalized educational services. At Career Point, we aim to use the technology to operate more efficiently to do more with less.

We would love to extend our educational expertise to the technology providers to enrich human instruction and enable more personalized, captivating learning experiences while providing convenience, affordability and success to all students. I, personally, wish India to replicate the love towards OTT platforms to love for online learning. As per the reports, more than 80% of internet users in India consume a little or more content on OTT platforms whereas only 3% of users use the Internet for online learning. This gap offers a blockbuster opportunity to our company, especially in the higher education segment.

The financing division, which is operated under the RBI registered wholly owned subsidiary Srajan Capital Ltd, not only grew its size of loan portfolio but also made lending more efficient and accessible through technology-integrated operations. The company management has larger plans to increase this business post-NCLT approvals on the strategic Merger-Demerger scheme. We are at the advanced stages of various statutory approvals and will keep you posted on all the updates.

Moving to the financials of fiscal 2023-24, the revenue from operations at consolidate level was reported rupees 114.5 crores with a remarkable year-on-year growth of +25.5%. At standalone level, Career Point clocked a total revenue of rupees 71.4 crores with significant y-o-y growth of 28.4%. The company yielded EBITDA of rupees 78.7 crores at consolidate level with healthy EBITDA margin 68.7%.

The net profit was at rupees 57.1 crores with earning per share of rupees 31.37 on consolidate basis. As on 31 March 2024, net worth of our company reached at rupees 532 crores with book value per share of rupees 292. The board proposed a final dividend of 10% on face value that resulted in a total 30% dividend during the year 2023-24.

Adding a point to our ESG initiatives, you will be glad to know that Career Point University Kota is recently accredited with platinum rank 'Green University' for its contribution to promoting green energy and efforts for sustaining the environment. Career Point University Hamirpur was already awarded as District Green Champion by the Ministry of Education in 2020-21.

As we look ahead, the market dynamics are more favorable for the private players in the Indian education and NBFC sector. The outlook reflects promising macro policies and growing demographic factors. Career Point is now addressing large total addressable markets with high potential of the growth across its verticals.

With the company's high-quality product offerings across the education and financing divisions, I anticipate strong revenue growth with improved margin expansion. A strong balance sheet and significant cash accretive businesses distinguish the company in publicly listed emerging market space.

These robust fundamentals supported by three decades of brand legacy make us, the team Career Point, confident to lead the fast-growing education sector and rapidly-evolving financing market. We remain energized by the opportunity to make an outsized impact in these verticals. I hope you share the same excitement, and on behalf of the entire Career Point team and board of directors, I thank you for your continued confidence and support.

Best Regards,



Pramod Maheshwari

# EDUCATION SECTOR BUDGET HIGHLIGHTS

## Union Budget 2024-25

### Highlights on Education Sector

- Rs 1,24,638 crore allocated for Education sector with y-o-y growth of around 10%
- Of the total, Rs 73,008 crore pegged for the school sector (DoSEL - Department of School Education and Literacy) vs Rs 68,804 crore in the Budget 2023-24.
- Of the total, Rs 47,619 crore allocated to the higher education which was Rs 44,090 crore in 2023-24 allocation
- **In School Sector:**
  - Rs 37,500 crore allocated to National Education Mission (Samagra Shiksha Abhiyan) vs Rs 37,453.47 crore in 2023-24 budget.
  - Rs 12,467 crore allocated to Pradhan Mantri Poshan Shakti Nirman (PM PSN) scheme, earlier known as the Mid-Day Meal Scheme
  - Rs 9,302.67 crore and Rs 5,800 crore funding for Kendriya Vidyalaya Sangathan (KVS) and Navodaya Vidyalaya Samiti (NVS) respectively.
  - Rs 6,050 crore allocation for PMSHRI Scheme (PM Schools for Rising India), to establish 14,500 PM SHRI Schools
- **In Higher Education Sector:**
  - Rs 15,928 crore for Central universities which was Rs 11,528 cr in Budget 2023-24
  - Rs 10,324 crore to IITs, Rs 5040 crore NITs and Rs 515 crore for IIITs
  - Rs 596 crore for Deemed universities with increase of 20% from Rs 500 crore last year
  - Rs 221 crore for Indian Institutes of Management with y-o-y decrease by over 20% from Rs 300 crore in Budget 2023-24
  - Rs 2,500 crore allocated to University Grants Commission vs Rs 5,200 crore last year
  - Rs 400 crore allocated to All India Council for Technical Education (AICTE) vs Rs 420 crore last year
  - Rs 1,814.94 crore allocated to Pradhan Mantri Uchchatar Shiksha Abhiyan (PMUSHA), earlier known as Rashtriya Uchchatar Shiksha Abhiyan (RUSA) with budget of Rs 1,500 crores
  - Set up of a National Digital Educational Architecture (NDEAR) within the context of Digital First Mindset to support digitally teaching and learning activities
  - Advocated umbrella structures in 9 cities to encourage partnership and synergy among higher education research institutions, while retaining their internal autonomy
  - Partnership with the UAE to benchmark skill qualifications, assessment, certification and deploying certified workforce
  - Technical Intern Training Program (TITP) between India and Japan to facilitate transfer of Japanese industrial and vocational skills
  - National Initiative for School Heads and Teachers for Holistic Advancement (NISTHA) to train teachers digitally
  - Launch of a new scheme PM e-Vidya to provide multi-modal access to education for teachers and students



## Rajasthan Budget 2024-25

### Highlights on Education Sector

- Free education till post graduation for children of small income families
- Rs 1000 per month to all students of class 1 to 8 and girls from 9 to 12 of poor families (Approximately 70 lacs students)
- 70000 new recruitments and proposal of new hightech city in Jaipur
- 20000 youth would be benefitted by govt. sponsored training of guide hospitality
- Rs 250 crores for facility upliftments in govt. Educational institutions
- Rs 100 crores for Center of Excellence in Jaipur for Olympic training
- 50% Women reservation in recruitment of third grade teachers
- Establishment of Yuva Sathi Kendra; New Atal innovation centers in Jaipur, Bikaner and Bharatpur
- Employment fairs, Campus placement drives and Skill Development programs in every division

# Management Discussion & Analysis

In FY2023-24, the Indian economy experienced its third consecutive year of GDP growth at or above 7%. Specifically, India's GDP growth for FY2024 was nearly 8%. For FY2025, the growth is estimated to be around 7%, according to various sources: the Reserve Bank of India (RBI) projects 7%, the International Monetary Fund (IMF) estimates 6.8%, and the Organisation for Economic Co-operation and Development (OECD) forecasts 6.6%. This growth is primarily driven by public and private investment, as well as rising consumption. These estimates are more than double the projected global GDP growth rate of approximately 3%. The key risks to India's GDP growth include geopolitical tensions, food inflation caused by unfavorable weather conditions, and volatile global markets.

Moving the discussion specific to the education sector, the global student population is nearly 2 billion. The global education market exceeds USD 6 trillion, with 50% attributed to school education (K-12), 25% to higher education, and 25% to other ancillary education sectors. In India, there are approximately 300 million students, with 260 million in schools and 40 million in higher education. Despite this large student population, India's gross enrollment ratio (GER) in higher education stands at 30%, significantly lower than the 90% in the United States, 70% in the United Kingdom, and 65% in China. This gap represents a substantial opportunity for India's higher education institutions, which include about 1,500 universities and 5,000 colleges. The key drivers for growth in India's education sector are favorable demographics, advancements in ed-tech, the introduction of new-age courses, financial support, and policy reforms. A few recent policy reforms are mentioned in the section – University Education.

The test-preparation segment in India is thriving due to the limited number of seats in high-quality educational institutions and the scarcity of job opportunities for graduates. The table below provides an overview of major competitive examinations. The combined number of candidates for these exams, nearly 30 million, highlights the significant potential of the Indian test-prep market. This market is growing at a rate of 8% to 10%, with online offerings growing almost three times faster than the offline market.

S. No	Examination	Full Form	Category	Conducting Body	Candidates (Lacs)
1.	RRB-NTPC	Railway Recruitment Board Non-Technical Popular Categories	Govt. Jobs	RRB	125
2.	SSC-CGL	Staff Selection Commission - Combined Graduate Level	Govt. Jobs	SSC	25
3.	SBI-PO	State Bank of India - Probationary Officer	Govt. Jobs	SBI	12
4.	IBPS-Clerk	Institute of Banking Personnel Selection - Clerk	Govt. Jobs	IBPS	8
5.	IBPS-PO	Institute of Banking Personnel Selection - PO	Govt. Jobs	IBPS	7
6.	NEET-UG	National Eligibility cum Entrance Test	UG Medical	NTA	24
7.	JEE-Mains	Joint Entrance Examination	UG Engineering	NTA	15
8.	CUET - UG	Common University Entrance Test	UG	NTA	13
9.	UPSC	Union Public Service Commission	Govt. Jobs Civil Services	UPSC	13
10.	GATE	Graduate Aptitude Test in Engineering	PG Engineering	IITs-IISc	9
11.	NET	National Eligibility Test	Govt. Jobs Lecturer	NTA-UGC	9
12.	IES	Indian Engineering Services	Govt. Jobs - Engg.	UPSC	3
13.	CDS	Combined Defence Services	Defence Jobs - Officers	UPSC	3
14.	NDA	National Defence Academy	Defence Jobs - Juniors	UPSC	3
15.	CAT	Common Admission Test	PG Management	IIMs	3
16.	NEET-PG	National Eligibility cum Entrance Test - Postgraduate	PG Medical	NBE	2
17.	CLAT	Common Law Admission Test	UG/PG Law	NLU's	1
18.	GRE	Graduate Record Examinations	Overseas Edu.	ETS	1.0
19.	SAT	Scholastic Assessment Test	Overseas Edu.	ETS	0.3
20.	GMAT	Graduate Management Admission Rest	Overseas Edu.	GMAC	0.3

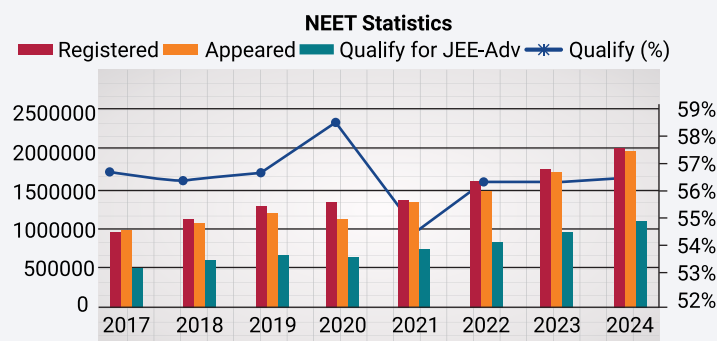


## Knowledge Capsule

### Stackable Learning:

Stackable Learning means students learn from different modules at their own pace and stack these modules up to get a degree. The stackable micro-credentials provide a dynamic and flexible means to support diverse learning pathways and continuous education.

The Joint Entrance Examination (JEE) and the National Entrance cum Eligibility Test (NEET) are the two most popular and competitive examinations in this segment. These exams also command relatively higher average fees compared to other examinations. Over the last three decades, Career Point has established a significant presence in both the JEE and NEET segments. The introduction of a new business model by the Company has further accelerated the expansion and diversification of its course offerings. This strategic shift has enabled Career Point to quickly adapt to market demands and enhance the range and quality of educational programs available to students.



JEE (Mains) 2024	Registration	Appeared
Jan Attempt	1,230,347	1,170,048
Apr Attempt	1,257,000	1,067,959
Unique Candidates	,476,557	1,415,110
Common (Jan & Apr)	924,636	822,899

JEE-Adv	.2019	2020	2021	2022	2023	2024
<b>Qualify</b>	<b>38,705</b>	<b>43,204</b>	<b>41,859</b>	<b>40,712</b>	<b>43,773</b>	<b>48,248</b>
Boys	33,349	36,497	35,410	34,196	36,264	40,284
Girls	5,356	6,707	6,449	6,516	7,509	7,964
Girls (%)	13.8%	15.5%	15.4%	16.0%	17.2%	16.5%
General	15,566	18,028	17,057	15,277	14,006	14,319
OBC-NCL	7,651	9,349	9,150	9,341	9,212	9,499
SC	8,758	7,869	7,744	7,998	11,021	13,835
ST	3,094	2,818	2,764	3,064	4,096	5,087
EWS	3,636	5,140	5,144	5,032	5,438	5,508

Throughout the year 2023-24, Career Point significantly expanded its reach and impact by extending its educational services to new markets and communities. In the test-preparation segment, the company doubled its course offerings from three to six programs. Additionally, new courses were introduced at the formal education level, all with the necessary regulatory approvals.

Career Point serves the students through the following 6 key business divisions:

**1. Test-Prep / Tutorial Services:**

Website: [www.careerpoint.ac.in](http://www.careerpoint.ac.in)

Career Point prepares students for various competitive examinations through its New Edge Classroom Coaching program. Under the Test-Prep division, the company offers tutorial services for the Joint Entrance Examination (JEE), the National Eligibility cum Entrance Test (NEET), and many other examinations through the following modes:

- Company operated branches;
- Franchisee centers;
- School integrated programs;
- Distance learning solutions.

Career Point's results-oriented coaching methodology is scientifically designed and time-tested. It follows a step-by-step process to maximize a candidate's potential for a successful career. In the post-COVID era, all classroom offerings have been supplemented with digital learning support to provide the benefits of hybrid learning. Over the last 30 years, this division has earned the trust of more than 400,000 students and their parents.

A key update for the Test-Prep division during this period was the expansion of partnerships through franchisees, referred to as "Product Distributors," as part of our new strategy to transition from being solely a service provider to an educational product company. This new business model has provided numerous short-term and long-term benefits, including faster expansion of product lines, easier scalability, and improved quality of offerings.



## Knowledge Capsule

**Rashtriya e-Pustakalaya:**

Govt. of India with the National Book Trust (NBT) creates a digital library platform, Rashtriya e-Pustakalaya, with 10,000 books in over 100 languages from more than 40 reputed publishers. The app, available for download on both Android and iOS devices, launched to cater readers aged 3-18 years. The platform aims to instill a love for reading and foster knowledge in young generations.

## 2. e-Learning / Digital Education

Website: [www.ecareerpoint.com](http://www.ecareerpoint.com) / eCareerPoint android app on Playstore

Career Point leverages technology to enhance learning experiences, introduce new products, and reach a broader geographic area. The courses offered through eCareerPoint provide quality education to students at their convenience and at an affordable cost. These courses utilize various technology formats, including live tutoring, recorded video courses, and online assessments. One of the unique selling points (USPs) of Career Point's eLearning products is the two-way audio and video communication feature in live classes, available both on eCareerPoint's mobile app and web platform.

By integrating advanced technologies, Career Point continues to expand its educational reach and improve the learning outcomes for students across various regions. Career Point believes that technology, including artificial intelligence, is a tool to amplify human intelligence, creativity, and ingenuity. The following are key offerings in Career Point's technology-enhanced educational services:

- **CPLive / Online Classes:** Live interactive classes conducted by expert faculty members, available on both the app and web platforms. These classes come with premium features such as recorded lectures, study material packages, and doubt sessions.
- **CP eTutor / Recorded Courses:** Video lectures accessible anytime on any device through the app or via USB drives/memory cards. These courses offer both online and offline support for doubt sessions.
- **CP eTest / Online Assessments:** 24/7 access to online test series that provide a real-time exam experience. Features include detailed solutions for tests, section-wise analysis, all-India ranking, comparison with top performers, and time management reports.
- **Vedam Learning:** One-on-one live tutoring sessions with two-way interactions for personalized learning.

### 3. School Education:

The Company offers comprehensive services to K-12 schools across multiple geographies. These services include auxiliary education and infrastructure support. By establishing a strong educational foundation at an early age, Career Point empowers students to achieve holistic development. The residential campuses under the brand "Career Point Gurukul" are positioned as premier integrated schools, offering the best in academics, sports, and extracurricular activities.

Career Point Gurukuls where the company currently provides its services include:

- Career Point Gurukul, Kota – Residential school ([www.cpgurukul.com](http://www.cpgurukul.com))
- Career Point Gurukul, Rajsamand (Rajasthan) – Residential school ([www.cprajsamand.in](http://www.cprajsamand.in))
- Career Point Gurukul, Mohali (Punjab) – Residential school ([www.cpmohali.in](http://www.cpmohali.in))

The day-boarding school campuses serviced by the company include:

- Career Point World School, Jodhpur (Rajasthan) – Day School ([www.cpwsjodhpur.com](http://www.cpwsjodhpur.com))
- Global Public School, Kota (Rajasthan) – Day School ([www.globalpublicschool.com](http://www.globalpublicschool.com))

By fostering an environment that promotes critical thinking, ethical behavior, and decisive action, Career Point schools prepare students for a successful future. During the 2023-24 academic session, students at



Global Public School, Kota (Raj.)



Career Point World School, Jodhpur (Raj.)

schools powered by Career Point excelled in various areas including academics, sports, life skills, and extracurricular activities. These schools provide students with the knowledge, skills, and attitudes necessary for success in both life and career. They offer a distinctive educational approach, enabling students to excel beyond academics and to act analytically, intuitively, ethically, and decisively in any environment. The schools are dedicated to integrating future educational needs, equipping students to become valuable assets to society.)

### 4. University Education:

Career Point provides comprehensive services to universities under its higher education division. These services encompass both auxiliary education and financial support. The universities offer a wide range of courses, from professional development programs to undergraduate and postgraduate degree-awarding courses. These programs span various fields, including Engineering and Technology, Management and Commerce Studies, Computer Applications, Law, Pharmacy, Applied Sciences, Hotel Management, and Vocational Studies.

- Career Point University, Kota (Rajasthan) - [www.cpur.in](http://www.cpur.in)
- Career Point University, Hamirpur (Himachal Pradesh) - [www.cpuh.in](http://www.cpuh.in)

Courses offered by Career Point Universities	
Engineering & Technology	B. Tech, M. Tech
Computer Applications	BCA, MCA, PGDCA, BSc-MSc (IT, CS)
Management & Commerce	BBA, MBA, B. Com, M. Com, PGDM
Basic & Applied Sciences	B.Sc., M.Sc., BSc-BEd
Health & Allied Sciences	BPT, MPT, MPH
Pharmacy	D. Pharma, B.Pharm, M.Pharm
Law and Governance	LLB, LLM, BA-LLB, BBA-LLB
Hotel Management	BHMCT, BSc - MSc (Hotel Management)
Arts and Humanities	BA, MA, MSW, BA-Bed.
Library Sciences	B.Lib, M.Lib, MSc (Lib. Sc.)
Education Courses	Bed., MEd.
Diploma Programs	Polytechnic, Food Production, Organic Farming, Digital Marketing, Taxation, Networking, Cyber Security, Cloud Computing, Library & Info. Science, Cyber Law, IPR, Food Production, Multipurpose Health Worker
Post PG	PhD.



## Knowledge Capsule

### Nishtha:

Nishtha is a capacity building programme by Ministry of Education for improving the quality of school education through integrated teacher training. It aims to build competencies among all the teachers and school principals at the elementary stage.





Career Point University,  
Kota (Rajasthan)



Career Point University,  
Hamirpur (Hamirpur)

Since 2012, both universities have been revolutionizing higher education by achieving outstanding results in academics, research, employability, entrepreneurship, extracurricular activities, sports, and social responsibilities. The courses at Career Point universities are meticulously designed to provide students with rewarding qualifications, practical exposure, hands-on learning, requisite expertise, and the skills needed for successful careers.

Here are some recent regulatory updates and policy initiatives from the University Grants Commission (UGC) that present significant value addition and growth opportunities for our university education division:

- **Biannual Admissions:** Allowing universities to admit students twice a year, providing greater flexibility and access.
- **Framework for Private Universities to Set Up Off-Campus Centers:** Enabling expansion and increased reach of educational services.
- **Eligibility of Four-Year Undergraduate Program (FYUP) for Doctorate Programs:** Facilitating a streamlined path from undergraduate education to doctoral studies.
- **Transition of Undergraduate Programs to FYUP through the Choice Based Credit System (CBCS):** Promoting a flexible and interdisciplinary approach to education.
- **Emergence of Open and Distance Learning (ODL) and Online Programs:** Expanding access to education through convenient and innovative delivery methods.
- **Capacity-Building Training for Non-Teaching Staff:** Enhancing the skills and capabilities of university support staff.
- **Launch of CUET - PG (Common University Entrance Test for Postgraduate Programs):** Standardizing and streamlining the admissions process for postgraduate courses.
- **Twinning, Joint, and Dual Degree Programs:** Offering collaborative and international education opportunities for students.

By leveraging these regulatory updates and initiatives, Career Point's higher education division is well-positioned to capitalize on growth opportunities and continue providing high-quality education and support services to students.

#### 5. Skill Development – Career Point Skill Division:

Website: [www.cpsid.in](http://www.cpsid.in)

Career Point Institute of Skill Development (CPISD) was established to address the growing need for skilled manpower across various sectors in India, aiming to bridge the gap between the demand and supply of employment-oriented education and training. CPISD has set up learning centers in both rural and urban locations to provide employability skills aligned with industry needs, enhancing youth employability and boosting business productivity.

CPISD empowers trainees through the power of skill development, offering courses in multiple sectors. Recognizing the sustained shift in the composition of the Indian economy from agriculture to manufacturing, and now towards services, CPISD tailors its course offerings accordingly. The division ensures that students acquire essential career skills to enhance their employability and entrepreneurial capabilities.

During the period 2023-24, CPISD trained students under the following central and state government schemes:

- **PMKVY 4.0 (Pradhan Mantri Kaushal Vikas Yojana):** A flagship program aimed at providing industry-relevant skill training to youth.

- **Skill Hub Initiative:** Focusing on creating centers of excellence for skill development.
- **National Urban Livelihood Mission (NULM):** Targeting skill development and livelihood promotion in urban areas.
- **Seekho aur Kamao (Learn and Earn) Project:** A skill development initiative specifically for minority communities.
- **Hunar se Rozgar Tak Training Program:** Designed to provide skill training and employment opportunities in the hospitality sector.
- **National Skill Development Corporation (NSDC) Partnership:** Collaborating with NSDC to deliver high-quality skill training programs.

Through these initiatives, CPISD continues to play a crucial role in equipping the Indian workforce with the skills required to thrive in a rapidly evolving economy, thereby contributing to the overall development and growth of the nation.

#### 6. Early Childhood Education – Global Kids

Website: [www.globalkidsworld.in](http://www.globalkidsworld.in)

Academic Pedagogy: <http://bit.do/gkindia>

With a mission to help each child realize the breadth of their talents, the unlimited power of their mind and imagination, and the strength of their spirit, Career Point provides early childhood education through a chain of play-schools under the brand Global Kids. These play-schools are dedicated to ensuring all-around development and equipping each child to cope with the ever-growing challenges of life.

Global Kids employs a child-centered approach, focusing not only on developing academic skills but also on nurturing intellectual, emotional, linguistic, physical, social, and moral skills. This holistic approach ensures lifelong success for the new generation. The curriculum at Global Kids is designed to inspire curiosity, creativity, and a love for learning. Through engaging activities and interactive learning experiences, children are encouraged to explore and discover their interests and potential. By prioritizing a well-rounded education, Global Kids ensures that children develop the essential skills and confidence needed to thrive in an ever-changing world.

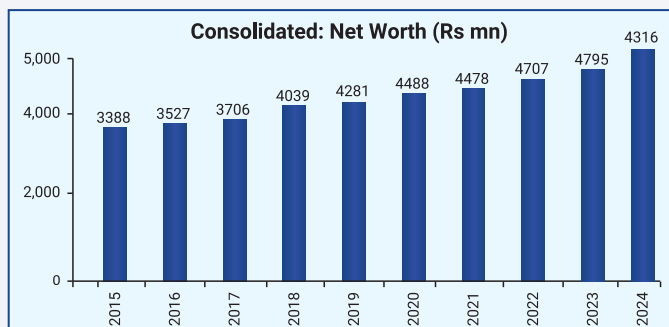
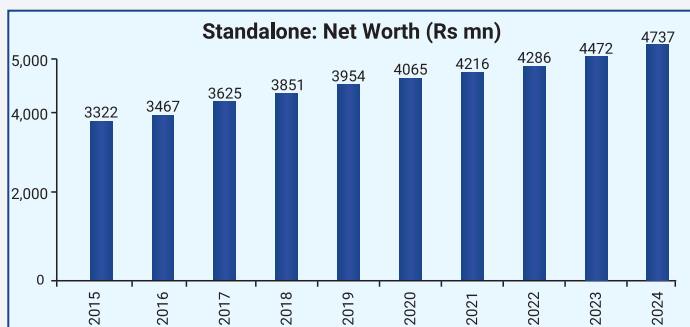
#### Financials

In the financial year 2023-24, Career Point recorded an income from operations of ₹101.6 crores on a consolidated basis, reflecting a year-on-year growth of 19%. On a standalone basis, the income from operations was ₹62.6 crores, representing a year-on-year growth of 20.6%. This increase in operating income was driven by accelerated enrollment growth across various education verticals and an increase in financing income. Total revenue, including other income, amounted to ₹114.5 crores on a consolidated basis and ₹71.5 crores on a standalone basis.

The EBITDA (including other income) was ₹78.7 crores on a consolidated basis and ₹45.5 crores on a standalone basis, resulting in EBITDA margins of 68.7% and 63.7%, respectively. These healthy EBITDA margins were due to improved operational efficiency in both the education and financing divisions. The previous year's consolidated numbers were negatively impacted by a one-off provision related to a subsidiary's loan account affected by the COVID-19 pandemic. However, excluding this one-off provision, the net interest margin in the financing division improved in FY2023-24.

The net profit for the year was ₹57.1 crores, with an EPS (Earnings Per Share) of ₹31.37 on a consolidated basis, reflecting robust year-on-year growth of 377.4%. After adjusting for the one-off provision of ₹39.58 crores and related deferred tax assets of ₹9.96 crores in the previous year's consolidated financials, the increases in EBITDA and net profit were 30% and 37%, respectively. As of March 31, 2024, the company's net worth was reported at ₹532 crores, with a book value per share of ₹292. The board has proposed a final dividend of 10% on the face value, resulting in a total dividend of 30% for FY2023-24.

Revenue from operations increased due to improved enrollments in the education division and higher interest income in the financing division. An additional boost in total income was observed from other income, which included a capital gain of ₹3.5 crores from the sale of assets. Compared to revenue growth, a lower growth in operating expenses



Key Ratios (Consolidated Financials)		
	FY2022-23	FY2023-24
Revenue from Operations Growth (%)	57.4%	19.0%
EBIT Margin	18.5%	65.2%
Net Profit Margin	13.3%	49.8%
Adjusted Net Profit Margin*	45.6%	49.8%
Debtors Turnover (times)	4.6	8.3
Inventory Turnover (times)	45.8	61.3
Current Ratio (times)	14.0	7.1
Debt Equity Ratio (times)	0.04	0.07
Return on Net Worth (%)	2.5%	11.4%
Adjusted Return on Net Worth (%)*	8.7%	11.4%

\* Adjusted the effect of one-off provision in NBFC subsidiary

resulted in better operating margins than the previous year.

In the year 2022-23, Srajan Capital Limited, a subsidiary of the company, booked a provision of ₹39.58 crores related to one borrower's account, which negatively impacted the consolidated EBITDA. However, the EBITDA margin improved in FY2023-24 even after adjusting for the effect of the one-off provision. The net profit stood at ₹57.1 crores with a net margin of 49.8%, compared to ₹12 crores of net profit and a 13.3% net margin in the previous financial year (FY2022-23). Excluding the one-off provision, the net profit and net margins for fiscal 2022-23 were ₹41.6 crores and 45.6%, respectively.

The debtors turnover ratio and inventory turnover ratio increased due to higher revenue. The current ratio declined slightly from 14x to 7x due to reduced short-term advances given by the company. The debt-to-equity

ratio remained superior at 0.07. The return on net worth reached double digits due to higher profitability during the period under review.

#### Human Resources

Career Point has earned the trust and satisfaction of thousands of students and their parents, showcasing its excellence in education. None of this would be possible without the dedicated and passionate people of Career Point—both academic and non-academic staff—who work tirelessly to build this organization every day. They uphold the company's ideals of fostering a strong foundation, shaping a promising future, and delivering exceptional value.

The company maintains a strong focus on talent acquisition across its divisions. As of March 31, 2024, Career Point employed a total of 182 staff members. This number reflects a decrease compared to the previous year, attributed to internal promotions and the utilization of contractual staff to fill new positions. Our innovative product business model also enables growth with fewer direct employees on the company payroll. We remain committed to fostering an agile and collaborative work environment that promotes unity, personal development, pride, and confidence among all CPians.

#### Corporate Social Responsibility

Career Point management takes great pride in reaffirming our commitment to social responsibility, a cornerstone of our organizational values. We have actively participated in various community-driven initiatives and philanthropic endeavors, ensuring that education remains accessible to all, irrespective of socio-economic backgrounds.

In our Environmental, Social, and Governance (ESG) initiatives, Career Point University Kota recently achieved platinum rank as a 'Green University' for its significant contributions to promoting green energy and sustainability efforts. This accreditation underscores our dedication to environmental stewardship and our ongoing commitment to preserving the planet for future generations.

We are particularly delighted by the positive impact we have had on the

Enrollments	FY2015	FY2016	FY2017	Fy2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024
<b>Total</b>	27,366	30,857	29,086	29,509	29,642	25,623	25,011	18,192	18,584	19,658
Tutorial Division	22,412	23,010	21,057	18,235	15,162	13,024	12,251	8,041	6,442	7,090
Formal Education	4,954	7,847	8,029	11,274	13,772	11,814	12,760	9,810	12,142	12,568
Pre-School					708	785		41		
<b>Tutorial Enrollments Split</b>										
Branches-LT CR	12,946	13,688	10,689	5,836	5,100	3,023	8,567	5,050	2,303	1,567
Branches-ST CR	1,333	1,011	625	516	121	15				
Franchisees-LT CR	1,57	1,395	1,605	2,049	3,512	3,917	1,541	1,505	3,091	4,821
Franchisees-ST CR	87	52		138		33				
School Asso.		458	1,801	3,726	2,523	3,007	2,143	1,486	1,048	702
Distance Learning	6,470	6,406	6,337	5,970	3,906	3,029				
<b>Formal Break-up</b>										
Higher Education	2,327	3,455	3,738	4,822	5,706	6,505	6,203	,803	5,123	5,248
School Education	2,627	3,372	3,451	4,142	3,752	3,688	3,429	2,882	2,544	2,821
Vocational Edu.		1,020	840	2,310	4,314	1,621	3,128	1,125	4,475	4,499

LTCR – Long Term Classroom, STCR – Short Term Classroom

lives of millions of learners across diverse geographical locations. Through our educational programs and platforms, we have empowered students to realize their full potential, thereby making a lasting impact on society. Our passion for education continues to drive us forward, and we are steadfast in our commitment to positively influencing the lives of countless more learners in the years ahead.

Furthermore, Career Point recognizes the importance of giving back to society. This commitment is reflected in our initiatives:

reflected in our initiatives:

- **Giving back to deserving underserved candidates through financial support programs:** Providing opportunities for those in need to access quality education and training.
- **Giving back to the environment through several eco-friendly initiatives:** Undertaking projects aimed at conservation, renewable energy adoption, and sustainable practices.
- **Giving back to communities through healthcare, employment, and educational projects:** Supporting initiatives that enhance healthcare access, promote employment opportunities, and advance educational outcomes in local communities.

As we look to the future, Career Point remains dedicated to leveraging our resources and expertise to create meaningful change and contribute positively to society at large.

### Risks and Concerns

With business operations spanning across various industry segments, Career Point is exposed to a variety of external and internal risks. While the company has robust mechanisms in place for risk management, complete risk avoidance across all financial, operational, and strategic objectives cannot be guaranteed. The board of directors and management regularly review and aim to mitigate various risks related to regulatory, competition, geography, human resources, technology, legal, and political factors. The company recognizes several key risks to its business operations that may adversely affect its financial performance:

- **Market Dynamics:** Career Point operates in an emerging and dynamic market that is susceptible to a wide range of factors, making it challenging to predict future operational results. Consequently, management continues to expand operations into more sustainable and annuity-driven businesses.
- **Regulatory Risk:** Changes in regulatory norms affecting the Education and Financing divisions could significantly impact the company's investments. Career Point continually upgrades its services, diversifies delivery channels, leverages technological advancements, and expands its product portfolio to mitigate potential regulatory risks.
- **Decrease in Student Enrollment:** Increased competition from offline and online education service providers, student decentralization, or other factors may lead to a decline in student enrollments. Post-COVID, many Ed-tech companies are entering the classroom coaching space. However, Career Point's focused academic pedagogy and comprehensive marketing strategy, including direct and indirect approaches, continue to attract students across its formal and informal education divisions.
- **Cybersecurity Risks:** The company's digital content represents valuable assets vulnerable to cybersecurity risks across various access modes. Career Point addresses these risks by continuously enhancing security measures and fostering a heightened risk-aware environment at all organizational levels.
- **Pressure on Margins:** Factors such as staff costs, study material expenses, high advertising and business promotion costs, among others, may exert pressure on margins going forward. However, the company believes it possesses adequate tools to mitigate these factors should they arise.
- **Attrition:** Attrition among key resources or team members could impact business continuity. Career Point's strategy for talent retention includes offering competitive compensation packages, implementing a structured faculty training system for new and existing staff, and cultivating a supportive work environment.
- **Non-performing Assets:** Financial defaults due to various reasons and global financial market volatility pose risks to the growth of the

company's NBFC business. To mitigate future credit risks, Career Point maintains higher provisions and write-offs where appropriate.

- **Geographical Concentration:** The company derives a significant portion of its revenue from Rajasthan and Northern India, which exposes it to operational disruptions or competitive pressures in these regions. Career Point is actively pursuing initiatives to expand its footprint pan-India and overseas through franchise partnerships, business collaborations, and enhanced technology offerings in its Distance Learning segment.

### Internal Controls & Systems

The Company has proper and adequate internal control systems, which ensure that all assets are safeguarded against loss from unauthorized use and all transactions are authorized, recorded and reported correctly. The Management continuously reviews the internal control systems and procedures to ensure orderly and efficient conduct of business. Internal audits are regularly conducted, using external and internal resources to monitor the effectiveness of internal controls. The Company deploys a robust system of internal control that facilitates the accurate and timely compilation of financial statements and Management reports; ensures regulatory and statutory compliance; and safeguards investors' interests by ensuring the highest level of governance and periodical communication with investors.

M/s. BDG & Associates., Chartered Accountants is the internal auditor of the Company, who conducts audit and submit quarterly reports to the Audit Committee. The Internal Audit process is designed to review the adequacy of internal control checks in the system and covers all significant areas of the Company's operations. The Audit Committee reviews the effectiveness of the Company's internal control system. The CEO and CFO certification provided in the CEO and CFO Certification section of the annual report further discusses the adequacy of our internal control systems and procedures.

### Outlook

With its robust educational product strategy, Career Point continues to gain momentum and make a significant impact in the education sector by expanding access to high-quality education. The near-term objective for our education business is to accelerate revenue growth while sustaining current profitability levels in the dynamic education landscape.

In our financing division, we project advancement driven by improved net interest margins and growth in Assets Under Management (AUM). A key priority for our finance business is digital transformation, aimed at aligning our services with digitally-driven consumer behavior and tapping into larger geographical markets.

This strategic focus not only aims to enhance operational efficiency but also to cater more effectively to the evolving needs of our stakeholders. By expanding our educational and financial offerings along with proactively addressing the business risks through strategic initiatives and robust risk management practices, Career Point is poised to capitalize on emerging opportunities, sustain its growth trajectory, and reinforce its position as a leader in both the education and financing sectors.

### Cautionary Statement

This report contains forward-looking statements, which may be identified by their use of words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' or other words of similar meaning. All statements that address expectations or projections about the future, including but not limited to statements about the Company's strategy for growth, product development, market position, expenditures and financial results, are forward-looking statements.

Forward looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on the basis of any subsequent developments, information or events.

# Director's Profile



Founder Director of the Company, Mr. Pramod Maheshwari (52) is a visionary with over two decades of rich and holistic experience in developing and implementing training methodologies. A first generation entrepreneur, he plays a pivotal role in providing thought leadership and strategic guidance to the Company. A B.Tech. degree holder from IIT Delhi, he leads the Company's growth from the front by supervising the functional heads.

## **MR. PRAMOD MAHESHWARI**

Chairman, Managing Director and CEO

A founder member of the Company, Mr. Om Prakash Maheshwari (54) brings to the table more than twenty five years of experience in finance and legal matters. He drives the Company's growth by being responsible for overall project implementation and overseeing all financial and corporate matters. He holds a Bachelor's Degree in Mechanical Engineering from University of Rajasthan.

## **MR. OM PRAKASH MAHESHWARI**

Executive Director and CFO



Mr. Naval Kishore Maheshwari (48) is in charge of the day-to-day affairs of the Company, being responsible for several key functions, including administration and liaising with important stakeholders, including government bodies. Associated with the Company since inception, his expertise lies in the field of administration and varied operational experience. He holds a Bachelor's Degree in Commerce from Maharshi Dayanand Saraswati University, Ajmer.

## **MR. NAVAL MAHESHWARI**

Executive Director

Mr. Jagdish Prasad Sarda (63) has been appointed as an independent and non-executive Director of Career Point Limited w.e.f. 12 November, 2016. He is a qualified Cost and Management Accountant (CMA) from Institute of Cost Accountants of India. He has over 31 years of experience in the field of Cost and Management Accountancy. He holds a Bachelor's Degree in Commerce from Rajasthan University.

## **MR. JAGDISH PRASAD SARDA**

Independent and Non Executive Director





Mrs. Neelima Maheshwari (50) is Non-Independent and Non-Executive Director since September 2014. Mrs. Maheshwari is actively involved in various social welfare activities, especially in the area of education and healthcare, for the last two decades. She holds a masters degree in pharmacy.

**MRS. NEELIMA MAHESHWARI**

Non Independent and Non Executive Director

Mrs. Divya Sodani (32) has been appointment as an independent and non-executive Director of Career Point Limited w.e.f. 24 June, 2020. She is a qualified Chartered Accountant (CA) from Institute of Chartered Accountants of India. She has over 6 years of experience in the field of Finance & Taxation. She holds a Bachelor of Commerce from Devi Ahilya Vishwavidyalya, Indore.

**MRS. DIVYA SODANI**

Independent and Non Executive Director



A practicing chartered accountant, Mr. Khandelwal (65) possesses over 38 years of experience in the field of audit, taxation and company law. He is a senior partner of M/s Sanjay Khandelwal & Associates, Kota, Rajasthan. Mr.Sanjay Khandelwal is a fellow member of Institute of Chartered Accountant of India (ICAI) and holds graduate degree in Commerce.

**MR. SANJAY KHANDELWAL**

Independent and Non Executive Director

Akshay Gupta (33) is an Associate member of Institute of Company Secretaries of India (ICSI) and also a member of Tax Bar Association-Kota, Secretary of Kota Chapter of NIRC of ICSI and member of PCS committee of the NIRC of ICSI. He has more than five years of versatile experience in the areas of Compliances, Corporate Laws, Intellectual Property Rights, FEMA etc. Mr. Gupta holds post graduate degree in Commerce.

**MR. AKSHAY GUPTA**

Independent and Non Executive Director



Ms. NehaGarg (32) is an associate member of Institute of Chartered Accountant of India (ICAI) besides holding Certificate of Practice. She has more than four years of exposure in the areas of Accounting, Auditing, costing, finance and taxation etc. Ms. Neha Garg holds post graduate degree in Commerce.

**MRS. NEHA GARG**

Independent and Non Executive Director

## DIRECTORS'S REPORT

Dear Career Point Shareowners,

The Board of Directors ("Board") of Career Point Limited ("Company") with immense pleasure present their twenty fourth report on the business and operations of your Company for the financial year 2023-24. This Report is being presented along with the audited financial statements for the year.

### 1. Financial Highlights

The highlights of your company's financial results for the financial year 2023-24 on standard basis are as follows:

Particulars	31-Mar-2024	31-Mar-2023
Income from Operations	6261.00	5189.89
Other Income	884.23	376.09
Expenditure	2877.52	2520.82
Profit before Interest and Exceptional Items	4267.71	3045.16
Interest Expense	115.24	83.56
Profit after Interest Expense but before Extraordinary items	4152.47	2961.60
Extraordinary Items-	-	-
Profit from Ordinary Activities before tax	4152.47	2961.60
Total Provision for taxes	959.28	742.25
Profit from Ordinary Activities after tax	3193.19	2219.35

(₹ In Lakhs)

Pursuant to the provisions of the Companies Act, 2013 (the 'Act'), the Financial Statements of the Company have been prepared in accordance with the Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

### 2. Financial Performance and Key Business Developments

Performance of the Company and particulars of some of the key business developments which took place during the financial year 2023-24 have been detailed out in the Management Discussion and Analysis Report which forms part of Directors' Report.

### 3. Dividend

Career Point has endeavored to retain a balance by providing an appropriate return to the Shareholders while simultaneously retaining a reasonable portion of the profit to maintain healthy financial leverage with a view to support and fund the future plans.

The Board of Directors had declared the first interim dividend for the financial year 2023-24 of Rs. 1.00 (Rupees One) per equity share of face value Rs 10.00 each (i.e.10%) and second interim dividend for the financial year 2023-24 of Rs. 1.00 (Rupees One) per equity share of face value Rs 10.00 each (i.e.10%). Also, the Board at its meeting held on May 27, 2024 has recommended a dividend of Rs.1.00 (Rupees One) per equity share of face value Rs. 10.00 each (i.e.10%) and the same is subject to the approval of shareholders at the ensuing Annual General Meeting to be held on August 05, 2024. During the financial year, the proposed final dividend payout for the financial year 2023-24 will absorb an amount of Rs. 1,81,92,939/- (Rupees One Crore Eighty One Lakhs Ninety Two Thousand Nine Hundred Thirty Nine Only).

### 4. Material Changes and Commitments, if any, affecting the Financial Position between the end of the Financial Year and the date of Report:

There are no material changes and commitments affecting the financial position of the company between the end of financial year and the date of report.

### 5. Public Deposits

During the year, your Company has neither invited nor accepted any deposits from the public within the meaning of Section 2(32) and 74 of the Companies Act, 2013 and as such, no amount of principal or interest on deposit was outstanding as of the balance sheet date.

### 6. Subsidiary Companies

As on March 31, 2024 your Company has Nine Subsidiaries (including two step down Subsidiary Companies) and one Associate Company as under:

- (1) Seven Subsidiary Companies i.e. Career Point Infra Limited, Career Point Edutech Limited, Career Point Learning Solutions Limited (formerly known as Gyan Eduventure Private Limited), Career Point Accessories Private Limited, Srajan Capital Limited, Career Point Institute of Skill Development Private Limited, Edutiger Private Limited
- (2) Two Step down Subsidiary Company i.e. Coupler Enterprises Private Limited and Srajan Agritech Private Limited (Subsidiary of Career Point Infra Limited).
- (3) One Associate Companies Imperial Infin Private Limited

A separate statement in Form AOC -1 containing the salient features of Financial Statements of all subsidiaries & associates of your Company forms part of Consolidated Financial Statements in compliance with Section 129 and other applicable provisions, if any, of the Companies Act, 2013.

The Financial Statements of the subsidiary companies and related information are available for inspection by the members at the Corporate Office of your Company during business hours on all days except Saturdays, Sundays and public holidays upto the date of the Annual General Meeting ('AGM') as required under Section 136 of the Companies Act, 2013.

Any member desirous of obtaining a copy of the said Financial Statements may write to the Company Secretary at the Corporate Office of your Company. The Financial Statements including the Consolidated Financial Statements, Financial Statements of subsidiaries and all other documents required to be attached to this report have been uploaded on the website of your Company [www.cpil.in](http://www.cpil.in).

### 7. Financial Position and Performance of Subsidiaries & Associates

In terms of Section 134 of the Companies Act, 2013 and Rule 8(1) of the Companies (Accounts) Rules, 2014, the financial position and performance of subsidiaries are given as an **Annexure - 3**.

## 8. Disclosure of Accounting Treatment:

Pursuant to the provisions of the Act, the Financial Statements of the Company have been prepared in accordance with the Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time

## 9. Corporate Governance

The spirit of good Corporate Governance remains integral to the Company's corporate philosophy. Your Company has complied with all the requirements relating to Corporate Governance as stipulated in SEBI (Listing obligation and disclosure requirements), 2015. In compliance with the SEBI (Listing obligation and disclosure requirements), 2015, a separate report of the Directors on Corporate Governance is given as a separate section titled 'Report on Corporate Governance', which forms part of the Annual Report. A report on Corporate Governance is enclosed forms part of this Annual Report. The Auditors' Certificate confirming the compliance to the conditions of the Corporate Governance is annexed to the Report on Corporate Governance.

## 10. Management Discussion and Analysis Report

Management Discussion and Analysis Report on the business outlook and performance review for the year ended March 31, 2024, as stipulated in Regulation 34 read with Schedule V of the Listing Regulations, is available as a separate section which forms part of the Annual Report.

## 11. Directors' Responsibility Statement

Pursuant to the requirements of Section 134 of the Companies Act, 2013 and to the best of their knowledge & belief and according to the information and explanations obtained, your Directors state that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed and proper explanations provided relating to material departures, if any;
- b) such accounting policies have been selected and applied consistently and judgments and estimates made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the annual accounts have been prepared on a going concern basis;
- e) requisite internal financial controls were laid down and that financial control are adequate and are operating effectively;
- f) proper systems have been devised to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively

## 12. Internal Control System and their adequacy

The Company has proper and adequate internal control systems, which ensure that all assets are safeguarded against loss from unauthorized use and all transactions are authorized, recorded and reported correctly. The Management continuously reviews the internal control systems and procedures to ensure orderly and efficient conduct of business. Internal audits are regularly conducted, using external and internal resources to monitor the effectiveness of internal controls. M/s. BDG & CO. LLP (Formerly known as BDG & Associates), Chartered Accountants, is the Internal Auditor of the Company, who conducts audit and submit quarterly reports to the Audit Committee.

## 13. Risk Management

The Company has voluntarily constituted a Risk Management Committee, the details of which are given in the Corporate Governance Report. The Company has developed a risk management policy and identified risks and taken appropriate steps for their mitigation, for more details, please refer to the Management Discussion and Analysis set out in this Annual Report and on the website of the Company [www.cpil.in](http://www.cpil.in).

## 14. Details of Board Meetings

The Board of Directors met four (4) times in the year 2023-24. The details of the board meetings and the attendance of the Directors are provided in the Corporate Governance Report.

## 15. Directors

After the closing hours of the financial year ended on March 31, 2024 and as on 1 st April, 2024 your Company's Board of Directors ("Board") had nine members comprising of three Executive Directors and six Non-Executive Directors wherein five are Independent Directors. The Board has one Women Independent Director. The details of Board and Committees composition are available in the Corporate Governance Report, which forms part of this Annual Report.

In accordance with the provisions of Section 152 of the Act, read with rules made thereunder and Articles of Association of the Company Mr. Pramod Maheshwari [DIN-00185711] and Mrs. Neelima Maheshwari [DIN-00194928], are liable to retire by rotation at the ensuing Annual General Meeting (AGM) and being eligible, offers themselves for re-appointment. The Board recommends their re-appointment.

As reported last year, Mr. Akshay Gupta (DIN 10198103), Ms. Neha Garg (DIN 10275700) and Mr. Sanjay Khandelwal (DIN 10272077) were appointed as Additional and Non-Executive Independent Directors on the Board of the Company w.e.f August 15, 2023. At the 23 rd AGM held on September 28, 2023, the Members approved their appointment as Independent Directors of the Company for a period of 5 years i.e., from August 15, 2023 to August 14, 2028.

Further, as reported last year, Mr. Om Prakash Maheshwari (DIN 00185677) reappointed as a Whole Time Director and Chief Financial Officer of the Company, Mr. Nawal Kishore Maheshwari (DIN 00185762) reappointed as a Whole Time Director of the Company and Mrs. Neelima Maheshwari (DIN 00194928) reappointed as a Non- Executive Non-Independent Director on the Board of the Company for a further period of 5 (Five) years. At the 23 rd AGM held on September 28, 2023, the Members approved their re-appointment them for a period of 5 years.

The Board on the recommendation of NRC and in accordance with provisions of the Act and SEBI Listing Regulations has re-appointed Mrs Divya Sodani (DIN: 08045653) as a Non-Executive Independent Director on the Board for a second term of 5 years, w.e.f. June 24, 2025, subject to approval of Members at this AGM.

During the year under review, Mr. Vishal Jain Independent Director has resigned from Directorship of the Company w.e.f. 3 rd August, 2023 and, further, the tenure of directorship as Non-executive Independent Director of Mr. Pawan Kumar Lalpuria and Mr. Ram Swaroop Chaudhary has been completed on March 31, 2024.

The Board places on record its sincere appreciation for contributions and extends gratitude to Mr Vishal Jain, Mr. Pawan Kumar Lalpuria and Mr. Ram Swaroop Chaudhary for their invaluable service as Directors on the Board. Their insightful contributions have played a pivotal role in steering the Company's strategic direction and fostering growth.

The disclosures required pursuant to Regulation 36 of the SEBI Listing Regulations and the Secretarial Standards ('SS')- 2 on General Meetings are given in the Notice of AGM, forming part of the Annual Report

Cost Auditor.

## 16. Declarations by Independent Directors

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of the Companies Act, 2013 read with the Schedules and Rules issued there under as well as Regulation 16(1)(b) of Listing Regulations (including any statutory modification(s) or re-enactment(s) for the time being in force). The details of programmes for familiarization of Independent Directors with the Company, their roles, rights, responsibility in the Company, nature of the industry in which the Company operates and other related matters are put on the website of the Company at [www.cpil.in](http://www.cpil.in).

In the opinion of the Board, the Independent Directors possess the requisite expertise and experience and are persons of high integrity and repute. They fulfill the conditions specified in the Act as well as the Rules made thereunder and are independent of the Management.

## 17. Key Managerial Personnel

During the year under review, there was no change in the Key Managerial Personnel ('KMP') of the Company. As at March 31, 2024, the following are the KMP of the Company: Mr. Pramod Maheshwari, Chairman and Managing Director & CEO; Mr. Om Prakash Maheshwari, Executive Director & CFO; Mr. Manmohan Pareek, Company Secretary & Compliance Officer.

## 18. Auditors:

### (a) Statutory Auditors:

M/s. Lodha & Co. LLP, were appointed as Statutory Auditors of your Company at the Annual General Meeting held on 26th September, 2017 for a first term of five consecutive years. And further re-appointed for a second term of 5 years from the conclusion of 22nd AGM till the conclusion of 27<sup>th</sup> AGM of the Company to be held in the year, 2027.

The Report given by the Auditors on the Financial Statements of the Company is part of the Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

### (b) Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Director appointed M/s Bharat Rathore & Associates, Practicing Company Secretaries to conduct the Secretarial Audit of the Company for the year ended March 31, 2024. The Report of the Secretarial Audit is annexed herewith as **Annexure – 2A**. The said Secretarial Audit Report does not contain any qualification, reservations, adverse remarks and disclaimer.

As per regulation 24(1) of SEBI Listing Regulations, the Company is required to annex the secretarial audit report of its material unlisted subsidiary to its Annual Report. Career Point Infra Limited and Srajan Capital Limited have been identified as Material Unlisted Subsidiaries of the Company for FY24 and accordingly the Company is annexing the Secretarial Audit Reports of Career Point Infra Limited and Srajan Capital Limited as **Annexures 2B and 2C**, respectively.

### (c) Internal Auditors:

Pursuant to Section 138 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, and based on the recommendation of the Audit Committee, the Board has appointed M/s BDG & Co. LLP as the Internal Auditors of the Company for the Financial Year 2023-2024. The Internal Auditors present their audit report before the Audit Committee on a quarterly basis.

### (d) Cost Auditors

The Company is not required to conduct Cost Audit during the Financial Year 2023-24. Therefore Company has not appointed any

## 19. Separate Meetings of Independent Director

In terms of requirements of Schedule IV of the Companies Act, 2013, meeting of the Independent Directors of the Company conducted separately, without the attendance of Non- Independent Directors, or any other official of the Company or members of its management, to review the performance of Non- Independent Directors (including the Chairman), the entire Board and the quality, quantity and timeliness of the flow of information between the Management and the Board. The Company received the Annual disclosure(s) from all the Directors disclosing their Directorship and Interest in other Companies in specified formats prescribed in Companies Act, 2013 and the Board took note of the same in its Board Meeting.

## 20. Particulars of Loans, Guarantees or Investment

Details of loans, guarantees and investments under the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, as on 31st March, 2024 are set out in NOTE 8, 9, 15 and 16 to the Standalone Financial Statements forming part of this report.

## 21. Particulars of Contract or arrangement with Related Parties

All related party transactions (RPTs), which were entered into during the financial year were on an arm's length basis and did not attract provisions of Section 188 of the Companies Act, 2013. There were material transactions entered with related parties, during the year under review, which have been disclosed in Form AOC-2 as an **Annexure-4** in that regard. During the year 2023-24, as required under Section 177 of the Companies Act, 2013 and Regulation 23 of the SEBI Listing Regulations, 2015, all RPTs were reviewed and approved by the Audit Committee. Prior omnibus approvals are granted by the Audit Committee for related party transactions which are of repetitive nature, entered in the ordinary course of business and are on arm's length basis in accordance with the provisions of Companies Act, 2013 read with the Rules issued there under the Companies Act & the Listing Regulations. A statement showing the disclosure of transactions with related parties as required under IND As is set out separately in this Annual Report. The Policy on RPTs as approved by the Board is uploaded on the Company's website [www.cpil.in](http://www.cpil.in).

## 22. Particulars of Employees

The information required under Section 197 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended; the name and other particulars of employees are to be set out in the Directors' Report as an addendum or annexure thereto. The Information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014 in respect of employees of the Company is annexed herewith as **Annexure - 5**.

None of the employee listed in the said Annexure is a relative of any director of the Company. None of the employee holds (by himself or along with his spouse and dependent Children) more than two percent of the Equity shares of the Company. None of Director receives remuneration from the Subsidiary Companies.

## 23. Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

Consider the business activities of the Company the requirement relating to providing the particulars relating to conservation of energy and technology absorption stipulated in Rule 8 of the Companies (Accounts) Rules 2014 required to be furnished u/s.134 (3)(m) of the Companies Act, 2013 is not applicable. Particulars of



foreign currency earnings and outgo during the year: Nil.

#### 24. Composition of Audit Committee

Audit Committee currently comprises of Mrs. Divya Sodani as Chairman of the Audit Committee with other members being Ms. Neha Garg, Mr. Om Prakash Maheshwari and Mr. Jagdish Prasad Sarda. Further details relating to the Audit Committee are provided in the Corporate Governance Report, which forms part of this report.

#### 25. Vigil Mechanism

The Company has formulated a Whistle Blower Policy to establish a vigil mechanism for Directors and employees of the Company to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The mechanism under the policy has been appropriately communicated within the organization. The Whistle Blower Policy is available on the website of the Company.

#### 26. Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, 2015, the Board has carried out an evaluation of its own performance and that of the individual Directors. The evaluation criteria, inter alia, covered various aspects of the Board's functioning including its composition, execution and performance of specific duties, obligations and governance. The performance of individual directors was evaluated on parameters such as Attendance and participation in the Meetings, Contribution towards growth of the Company, Leadership initiative, Team work attributes and supervision of staff members, Compliance with policies, safeguarding the interest of the Company etc. The Directors expressed their satisfaction with the evaluation process.

#### 27. Key Parameters for appointment of Directors and Key Managerial Personnel

The Nomination and Remuneration Committee has formulated a detailed policy for appointment of directors, key managerial personnel which is designed to attract, motivate and retain best talent. This policy applies to directors, senior management including its Key Managerial Personnel (KMP) and senior management of the Company. The remuneration of the Executive Directors and KMPs of the Company is recommended by the Nomination and Remuneration Committee based on the Company's remuneration structure taking into account factors such as level of experience, qualification and suitability. The Company generally pays remuneration by way of salary, perquisites and allowances.

#### 28. Policies of the Company

Your Company has posted the following documents on its website [www.cpil.in](http://www.cpil.in)

1. Code of Conduct and Ethics
2. Whistle Blower Policy
3. Related Party Transaction Policy
4. Corporate Social Responsibility
5. Familiarisation Programme.
6. Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by insiders
7. Remuneration Policy

**29. Human Resource and Employee's Stock Option Scheme** Your Company has been able to create and continuously improve a favorable work environment that encourages innovation and meritocracy at all levels. Employees' relations remained cordial at all the Company's locations. The Directors take this opportunity to record their appreciation for the outstanding contribution. Your

Company has implemented a CPL Employees Stock Option Plan 2013 (ESOP 2013) in accordance with Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (SEBI Guidelines) for grant of stock options to its eligible employees of the Company. The Nomination and Remuneration Committee of the Board administers and monitors the Scheme.

#### 30. Significant & Material Orders Passed by the Regulators or Courts or Tribunals

There are no significant and material orders passed by the Regulators/Courts/Tribunals that would impact the going concern status of the Company and its future operations.

#### 31. Extract of Annual Return

In accordance with the provisions of Section 134(3) read with Section 92(3) of the Companies Act, 2013, the Annual Return for the financial year ended on 31st March 2024 in the prescribed form MGT-7 is disclosed on the website of the Company at [www.cpil.in](http://www.cpil.in).

#### 32. Corporate Social Responsibility

Pursuant to Section 135 (4) and Rule 8 of the Companies (Corporate Social Responsibility Policy), Rules, 2014, a report on CSR containing particulars in the specified format is attached at [Annexure-1](#).

#### 33. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has in place a Sexual Harassment Policy in line with the requirement of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redresses) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under the policy. The following is a summary of sexual harassment complaints received and disposed off during the year 2023-2024:

No. of complaints received: Nil

No. of complaints disposed off: N. A

#### 34. Business Responsibility Reporting

The Business Responsibility Reporting as required by Regulation 34(2)(f) of SEBI (Listing obligation and disclosure requirements), Regulations 2015 is not applicable to your Company for the Financial Year ending March 31, 2024.

#### 35. Green Initiative

Your Company has taken the initiative of going green and minimizing the impact on the environment. The Company has been circulating the copy of the Annual Report in electronic format to all those Members whose email addresses are available with the Company. Your Company appeals other Members also to register themselves for receiving Annual Report in electronic form.

#### 36. Additional Information to Shareholders

All important and pertinent investor information such as financial results, investor presentations, press releases, new launches and updates are made available on the Company's website ([www.cpil.in](http://www.cpil.in)) on a regular basis

#### 37. Secretarial Standards:

The Directors state that applicable Secretarial Standards, i.e. SS-1 'Meetings of the Board of Directors', SS-2 'General Meetings' and SS-3 Secretarial Standard on Dividend relating to respectively, have been duly followed by the Company.

#### 38. Changes in the Nature of Business, If Any

The Company continued to provide educational services (Formal and Informal) and hence, there was no change except mentioned below in the nature of business or operations of the Company which impacted the financial position of the Company during the year under review.

Previously your Company had altered its object clause of the Memorandum of Association to include activities related with NBFC which inter alia includes the business activities of holding and investment / finance and accordingly income from investment/finance business have been included in Revenue from operations. Your Company had also applied for NBFI Registration with Reserve Bank of India (RBI), for which approval is awaited.

### 39. Composite Scheme of arrangement

The Board of Directors of your Company in its meeting held on 14th February 2023, has approved a composite scheme of arrangement ('Scheme') under Section 230 to 232, read with Section 66 and other applicable provisions of the Companies Act, 2013 and the provisions of other applicable laws, amongst the Wholly Owned Subsidiary Srajan Capital Limited (SCL) (Transferor Company), Holding Company Career Point Limited (CPL) {Transferee Company/Demerged Company) and Wholly Owned Subsidiary Career Point Edutech Limited (Resulting Company) and their respective shareholders.

The Scheme, inter alia, provides for (i) demerger of education business ('Demerged Undertaking') from Career Point Limited to Career Point Edutech Limited (Resulting Company); and (ii) merger of Srajan Capital Limited (Transferor Company) with Career Point Limited {Transferee Company). The appointed date for the purpose of giving scheme effect is 1st April 2023.

The Company received the 'observation letter' dated August 09, 2023 issued by BSE Limited and 'observation letter' dated August 09, 2023 issued by National Stock Exchange Limited and filed necessary application before the Hon'ble National Company Law Tribunal, Chandigarh Bench ('Hon'ble NCLT') for necessary directions.

The Hon'ble NCLT vide order dated January 04, 2024, inter alia, directed the Company to convene and hold the meeting of the equity shareholders of the Company on February 17, 2024 and dispensed convening and holding of the meeting of the secured and unsecured creditors of the Company(ies) by considering the

consent of said creditors. The Company in compliance with the directions of the Hon'ble NCLT, convened meetings of the equity Shareholders on February 17, 2024 to seek shareholder approval on the Scheme. The Scheme was approved by the requisite majority by the shareholders of the Company.

Now the Company's second motion application is pending for approval before the hon'ble Bench.

### 40. Particulars of Remuneration

Details as required under the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are placed on the Company's website [www.cpil.in](http://www.cpil.in) as an annexure to the Board's Report. A physical copy of the same will be made available to any shareholder on request, as per provisions of Section 136(1) of the said Act. Details as required under the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(2) and 5(3) of the said Rules, which form part of the Board's Report, will be made available to any shareholder on request, as per provisions of Section 136(1) of the said Act.

### 41. Transfer to Reserves

The Company proposes to keep the entire amount of Rs.45555.29 lakhs in the Retained Earnings.

### 42. Industrial Relations

Industrial Relations continued to remain peaceful and cordial throughout the year. We value the long association of our stakeholders to sustain industrial harmony and create a positive work environment. By introducing various new work practices we have succeeded in enhancing manpower productivity & attendance to the optimum. We encourage continuous interaction, dialogues and participation of local community, stakeholders in collaborating various social intervention through our various CSR program.

### 43. Acknowledgments and Appreciation

Your Directors are thankful to all the shareholders, Business Associates, Vendors, Advisors, Bankers, Governmental Authorities, media and all concerned for their continued support. The Directors acknowledge the commitment and contribution of all employees to the growth of the Company. Our consistent growth was made possible by their hard work, solidarity, cooperation and support.

For and on behalf of the Board of Directors

**Pramod Maheshwari**

**DIN: 00185711**

Chairman, Managing Director and CEO

Place: Kota (Rajasthan)

Date: 27<sup>th</sup> May, 2024

- Brief outline on CSR Policy of the Company: The brief outline of CSR policy has been enumerated in the Board Report under the para Corporate Social Responsibilities.
- Composition of CSR Committee:

S.No.	Name of the Director	Designation/ Nature of Directorship	Number of meeting of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Ram Swaroop Chaudhary *Tenure Completed on March 31, 2024	Chairman of the Committee	3	3
2	Ms. Divya Sodani	Member	3	3
3	Mr. Nawal Kishore Maheshwari	Member	3	3

- Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the company. [http://www.cpil.in/investor-relations/csrpolicy/pdf/CSR\\_Policy.pdf](http://www.cpil.in/investor-relations/csrpolicy/pdf/CSR_Policy.pdf)
- The details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).- **Not Applicable**
- Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any Sl. No. Financial Year Amount available for set-off from preceding financial years (in Rs) Amount required to be set-off for the financial year, if any: - **Not Applicable**

S.No.	Financial Year	Amount available for set-off from preceding financial years (in Rs.)	Amount required to be setoff for the financial year, if any (in Rs.)
1			
Total			

- Average net profit of the company as per Section 135(5). Rs. 1721.17 Lakhs
- (a) Two percent of average net profit of the company as per section 135(5): - Rs. 34.42 Lakhs  
(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. Nil  
(c) Amount required to be set off for the financial year, if any Nil  
(d) Total CSR obligation for the financial year (7a+7b-7c). Rs. 34.42 Lakhs
- (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs. Lakhs)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Total Amount transferred to Unspent CSR Account as per section 135(6)		
	Amount	Date of Transfer	Name of the Fund Amount	Amount	Date of Transfer
Rs. 34.57	<b>Not Applicable</b>		<b>Not Applicable</b>		

- (b) Details of CSR amount spent against ongoing projects for the financial year: **Not Applicable**

1	2	3	4	5	6	7	8	9	10	11
S.No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No).	Location of the project. Amount spent for the project	Project duration	Amount allocated for the project (in Rs.)	Amount spent in the current financial year (in Rs.)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.)	Mode of implemen- tion Direct (Yes/No)	Mode of implemen- tion on - Direct (Yes/ No). Mode of implementation - Through implementing agency. State. District. Name. CSR registration number. 1. 2. 3. TOTAL
				State	District					

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

1	2	3	4	5		6	7	8	
S.No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No)	Location of the project		Amount spent for the project (in Rs. Lakhs)	Mode of implementation-Direct (Yes/No)	Mode of implementation-Through implementing agency	
				State	District			Name	CSR registration number
		Education, Art & Culture, Health and Medical Facilities, Environment sustainability	Yes	Rajasthan	Kota, Jodhpur and Rajsamand (Rajasthan)	34.57	Yes (Director)	Not Applicable	
	<b>Total</b>					<b>34.57</b>			

(d) Amount spent in administrative overheads.

(e) Amount spent on impact assessment, if applicable

(f) Total amount spent for the financial Year (8b+8c+8d+8e); Rs. 34.57 Lakhs

(g) Excess amount for set off, if any- Nil

S.No.	Particular	Amount (Rs. in Lakhs)
1	Two percent of average net profit of the company as per section 135(5)	34.42
2	Total amount spent for the Financial Year	34.57
3	Excess amount spent for the financial year [(ii)-(i)]	0.15
4	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
5	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

9. (a) Details of Unspent CSR amount for the preceding three financial years:

S.No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs)	Date of transfer	
	2022-23	NO		NO	NO	NO	NO
	<b>Total</b>						

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): **Not Applicable**

1	2	3	4	5	6	7	8	9
S.No.	Project ID	Name of the Project	Financial Year in which the project was commenced.	Project Duration	Total amount allocated for the project (in Rs.).	Amount spent on the project in the reporting Financial Year (in Rs.).	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project- Completed /Ongoing
1								
Total								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: **Not Applicable**

(Asset-wise details).

(a) Date of creation or acquisition of the capital asset (s).

(b) Amount of CSR Spent for creation or acquisition of capital asset.

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.

(d) Provide details of the capital asset (s) created or acquired (including completed address and location of the capital asset).

11. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per Section 135(5). **Not Applicable**

**Sanjay Khandelwal**  
(Director and Chairman CSR Committee)  
DIN: 10272077

**Pramod Maheshwari**  
Chairman And Managing Director and CEO  
DIN: 00185711

## SECRETARIAL AUDIT REPORT

For the Financial Year Ended on March 31, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To  
**The Members,**  
**Career Point Limited**  
**Village Tangori Banur**  
**Mohali Punjab 140601 India**  
**CIN: L80100PB2000PLC054497**

Dear Members

I/ we Bharat Rathore & Associates, Practicing Company Secretaries have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Career Point Limited** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the applicable provisions of:

1. The Companies Act, 2013 ( the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not applicable to the Company during the Audit Period**);
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**Not applicable to the Company during the Audit Period**);
  - (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (**Not applicable to the Company during the Audit Period**);
  - (g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**Not applicable to the Company during the Audit Period**);
  - (h) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (**Not applicable to the Company during the Audit Period**);
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
6. As confirmed by the management, there are no sector specific laws that are applicable specifically to the company.

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings;
- ii. The Listing Agreement entered into by the Company with BSE Limited and NSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

#### **I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** during the audit period the company has not undertaken any events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines standards etc. or bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines standards etc.

Place : Kota  
Date : 27-05-2024  
UDIN: A048426F000449310

For Bharat Rathore & Associates,  
Company Secretaries  
**CS Bharat Rathore**  
Membership No. ACS 48426  
COP No. 20295

Note: This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

#### Annexure-A

To  
The Members,  
Career Point Limited  
Village Tangori Banur  
Mohali Punjab 140601 India  
CIN: L80100PB2000PLC054497

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place : Kota  
Date : 27-05-2024  
UDIN: A048426F000449310

For Bharat Rathore & Associates,  
Company Secretaries  
**CS Bharat Rathore**  
Membership No. ACS 48426  
COP No. 20295

For the financial year ended March 31, 2024  
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of  
the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
CAREER POINT INFRA LIMITED  
Village Tangori, Banur Mohali, Mohali  
PB 140601, India  
CIN: U45201PB2007PLC050992

Dear Members

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by CAREER POINT INFRA LIMITED (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provisions of:

1. The Companies Act, 1956, The Companies Act, 2013 (to the extent Section and schedule notified) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not applicable to the Company during the Audit Period)**
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **(Not applicable to the Company during the Audit Period)**
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not applicable to the Company during the Audit Period);**
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not applicable to the Company during the Audit Period);**
  - (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not applicable to the Company during the Audit Period);**
  - (g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Company during the Audit Period);**
  - (h) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not applicable to the Company during the Audit Period);**
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; **(Not applicable to the Company during the Audit Period)**
6. As confirmed by the management, there are no sector specific laws that are applicable specifically to the company.  
I have also examined compliance with the applicable clauses of the following:
  - i. Secretarial Standards issued by The Institute of Company Secretaries of India;
  - ii. The Listing Agreement entered into by the Company with BSE Limited and NSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** during the audit period the company has not undertaken any events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines standards etc.

For Bharat Rathore & Associates,  
Company Secretaries

Place : Kota  
Date : 15-05-2024  
UDIN: **A048426F000375665**

**CS Bharat Rathore**  
Membership No. ACS 48426  
COP No. 20295

Note: This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

**Annexure A**

To,  
The Members,  
CAREER POINT INFRA LIMITED  
Village Tangori, Banur Mohali, Mohali  
PB 140601, India  
CIN: U45201PB2007PLC050992

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Bharat Rathore & Associates,  
Company Secretaries

Place : Kota  
Date : 15-05-2024  
UDIN: **A048426F000375665**

**CS Bharat Rathore**  
Membership No. ACS 48426  
COP No. 20295



For the financial year ended March 31, 2024  
[Pursuant to Regulation 24A of Securities Exchange Board Of India (Listing Obligation and Disclosure Regulation) 2015, read with Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
Srajan Capital Limited  
Village Tangori, Banur Mohali, Mohali  
PB 140601, India  
CIN: U65910PB2013PLC050993

Dear Members

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Srajan Capital Limited** (hereinafter called "**the Company**") for the financial year ended 31<sup>st</sup> March, 2024. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31st March, 2024** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2024** according to the provisions of:

1. The Companies Act, 1956, The Companies Act, 2013 (to the extent Section and schedule notified) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder; **Not applicable as the Securities of the Company are not listed on any Stock Exchange.**
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (**Not applicable to the Company during the Audit Period**);
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (**Not applicable to the Company during the Audit Period**);
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not applicable to the Company during the Audit Period**);
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**Not applicable to the Company during the Audit Period**);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021 (**Not applicable to the Company during the Audit Period**);
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (**Not applicable to the Company during the Audit Period**);
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (**Not applicable to the Company during the Audit Period**);
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**Not applicable to the Company during the Audit Period**);
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**Not applicable to the Company during the Audit Period**);
6. The following laws, regulations, directions, orders applicable specifically to the Company:
  - a) The Reserve Bank of India Act, 1934.
  - b) Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016.
  - c) Master Direction- Non-Banking Financial Company Returns (Reserve Bank) Directions, 2016.
  - d) Master Circular – Non-Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015.

The Management of the Company has confirmed that there are no laws identified which are specifically applicable to the Company.

I have also examined compliance with the applicable Standards/Regulations of the following:

- (i) Secretarial Standards with regard to Meeting of the Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India;
- (ii) The Listing Agreements entered into by the Company with the Stock Exchanges: (**Not applicable to the Company during the Audit Period**);

During the period under audit, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above

**I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Directors. No changes in the composition of the Board of Directors took place during the period under audit

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** during the financial year under audit, the following were the event/actions which occurred, having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

As informed, the Srajan Capital Limited being 100% subsidiary Company of Career Point Limited involved in the Composite Scheme of arrangement with its holding Company wherein the Srajan Capital Limited will merge with its holding Company, the Board of the Company vide its Board Meeting dated 14.02.2024 has considered and approved the draft Composite Scheme of arrangement subject to approval of Regulatory and other authorities and the consent of their respective shareholders and creditors, if any, further the Reserve Bank of India previously issued No-objection Certificate to Company for such merger under the Scheme of arrangement.

For Bharat Rathore & Associates,  
Company Secretaries

Place : Kota  
Date : 21-05-2024  
UDIN : **A048426F000412856**

**CS Bharat Rathore**  
Membership No. ACS 48426  
COP No. 20295

Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

To,  
The Members,  
Srajan Capital Limited  
Village Tangori, Banur Mohali, Mohali  
PB 140601, India  
CIN: U65910PB2013PLC050993

Our report of even date is to be read along with this letter.

**Management's Responsibility:**

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

**Auditor's Responsibility:**

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We have conducted the Audit as per the applicable Auditing Standards issued by the Institute of Company Secretaries of India.
4. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
5. Wherever required, we have obtained reasonable assurance about whether the statements prepared, documents or Records, in relation to Secretarial Audit, maintained by the Auditee, are free from misstatement.
6. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events, etc.

**Disclaimer:**

7. We have conducted our Audit based on the records and information made available to us by the Company for the purpose of issuing this report.
8. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
9. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

For Bharat Rathore & Associates,  
Company Secretaries

Place : Kota  
Date : 21-05-2024  
UDIN : A048426F000412856

**CS Bharat Rathore**  
Membership No. ACS 48426  
COP No. 20295

(Pursuant to first provision to Sub-Section (3) of Section 129 read with rule 5 of the Companies (Accounts) Rules, 2014  
STATEMENT CONTAINING SALIENT FEATURES OF FINANCIAL STATEMENTS OF SUBSIDIARY/ASSOCIATES

## PART A: SUBSIDIARIES

values in ₹ Lakhs

S. NO.	Name of Subsidiary Company	Reporting Currency & Exchange	Share capital	Reserve and surplus	Total Assets	Total Liabilities	Investments	Turnover/ Total Income	Profit Before Taxation	Provision for Taxation	Proposed Dividend	% of Share holding
1	Career Point Infra Limited	Indian Rupee	397.90	14731.66	15288.49	158.93	-	593.74	509.83	22.10	-	100%
2	Career Point Edutech Limited	Indian Rupee	61.29	1372.53	1453.98	20.16	-	1216.79	665.75	-	-	100%
3	Career Point Learning Solutions Ltd.	Indian Rupee	42.00	467.66	515.84	6.18	-	79.24	34.52	9.11	-	100%
4	Career Point Accessories Pvt. Ltd.	Indian Rupee	10.00	53.92	112.36	48.44	-	207.51	21.02	6.02	-	60%
5	Coupler Enterprises Private Limited	Indian Rupee	9.00	-15.15	710.04	642.85	-	115.20	37.05	7.03	-	100%
6	Srajan Agritech Private Limited	Indian Rupee	1.00	1006.79	1036.19	28.40	-	4.45	1.56	-	-	100%
7	Srajan Capital Limited	Indian Rupee	622.70	5422.29	40085.27	34040.28	33.65	5103.64	2428.73	613.58	-	100%
8	Career Point Institute Of skill development Private Limited	Indian Rupee	141.00	-29.55	113.06	1.61	-	25.01	2.66	0.67	-	100%
9	Edutiger Private Limited	Indian Rupee	10.00	0.74	10.85	0.11	-	0.47	0.40	0.11	-	75%

values in ₹ Lakhs

Name of Associates/ Joint Ventures	Latest Audited Balance Sheet Date	Shares of Associate held by the Company on the year end	Description of how there is significant influence	Reason why the associate/ joint venture is not consolidated	Net worth attributable to shareholding as per latest audited Balance Sheet	Profit/Loss for the year
		No. Amount of Investment in Associates/ Joint Venture				Considered in Consolidation Not Considered in Consolidation
Imperial Infin Private Limited	31.03.2024	34,000 34,00,000	Voting Power	NA	164.81	10.03 13.44

## AOC FORM - 2

Annexure-4

(Pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014)  
Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in Section 188(1) of the Companies Act, 2013 including certain arms' length transactions under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at arm's length basis:**

(a)	Name(s) of the related party and nature of relationship	NA
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts / arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board(g)Amount paid as advances, if any	
(h)	Date on which the requisite resolution was passed	
(l)	Amount paid as advances, if any	
(j)	Date on which (a) the requisite resolution was passed in general meeting as required under first proviso to Section 188 of the Companies Act, 2013	

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

(₹ in Lakhs)

S. No.	Name of related party	Name of relationship	Name of Contract	Duration of the transaction	Transaction value	Date of approval by the board if any	Amount paid as advance
1.	Srajan Capital Limited subsidiary company	Wholly owned subsidiary company	Loans and	One year	23,631.28	14 August 2023	NA

Annexure-5

**PARTICULARS OF REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL & EMPLOYEES AND COMPARATIVES**

Pursuant to Section 197 of the Companies Act, 2013, read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The information required under Section 197 of the Companies Act, 2013, read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

**A. Remuneration of each director and Key Managerial Personnel (KMP) along with particulars of increase in remuneration during the Financial Year, ratio of remuneration of Directors to Median remuneration of employees and comparison of remuneration of each KMP against Companies Performance.**

(₹ in Lakhs)

Name of Directors/Key Managerial Personnel	Remuneration	% increase in Remuneration	Ratio of Director's Remuneration to Median Remuneration
<b>Non Executive Directors*</b>			
Mr. Pawan Kumar Lalpuria	40,000	Nil	0.18:1
Mr. RS Chaudhary	40,000	Nil	0.18:1
Mr. Vishal Jain	8000	Nil	0.04:1
Mrs. Neelima Maheshwari	40,000	Nil	0.18:1
Mr. Jagdish Prasad Sarda	16,000	Nil	0.07:1
Mrs. Divya Sodani	40,000	Nil	0.18:1
Mr. Akshay Gupta	16,000	Nil	0.07:1
Mr. Sanjay Khandelwal	16,000	Nil	0.07:1
Mrs. Neha Garg	16,000	Nil	0.07:1
<b>Executive Directors and Key Managerial Personnel</b>			
Mr. Pramod Maheshwari	24,75,000	-25	11.37:1
Mr. Om Prakash Maheshwari	33,00,000	Nil	15.16:1
Mr. Nawal Kishore Maheshwari	33,00,000	Nil	15.16:1
Mr. Manmohan Pareek, Company Secretary	NA	30	NA

\*Remuneration includes sitting fees only

- (ii) In FY 2023-24, the median remuneration is ₹ 2,17,632/-. The percentage increase in the median Remuneration of employees in th FY was 6.05%.
- (iii) There were 182 permanent employees on the rolls of Company as on March 31, 2024.
- (iv) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

- B. Particulars of Employees whose remuneration exceeds ₹ 102 Lacs per annum or ₹ 8.50 Lacs per month during FY 2023-24
- (a) There are no employees who are employed throughout the year and in receipt of remuneration aggregating ₹ 102 lacs per annum
- (b) There are no employees who are employed for part of the year and in receipt of remuneration aggregating ₹ 8.50 Lacs or more per month

For and on behalf of the Board of Directors  
**Pramod Maheshwari**  
 Chairman, Managing Director and CEO

Place : Kota (Rajasthan)  
 Date : May 27, 2024

**Annexure-6**

AS PER THE DISCLOSURE REQUIREMENT SPECIFIED UNDER SEBI (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS, 2014 AND SECTION 62(1)(B) OF THE COMPANIES ACT, 2013 READ WITH RULE 12(9) OF THE COMPANIES (SHARE CAPITAL & DEBENTURES) RULES, 2014, THE FOLLOWING INFORMATION IS DISCLOSED WITH RESPECT TO EMPLOYEE STOCK BENEFIT PLANS:

Details of ESOP	CPL Stock Option Plan 2013 (ESOP 2013)
<b>I. Description of each ESOP that existed at any time during the year</b>	
i. Date of shareholder's approval	21st September 2013
ii. Total number of options approved under ESOP	906647
iii. Vesting requirements	As specified by Nomination and Remuneration Committee subject to minimum one year from the date of grant
iv. Exercise price or pricing formula	Exercise Price in respect of the Stock options granted shall be such price being not less than the face value of an equity shares in the Company as on Date of Grant of option
v. Maximum term of options granted (years)	Options granted under ESOP 2013 would vest not earlier than one year and not later than 7 years from the date of grant
vi. Source of shares (Primary, Secondary or combination)	Primary
vii Variation in terms of options	There have been no variations in the terms of the options
<b>II Method used to account for ESOP</b>	
The Company has calculated the employee compensation cost using the Fair value method of accounting for the Options granted.	
<b>III Option Movement during the year:</b>	
i. Number of Options Outstanding	821647
ii. Number of Options Granted during the year	0
iii. Number of Options Forfeited / lapsed during the year	0
iv. Number of Options Vested but not exercised during the year	0
v. Number of Options Exercised during the year	0
vi. Total number of shares arising as a result of exercise of options	0
vii. Money realised by exercise of options	0
viii. Number of options Outstanding at the end of the year	0
ix. Number of Options exercisable at the end of the year	0
<b>IV Weighted average exercise price of Options granted during the year whose:</b>	
i. Exercise price equals market price	Nil
ii. Exercise price is greater than market price	Nil
iii. Exercise price is less than market price	Nil
<b>Weighted average fair value of options granted during the year whose</b>	
i. Exercise price equals market price	Nil
ii. Exercise price is greater than market price	Nil
iii. Exercise price is less than market price	Nil
<b>V Employee-wise detail of options granted during the Financial Year 2023-24:</b>	
i. Senior Managerial personnel.	
ii. Employees who were granted, during any one year, options amounting to 5% or more of the options granted during the year	No grants during the year
iii. Identified employees who were granted options, during any one year, equal to or exceeding 1 per cent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	
The fair value has been calculated using the Black Scholes Option Pricing model	

<b>The Assumptions used in the model are as follows:</b>	
<b>Particulars</b>	<b>ESOP</b>
i. Risk Free Interest Rate	No grants during the year
ii. Expected Life	
iii. Expected Volatility	
iv. Dividend Yield	
v. Price of the underlying share in market at the time of the option grant	
<b>Details of ESOP</b>	<b>ESOP</b>
Weighted Average share price of Options exercised during the year: NA	
Exercise price and weighted average remaining contractual life of Outstanding Options	
Scheme Name	
<b>CPL Stock Option Plan 2013 (ESOP 2013)</b>	0
Diluted Earnings Per Share(EPS) pursuant to issue of shares on exercise of option calculated in accordance with Indian Accounting	NA

To,  
**The Members,**  
**Career Point Limited**  
**Village Tangori, Banur Mohali, Mohali**  
**PB 140601, India**  
**CIN: L80100PB2000PLC054497**

1. I have examined the compliance of conditions of Corporate Governance of **Career Point Limited (“the Company”)** for the year ended on March 31, 2024 as stipulated in Regulations 17 to 27 and clauses (b) to (i) and (t) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [collectively referred to as “SEBI Listing Regulations”].

#### **Management’s Responsibility for compliance with the conditions of SEBI Listing Regulations**

2. The compliance of conditions of corporate governance is the responsibility of the management of the Company. This responsibility includes the designing, implementing and operating effectiveness of internal control to ensure compliance with the conditions of Corporate Governance as stipulated in the Listing Regulations.

#### **Our Responsibility**

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. I have examined the relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with the Corporate Governance requirements by the Company.
5. I have conducted our examination in accordance with the Guidance Note on Corporate Governance Certificate and the Guidance Manual on Quality of Audit & Attestation Services issued by the Institute of Company Secretaries of India (“ICSI”).

#### **Opinion**

6. In our opinion and to the best of our information and according to the explanations given to us, and the representation made by the directors and the management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, I hereby certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations.
7. I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

#### **Restriction on use**

8. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the SEBI Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, I do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing

For Bharat Rathore & Associates,  
 Company Secretaries

Place : Kota  
 Date : 27-05-2024  
 UDIN : A048426F000449365

**CS Bharat Rathore**  
 Membership No. ACS 48426  
 COP No. 20295



## REPORT ON CORPORATE GOVERNANCE

### 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate governance refers to the framework of rules and practices by which the board of directors ensures accountability, fairness, and transparency in a company's relationship with all its stakeholders.

The Company is committed to run its business in a legal, ethical and transparent manner with dedication throughout the organization. Besides adhering to the prescribed corporate practices as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as 'Listing Regulations'], it voluntarily governs itself as per highest ethical and responsible standard of business.

The Company believes in good corporate governance. The Company's philosophy envisages the attainment of the highest standards of corporate governance through sound business decisions, prudent financial management, high standards of ethics throughout the organization, transparent accounting policies, responsibility and fairness.

The Company emphasizes the need for full transparency and accountability in all its transactions, in order to protect the interests of its stakeholders. Its Endeavour is to maximize the long-term value of the shareholders of the Company.

A report on compliance with the principles of Corporate Governance as prescribed by SEBI in Listing Regulations is given below:

### 2. POLICIES

In compliance with requirements of Listing Regulations and Companies Act, 2013, Board of Directors of the Company has approved various policies, as detail herein:

#### **Whistle Blower & Vigil Mechanism Policy**

As per Section 177 of the Companies Act, 2013 and Regulation 4(2)(d)(iv) and 22 of SEBI (Listing obligation and disclosure requirements), Regulations 2015, a comprehensive Whistle Blower and Vigil Mechanism Policy has been approved and implemented within the organization. The policy enables the employees and directors to report instances of any unethical act or suspected incidents of fraud or violation of companies Code of Conduct. This mechanism/Policy provides adequate safeguards to whistle blowers against reprisals or victimization. The copy of the Policy has been uploaded on the Company's website [www.cpil.in](http://www.cpil.in).

#### **Code of Conduct for Board Members and Senior Management Personnel**

In accordance with the requirement under Regulation 17 of the Listing Regulations, the Board of Directors of the Company has adopted a Code of Conduct for all Board members and senior management group of the Company. The code of conduct is available on the website of the Company [www.cpil.in](http://www.cpil.in).

All board members and senior management group have affirmed compliance with the code of conduct. A declaration signed by the Managing Director & CEO to this effect is enclosed as a part of this report.

#### **Related Party Transaction Policy**

In compliance with the requirements of Regulation 23 of SEBI (Listing obligation and disclosure requirements), Regulations 2015, the Board of Directors of the Company has approved a Related Party Transaction Policy, to facilitate management to report and seek approval for any Related Party Transaction proposed to be entered into by the Company. The said Related Party Transaction Policy can be viewed on [www.cpil.in](http://www.cpil.in)

#### **Material Subsidiary Policy**

In compliance with the requirements of Regulation 16 of the Listing Regulations, the Board of Directors of the Company has approved a material subsidiary Policy. The said Policy can be viewed on [www.cpil.in](http://www.cpil.in)

#### **Policies and code as per SEBI Insider Trading Regulations**

In accordance with SEBI (Prohibition of Insider Trading) Regulation, 2015, the company has formulated and approved (i) an insider Trading Code to regulate dealing in the securities of the Company by designated persons in compliance with the regulations, and (ii) a Policy for Fair Disclosure of Unpublished Price Sensitive Information. The said Code and Policy can be viewed on [www.cpil.in](http://www.cpil.in)

Mr. Manmohan Pareek, Company Secretary of the Company is Compliance Officer for the purposes of Insider Trading Code and appointed as Chief Investor Relations Officer for the purpose of Fair Disclosure Policy during the financial year 2023-24.

#### **Familiarization Program for Independent Directors**

With a view to familiarize Independent Directors with the Company's operations, the Company has conducted Familiarization program for them with a view to enable them to understand Company's business in depth and contribute significantly to the company. Such Program will provide an opportunity to the Independent Directors to interact with the senior management team of the Company and help them to understand the Company's strategy, business model, operations, service and products offerings, markets, organization structure, finance, human resources, quality, facilities and risk management and such other areas as may arise from time to time. The details of Familiarization program can be viewed on [www.cpil.in](http://www.cpil.in)

### 3. BOARD OF DIRECTORS

#### i) Composition of Board

The Company's Board is constituted in line with the provisions of Listing Regulations and the Companies Act, 2013. The present strength of the Board is nine Directors comprising an optimum combination of Executive and Non-Executive Directors. The Board represents an optimum mix of professionalism, knowledge and experience.

ii) The table below gives the composition of the Board during the financial year 2023-2024.

Name of Director and DIN	Category	Designation
Mr. Pramod Maheshwari (00185711)	Promoter & Executive Director	Chairman, Managing Director & CEO
Mr. Om Prakash Maheshwari (00185677)	Promoter & Executive Director	Executive Director and CFO
Mr. Nawal Kishore Maheshwari (00185762)	Promoter & Executive Director	Executive Director
Mrs. Neelima Maheshwari (00194928)	Non-Executive Non-Independent Director	Director
Mr. Pawan Kumar Lalpuria (02016032)**	Non-Executive Independent Director	Director
Mr. Ram Swaroop Chaudhary (00711599)**	Non-Executive Independent Director	Director
Mr. Vishal Jain (00709250)*	Non-Executive Independent Director	Director
Mr. Jagdish Prasad Sarda (07654623)	Non-Executive Independent Director	Director
Mrs. Divya Sodani (08045653)	Non-Executive Independent Director	Director
Mr. Akshay Gupta (10198103)	Non-Executive Independent Director	Director
Mrs. Neha Garg (10275700)	Non-Executive Independent Director	Director
Mr. Sanjay Khandelwal (10272077)	Non-Executive Independent Director	Director

\*Mr. Vishal Jain resigned from the Board w.e.f August 03, 2023

\*\* The tenure of directorship as Independent Director of Mr. Pawan Kumar Lalpuria and Mr. Ram Swaroop Chaudhary has been completed on March 31, 2024

#### Director's attendance record and Directorship in other companies

Name of Director	No. of Board Meetings during the Financial Year 2023-24		No. of Directorship in Companies including private Ltd. Companies and excluding Sec.8 companies (as on March 31, 2024)	No. of Membership/ Chairmanships of other Board		Whether attended last AGM	Directorship in other listed Entity (Category of Directorship)
	Held	Attended		Membership	Chairmanship		
Mr. Pramod Maheshwari	4	4	18	1	Nil	Yes	JOSTS Engineering Company Ltd.
Mr. Om Prakash Maheshwari	4	4	20	1	Nil	Yes	Shricon Industries Ltd.
Mr. Nawal Kishore Maheshwari	4	4	20	Nil	Nil	Yes	-
Mr. Pawan Kumar Lalpuria	4	4	1	Nil	Nil	Yes	-
Mr. Ram Swaroop Chaudhary	4	4	1	Nil	Nil	Yes	-
Mr. Vishal Jain	4	1	4	1	Nil	No	JOSTS Engineering Company Ltd.
Mrs. Neelima Maheshwari	4	4	2	1	Nil	Yes	Shricon Industries Ltd.
Mr. Jagdish Prasad Sarda	4	1	-	Nil	Nil	Yes	-
Mrs. Divya Sodani	4	4	1	Nil	Nil	Yes	-
Mr. Akshay Gupta	4	2	1	Nil	Nil	Yes	-
Mrs. Neha Garg	4	2	-	Nil	Nil	Yes	-
Mrs. Sanjay Khandelwal	4	2	-	Nil	Nil	Yes	-

Mr. Pramod Maheshwari, Chairman, Managing Director & CEO, Mr. Om Prakash Maheshwari, Executive Director & CFO and Mr. Nawal Kishore Maheshwari, Executive Director are relative in terms of the definition of 'relative' given under the Companies Act, 2013. Mrs. Neelima Maheshwari, Non-Executive Non-Independent Director is relative of Mr. Om Prakash Maheshwari, Executive Director & CFO in terms of the definition of 'relative' given under the Companies Act, 2013.

The number of Directorships, Committee Membership(s)/ Chairmanship(s) of all Directors is within respective limits prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as Listing Regulations).

#### **Board Meetings:**

The annual calendar of meetings is broadly determined at the beginning of each year. In compliance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Meetings are held at least once every quarter and the time gap between two Meetings is not more than four months. The notice of Board meeting is given well in advance to all the Directors. Usually, meetings of the Board are held in Kota. The Agenda of the Board / Committee meetings is set by the Company Secretary in consultation with the Chairman and the Managing Director and Chief Executive Officer of the Company. The Agenda for the Board and Committee meetings cover items set out as per the guidelines in Listing Regulations to the extent it is relevant and applicable. The Agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by law, which is noted and confirmed in the subsequent Board meeting. All Directors on the Board are free to suggest any item for inclusion in the agenda for the consideration of the Board. During the year Four Board Meetings were held on May 29, 2023, 14 August, 2023, 08 November, 2023 and February 13, 2024.

#### **Independent Director's meeting:**

During the year under review, meeting of Independent director was conducted on 25 March, 2024, without the attendance of Non-Independent Director and members of management, inter alia, to discuss on the following:

- i) to review the performance of non-independent directors and the Board as a whole
- ii) to review the performance of the Chairman of the company
- iii) to assess the quality, quantity and timeliness of flow of information between the company management and the Board.
- iv) Any other business with the permission of chair arising out of above business and incidental and ancillary to the business.

#### **Maximum tenure of Independent directors**

The maximum tenure of independent directors is in accordance with the Companies Act, 2013 and regulation 25(2) of the SEBI Listing Regulations, 2015.

#### **Formal Letter of appointment to independent directors**

The Company issues a formal letter of appointment to independent directors in the manner as provided in the Companies Act, 2013. As per regulation 46(2) of SEBI Listing Regulations, 2015, the terms and conditions of appointment of independent directors are placed on the Company's website [www.cpil.in](http://www.cpil.in).

#### **Board Evaluation**

In terms of the requirements of the Act and Listing Regulations, during the year, the Board carried out the annual performance evaluation of the Board as a whole, Board Committees and the Directors. The Evaluation process focused on various aspects of the functioning of the Board and Committees such as composition of the Board and Committees, experience and competencies, performance of specific duties and obligations etc.

The results of the Evaluation were shared with the Board, Chairman of respective Committees and individual Directors. Based on the outcome of the Evaluation, the Board and Committees have agreed on an action to further improve the effectiveness and functioning of the Board and Committees.

#### **Board Diversity Policy**

In compliance with the provisions of the SEBI Listing Regulations, 2015, the Board through its Nomination and Remuneration Committee has devised a Policy on Board Diversity.

#### **Review of legal Compliance Report**

During the year, the Board periodically reviewed compliance reports with respect to the various laws applicable to the Company, as prepared and placed before it by the Management.

### **4. Board Committees**

In accordance with the provisions of the Companies Act 2013 and Listing Regulations, inter-alia, the following Committees are in operation:

- i. Audit Committee
- ii. Nomination and Remuneration Committee
- iii. Stakeholders Relationship Committee
- iv. Corporate Social Responsibility Committee
- v. Risk Management Committee

#### **I. Audit Committee**

In line with the statutory provisions of Listing Regulations and as a measure of good Corporate Governance with a view to provide assistance to the Board in fulfilling its oversight responsibilities, an Audit Committee of the Directors was constituted. Majority of the Members of the Committee are Independent Directors and every Member has sound experience in the financial sector. The Company Secretary acts as Secretary to the Committee.

The composition of the Audit Committee of the Board which complies with the requirements of Section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Listing Regulations are as under: **Chairperson:** Mrs. Divya Sodani (Non-

Executive Independent Director)

**Members:**

Mr. Om Prakash Maheshwari (Executive Director & Chief Financial Officer)

Mr. Jagdish Prasad Sarda (Non-Executive Independent Director)

Mrs. Neha Garg (Non-Executive Independent Director)\* appointed w.e.f. April 08, 2024

Mr. Pawan Kumar Lalpuria(Non-Executive Independent Director)\* tenure completed on March 31, 2024

Mr. Ram Swaroop Chaudhary(Non-Executive Independent Director)\* tenure completed on March 31, 2024

**Functions and Terms of Reference**

The term of reference of Audit Committee are as per Listing Regulations and includes such other functions as may be assigned to it by the Board from time to time. Further, the term of reference of the Audit Committee has been aligned with the requirements of the Companies Act, 2013. The main functions of the Audit Committee, inter-alia, include:

- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process
- Approval/ Ratification of other services as may be required to be availed from auditors of the Company;
- Examination of the financial statement and auditors' report thereon;
- Approval or any subsequent modification of transaction of the company with related parties;
- Scrutiny of inter-corporate loans and investments, if any;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Monitoring the end use of fund raised through public offers and related matters
- Such other functions / areas / term as desired / referred by the Board from time to time or required under applicable law / Listing Regulations for time being in force.

The Audit Committee also reviews adequacy of disclosures and compliance with all relevant laws. In addition to these, in compliance with requirements of Listing Regulations, the Audit Committee reviews the operations of subsidiary Companies viz., its financial statements to grant omnibus approval for related party transactions which are in the ordinary course of business and on an arm's length pricing basis and to review and approve such transactions subject to the approval of the Board, statement of investments and minutes of meeting of its Board.

The particulars of the meetings attended by the Members of the Audit Committee and the dated of the meetings held during the financial year 2023-24 are given below:

S. NO.	Name of Members	No. of Meetings during the Financial Year 2023-24		Dates of Meetings
		Held	Attended	
1	Mr. Pawan Kumar Lalpuria	4	4	May 29, 2023 August 14, 2023 November 08, 2023 February 13, 2024
2	Mr. Om Prakash Maheshwari	4	4	
3	Mrs. Divya Sodani	4	4	
4	Mr. Ram Swaroop Choudhary	4	4	
5	Mr. Jagdish Prasad Sarda	4	1	

Mr. Manmohan Pareek, Company Secretary acts as the Secretary of the Committee.

**II. Nomination and Remuneration Committee**

Composition of the Nomination and Remuneration Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations.

The Nomination and Remuneration Committee of the Company is constituted to identify persons who are qualified to become directors and who may be appointed in senior management and to formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees and to carry out evaluation of every director's performance. The Nomination and Remuneration Committee of the Company is also entrusted to frame policies and systems for Employees Stock Option Plans and to formulate and administer the Company's Employees Stock Option Plans from time to time.

The remuneration policy of the Company is aimed to reward performance, based on review of achievements on a regular basis. The Nomination and Remuneration Committee has been constituted by the Board and it comprises of the following Independent Directors. **Chairman:** Mr. Jagdish Prasad Sarda (Non-Executive Independent Director)

**Members:**

Mr. Sanjay Khandelwal (Non-Executive Independent Director) \* appointed w.e.f. April 08, 2024

Ms. Neha Garg (Non-Executive Independent Director) \* appointed w.e.f. April 08, 2024

Mr. Pawan Kumar Lalpuria (Non-Executive Independent Director) \* tenure completed on March 31, 2024

Mr. Ram Swaroop Chaudhary (Non-Executive Independent Director) \* tenure completed on March 31, 2024

## Functions and Terms of Reference

The broad terms of reference of the Nomination and Remuneration Committee of the Company are as follows:

- To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal;
- To carry out evaluation of every director's performance;
- To formulate the criteria for determining qualifications, positive attribute and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees. The Committee while formulating the policy shall ensure that:
  - Ensure the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully
  - Ensure that relationship of remuneration to performance is clear and meets appropriate performance benchmark
- Formulate policy with regard to Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- To recommend to the Board, the remuneration (including any modification therein) payable to the Managing Director or Whole-time Director or Manager of the Company
- Such other functions/area/term as desired/referred by the Board from time to time or required under applicable law /listing agreement, for time being in force

The particulars of the meetings attended by the Members of the Nomination and Remuneration Committee and the dates of the meetings held during the financial year 2023-24 is given below:

S. NO.	Name of Members	No. of Meetings during the Financial Year 2023-24		Dates of Meetings
		Held	Attended	
1	Mr. Pawan Kumar Lalpuria	2	2	August 14, 2023 February 13, 2024
2	Mr. Jagdish Prasad Sarda	2	1	
3	Mr. Ram Swaroop Chaudhary	2	2	

Mr. Manmohan Pareek, Company Secretary act as the Secretary of the Committee.

### Remuneration Policy

The Nomination and Remuneration Committee has the powers to determine and recommend to the Board the amount of remuneration payable to Directors, Senior Management and other employees. The recommendations of the Committee are based on the evaluation of the performance and other criteria, as laid down and as per the Company's Rules/Policies. In terms of the guidelines, the Company ensures that the remuneration payable to Managing Director and Whole-time Directors by way of salary including other allowances and monetary value of perquisites should be within the overall limit as specified under the Companies Act, 2013 and approved by the Shareholders.

The remuneration policy is directed towards rewarding performance of the employees of the Company. It is aimed at attracting and retaining high caliber talent. The stock option plan, inter-alia, authorizes the Company to grant stock options in pursuit of these goals. An extract of Remuneration Policy approved by the Nomination and Remuneration Committee of the Board has been included as part of this Annual Report. The copy of the Policy has been uploaded on the Company's website [www.cpil.in](http://www.cpil.in).

Detail of Remuneration to all the Directors during the year ended March 31, 2024

Name of Director	Salary (₹)	Benefits /Allowances /perquisites (₹)	Bonuses (₹)	Sitting fees (₹)	Details of fixed Component and performances incentives (₹)	Toatl (₹)	Stock Option details, if any	Service contract, notice period, severance fee/pension
Mr. Pramod Maheshwari	1125000	1350000	-	-	-	2475000	-	*
Mr. Om Prakash Maheshwari	1500000	1800000	-	-	-	3300000	-	**
Mr. Nawal Kishore Maheshwari	1500000	1800000	-	-	-	3300000	-	**
Mr. Ram Swaroop Chaudhary @	-	-	-	40000	-	40000	-	@
Mr. Pawan Kumar Lalpuria @	-	-	-	40000	-	40000	-	@
Mr. Vishal Jain @	-	-	-	8000	-	8000	-	@
Mrs. Neelima Maheshwari	-	-	-	40000	-	40000	-	***
Mr. Jagdish Prasad Sarada	-	-	-	16000	-	16000	-	****
Mrs. Divya Sodani	-	-	-	40000	-	40000	-	*****
Mr. Akshay Gupta	-	-	-	16000	-	16000	-	*****
Mrs. Neha Garg	-	-	-	16000	-	16000	-	*****
Mr. Sanjay Khandelwal	-	-	-	16000	-	16000	-	*****

\*5 years with effect from July 01, 2022/notice period 2 months or 2 months' salary in lieu of the notice

\*\*5 years with effect from April 01, 2024/notice period 2 months or 2 months' salary in lieu of the notice

\*\*\* 5 years with effect from September 26, 2024//written notice as per letter of appointment.

\*\*\*\*5 years with effect from November 12, 2021 /written notice as per letter of appointment. #

\*\*\*\*\*5 years with effect from September 28, 2020.

\*\*\*\*\*5 years with effect from August 14, 2023.

@ Mr. Vishal Jain resigned w.e.f. August 03, 2023

@ Mr. Pawan Kumar Lalpuria – tenure completed on March 31, 2024

@ Mr. Ram Swaroop Chaudhary – tenure completed on March 31, 2024

Non-Executive Directors of the Company do not have any pecuniary relationship or transactions with the Company, its Promoters, its Directors, its Senior Management, its subsidiary companies and associate companies, except the sitting fees to Non-Executive Directors (for attending the meetings of the Board, Audit Committee and Nomination and Remuneration Committee) within the limits.

No Stock Options we are granted to Directors under CPL Employees Stock Option Plan 2013 (ESOP 2013) during the financial year ended March 2024.

**Disclosures regarding re-appointment of Directors** The remuneration policy is directed towards rewarding performance of the employees of the Company. It is aimed at attracting and retaining high caliber talent. The stock option plan, inter – alia, authorizes the Company to grant stock options in pursuit of these goals

### III. STAKEHOLDERS RELATIONSHIP COMMITTEE

The composition of the Stakeholder Relationship Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations. As a measure of good Corporate Governance and focusing on strengthening the relation with the stakeholders, the Board has formed Stakeholders Relationship Committee. The Stakeholders Relationship Committee ensures that all commitment to security holders and investors are met and thus strengthen their relationship with the Company. The composition of the Stakeholders Relationship Committee is as below:

**Chairman:** Mr. Akshay Gupta (Non-Executive Independent Director) \* appointed w.e.f. April 08, 2024

#### Members:

Mr. Jagdish Prasad Sarada (Non-Executive Independent Director)

Mr. Divya Sodani (Non-Executive Independent Director) \* appointed w.e.f. April 08, 2024

Mr. Pawan Kumar Lalpuria (Non-Executive Independent Director) \* tenure completed on March 31, 2024

Mr. Ram Swaroop Chaudhary (Non-Executive Independent Director) \* tenure completed on March 31, 2024

Mr. Manmohan Pareek, Company Secretary acts as the Secretary of the Committee.

#### Functions and Terms of Reference

The functioning and broad terms of reference of the Stakeholders Relationship Committee of the Company are as under:

- to consider and resolve the grievances of security holders of the Company
- to review important circulars issued by SEBI/Stock Exchanges.
- To take note of the Compliance of Corporate Governance during the quarter/year

The Committee has been constituted to specifically look into the Investors' complaints and to redress the same expediently. There were no complaints pending as on 31st March, 2024 During the period the Company was associated with M/s Ankit Consultancy Pvt. Ltd. as Share Transfer Agent, to look after the Shareholders correspondence, share transfers, transmissions, transpositions, to prepare share holding pattern, which are approved by the Committee. The Company has connectivity with NSDL & CDSL for Dematerialization of Shares.

The Compliance Officer in terms of the requirement of the stock exchange who liaises with and monitors the activities of the Share Transfer Agent.

The particulars of the meetings attended by the Members of the Stakeholders Relationship Committee and the dates of the meetings held during the financial year 2023-24 are given below: Mr. Manmohan Pareek, Company Secretary of the Company was the Compliance Officer of the Company.

S. NO.	Name of Members	No. of Meetings during the Financial Year 2023-24		Dates of Meetings
		Held	Attended	
1	Mr. Pawan Kumar Lalpuria	4	4	May 29, 2023 August 14, 2023 November 08, 2023 February 13, 2024
2	Mr. Jagdish Prasad Sarada	4	1	
3	Mr. Ram Swaroop Chaudhary	4	4	

Details of complaints received/resolved during the financial year 2023-24:

Name of Complaints	Received	Resolved	Pending
Investor Grievances	1	1	NIL

**(iv) CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE**

In alignment with the provisions of the Companies Act, 2013, your directors have constituted the Corporate Social Responsibility Committee of the Board of Directors, with Mr. Sanjay Khandelwal as Chairman, Mrs. Divya Sodani and Mr. Nawal Kishore Maheshwari as other members. During the period the tenure of Directorship of Mr. Ram Swaroop Choudhary has been completed on March 31, 2024. Mr. Sanjay Khandelwal appointed as Chairman of the CSR Committee w.e.f. April 08, 2024.

The said Committee has been entrusted with the responsibility of formulating and monitoring the Corporate Social Responsibility Policy of the Company, which will include inter-alia activities to be undertaken by the Company, monitoring the implementation of the framework of the Policy and recommending the amount to be spent on CSR activities.

S. NO.	Name of Members	No. of Meetings during the Financial Year 2023-24		Dates of Meetings
		Held	Attended	
1	Mr. Nawal Kishore Maheshwari	3	3	August 14, 2023 November 08, 2023 February 13, 2024
2	Mr. Ram Swaroop Chaudhary	3	3	
3	Mrs. Divya Sodani	3	3	

Mr. Manmohan Pareek, Company Secretary acts as the Secretary of the Committee.

**(v) RISK MANAGEMENT COMMITTEE**

In alignment with the provisions of the Companies Act 2013, your directors have constituted the Risk Management Committee of the Board of Directors, with Mr. Om Prakash Maheshwari as Chairman and Mr. Pramod Maheshwari and Mrs. Divya Sodani as other members.

**Chairman:** Mr. Om Prakash Maheshwari

**Members:** Mr. Pramod Maheshwari and Mrs. Divya Sodani

During the period under review, no meeting of the committee was held.

S. NO.	Name of Members	No. of Meetings during the Financial Year 2023-24		Dates of Meetings
		Held	Attended	
1	Mr. Om Prakash Maheshwari	2	2	August 14, 2023 February 13, 2024
2	Mr. Pramod Maheshwari	2	2	
3	Mrs. Divya Sodani	2	2	

## 5) GENERAL BODY MEETINGS

The details of General Meetings held in the last three years are given below:

Year	AGM/ EGM	Date	Time	Venue	No. of special resolution
2022-2023	23 <sup>rd</sup> AGM	September 28, 2023	4.00 p.m	VC/ OAVM and deemed venue at CP Tower-2 Road No. 1, IPIA, Kota - 324005	4
2021-2022	22 <sup>nd</sup> AGM	September 29, 2022	4.00 p.m	VC/ OAVM and deemed venue at CP Tower-2 Road No. 1, IPIA, Kota - 324005	2
2020-2021	21 <sup>st</sup> AGM	September 29, 2021	4.00 p.m	CP Tower-2 Road No. 1, IPIA, Kota - 324005	2
2019-2020	20 <sup>th</sup> AGM	September 28, 2020	4.00 p.m	CP Tower-2 Road No. 1, IPIA, Kota - 3240051	1

AGM=Annual General Meeting, EGM=Extra-ordinary General Meeting.

Note: During the year Company has not passed any resolution by circulation or by Postal Ballot.

## 6. Chief Investor Relationship Officer/ Compliance Officer

Mr. Manmohan Pareek

Compliance Officer and Company Secretary, Career Point Limited

Registered Office: Village Tangori Banur Mohali Punjab PB 140601 IN

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

Tel: +917443040000; Email: [manmohan@cpuniverse.in](mailto:manmohan@cpuniverse.in)

## 7. Disclosures

### i) Related Party Transaction

There is no Related Party Transaction that may have potential conflict with the interest of the Company at large. The Company's major Related Party Transactions are generally with its subsidiary, Key Management Personnel and Enterprises under the same management. The Related Party Transactions are entered into based on the considerations of various business exigencies and Company's long-term strategy. All the transactions entered during the financial year 2023-24 with Related Parties were on arm's length basis and the same are reported under notes of the financial statements. All transactions covered under Related Party Transactions are regularly/periodically ratified and/or approved by the Board/ Audit Committee.

### ii) Details of non-compliance with regard to the capital market

There have been no instances of non-compliances by the Company and no penalties and/or structures have been imposed on it by stock exchanges or SEBI or any statutory authority on any matter related to the capital markets during the last three years.

### iii) Whistle Blower Policy

The Audit Committee approved whistle blower policy. The employees and directors may report to the Compliance Officer and have direct access to the Chairperson of the Audit Committee about any unethical, actual or suspected fraud or violation of the Company's Code of Conduct.

### iv) Compliance of Code Corporate Governance

The Company has complied with all the mandatory requirements of the Code of Corporate Governance as stipulated under the Listing Regulations. The Company has also obtained a certificate affirming the compliances from M/s Bharat Rathore & Associates, Company Secretary, the secretarial auditors of the Company and the same is attached to this Report.

### v) Details of Compliance with Non-Mandatory requirement of this clause

The Company has not adopted the Non-Mandatory requirements except constitution of Nomination and Remuneration Committee and whistle Blower Policy.

### vi) Disclosure on Risk Management

The Board has laid down procedures to inform the Board Members about the risk assessment and mitigation procedures. The Board is periodically informed about the key risks and their minimization procedures. Business risk evaluation and management is an ongoing process within the Company.

### vii) Financial Statement/ Accounting treatments

In the preparation of Financial Statements, the Company has followed the Accounting Standards issued by Institute of Chartered Accountants of India to the extent applicable.

### viii) Management Discussion and Analysis Report

Management Discussion and Analysis Report is appended to this Annual Report.

### ix) Disclosures regarding appointment or re appointment of Directors

The brief profile of the Directors proposed to be appointed/re-appointed is given as a part of the Notice of the Annual General Meeting.

## 8. Means of Communication

- (l) a) In compliance with Regulation 46 of the Listing Regulations, a separate dedicated section under "Investor Relations" on the Company's website gives information on various announcements made by the Company, status of unclaimed dividend, Annual Report, Quarterly/Half yearly/ Nine-months and Annual financial results along with the applicable policies of the Company. Your Company's official news releases and presentations made to the institutional investors and analysts are also available on the Company's website.
- b) The quarterly, half-yearly and annual results during the year were published in National English "Financial Express" and Hindi Newspapers "Nafa Nuksan"/Jansatta" and displayed on the Company's website [www.cpilcpil.in](http://www.cpilcpil.in) along with official news releases, financial results and presentations etc. are also displayed at the Company's website.
- c) The Company had quarterly Investors teleconferences for Investors of the Company immediately after the declaration of



quarterly/annual results. Detailed presentations are made to institutional investors and financial analysts on the Company's unaudited quarterly as well as audited annual financial results. These presentations are also uploaded on the Company's website.

- d) All the periodic compliance filing to National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE) like shareholding pattern, corporate governance report, Report on Reconciliation of Share Capital, financial results, other Corporate Announcements among others are filed electronically on NEAPS (NSE Electronic Application Processing Systems) and BSE Listing Centre (BSE Corporate Compliance & Listing Centre) respectively.

The investor complaints (if any) are processed in a centralized web-based complaint system SEBI Complaint Redress System (SCORES).

<b>Date</b>	05 <sup>th</sup> August 2024
<b>Time</b>	4:00 pm
<b>Financial Year</b>	2023-24

**ii) Book Closure Date - From July 30, 2024 to August 05, 2024 (both days inclusive)**

The tentative schedule of Financial Results of the Company is as follows:

June Quarter Ending Results	Within 45 days from end of quarter.
September Quarter Ending Results	Within 45 days from end of quarter.
December Quarter Ending Results	Within 45 days from end of quarter.
March Quarter/Year Ending Results from end of financial year (Audited).	Within 45 days from end of quarter (Un-audited) / Within 60 days

**iii) Listing in Stock Exchanges and Stock Codes**

The names of the Stock Exchanges at which the equity shares are listed and the respective stock codes are as under::

<b>Name of Stock Exchanges</b>	<b>Stock Code/Symbol</b>
Bombay Stock Exchange Limited	533260
National Stock Exchange of India Limited	CAREERP

The listing fee for the financial year 2023-24 to BSE & NSE has been duly paid.

**iv) Unclaimed Dividend**

Your Company intimated shareholders to lodge their claims and related particulars were provided in the annual reports each year as well as on the website of the Company. As per the provisions of the Companies Act, any amount that remains unclaimed for a period of seven years is transferred to the Investor Education and Protection Fund (IEPF). In accordance with the said provisions, the dividends already declared and paid by the Company, if remaining unclaimed and unpaid for a period of seven years, will be transferred to IEPF, as per the details mentioned in Table below.

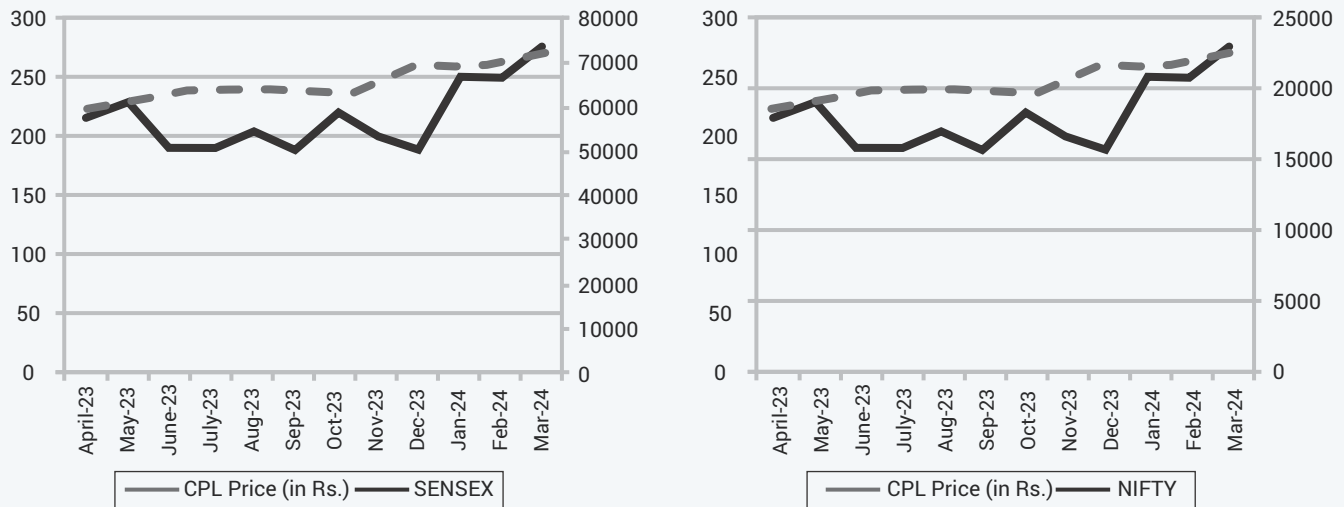
S.No.	Financial Year	Type of Dividend	Dividend per equity share (INR)	Date of declaration	Due date of Transfer
1	2014-15	Interim Dividend	1.00	12-Aug-14	After seven years from the date of transfer to Unclaimed
2	2019-20	Interim Dividend	1.00	08-Aug-19	Dividend Account After seven years from the date of transfer to Unclaimed
3	2019-20	Interim Dividend	1.00	12-Nov-19	Dividend Account After seven years from the date of transfer to Unclaimed
4	2019-20	Interim Dividend	1.00	12-Feb-20	Dividend Account After seven years from the date of transfer to Unclaimed
5.	2020-21	Interim Dividend	1.00	12-Feb-21	Dividend Account After seven years from the date of transfer to Unclaimed Dividend Account
6.	2021-22	Final Dividend	1.00	29-Sept-22	After seven years from the date of transfer to Unclaimed Dividend Account
7.	2022-23	Interim Dividend	1.00	14-Feb-23	After seven years from the date of transfer to Unclaimed Dividend Account
8.	2022-23	Final Dividend	1.00	28-Sept-23	After seven years from the date of transfer to Unclaimed Dividend Account
9.	2023-24	Interim Dividend	1.00	08-Nov.-23	After seven years from the date of transfer to Unclaimed Dividend Account
10.	2023-24	Interim Dividend	1.00	13-Feb-24	After seven years from the date of transfer to Unclaimed Dividend Account

#### v) Market Price Data

##### a. Share Price Movement for the Financial Year 2023-24

Month	Bombay Stock Exchange				National Stock Exchange			
	High (In Rs.)	Low (In Rs.)	Close (In Rs.)	SENSEX	High (In Rs.)	Low (In Rs.)	Close (In Rs.)	NIFTY
Apr-23	242.00	207.85	219.85	61112.44	243.25	207.40	219.00	18065.00
May-23	263.80	208.10	231.80	62622.24	263.90	208.30	233.45	18534.40
Jun-23	245.55	191.50	193.50	64718.56	245.90	193.00	194.30	19189.05
July-23	228.80	174.75	191.30	66527.67	228.70	174.80	188.50	19753.80
Aug-23	219.55	178.00	204.90	64831.41	217.40	175.50	203.25	19253.80
Sep-23	219.90	185.20	189.90	65828.41	222.00	186.00	190.75	19638.30
Oct-23	227.90	185.00	224.70	63874.93	229.00	182.00	225.45	19079.60
Nov-23	236.95	201.30	201.90	66988.44	236.80	201.00	201.90	20133.15
Dec-23	210.90	187.30	188.75	72240.26	212.00	187.00	188.55	21731.40
Jan-24	288.00	187.45	252.60	71752.11	288.85	187.10	252.55	21725.70
Feb-24	277.00	228.50	253.00	72500.30	278.00	230.00	250.80	21982.80
Mar-24	285.60	238.00	282.00	73651.35	285.00	242.60	277.40	22326.90

### STOCK PERFORMANCE V/S NIFTY & SENSEX



#### b. Shareholding Distribution as on March 31, 2024

Shareholding of Shares	Number of Shareholders	% of Total Shareholders	Total Shares Amount	Percentage of Total Shares
1 to 1000	12496	95.06	121210	76.66
1001 to 2000	262	1.99	397960	2.19
2001 to 3000	108	0.82	273289	1.50
3001 to 4000	59	0.45	211496	1.16
4001 to 5000	42	0.32	194484	1.07
5001 to 10000	84	0.64	610924	3.36
10001 to 20000	46	0.35	664376	3.65
20001 to 30000	16	0.12	394280	2.18
30001 to 40000	6	0.05	201961	1.11
40001 to 50000	5	0.05	218447	1.20
50001 to 100000	9	0.07	582321	3.20
100001 Above	12	0.09	132512947	2.84
<b>Total</b>	<b>13145</b>	<b>100.0000</b>	<b>181929390</b>	<b>100.0000</b>

#### c. Shareholding Pattern as on March 31, 2024

Category	No. of shares held	% Shareholding
Clearing Members	13252	0.0728
Bodies Corporate	1188414	6.5323
Government Companies (IEPF)	1	0.0000
Hindu Undivided Family	791051	4.3481
Non-Resident Indians & OCB	321385	1.7665
Public Individual Shareholders holding nominal share capital upto Rs. 2 Lakhs	2944069	16.1825
Public Individual Shareholders holding nominal share capital exceed Rs. 2 Lakhs	1340024	7.3656
Promoters	6227603	34.2309
Relatives Of Director	5358000	29.4510
Trusts	20	0.0001
Foreign Portfolio Investors (Corporate)	9120	0.0501
<b>TOTAL:</b>	<b>18192939</b>	<b>100%</b>

\*General public includes a shareholder who holds one share in physical form.

- vi) **Registrar for Dematerialization and physical Transfer of Shares**  
The Company has appointed a Registrar for dematerialization (Electronic Mode) and physical transfer of shares whose detail is given below:  
**M/S Ankit Consultancy Private Limited**  
Unit: Career Point Limited  
60, Electronic Complex,  
Pardeshipura, Indore (M.P.) 452010  
Tel.:0731-4065799, 4065797  
Contact Person: Mr. Abhinandan Gupta  
Email id: [investors@ankitonline.com](mailto:investors@ankitonline.com)  
[compliance@ankitonline.com](mailto:compliance@ankitonline.com)
- vii) **Share Transfer System**  
The company has appointed common registrar for the physical share transfer and dematerialization of shares. The shares lodged for physical transfer/ transmission/transposition are registered normally within a period of fortnight, if the documents are complete in all respects. For this purpose, the Share Transfer Committee meets as often as required. Adequate care is taken to ensure that no transfers are pending for more than a fortnight. Requests for demat/remat were confirmed mostly within a fortnight. The Company obtains from a Company Secretary in Practice half-yearly certificates of compliance with the share transfer formalities as required under Regulation 40(a) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and files a copy of the certificate with the Stock exchanges.
- viii) **Dematerialization of Shares and Liquidity**  
The shares of the Company are compulsorily traded in dematerialized form. The Company has arrangements with both the National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to establish electronic connectivity of its shares for scripless trading. As on March 31, 2024 100% percent of the shares (except one share) of the Company were held in a dematerialized form. The International Securities Identification Number (ISIN) allotted to the Company for Dematerialization of Shares is INE521J01018.
- ix) **Reconciliation of Share Capital Audit**  
As stipulated by the Securities and Exchange Board of India (SEBI), a qualified Company Secretary carries out Reconciliation of Share Capital Audit. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges and is also placed before the Board of Directors
- x) **GDRs/ADRs:** There are no outstanding GDRs/ADRs/ Warrants or any convertible instruments.
- xi) **Plant Location:** Not Applicable
- xii) **Address for Correspondence**  
Shareholder's correspondence should be addressed to the Company's Registrar at the address mentioned below:  
**M/S Ankit Consultancy Private Limited**  
Unit: Career Point Limited  
60, Electronic Complex,  
Pardeshipura, Indore (M.P.) 452010  
Tel.:0731-4065799, 4065797  
Contact Person: Mr. Abhinandan Gupta  
Email id: [investors@ankitonline.com](mailto:investors@ankitonline.com)  
[compliance@ankitonline.com](mailto:compliance@ankitonline.com)  
Investors may also write to or contact **Company Secretary of CAREER POINT LIMITED**  
Corporate office: CP Tower-1, Road No. 1, IPIA, Kota-324005, Rajasthan, India  
Tel: +91 744 3040000  
For any other queries: email: [investors@cpil.in](mailto:investors@cpil.in)
- xiii) **Designated exclusive email-id**  
The Company has designated an email-id [investors@cpil.in](mailto:investors@cpil.in) exclusively for shareholders and Investors to correspond with the Company.
- xiv) **Permanent Account Number for transfer of shares in physical form**  
SEBI vide its Circular dated May 20, 2009 has stated that for securities market transactions and off-market transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Company's RTA for registration of such transfer of shares. Accordingly, shareholders are requested to please furnish copy of PAN card to the Company's RTA for registration of transfer of shares in their name.
- xv) **Consolidated multiple folios**  
Investors are encouraged to consolidate their shareholding held in multiple folios. This would facilitate one stop tracking of all corporate benefits on the shares and would reduce time and efforts required to monitor multiple folios
- xvi) **Proceeds from the public issue/ right issue/ preferential issue**  
There was no fresh public issue/right issue/preferential issue etc. during the financial year 2023-24.
- xvii) **Inter-se relationship between directors**  
Mr. Pramod Maheshwari, Chairman, Managing Director & CEO, Mr. Om Prakash Maheshwari, Executive Director & CFO and Mr. Nawal Kishore Maheshwari, Executive Director are relative in terms of the definition of 'relative' given under the Companies Act, 2013. Mrs. Neelima Maheshwari, Non-Executive Non- Independent Director is relative of Mr. Om Prakash Maheshwari, Executive Director & CFO in terms of the definition of 'relative' given under the Companies Act, 2013.
- xviii) **Company Registration Details**  
The Company is originally registered in the State of Rajasthan. During the period your company shifted its Registered office from Rajasthan to Mohali, Punjab as per approval of Shareholders and the Corporate officer is still situated at Kota, Rajasthan. The Corporate Identity Number (CIN) allotted to the Company by the MCA is L80100PB2000PLC054497
- xix) **Nomination Facility**  
The Companies Act, 2013 has provided for a nomination facility to the Shareholders of the Company. The Company is pleased to offer the facility of nomination to shareholders and shareholders may avail this facility by sending the duly completed form to the Registered Office of the Company/Registrar and Share Transfer Agent of the Company in case the shareholding is in physical form. The shareholders may obtain copy of the said form from the Registered Office of the Company. In case of demat holdings, the request may be submitted to the Depository Participant.
9. **Material Subsidiary Companies**  
Regulation 16(1)C of SEBI (Listing obligation and disclosure requirements), Regulations 2015 of the Listing Regulations defines a "material subsidiary" as a "material subsidiary" shall mean a subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. As per this provision, your company has Career Point Infra Limited (hereinafter referred as "CPIL") and Srajan Capital Limited (hereinafter referred as "SIL") as "material non-listed Indian subsidiary".  
In terms of the provisions of Regulation 24(1) of the Listing Regulations, appointment of one of the Independent Directors of the Company on the Board of material subsidiaries was applicable only to CPIL and SCL. The Board of SCL has appointed Mr. Akshay Gupta as on Independent Directors and the Board of CPIL has appointed Ms. Divya Sodani as an Independent Director.  
Keeping in view good Corporate Governance, and for better administration and governance, key subsidiary companies have voluntarily appointed Independent Directors on their respective Boards. The composition and effectiveness of Boards of subsidiaries is reviewed by the Company periodically. Governance

framework is also ensured through appointment of Managerial Personnel and Secretarial Auditor. A robust compliance management system covering all the subsidiaries is also in place. Guidance is provided to subsidiaries on matters relating to conduct of Board meeting, training and familiarisation programmes for the Independent Directors on the Board of subsidiaries.

The Company is in compliance with Regulation 24A of the Listing Regulations. The Company's material subsidiaries undergo Secretarial Audit. Copy of Secretarial Audit Reports of SCL and CPIL forms part of this report. The Secretarial Audit Report of these material subsidiaries does not contain any qualification, reservation, adverse remark or disclaimer.

The Company monitors performance of subsidiary companies, inter alia, by the following means:

Financial statements, in particular investments made by subsidiary companies, are reviewed by the Company's Audit Committee.

Minutes of Board meetings of subsidiary companies are placed before the Company's Board regularly.

A statement containing all significant transactions and arrangements entered into by subsidiary companies is placed before the Company's Board.

Presentations are made to the Company's Board on business performance of major subsidiaries of the Company by the senior management.

Related Party Transactions of subsidiary companies are reviewed quarterly by the Company's Audit Committee, wherever applicable.

The Company's Policy for determining Material Subsidiaries is available on the website of the Company.

#### 10. Code for prevention of Insider Trading Practices

In Compliance with the SEBI's regulations on prevention of insider trading, the Company has instituted a comprehensive Code of Conduct for its Promoters, Directors and Designated Employees. The Code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of Career Point Limited and cautioning them of the consequences of violations.

#### 11. Furnishing updated bank account particulars with Company/ Depository Participant for facilitating electronic payments

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 dividend and other cash benefits to investors. The Circular also mandated the companies or their registrar and share transfer agent (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. In view of above, the Company's RTA has sent letters to various depository participants seeking updated bank details of the investors of the Company. The investors are also requested to ensure that correct and updated particulars of their bank account are available with their respective depository participants and the Company/RTA. This would facilitate the Company for making payments through electronic mode.

#### 12. Compliance Certificate

The MD and CFO have certified to the Board with regard to the financial statements and other matters as required under regulation 17(8), read with Part B of Schedule II to the SEBI Listing Regulations, 2015.

#### 13. Report on Corporate Governance

This chapter, read together with the information given in the Directors' Report and the chapters on Management Discussion and Analysis and General Shareholder Information, constitute the

compliance report on Corporate Governance during 2023-24.

The Company has been regularly submitting the quarterly compliance report to the stock exchanges as required under Regulation 27 of the SEBI Listing Regulation, 2015.

#### 14. Certificate from Company Secretary in Practice:

A certificate from M/s Bharat Rathore and Associates, Practicing Company Secretary that none of the Directors are disqualified or debarred.

#### 15. Disclosure of commodity price risks and commodity hedging: Not applicable

#### 16. M/s Lodha & Co. LLP, Chartered Accountant (Firm Registration No. 301051E) have been appointed as the Statutory Auditor of the Company. The particulars of payment of Statutory Auditor's fees, on consolidated basis is given below:

₹ in lakhs

Particulars	AMOUNT
Services as statutory auditors (including quarterly audits)	6.00
<b>Total</b>	<b>6.00</b>

## 17. Other Disclosures

Particulars	Regulations	Details	Website link for details/policy
Related party transactions	Regulation 23 of SEBI Listing Regulations and as defined under the Act	There are no material related party transactions during the year that have conflict with the interest of the Company. Transactions entered into with related parties during the financial year were in the ordinary course of business and at arms' length basis and were approved by the Audit Committee. The Board's approved policy for related party transactions is uploaded on the website of the Company.	<a href="http://www.cpil.in/investor-relations/policy.aspx">http://www.cpil.in/investor-relations/policy.aspx</a>
Details of non-compliance by the Company, penalty, strictures imposed on the Company by the stock exchange, or Securities and Exchange Board of India ('SEBI') or any statutory authority on any matter related to capital markets	Schedule V (C) 10(b) to the SEBI Listing Regulations	There were no cases of non-compliance during the last three financial years.	
Whistle Blower Policy and Vigil Mechanism	Regulation 22 of SEBI Listing Regulations	The Company has a Whistle Blower Policy and has established the necessary vigil mechanism for directors and employees to report concerns about unethical behavior. No person has been denied access to the Chairman of the Audit Committee. The said policy has been uploaded on the website of the Company.	<a href="http://www.cpil.in/investor-relations/policy.aspx">http://www.cpil.in/investor-relations/policy.aspx</a>
Discretionary requirements	Schedule II Part E of the SEBI Listing Regulations	<ul style="list-style-type: none"> <li>The auditors' report on financial statements of the Company are unqualified.</li> <li>Internal auditors of the Company, make quarterly presentations to the audit committee on their reports.</li> </ul>	
Subsidiary Companies	Regulation 24 of the SEBI Listing Regulations	The audit committee reviews the consolidated financial statements of the Company and the investments made by its unlisted subsidiary companies. The minutes of the Board meetings along with a report on significant developments of the unlisted subsidiary companies are periodically placed before the Board of Directors of the Company. The Company has two material unlisted Indian subsidiary company. The Company has a policy for determining 'material subsidiaries' which is disclosed on its website.	<a href="http://www.cpil.in/investor-relations/policy.aspx">http://www.cpil.in/investor-relations/policy.aspx</a>
Policy on Determination of Materiality for Disclosures	Regulation 30 of SEBI Listing Regulations	The Company has adopted a Policy on Determination of Materiality for Disclosures.	<a href="http://www.cpil.in/investor-relations/policy.aspx">http://www.cpil.in/investor-relations/policy.aspx</a>
Policy on Archival & Preservation of Documents	Regulation 9 of SEBI Listing Regulations	The Company has adopted a Policy on Archival and Preservation of Documents.	<a href="http://www.cpil.in/investor-relations/policy.aspx">http://www.cpil.in/investor-relations/policy.aspx</a>

Particulars	Regulations	Details	Website link for details/policy
Reconciliation of Share Capital Audit Report	Regulation 76 of the Securities & Exchange Board of India (Depositories and Participants) Regulations, 2018 and SEBI Circular No D&CC/FITTC/Cir-16/2002 dated December 31, 2002	A qualified practicing Chartered Accountant carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.	<a href="http://www.cpil.in/investor-relations/reconciliation-share-capital.aspx">http://www.cpil.in/investor-relations/reconciliation-share-capital.aspx</a>
Code of Conduct	Regulation 17 of the SEBI Listing Regulations	The members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them during the year ended March 31, 2024. The Annual Report of the Company contains a certificate by the Chief Executive Officer and Managing Director, on the compliance declarations received from Independent Directors, Non-Executive Directors and Senior Management.	<a href="http://www.cpil.in/investor-relations/policy.aspx">http://www.cpil.in/investor-relations/policy.aspx</a>
Dividend Distribution Policy	Regulation 43A of the SEBI Listing Regulations	Company has adopted Dividend Distribution policy	<a href="http://www.cpil.in/investor-relations/policy.aspx">http://www.cpil.in/investor-relations/policy.aspx</a>
Terms of Appointment of Independent Directors	Regulation 46 of SEBI Listing Regulations and Section 149 read with Schedule IV of the Act	Terms and conditions of appointment/re-appointment of Independent Directors are available on the Company's website.	<a href="http://www.cpil.in/investor-relations/policy.aspx">http://www.cpil.in/investor-relations/policy.aspx</a>

#### 18. Policy for Selection and Appointment of Directors and their Remuneration

The Board Governance, Nomination and Compensation Committee has adopted a policy which, inter alia, deals with the manner of selection of Directors and payment of their remuneration as described herein below.

Criteria of Selection of Independent Directors and Key Skills, Expertise, and Core Competencies of the Board

The Board of the Company comprises of eminent personalities and leaders in their respective fields. These Directors are nominated based on well-defined selection criteria. The Board Governance, Nomination and Compensation Committee consider, inter alia, key qualifications, skills, expertise and competencies, whilst recommending to the Board the candidature for appointment as Independent Director.

Wide management and leadership experience	Strong management and leadership experience, including in areas of business development, strategic planning and academic administration.
Diversity	Diversity of thought, experience, knowledge, perspective, gender and culture brought to the Board by individual members.
Functional and Managerial Experience	Knowledge and skills in accounting and finance, business judgment, general management practices and processes, crisis response and management, industry knowledge, human resources, sales and marketing, and risk management.
Personal values	Personal characteristics matching the Company's values, such as integrity, accountability, and high-performance standards.
Corporate Governance	Experience in developing and implementing good corporate governance practices, maintaining board and management accountability, managing stakeholders' interests and Company's responsibilities towards customers, employees, suppliers, regulatory bodies and the communities in which it operates.

Given below is a list of core skills, expertise and competencies of the individual Directors:

Name of Director	Skills/Expertise/Competencies				
	Wide Management and Leadership Experience	Diversity	Functional and Managerial Experience	Personal Values	Corporate Governance
Mr. Pramod Maheshwari	✓	✓	✓	✓	✓
Mr. Om Prakash Maheshwari	✓	✓	✓	✓	✓
Mr. Nawal Kishore Maheshwari	✓	✓	✓	✓	✓
Mr. Pawan Kumar Lalpuria	✓	✓	✓	✓	✓
Mr. Ram Swaroop Choudhary	✓	✓	✓	✓	✓
Mr. Vishal Jain	✓	✓	✓	✓	✓
Mrs. Neelima Maheshwari	✓	✓	✓	✓	✓
Mr. Jagdish Prasad Sarda	✓	✓	✓	✓	✓
Mrs. Divya Sodani	✓	✓	✓	✓	✓
Mrs. Neha Garg	✓	✓	✓	✓	✓
Mrs. Akshay Gupta	✓	✓	✓	✓	✓
Mr. Sanjay Khandelwal	✓	✓	✓	✓	✓

These skills/competencies are broad-based, encompassing several areas of expertise/experience.

Each Director may possess varied combinations of skills/experience within the described set of parameters, and it is not necessary that all Directors possess all skills/ experience listed therein.



## CEO AND CFO CERTIFICATION

The Chairman and Managing Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the board in terms of Regulation 17(8) of the Listing Regulations. The Chairman and Managing Director and the Chief Financial Officer also give quarterly certification on financial results before the Board in terms of Regulation 33(2) of the Listings Regulations. The annual certificate given by the Chairman and Managing Director and the Chief Financial Officer is published in this Report.

### CEO / CFO CERTIFICATE

To,  
The Board of Directors,  
Career Point Limited  
Kota

We have reviewed the Stand-alone and Consolidated Financial Statements and the cash flow statement of Career Point Limited (the Company) for the Financial Year ended 31 March 2024, and certify that:

- (a) These results and statements, to the best of our knowledge and belief:
  - (i) do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws & regulations.
- (b) To the best of our knowledge and belief, there are no transactions entered into by the Company during the year 2023-24, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls and have evaluated the effectiveness of the internal control systems of the Company and have disclosed to the Auditors and the Audit Committee, efficiencies in the design or operation of internal controls of which we are aware, and the steps taken and proposed to be taken to rectify these deficiencies.
- (d) We have also indicated to the Auditors and the Audit Committee:
  - (i) significant changes if any in the internal controls with respect to financial reporting during the year and the achievement of adequate internal controls within the Company;
  - (ii) significant changes if any in accounting policies during the year 2023-24, and these have been disclosed in the notes to the Financial Statements.
- (e) To the best of our knowledge and belief, there are no instances of significant fraud involving either the Management or employees having a significant role in the Company's internal control systems with respect to financial reporting.

Place : Kota (Rajasthan)  
Date : May 27<sup>th</sup> 2024

**Pramod Maheshwari**  
Chairman, Managing Director & CEO  
DIN : 00185711

**Om Prakash Maheshwari**  
Executive Director & CFO  
DIN : 00185677

### **CERTIFICATE ON COMPLIANCE WITH CODE OF CONDUCT**

I hereby confirm that the Company has obtained from all the members of the Board and Management Personnel, affirmation that they have complied with the 'Code of Conduct' and 'Our Code' for the financial year 2023-24

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
**(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,  
The members of  
CAREER POINT LIMITED  
Village Tangori, Banur Mohali, Mohali  
PB 140601, India

I, CS Bharat Rathore have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **M/s CAREER POINT LIMITED (CIN: L80100PB2000PLC054497)** and having registered office at Village Tangori, Banur Mohali, Mohali PB 140601, India (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my/our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me / us by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Bharat Rathore & Associates,  
Company Secretaries

CS Bharat Rathore  
Membership No. ACS 48426  
COP No 20295  
UDIN: A048426F000449343  
Date: 27.05.2024  
Place: Kota

**INDEPENDENT AUDITOR'S REPORT**  
**To the Members of Career Point Limited**

**Report on Audit of the Standalone Financial Statements**

**Opinion**

We have audited the standalone financial statements of Career Point Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and Statement of Changes in Equity for the year then ended and notes to the Standalone financial statements, including a material accounting policies and other explanatory information (herein after referred to as "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2024, and its profit (including Other Comprehensive income), changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Emphasis of Matter**

We draw attention to:

- a) Note no. 49 (b) of the standalone financial statements regarding Company's total exposure in its subsidiary company M/s Srajan Capital Limited (SCL) is Rs. 26,294.28 lakhs (Investment Rs. 2,663 lakhs and Unsecured Loan Rs. 23,631.28 lakhs). SCL has degraded (sub-standard and doubtful) its loans and advances to various parties as on 31st March 2024 amounting to Rs. 782.63 lakhs (net of provision of Rs. 4,567.28 lakhs, including loan to related party of Rs. 4,397.33 lakhs, fully provided for) (as at 31st March 2023 Rs. 721.44 lakhs (net of provision of Rs. 4,507.38 lakhs, including loan to related party of Rs. 4,397.33 lakhs, fully provided for)). During the financial year ended 31st March 2024, the related party has made payment of Rs. 756.67 lakhs (Total Rs. 1,707.40 lakhs upto 31st March 2024) to SCL against its outstanding dues. Considering the long term nature, the intrinsic value, positive net worth, repayments made by the related party to SCL and future cash flows of the assets of subsidiary company, in the opinion of the management of the company, no provision for diminution in value is necessary at this stage.
- b) Note no. 40 of the standalone financial statements which describes the uncertainties relating to legal action pursued by the Company against Rajasthan Skill and Livelihoods

Development Corporation (RSLDC) before Hon'ble Arbitrator for invocation of bank guarantee of Rs. 54.22 lakhs by RSLDC and recovery of outstanding amount of Rs. 213.41 lakhs (including Rs. 159.19 lakhs receivable). Based on its assessment of the merits of the case, the management is of the view that the aforesaid receivable balances are good and fully recoverable and hence, no adjustment is required as stated in the note no. 40 of the standalone financial statements for the amount receivable as stated in the said note.

Our opinion is not modified in respect to above matters.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Except the matters describe in the "Emphasis of Matter" Section, We have determined that no key audit matters to be communicated in our report.

**Information Other than the Standalone Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including annexures to Board's Report, Report on Corporate Governance and Shareholder's Information, but does not include the standalone financials statements and our auditor's report thereon. The Other Information is expected to be made available to us after the date of this Auditor's Report.

Our opinion on the standalone financial statement does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. When we read Other Information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

**Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Indian Accounting Standards (Ind AS) and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and

prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

#### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(l) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and

whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of subsection (11) of Section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except for the matters stated in paragraph 2(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended) ("the Rules").
  - c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
  - e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2024 taken on record by the Board of

Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.

- f) With respect to the adequacy of the internal financial controls with respect to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial Reporting.
- g) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our remarks in paragraph 2h)(vi) below on reporting under Rule 11(g) of the Rules
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note No. 38 to the standalone financial statements;
  - ii. The Company has made provision, as required under the applicable law or Indian accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31<sup>st</sup> March, 2024.
  - iv. (a) The management has represented that (as stated in note 56 of the standalone financial statement), to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (read with Note No. 55(C) of the standalone financial statements for the funds advanced or loaned invested in one of the subsidiary company which is registered as NBFC with RBI and whose business is to provide and service loans and provide ancillary services).
  - (b) The management has represented that (as stated in note 56 of the standalone financial statement), no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the

understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (c) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.
  - v. (a) The dividend paid during the year (for FY 2022-2023) by the Company is in compliance with section 123 of the Companies Act, 2013.
  - (b) The interim dividend declared and paid by the Company during the year and until the date of this report is in compliance with Section 123 of the Act.
  - (c) The Board of Directors of the Company have proposed dividend for the year which is subject to the approval of the members in the ensuing General meeting. The amount of dividend proposed is in accordance with section 123 of the Companies Act, 2013.
  - vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and that have operated throughout the financial year for all relevant transactions recorded in the software except that the feature of recording audit trail (edit log) facility was not enabled in the accounting software for the period from 01<sup>st</sup> April 2023 to 09<sup>th</sup> April 2023. Further, during the periods where audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting software, we did not come across any instance of the audit trail feature being tampered.
- As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.
- 3. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

**For Lodha & Co LLP**  
Chartered Accountants  
Firm Registration No. 301051E/E300284

**(Gaurav Lodha)**  
Partner  
Membership No. 507462  
UDIN: 24507462BJZYRA7823

Place: New Delhi  
Date: 27<sup>th</sup> May 2024

**ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT**

**Report on the matters specified in paragraph 3 of the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Companies Act, 2013 ("the Act") as referred to in paragraph 1 of 'Report on Other Legal and Regulatory Requirements' section**

**(Amount in Rs. Lakhs)**

- i.(a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) As explained to us, the Property, Plant & Equipment have been physically verified by the management in accordance with a phased programme of verification, which in our opinion is reasonable considering the size of the company and the nature of its property, plant and equipment. The frequency of physical verification is reasonable and no material discrepancies were noticed on such verification.
- © As per the records and information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in property, plant and equipment, investment property and assets held for sale are held in the name of the company as at the balance sheet date.
- (d) The Company has not revalued any of its property, plant and equipment and intangible assets during the year. Hence, reporting under clause 3(i)(d) of the order is not applicable on the company.
- (e) According to the information and explanations given to us and records provided, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (Formerly know as Benami Transactions (Prohibition) Act, 1988) and rules made thereunder.
- ii.(a) As per the physical verification programme, the inventory were physically verified during the year by the management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the management is appropriate having regard to the size of the company and nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventory were noticed on such physical verification when compared with books of accounts.
- (b) According to the information and explanations given to us and as per the records verified, the Company has been sanctioned working capital facility from banks or financial institutions in excess of five crore rupees but not on the basis of security of current assets of the Company. Hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii. According to the information and explanations given to us, the Company has given unsecured loan and has made investment but not provided any guarantee, security or advances in the nature of loan to the Companies, firms, limited liability partnerships and any other parties during the year.
- (a) The Company has , during the year, provided the unsecured loan to the company as per the details below:-

	<b>Loans</b>
A. Aggregate amount granted / provided during the year:	
- Subsidiaries	32,609.18
- Others	85.95
B. Balance outstanding as at 31 <sup>st</sup> March 2024 in respect of above cases:	
- Subsidiaries	23,631.28
- Others	85.95

- (b) According to the information and explanations given to us and based on the records as made available to us, in our opinion, the investments made and in respect of the aforesaid loans given, the terms and conditions under which such loans were granted, are not prejudicial to the Company's interest. (Refer note no 49(a) of the standalone financial statements). The Company has not provided any security or granted advances in the nature of loans to companies, firms, limited liability partnerships or any other parties.
- (c) In respect of certain unsecured loans granted by the Company to its one subsidiary Srajan Capital Limited and its employee, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are regular as per stipulation. (Read with note no 49C of the financial statements).
- Further the company has also granted certain loans that are repayable on demand. Having regard to the fact that the repayment of principal or the payment of interest has not been demanded by the Company, in our opinion the repayments of principal amounts and receipts of interest are regular {read with our comments to para 3(f) below}.
- (d) According to the information and explanations given to us and based on the audit procedures performed, in respect of loans granted by the Company, there is no overdue amount remaining outstanding in respect of loan amount and interest as at the balance sheet date {read with our comments to para 3(f) below}.
- (e) No loan or advance in the nature of loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of extinguish loans given to the same parties {read with our comments to para 3(f) below}.
- (f) The Company has granted Loans which are repayable on demand or without specifying any terms or period of repayment details of which are given below :-

(Amount in Rs. Lakhs)

Particulars	All Parties	Promoters	Related Parties
Aggregate of loans/advances in nature of loans			
- Repayable on demand (A)*	32,609.18	-	32,609.18
- Employee	85.95	-	-
- Agreement does not specify any terms or period of repayment (B)	-	-	-
-Total (A+B)	32,609.18	-	32,609.18
Percentage of loans/advances in nature of loans to the total loans	100%	-	99.74%

\*Refer note no 49(C) of the standalone financial statements.

- iv. According to the information, explanations and representations provided by the management and based upon audit procedures performed, we are of the opinion that in respect of loans granted, investments made and guarantees and securities provided, as applicable the Company has complied with the provisions of the Section 185 and 186 of the Companies Act, 2013.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from public within the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014, as amended. Accordingly, provisions of clause 3(v) of the Order are not applicable. According to the information and explanations given to us, no order has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank of India or any Court

or any other Tribunal against the Company in this regard.

- vi. We have broadly reviewed the books of accounts maintained by the company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Act in respect of the company's products to which the said rules are made applicable and are of the opinion that prima facie, the prescribed records have been made and maintained. We have, however, not made a detailed examination of the said records with a view to determine whether they are accurate or complete.
- vii. According to the records of the Company and information and explanations made available to us, in respect of statutory dues
- (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employee's State Insurance, Income Tax, Goods and Service Tax, Custom Duty, Cess and other material statutory dues with the appropriate authorities, to the extent applicable. There were no undisputed statutory dues payable as at 31st March, 2024 which were outstanding for a period of more than six months from the date they become payable.
- (b) According to the records and information & explanations given to us, there are no dues in respect of income tax, sales tax, VAT, service tax, Goods and Service Tax, custom duty, excise duty and other material statutory dues that have not been deposited with appropriate authorities, to the extent applicable on account of any dispute and the dues in respect of sales tax and income tax that have not been deposited with the appropriate authorities on account of any dispute and the forum where the dispute is pending are given below:

Name of the Statue	Nature of Dues	Period to which amount relates	Amount (Rs. in Lakhs*)	Forum where disputes are pending
The Rajasthan Value Added Tax Act, 2003	Vat demand on Royalty, Application forms, Study Material etc.	2006-07 to 2012-13	379.37	Rajasthan High Court
Service Tax (Finance Act, 1994)	Payment of service tax on trading on securities	2012-13 to 2016-17	78.99	CESTAT
Income tax Act, 1961	Income tax demand	F.Y. 2016-17	11.26	Commissioner Income tax (Appeals)

\* Net of amount paid under protest

- viii. There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- ix. (a) According to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender during the year.
- (b) According to the information and explanations given to us, the Company has not been declared willful defaulter by any bank or financial institution or any government authority.
- (c) According to the information and explanations given to us and on examination of the books of the company, in our opinion, the term loans availed by the company was applied for the purposes for which these were raised.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been utilised during the year for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the

Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associates as defined under the Act. The Company does not hold any investment in any joint venture (as defined under the Act) during the year ended 31 March 2024.

(f) The company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies and hence reporting under clause 3(ix)(f) of the Order is not applicable.

- x. (a) In our opinion and according to the information and explanations given to us, the Company has utilised the money raised by way of right issue of shares for the purposes for which they were raised.
- (b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- xi. (a) Based on the audit procedures performed and on the basis of information and explanations provided by the management, no fraud by the Company and no fraud on the Company has been



- noticed or reported during the year.
- (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year which remained unattended by the competent authorities.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company and hence reporting under clause 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable, and the requisite details have been disclosed in the financial statements etc., as required by the applicable accounting standards.
- xiv. (a) Based on information and explanation provided to us and audit procedures performed, in our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the company issued till date for the period under audit.
- xv. On the basis of records made available to us and according to information and explanations given to us, the Company has not entered into non-cash transactions with the directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. The Company is not registered under section 45-IA of the Reserve Bank of India Act 1934. The Company also altered its object clause of the Memorandum of Association to include the business of holding and investment/finance w.e.f 10th September, 2021, being the date of approval of Ministry of Corporate Affairs. However, the company has applied for NBF1 Registration with Reserve Bank of India (RBI) for carrying out NBF1 activities and the management is under process to get the approval (read with note no. 48 of the standalone financial statements). As per the information and representation provided by the management, there are no CIC within the group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016).
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities (as per the payment schedule/ re-scheduled), other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company and/ or certificate with respect to meeting financial obligations by the Company as and when they fall due. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. (a) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.
- (b) In Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amount for the year requiring a transfer to a Special account before the date of this report and within a period of 30 days from the end of the financial year in compliance with the provision of section 135(6) of the Act.
- xxi. The reporting under clause 3(xxi) of the order is not applicable in respect of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

**For Lodha & Co LLP**

Chartered Accountants

Firm Registration No. 301051E/E300284

**(Gaurav Lodha)**

Partner

Membership No. 507462

Place: New Delhi

Date: 27<sup>th</sup> May 2024

## ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 2(f) of 'Report on Other Legal and Regulatory Requirements' section**

We have audited the internal financial controls with respect to standalone financial statements of **CAREER POINT LIMITED** ("the Company") as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the "Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with respect to standalone financial statements based on our audit.

We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with respect to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the financial controls system with respect to standalone financial statements and their operating effectiveness.

Our audit of internal financial controls with respect to standalone financial statements included obtaining an understanding of internal financial controls with respect to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's

internal financial controls system with respect to standalone financial statements.

#### **Meaning of Internal Financial Controls with respect to standalone financial statements**

A company's internal financial control with respect to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with respect to standalone financial statements includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls with respect to standalone financial statements**

Because of the inherent limitations of internal financial controls with respect to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with respect to standalone financial statements to future periods are subject to the risk that the internal financial control with respect to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, we report that the Company has, in all material respects, an adequate internal financial controls system with respect to standalone financial statements and such internal financial controls with respect to standalone financial statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

#### **For Lodha & Co LLP**

Chartered Accountants

Firm Registration No. 301051E/E300284

#### **(Gaurav Lodha)**

Partner

Membership No. 507462

Place: New Delhi

Date: 27<sup>th</sup> May 2024

**Career Point Limited**  
**Standalone Balance Sheet as at 31.03.2024**  
**CIN - L80100PB2000PLC054497**

(₹ in Lakhs)

Particulars	Note No.	As at 31.03.2024	As at 31.03.2023
<b>ASSETS</b>			
<b>(1) Non-current Assets</b>			
(a) Property, plant and equipment	5	10,397.40	10,822.98
(b) Investment Property	6	618.84	1,810.85
(c) Other Intangible assets	7	0.20	1.61
<b>(d) Financial Assets</b>			
(i) Investments	8	16,904.81	16,862.99
(ii) Loans	9	13,000.00	13,000.00
(iii) Other Financial Assets	9A	62.08	121.74
(e) Other non-current assets	10	167.40	167.40
<b>Total Non Current Assets</b>		<b>41,150.73</b>	<b>42,787.57</b>
<b>(2) Current Assets</b>			
(a) Inventories	11	97.92	117.04
<b>(b) Financial Assets</b>			
(i) Trade receivables	12	144.67	330.26
(ii) Cash and Cash Equivalents	13	49.19	51.90
(iii) Bank Balances other than (iii) above	14	37.88	39.66
(iv) Loans	15	10,717.23	4,523.74
(v) Other financial assets	16	213.90	238.83
(c) Other current assets	17	23.52	12.71
(3) Assets Classified as held-for-sale	18	43.88	62.76
<b>Total Current Assets</b>		<b>11,328.19</b>	<b>5,376.90</b>
<b>TOTAL ASSETS</b>		<b>52,478.92</b>	<b>48,164.47</b>
<b>EQUITY AND LIABILITIES</b>			
<b>(1) EQUITY:</b>			
(a) Equity Share Capital	19	1,819.29	1,819.29
(b) Other Equity	20	45,555.29	42,903.00
<b>Total Equity</b>		<b>47,374.58</b>	<b>44,722.29</b>
<b>LIABILITIES:</b>			
<b>(2) Non-current Liabilities</b>			
<b>(a) Financial Liabilities</b>			
Borrowings	21	860.28	726.97
(b) Provisions	22	19.17	21.12
(c) Deferred Tax Liabilities (Net)	23	1,295.48	1,169.12
<b>Total Non Current Liabilities</b>		<b>2,174.93</b>	<b>1,917.21</b>
<b>(3) Current Liabilities</b>			
<b>(a) Financial Liabilities</b>			
(i) Borrowings	24	2,105.23	694.18
(ii) Trade payables	25	-	-
- Micro & Small Enterprises		-	-
- Other than Micro & Small Enterprises		9.07	2.38
(iii) Other Financial liabilities	26	209.01	360.47
(b) Other Current Liabilities	27	491.28	431.72
(c) Provisions	28	2.46	3.86
(d) Current Tax Liabilities (Net)	29	112.36	32.36
<b>Total Current Liabilities</b>		<b>2,929.41</b>	<b>1,524.97</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>52,478.92</b>	<b>48,164.47</b>

Company Overview, Basis of preparation and material accounting policies (1-4)  
The accompanying notes are an integral part of the standalone financial statements

**As per our report of even date**

**For Lodha & Co LLP**

Chartered Accountants

Firm Registration no. 301051E/E300284

**(Gaurav Lodha)**

Partner

Membership No. 507462

Place : New Delhi

Date : 27/05/2024

**For and on behalf of the Board of Directors**

**Pramod Maheshwari**

Chairman, Managing Director & CEO

DIN : 00185711

**Manmohan Pareek**

Company Secretary

Membership No. ACS34858

Place : Kota (Rajasthan)

Date : 27/05/2024

**Om Prakash Maheshwari**

Executive Director & CFO

DIN : 00185677

**Career Point Limited**  
**Standalone Statement of Profit & Loss for the year ended on 31.03.2024**  
**CIN - L80100PB2000PLC054497**

(₹ in Lakhs)

Particulars	Note No.	For the year ended 31.03.2024	For the year ended 31.03.2023
<b>Income</b>			
Revenue from operations	30	6,261.00	5,189.89
Other income	31	884.23	376.09
<b>TOTAL INCOME</b>		<b>7,145.23</b>	<b>5,565.98</b>
<b>Expenses</b>			
Cost of materials consumed	32	155.00	206.63
Changes in inventories of finished goods, work in progress and Trading goods	33	14.91	(43.54)
Employee benefits expenses	34	894.61	840.99
Finance costs	35	115.24	83.56
Depreciation and amortization expense	36	286.85	312.11
Other expenses	37	1,526.15	1,204.63
<b>TOTAL EXPENSES</b>		<b>2,992.76</b>	<b>2,604.38</b>
<b>Profit/(Loss) before exceptional items and tax</b>		<b>4,152.47</b>	<b>2,961.60</b>
Exceptional items - Gain/(Loss)		-	-
<b>Profit/ (Loss) before tax</b>		<b>4,152.47</b>	<b>2,961.60</b>
<b>Tax expense:</b>			
Current Tax		885.82	642.67
MAT Credit Entitlement / Reversal		-	-
Deferred Tax		51.63	94.52
Previous Year Taxation Adjustment		21.83	5.06
<b>Profit/(Loss) for the Year</b>		<b>3,193.19</b>	<b>2,219.35</b>
<b>Other Comprehensive Income</b>			
(a) (i) Items that will not be reclassified to profit or loss Remeasurement benefit gain/ (loss) of defined benefit plans		6.89	7.05
(ii) Income tax expense on items that will not be reclassified to profit or loss		(2.00)	(2.05)
(b) (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax expense on items that will be reclassified to profit or loss		-	-
<b>Total Other Comprehensive Income for the year</b>		<b>4.89</b>	<b>5.00</b>
<b>Total Comprehensive Income for the year</b>		<b>3,198.08</b>	<b>2,224.35</b>
Earnings per share (in ₹)	46		
Basic		17.55	12.20
Diluted		17.55	12.20

Company Overview, Basis of preparation and material accounting policies (1-4)  
The accompanying notes are an integral part of the standalone financial statements

**As per our report of even date**

**For Lodha & Co LLP**

Chartered Accountants

Firm Registration no. 301051E/E300284

**(Gaurav Lodha)**

Partner

Membership No. 507462

Place : New Delhi

Date : 27/05/2024

**For and on behalf of the Board of Directors**

**Pramod Maheshwari**

Chairman, Managing Director & CEO

DIN : 00185711

**Manmohan Pareek**

Company Secretary

Membership No. ACS34858

Place : Kota (Rajasthan)

Date : 27/05/2024

**Om Prakash Maheshwari**

Executive Director & CFO

DIN : 00185677

**Career Point Limited**  
**Standalone Cash Flow Statement for the year ended 31.03.2024**  
**CIN - L80100PB2000PLC054497**

(₹ in Lakhs)

Particulars	For the Year ended 31.03.2024		For the Year ended 31.03.2023	
<b>A Cash Flows from Operating Activities</b>				
Profit/(Loss) Before Taxation		4,152.47		2,961.60
<b>Adjustments for:</b>				
Depreciation and Ammortization Expenses	286.85		312.11	
Short/Long Term Capital Gain on shares/assets	-		(65.01)	
Interest Income	(4.63)		(2.65)	
Interest expense	115.24		83.56	
Profit on sale of Property, Plant & Equipments	(348.66)		(143.02)	
Bad debts written off	13.43		5.46	
Provision for Doubtful Debts/(reversal)	(5.31)		(15.62)	
Provision for Gratuity	5.63	62.55	7.51	182.34
<b>Operating Profit before Working Capital Changes</b>		<b>4,215.02</b>		<b>3,143.94</b>
(Increase)/Decrease in Trade Receivables	177.47		219.30	
(Increase)/Decrease in Inventories	19.12		(43.08)	
Increase/(Decrease) in Trade Payables	6.69		1.31	
(Increase)/Decrease in others Assets	124.20		30.90	
Loans (given)/ Repaid (net)	(6,193.50)		(3,455.24)	
Increase/(Decrease) in Liabilities	(637.78)	(6,503.80)	(225.08)	(3,471.89)
<b>Cash generated from operations</b>		<b>(2,288.78)</b>		<b>(327.95)</b>
Direct taxes paid		(756.91)		(512.16)
<b>Net Cash from Operating Activities</b>		<b>(3,045.69)</b>		<b>(840.11)</b>
<b>B Cash Flow from Investing Activities</b>				
Purchase of Property Plant & Equipment, Investment Property and Intangible assets	(103.92)		(90.76)	
Sale of Property Plant & Equipment, Investment Property and Intangible assets	1,753.19		129.24	
Interest Received on FDR	4.63		2.65	
Sale/(Purchase) of investment (net)	(41.82)		337.79	
Movement in Fixed Deposits	1.78		43.97	
<b>Net Cash (used in)/ from Investing Activities</b>		<b>1,613.86</b>		<b>422.89</b>
<b>C Cash Flows from Financing Activities</b>				
Proceeds/(Repayment) of Borrowings (net)	1,544.36		440.77	
Interest paid	(115.24)		(83.56)	
<b>Net Cash from Financing Activities</b>		<b>1,429.12</b>		<b>357.21</b>
<b>Net increase/(decrease) in cash and cash equivalents (A + B + C)</b>		<b>(2.71)</b>		<b>(60.01)</b>
<b>Cash and Cash Equivalents at beginning of the period</b>		<b>51.90</b>		<b>111.91</b>
<b>Cash and Cash Equivalents at end of the period</b>		<b>49.19</b>		<b>51.90</b>

**Note:****1. Changes in Liabilities arising from financing activities**

(₹ in Lakhs)

Particulars	Balance as at 31st March 2023	Cash Flow Changes	Non Cash Flow Changes	Balance as at 31st March 2024
Long Term Borrowings (Including current maturity)	856.07	212.81	-	1,068.88
Short Term Borrowings	565.08	1,331.55	-	1,896.63
<b>Total</b>	<b>1,421.15</b>	<b>1,544.36</b>	<b>-</b>	<b>2,965.51</b>

(₹ in Lakhs)

Particulars	Balance as at 31st March 2022	Cash Flow Changes	Non Cash Flow Changes	Balance as at 31st March 2023
Long Term Borrowings (Including current maturity)	980.38	(124.31)	-	856.07
Short Term Borrowings	-	565.08	-	565.08
<b>Total</b>	<b>980.38</b>	<b>440.77</b>	<b>-</b>	<b>1,421.15</b>

2. Cash flow statement has been prepared under the indirect method as set out in the Indian Accounting Standard (INDAS) 7 : "Statements of Cash Flow" issued by the Institute of Chartered Accountants of India.

**As per our report of even date****For Lodha & Co LLP**

Chartered Accountants

Firm Registration no. 301051E/E300284

**(Gaurav Lodha)**

Partner

Membership No. 507462

Place : New Delhi

Date : 27/05/2024

**For and on behalf of the Board of Directors****Pramod Maheshwari**

Chairman, Managing Director &amp; CEO

DIN : 00185711

**Manmohan Pareek**

Company Secretary

Membership No. ACS34858

Place : Kota (Rajasthan)

Date : 27/05/2024

**Om Prakash Maheshwari**

Executive Director &amp; CFO

DIN : 00185677

**Career Point Limited**  
**Standalone Statement of Changes in equity for the year ended 31.03.2024**  
**CIN - L80100PB2000PLC054497**

**EQUITY SHARE CAPITAL**

(₹ in Lakhs)

Particulars	As at 01.04.2022	Changes during the year	As at 31.03.2023	Changes during the year	As at 31.03.2024
<b>Issued, Subscribed and Paid Up</b>					
1,81,92,939 (at 31st March,2023 =1,81,92,939 and as at 1st April, 2022 =1,81,92,939) Equity shares of 10 each.	1819.29	-	1819.29	-	1819.29
<b>Total</b>	<b>1819.29</b>	<b>-</b>	<b>1819.29</b>	<b>-</b>	<b>1819.29</b>

**STATEMENT OF CHANGES IN OTHER EQUITY**

(₹ in Lakhs)

Particulars	Reserves and Surplus				Total
	Securities premium	General Reserve	Retained Earnings		
			Surplus in P/L Statement	Other Comprehensive Income that will not be reclassified to Profit & Loss	
<b>Balance as at 01.04.2022</b>	<b>17,235.38</b>	<b>86.58</b>	<b>23,662.99</b>	<b>57.56</b>	<b>41,042.51</b>
Profit for the year	-	-	2,219.35	-	2,219.35
Remeasurement of Net defined Benefit Plans (Net of Taxes)	-	-	-	5.00	5.00
Dividend Paid	-	-	(363.86)	-	(363.86)
<b>Balance as at 31.03.2023</b>	<b>17,235.38</b>	<b>86.58</b>	<b>25,518.48</b>	<b>62.56</b>	<b>42,903.00</b>
Profit for the year	-	-	3,193.19	-	3,193.19
Remeasurement of Net defined Benefit Plans (Net of Taxes)	-	-	-	4.89	4.89
Dividend Paid	-	-	(545.79)	-	(545.79)
<b>As at 31.03.2024</b>	<b>17,235.38</b>	<b>86.58</b>	<b>28,165.88</b>	<b>67.45</b>	<b>45,555.29</b>

The accompanying notes are integral part of these standalone financial statements

As per our report of even date

For Lodha & Co LLP

Chartered Accountants

Firm Registration no. 301051E/E300284

(Gaurav Lodha)

Partner

Membership No. 507462

Place : New Delhi

Date : 27/05/2024

For and on behalf of the Board of Directors

**Pramod Maheshwari**

Chairman, Managing Director & CEO

DIN : 00185711

**Manmohan Pareek**

Company Secretary

Membership No. ACS34858

Place : Kota (Rajasthan)

Date : 27/05/2024

**Om Prakash Maheshwari**

Executive Director & CFO

DIN : 00185677



**1 The Company overview**

Career Point Limited is engaged in providing Education Service which inter alia includes Education Consultancy, Management Services, Tutorial Services and Residential Hostel Services and business of holding and investment/finance. Career Point Limited (the Company), is a public limited Company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Career Point Limited has its listing with BSE Limited and National Stock Exchange of India. The registered office of the Company is situated at Career Point Limited , Village Tangori, Banur,Punjab - 140601-India . The Standalone Financial Statements of the Company for the year ended 31st March, 2024 are approved for issue by the Company's Board of Directors on May 27, 2024.

**2 Basis of preparation of financial statements****(i) Statement of compliance**

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), as prescribed under section 133 of the Companies Act, 2013 ('Act') (to the extent notified) read with the Rules , as amended from time to time Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.These standalone financial statements which comprises the balance sheet as at 31.03.2024, the statement of profit & loss(including other comprehensive income), the statement of cash flows & the statement of changes in equity for the year ended 31.03.2024 and a summary of the material accounting policies and other explanatory information (together herein after referred to as "financial statements").

**(ii) Basis of Measurement**

The Company maintains its accounts on accrual basis following the historical cost convention, except for certain items that have been measured at fair value as required by the relevant Ind AS.

The standalone financial statements are presented in Indian Rupees (₹), which is the Company's functional and presentation currency and all amounts are rounded to the nearest lakhs (₹00,000) and two decimals thereof, except as stated otherwise.

**(iii) Use of Estimates & Judgements**

The preparation of financial statements in conformity with Ind AS requires that the management of the company makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as at the date of the financial statements. Actual results could differ from these estimates. (Refer note No. 4 on critical accounting estimates, assumptions & judgments.)These estimates could change from period to period and also the actual results could vary from the estimates. Appropriate changes are made to the estimates as the management becomes aware of changes in circumstances surrounding these estimates. The changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

**3 Material Accounting policies****(i) Foreign Currency Transactions**

Foreign currency transactions are recorded on initial recognition in reporting currency, using the exchange rate at the date of transaction. At each Balance sheet date, foreign currency monetary items are reported using the closing rate. The exchange differences arising on settlement of monetary items are recognised as income or expenses in the year in which they arise.

**(ii) Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

A financial assets or a liability is recognised when the Company becomes a Party to the contractual provision of the instrument.

(a) Financial Assets are measured at amortised cost or fair value through Other Comprehensive Income or fair value through Profit or Loss, depending on its business model for managing those financial assets and the assets contractual cash flow characteristics.

Subsequent measurements of financial assets are dependent on initial categorisation. For impairment purposes significant financial assets are tested on an individual basis, other financial assets are assessed collectively in groups that share similar credit risk characteristics. Trade Receivables are initially recognised at transaction price where they do not contain any significant portion of financing component. The company derecognizes financial assets when the contractual rights to the cash flows from the financial assets expire or it transfers the financial assets and the transfer qualifies for the derecognition under Ind AS 109.

**Investment in subsidiaries, associate and Joint venture**  
Investments in shares of Subsidiaries, Joint Venture & Associates are measured at cost subject to impairment losses, if any.

**Investment in Equity Instruments (other than Investment in Subsidiaries, Associates & Joint Venture)**

Investments in Equity Instruments (Other Than Investment in Subsidiaries, Associates & Joint Venture) are initially measured at fair value. Any subsequent fair value gain or loss is recognized through Other Comprehensive Income.The company assesses impairment based on expected credit loss (ECL) model to all its financial assets measured at amortised cost.

**Cash and Cash Equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

(b) All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

**Loans & Borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in the statement of profit and loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

**Trade & Other payables**

A payable is classified as 'trade payable' if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

**(iii) Property, Plant and Equipment  
(A) Recognition and measurement**

- (a) The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to Statement of Profit and Loss in the period in which the costs are incurred.
- (b) An item of property, plant and equipment is derecognised upon disposal. Any gain or loss arising on the disposals determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in Statement of Profit and Loss.
- (c) Assets in the course of construction are capitalised in the assets under capital work in progress account (CWIP). At the point when an asset is operating at management's intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment and depreciation commences.
- (d) Property, plant and equipment except freehold land held for use in the supply or administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses, if any. Freehold land is stated at historical cost.

**(B) Depreciation/ Amortisation**

The Assets' residual values, useful lives and method of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate. Depreciation on Plant, Property and equipment (other than freehold land) has been provided using straight line method over the useful life of assets. Useful life is the period over which an asset is expected to be used by an enterprise. The

estimated total useful life of the assets are as follows-

<b>Class of property, plant and equipment</b>	<b>Useful Life</b>
Building	60 Years
Plant & Machinery	8-22 Years
Furniture & Fixtures	8 Years
Computer	3 Years
Vehicle	8-10 Years
Office Equipments	5 Years

**(iv) Investment properties**

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the group, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. Freehold land is stated at historical cost and Leasehold land is stated at historical cost less amortisation. Leasehold land is amortised over the period of lease as per lease agreement. Though the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on annual evaluation performed by an external independent valuer/Internal assessment.

**(v) Intangible Assets**

Identifiable intangible assets are recognised a) when the Company controls the asset, b) it is probable that future economic benefits attributed to the asset will flow to the Company and c) the cost of the asset can be reliably measured. Computer softwares are capitalised at the amounts paid to acquire the respective license for use and are amortised over the period of license, generally not exceeding six years on straight line basis. The assets useful lives are reviewed at each financial year end. Software is amortised over an estimated useful life of 3 years.

**(vi) Inventories**

Inventories are valued at lower of cost or net estimated realizable value, mainly comprises of publication and printed material. The cost of publication and printed materials have been computed on the basis of cost of materials, labour, cost of conversion and other costs incurred for bringing the inventories to their present location and condition. Cost is determined using the FIFO method.

**(vii) Impairment of Assets**

At each Balance Sheet date, the carrying amount of assets is tested for impairment so as to determine the provision for impairment loss required, if any, or the reversal required of impairment loss recognized in previous periods, if any.

An impairment loss is recognized whenever the carrying amount of an asset or its cash generating units exceed its recoverable amount.

**Recoverable amount is determined:**

- In the case of an individual asset, at higher of the net selling price or value in use.
- In the case of cash generating unit, at higher of the cash generating unit's net selling price or value in use.

**(viii) Employee Benefits**

The Company participates in various employee benefit plans. These benefit plans are classified as either defined contribution plans or defined benefit plans. Under a defined contribution plan, the company's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. The related actuarial and investment risks fall on the employee.

Under a defined benefit plan, it is the Company's obligation to provide agreed benefits to the employees. The related actuarial and investment risks fall on the Company.

In case of defined benefit plan, all actuarial gains or losses are immediately recognized in other comprehensive income, net of taxes and permanently excluded from profit and loss. Further, the profit or loss will no longer include an expected return on plan assets. The actual return on plan assets above or below the discount rate is recognized as part of re-measurement of net defined liability or asset through other comprehensive income, net of taxes.

The company does not provide carry forward & encashment of leaves.

**(a) Defined Contribution plan**

Company's contributions paid/ payable during the year to Provident Fund, Employee state insurance are recognized in the statement of Profit and Loss Account.

The company is depositing P.F. & ESI contribution only for eligible employees within statutory limits. The employees whose income is above the statutory limits have opted not to subscribe and accordingly, the company is not required to make the contribution.

**(b) Defined Benefit Plan**

Retirement benefits in the form of Gratuity are considered as defined benefit obligations and are provided for on the basis of an actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet. Actuarial Gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income (OCI) in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods. All other expenses related to defined benefit plans are recognized in Statement of Profit and Loss as employee benefit expenses.

**(ix) Share Based Payment Transactions**

Equity settled share based payments to employees and others providing similar services are measured at fair value of equity instruments at the grant date.

The fair value determined at grant date of the equity settled

share based payments is expensed on a straight line basis over the period, based on the company's estimate of equity instruments that will eventually vest with a corresponding increase in equity.

**(x) Provisions, Contingent Liabilities and Contingent Assets****(i) Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each reporting period and are adjusted to reflect the current best estimate.

**(ii) Contingencies**

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Financial Statements. Contingent assets are not recognized in financial statements but are disclosed, if any."

**(xi) Non-Current Assets Held for Sale**

The Company classifies non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale/distribution rather than through continuing use and the sale is considered highly probable. Management is committed to the sale within one year from the date of classification. The Company treats sale/distribution of the asset or disposal group to be highly probable when:

- The appropriate level of management is committed to a plan to sell the asset (or disposal group)
- An active programme to locate a buyer and complete the plan has been initiated (if applicable)
- The asset (or disposal group) is being actively marketed for sale at a price that is reasonable in relation to its current fair value
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and'
- Actions required to complete the plan indicated that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn. Non-current asset held for sale/for distribution to owners and disposal groups are measured at the lower of their carrying amount and the fair value less costs to sell/distribute. Assets and liabilities classified as held for sale/distribution are presented separately in the balance sheet. Property, plant and equipment and intangible assets once classified as held for sale/distribution to owners are neither depreciated nor amortized.

**(xii) Lease****(a) Right of use assets**

At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

**(b) Lease Liabilities**

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The Company recognise a lease liability at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate.

The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on a lease by lease basis.

In calculating the present value of lease payments, the Company uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet.

**(c) Company as a lessor**

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of

ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

**(xiii) Revenue Recognition**

The company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognized. The standard requires apportioning revenue earned from the contracts to individual promises, or performance obligations, on a relative stand-alone selling price basis, using a five-step model.

Revenue from Contracts with Customers, requires that the entity shall recognise as revenue the amount of the transaction price, excluding the estimates of variable recognise as revenue the amount of the transaction price, excluding the estimates of variable consideration that is allocated to that performance obligation. Transaction price' is defined as the amount of consideration to which an entity expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

**Revenue from Services**

Revenue is recognised only when it can be reasonably measured and there exists reasonable certainty of its recovery. Fees/income collected in advance for the period subsequent to the accounting period is shown as current liability.

Revenue in respect of education services is recognised in Profit & Loss in proportion to the stage of completion of the services at the reporting date. Fee is recorded at invoice value, net of discounts & taxes, if any.

Company is recognising as revenue only the amount which the company is entitled to receive as royalty as per the agreement entered into with the franchisee.

Revenue in respect of franchise (start-up fees) is recognised over a period of time as agreed terms of franchise agreement.

Hostel revenue is recognized on accrual basis i.e. income is booked on month to month basis.

**Other Income**

Other operational revenue represents income earned from the activities incidental to the business and is recognised when the right to receive the income is established as per the terms of the contract.

**Net Gain/ (Loss) on fair value change**

Any differences between the fair value of investment in mutual funds classified as fair value through the profit or loss, held by the company on the balance sheet date is recognised as an unrealised gain/(loss) in the statement of profit or loss. In cases there is net gain in aggregate, the same is recognised in Net gains on fair value changes under the revenue from operations and if there is net loss the same is disclosed under "Other Expenses" in the statement of profit or loss.

**Interest Income**

Interest income from a financial asset is recognized when it is

probable that the economic benefits will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time proportion basis taking into account the amount outstanding and the rate applicable.

**Revenue from sale of products**

Revenue is recognised when the significant risk and rewards of ownerships are passed on to customers, which is generally on dispatch/delivery of goods to the customers.

**(xiv) Finance Cost**

Finance cost comprises interest cost on borrowings. Borrowing cost that are not directly attributable to a qualifying asset are recognized in the statement of profit & loss account using effective interest rate.

Processing fees charged on term loan is recognized in the statement of profit & loss over the tenure of the loan and balance of the processing fee is reduced from loan amount of current period.

**(xv) Interest Income**

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time proportion basis taking into account the amount outstanding and the rate applicable.

**(xvi) Dividend**

Dividend income is recognized when the right to receive dividend is established.

**(xvii) Taxation**

Income tax expense represents the sum of current and deferred tax. Tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised directly in equity or other comprehensive income. Current tax provision is computed for Income calculated after considering allowances and exemptions under the provisions of the applicable Income Tax Laws. Current tax assets and current tax liabilities are off set, and presented as net.

"Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Balance sheet and the corresponding tax bases used in the computation of taxable profit and are accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognised for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that in future taxable profits will be available to set off such deductible temporary differences. Deferred tax assets and liabilities are measured at the applicable tax rates. Deferred tax assets and deferred tax liabilities are off set, and presented as net. The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available against which the temporary differences can be utilised. Minimum Alternative Tax (MAT) is applicable to the Company. Credit of MAT is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the MAT credit becomes eligible to be recognised as an asset, the said

asset is created by way of a credit to the profit and loss account and shown as MAT credit entitlement."

**(xviii) Earning per Share**

Earnings considered in ascertaining the company's earning per share comprises the net profit after tax attributable to equity shareholders.

Basic earnings per share is computed using the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed using the weighted average number of equity and dilutive equivalent shares outstanding during the period.

**(xix) Statement of cash flows**

Statement of cash flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method adjusting the net profit for the effects of:

- i) changes during the period in operating receivables and payables transactions of a non-cash nature;
- ii) non-cash items such as depreciation, provisions, deferred taxes, unrealised gains and losses; and
- iii) all other items for which the cash effects are investing or financing cash flows.

Cash and cash equivalents (including bank balances) shown in the Statement of Cash Flows exclude items which are not available for general use as on the date of Balance Sheet.

**4 (a) Critical accounting estimates, assumptions and judgements:**

In the process of applying the Company's accounting policies, management has made the following estimates, assumptions and judgements, which have significant effect on the amounts recognised in the financial statement. Uncertainty about these assumptions and estimates could result in outcome that requires a material adjustment to assets or liabilities affected in future periods.

**(i) Property, plant and equipment**

Property, Plant and equipment represent a significant proportion of the asset base of the company. The useful lives and residual value of the company's asset are determined by the management at the time the asset is acquired and reviewed at each reporting date.

**(ii) Income taxes**

The Company's tax jurisdiction is India. Significant judgements are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

**(iii) Contingencies**

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

**(iv) Allowance for uncollected accounts receivable and advances**

Trade receivables do not carry any interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

receivables and advances are written off when management deems them not to be collectible. Impairment is made on the expected credit losses, which are the present value of the cash shortfall over the expected life of the financial assets.

**(v) Impairment of non-financial assets**

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the assets's recoverable amount. An assets's recoverable amount is the higher of an assets's or CGU's fair value less costs of disposal and its value in use. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

**(vi) Impairment of financial assets**

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

**(vii) Fair value measurement of financial instruments**

When the fair values of financials assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques, including the discounted cash flow model, which involve various judgements and assumptions.

**Note 5 : PROPERTY, PLANT AND EQUIPMENT**

(₹ in Lakhs)

Particulars	Land (leasehold)	Building*	Plant & Machinery	Furniture & Fixtures	Computer	Vehicle	Office Equipment	Total
<b>Gross carrying value:</b>								
<b>As at 01.04.2022</b>	<b>1,539.44</b>	<b>9,948.17</b>	<b>197.40</b>	<b>1,006.64</b>	<b>47.60</b>	<b>118.21</b>	<b>120.39</b>	<b>12,977.85</b>
Additions	45.89	406.91	-	12.28	7.88	1.01	6.76	480.73
Disposal/ adjustments	-	-	-	-	-	-	-	-
<b>As at 31.03.2023</b>	<b>1,585.33</b>	<b>10,355.08</b>	<b>197.40</b>	<b>1,018.92</b>	<b>55.48</b>	<b>119.22</b>	<b>127.15</b>	<b>13,458.58</b>
Additions	-	-	3.12	88.45	10.45	-	1.58	103.60
Disposal/ adjustments	191.20	107.04	-	-	-	-	-	298.24
<b>As at 31.03.2024</b>	<b>1,394.13</b>	<b>10,248.04</b>	<b>200.52</b>	<b>1,107.37</b>	<b>65.93</b>	<b>119.22</b>	<b>128.73</b>	<b>13,263.94</b>
<b>Accumulated depreciation/ impairment:</b>								
<b>As at 01.04.2022</b>	<b>125.17</b>	<b>1,112.78</b>	<b>26.61</b>	<b>898.07</b>	<b>40.72</b>	<b>48.53</b>	<b>81.42</b>	<b>2,333.30</b>
Depreciation	20.88	192.21	9.02	44.76	6.61	14.42	14.39	302.29
Disposal/ adjustments	-	-	-	-	-	-	-	-
<b>As at 31.03.2023</b>	<b>146.05</b>	<b>1,304.99</b>	<b>35.63</b>	<b>942.83</b>	<b>47.33</b>	<b>62.95</b>	<b>95.81</b>	<b>2,635.59</b>
Depreciation	20.91	184.66	9.07	34.08	5.97	13.49	13.49	281.67
Disposal/ adjustments	29.40	21.32	-	-	-	-	-	50.72
<b>As at 31.03.2024</b>	<b>137.56</b>	<b>1,468.33</b>	<b>44.70</b>	<b>976.91</b>	<b>53.30</b>	<b>76.44</b>	<b>109.30</b>	<b>2,866.54</b>
<b>Net carrying value</b>								
As at 31.03.2023	1,439.28	9,050.09	161.77	76.09	8.14	56.27	31.34	10,822.98
As at 31.03.2024	1,256.57	8,779.71	155.82	130.46	12.63	42.78	19.43	10,397.40

The company has elected to measure the items of property, plant & equipment at their previous GAAP carrying value at the date of transition i.e 01st April 2016 to IND AS. Building includes Building Built on leasehold land.

The management of the company has reviewed the existing assets working conditions and utility at the balance sheet date and are of the opinion that there exists no indication that an asset has been impaired and hence no impairment has been carried out.

\*Include Building on land owned by related party. Gross Block of building is ₹ 7873.62 Lakhs & Net Block of Building is ₹ 6772.47 Lakhs.

**CAREER POINT LIMITED**
**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

**Note 6 : INVESTMENT PROPERTIES**

(₹ in Lakhs)

Particulars	Land (Freehold)	Land (Leasehold)	Total
<b>Gross carrying value:</b>			
As at 01.04.2022	1,402.55	473.38	1,875.93
Additions	-	-	-
Disposal/ adjustments	-	37.92	37.92
<b>As at 31.03.2023</b>	<b>1,402.55</b>	<b>435.46</b>	<b>1,838.01</b>
Additions	-	-	-
Disposal/ adjustments	1,076.20	130.91	1,207.11
<b>As at 31.03.2024</b>	<b>326.35</b>	<b>304.55</b>	<b>630.90</b>
<b>Accumulated depreciation:</b>			
As at 01.04.2022	-	27.17	27.17
Depreciation	-	4.85	4.85
Disposal/ adjustments	-	4.86	4.86
<b>As at 31.03.2023</b>	<b>-</b>	<b>27.16</b>	<b>27.16</b>
Depreciation	-	3.77	3.77
Disposal/ adjustments	-	18.87	18.87
<b>As at 31.03.2024</b>	<b>-</b>	<b>12.06</b>	<b>12.06</b>
<b>Net carrying value</b>			
As at 31.03.2023	1,402.55	408.30	1,810.85
As at 31.03.2024	326.35	292.49	618.84

The company has elected to measure the items of Investment Properties at their previous GAAP carrying value at the date of transition to IND AS.

(₹In Lakhs)

Fair Value	Amount
As at 31.03.2023	3,847.16
As at 31.03.2024	2,046.46

Fair Valuation of Investment Properties as on 31st March 2024 is based on the valuation by a registered valuer under rule 2 of companies (Registered Valuer and valuation Rules, 2016)

**Note 7 : OTHER INTANGIBLE ASSETS**

(₹In Lakhs)

Particulars	Trademark	Software	Total
<b>Gross carrying value:</b>			
As at 01.04.2022	0.19	21.53	21.72
Additions	-	-	-
Disposal/ adjustments	-	-	-
<b>As at 31.03.2023</b>	<b>0.19</b>	<b>21.53</b>	<b>21.72</b>
Additions	-	-	-
Disposal/ adjustments	-	-	-
<b>As at 31.03.2024</b>	<b>0.19</b>	<b>21.53</b>	<b>21.72</b>
<b>Accumulated amortization:</b>			
As at 01.04.2022	-	15.14	15.14
Amortisation	-	4.97	4.97
Disposal/ adjustments	-	-	-
<b>As at 31.03.2023</b>	<b>-</b>	<b>20.11</b>	<b>20.11</b>
Amortisation	-	1.41	1.41
Disposal/ adjustments	-	-	-
<b>As at 31.03.2024</b>	<b>-</b>	<b>21.52</b>	<b>21.52</b>
<b>Net carrying value</b>			
As at 31.03.2023	0.19	1.42	1.61
As at 31.03.2024	0.19	0.01	0.20

The company has elected to measure the items of other intangibles at their previous GAAP carrying value at the date of transition to IND AS.

**CAREER POINT LIMITED**
**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

**Note 8: INVESTMENTS**

(₹In Lakhs)

Particulars	No. of Shares/units end of current reporting period	As at 31.03.2024	No. of Shares/units end of current reporting period	As at 31.03.2023
<b>NON CURRENT INVESTMENTS</b>				
<b>Investment in Subsidiary Companies</b>				
<b>Unquoted - Equity / Ordinary Shares (At cost less provision) (Fully Paid up unless otherwise stated)</b>				
Career Point Edutech Limited (Face Value of ₹10 Each Fully Paid)	6,12,941	99.71	5,78,947	57.89
Career Point Infra Limited (Face Value of ₹10 Each Fully Paid)	39,78,994	13,495.00	39,78,994	13,495.00
Career Point Learning Solution Limited (Formerly Gyan Eduventure Private Limited) (Face Value of 10 Each Fully Paid)	4,19,999	48.50	4,19,999	48.50
Career Point Accessories Private Limited (Face Value of ₹10 Each Fully Paid)	60,000	6.00	60,000	6.00
Srajan Capital Limited ! (Face Value of ₹10 Each Fully Paid)	62,27,000	1,808.00	62,27,000	1,808.00
Career Point Institute of Skill Development Private Limited (Face Value of ₹10 Each Fully Paid) !@	14,09,999	141.00	14,09,999	141.00
Edutiger Private Limited (Face Value of ₹10 Each Fully Paid)	75,000	7.50	75,000	7.50
<b>Unquoted - 10% Optionally convertible non-cumulative redeemable Preference Shares (Fully Paid up unless otherwise stated)</b>				
Srajan Capital Limited (Face Value of ₹10 Each Fully Paid)	9,72,000	855.00	9,72,000	855.00
Career Point Learning Solution Limited (Formerly Gyan Eduventure Private Limited) (Face Value of ₹10 Each Fully Paid)	40,00,000	400.00	40,00,000	400.00
<b>Investment in Associates</b>				
<b>Unquoted-Equity Shares (At cost less provision)</b>				
Imperial Infin Private Limited (Face Value of ₹100 Each Fully Paid)	34,000	34.00	34,000	34.00
<b>TOTAL (a)</b>		<b>16,894.71</b>		<b>16,852.89</b>
<b>Others</b>				
<b>Unquoted - Compulsory convertible preference share - classified as FVTPL (Fully Paid up unless otherwise stated) BETR TECH PRIVATE LIMITED!</b>				
(Face Value of ₹10 Each Fully Paid)	146	10.10	146	10.10
<b>TOTAL (b)</b>		<b>10.10</b>		<b>10.10</b>
<b>TOTAL (a+b)</b>		<b>16,904.81</b>		<b>16,862.99</b>

! No provision for diminution in the value of certain investments has been considered necessary, since in the opinion of the management, such diminution in their value is temporary in nature considering the nature of investments, inherent value and expected future cash flows from such investment.

@51% share of the company Career Point Institute of Skill Development Private Limited pledged with NSDC for loan facility availed for specific project.



**CAREER POINT LIMITED****NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

**Subnote:****(₹In Lakhs)**

Particulars (Current + Non Current)	As at 31.03.2024	As at 31.03.2023
Aggregate Carrying Value of unquoted investments	16,894.71	16,852.89
Aggregate Carrying value of unquoted Investments (FVTPL)	10.10	10.10
Aggregate Carrying Value of Quoted Investments	-	-
Aggregate Market Value of Quoted Investments	-	-

**Note: 9 Loans (Non-current)****(₹In Lakhs)**

Particulars	As at 31.03.2024	As at 31.03.2023
<b>(Unsecured, considered good unless otherwise stated)</b>		
Loans to Related Parties*	13,000.00	13,000.00
<b>Total</b>	<b>13,000.00</b>	<b>13,000.00</b>

\*Refer note no. 49 &amp; 55 (c)

**NOTE: 9A OTHER NON CURRENT FINANCIAL ASSETS****(₹In Lakhs)**

Particulars	As at 31.03.2024	As at 31.03.2023
<b>(Unsecured, considered good unless otherwise stated)</b>		
Security Deposits	37.51	97.26
Bank deposits with remaining maturity of more than 12 months	24.57	24.48
<b>Total</b>	<b>62.08</b>	<b>121.74</b>

**NOTE: 10 OTHER NON CURRENT ASSETS****(₹In Lakhs)**

Particulars	As at 31.03.2024	As at 31.03.2023
Deposits with Authorities	167.40	167.40
<b>Total</b>	<b>167.40</b>	<b>167.40</b>

**NOTE: 11 INVENTORIES****(₹In Lakhs)**

Particulars	As at 31.03.2024	As at 31.03.2023
<b>Raw Material (A)</b>		
Paper	-	4.21
<b>Finished Goods (B)</b>		
Study Material (Books) & Student Kit	97.92	112.83
<b>Total (A+B)</b>	<b>97.92</b>	<b>117.04</b>

**Sub note:**

(a) Classification of Inventories as required by IND AS-2 "Inventories":

Raw Material and Finished Goods contains Publication Material, Other Items and Printed Material (Books) respectively. Inventory consists of various types of books and other items, therefore item wise break-up of the same is not given.

**Note: 12 TRADE RECEIVABLES****(₹In Lakhs)**

Particulars	As at 31.03.2024	As at 31.03.2023
<b>Unsecured</b>		
Trade Receivables Considered Good*	144.67	330.26
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables - Credit impaired	55.50	60.81
	<b>200.17</b>	<b>391.07</b>
Less: Allowance for doubtful trade receivables	55.50	60.81
<b>Total</b>	<b>144.67</b>	<b>330.26</b>

\*Note: Amount Including Trade Receivables from Related Parties FY 23-24 - ₹NIL, (FY 22-23 - ₹160.70 Lakhs)

**CAREER POINT LIMITED**
**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

**Trade Receivables ageing as on 31.03.2024**

(₹ in Lakhs)

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed, considered good	-	56.68	3.07	7.49	0.28	77.15	144.67
(ii) Undisputed, having significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed, credit impaired	-	-	-	0.13	-	31.83	31.96
(iv) Disputed, considered good	-	-	-	-	-	-	-
(v) Disputed, having significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed, credit impaired	-	-	-	1.44	-	22.10	23.54
<b>Total</b>	-	56.68	3.07	9.07	0.28	131.08	200.17
<b>Less: Allowance for doubtful trade receivables</b>				(1.57)		(53.93)	(55.50)
<b>Net</b>							144.67

**Trade Receivables ageing as on 31.03.2023**

(₹ in Lakhs)

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed, considered good	208.91	3.96	24.39	31.85	0.14	61.01	330.26
(ii) Undisputed, having significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed, credit impaired	-	-	-	-	0.63	44.84	45.47
(iv) Disputed, considered good	-	-	-	-	-	-	-
(v) Disputed, having significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed, credit impaired	-	-	-	-	1.03	14.31	15.34
<b>Total</b>							391.07
<b>Less: Allowance for doubtful trade receivables</b>					(1.66)	(59.15)	(60.81)
<b>Net</b>							330.26

**NOTE: 13 CASH & CASH EQUIVALENT**

(₹ In Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Cash in hand	5.51	2.88
Balances with Banks (Current A/c)	43.68	49.02
<b>Total</b>	<b>49.19</b>	<b>51.90</b>

**Note: 14 OTHER BANK BALANCES**

(₹ In Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Fixed Deposits with Banks*	56.90	60.09
Less: Amount disclosed under Other Financial Assets (Refer Note No.9A)	24.57	24.48
<b>Total (a)</b>	<b>32.33</b>	<b>35.61</b>
<b>Earmarked Balances with Banks</b>		
Unclaimed dividend Bank Accounts	5.55	4.05
<b>Total (b)</b>	<b>5.55</b>	<b>4.05</b>
<b>Total (a+b)</b>	<b>37.88</b>	<b>39.66</b>

\*Against margin money for bank guarantee

**CAREER POINT LIMITED****NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

**NOTE: 15 CURRENT ASSETS-LOANS**

(₹ In Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
<b>(Unsecured, considered good unless otherwise stated)</b>		
Loans to Related Parties*	10,631.28	4,523.74
Loan to Employee	85.95	-
<b>Total</b>	<b>10,717.23</b>	<b>4,523.74</b>

\*Refer note no. 49 &amp; 55 (C)

**NOTE: 16 CURRENT FINANCIAL ASSETS**

(₹ In Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Interest Accrued	0.48	0.41
Others (DDUGKY) *	213.42	213.42
Security Deposits	-	25.00
<b>Total</b>	<b>213.90</b>	<b>238.83</b>

\* Refer Note no. 40

**NOTE: 17 OTHER CURRENT ASSETS**

(₹ In Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Advances to Employees	-	0.52
Others Advances	23.52	12.19
<b>Total</b>	<b>23.52</b>	<b>12.71</b>

**NOTE: 18 ASSETS HELD FOR SALE**

(₹ In Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Assets held for sale *	43.88	62.76
<b>Total</b>	<b>43.88</b>	<b>62.76</b>

\*Company is having a plot of land in Bundi, Rajasthan measuring 119196 sq.ft. Management decided to develop the residential area on the same land and sale it and for the same they registered the project with RERA Rajasthan. Company has sold some plots during the year. In the opinion of the management, remaining plots will be sold by March 2025.

**NOTE: 19 SHARE CAPITAL**

(₹ In Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
<b>Authorised</b>		
2,50,00,000 (Previous year 2,50,00,000) Equity Shares of 10 each	2,500.00	25,00.00
<b>Issued, Subscribed and Fully Paid-up</b>		
1,81,92,939 (Previous year 1,81,92,939) Equity Shares of 10 each	1,819.29	1,819.29
<b>Total</b>	<b>1,819.29</b>	<b>1,819.29</b>

**Sub note:****(a) Reconciliation of number of shares outstanding at the beginning and end of the year :**

Particulars	As at 31.03.2024	As at 31.03.2023
Opening number of equity shares	1,81,92,939	1,81,92,939
Additions during the year	-	-
<b>Closing number of equity shares</b>	<b>1,81,92,939</b>	<b>1,81,92,939</b>

**(b) Rights, preferences and restrictions attached to shares:**

The company has only one class of equity shares having par value of 10/- per share. Equity shareholder is having equal voting rights as well as right to dividend declared/distributed by the company.

**CAREER POINT LIMITED****NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

**(c) Shareholding of Promoters**

Name of Shareholder	As at 31.03.2024		% change during the year 2023-24	As at 31.03.2023		% change during the year 2022-23
	No. of shares at the end of reporting period	% of shares held		No. of shares at the end of reporting period	% of shares held	
Mr. Pramod Kumar Maheshwari	2,116,003	11.63	-	2,116,003	11.63	-
Mr. Om Prakash Maheshwari	1,386,300	7.63	-	1,386,300	7.63	-
Mr. Nawal Kishore Maheshwari	1,385,800	7.63	-	1,385,800	7.63	-
Mrs. Kailash Bai	2,679,000	14.74	-	2,679,000	14.74	-
Mrs. Shilpa Maheshwari	1,339,500	7.37	-	1,339,500	7.37	-
Mrs. Rekha Maheshwari	1,339,500	7.37	-	1,339,500	7.37	-
Mrs. Neelima Maheshwari	1,339,500	7.37	-	1,339,500	7.37	-

Name of Shareholder	As at 31.03.2023		% change during the year 2022-23	As at 31.03.2022		% change during the year 2021-22
	No. of shares at the end of reporting period	% of shares held		No. of shares at the end of reporting period	% of shares held	
Mr. Pramod Kumar Maheshwari	2,116,003	11.63	-	2,116,003	11.63	-
Mr. Om Prakash Maheshwari	1,386,300	7.63	-	1,386,300	7.63	-
Mr. Nawal Kishore Maheshwari	1,385,800	7.63	-	1,385,800	7.63	-
Mrs. Kailash Bai	2,679,000	14.74	-	2,679,000	14.74	-
Mrs. Shilpa Maheshwari	1,339,500	7.37	-	1,339,500	7.37	-
Mrs. Rekha Maheshwari	1,339,500	7.37	-	1,339,500	7.37	-
Mrs. Neelima Maheshwari	1,339,500	7.37	-	1,339,500	7.37	-

(d) No Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting period.

(e) No class of shares have been bought back by the Company during the period of five years immediately preceding the reporting date.

**(f) Shareholders holding more than 5% Shares**

Name of Shareholder	As at 31.03.2024		As at 31.03.2023	
	No. of shares at the end of reporting period	% of shares held	No. of shares at the end of reporting period	% of shares held
Mr. Pramod Kumar Maheshwari	2,116,003	11.63	2,116,003	11.63
Mr. Om Prakash Maheshwari	1,386,300	7.63	1,386,300	7.63
Mr. Nawal Kishore Maheshwari	1,385,800	7.63	1,385,800	7.63
Mrs. Kailash Bai	2,679,000	14.74	2,679,000	14.74
Mrs. Shilpa Maheshwari	1,339,500	7.37	1,339,500	7.37
Mrs. Rekha Maheshwari	1,339,500	7.37	1,339,500	7.37
Mrs. Neelima Maheshwari	1,339,500	7.37	1,339,500	7.37

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

**NOTE: 20 OTHER EQUITY**

(₹ in Lakhs)

Particulars	Reserves and surplus				Total
	Securities premium	General Reserve	Retained Earnings		
			Surplus in P/L Statement	Other Comprehensive Income that will not be reclassified to Profit & Loss	
<b>Balance as at 01.04.2022</b>	<b>17,235.38</b>	<b>86.58</b>	<b>23,662.99</b>	<b>57.56</b>	<b>41,042.51</b>
Profit for the year	-	-	2,219.35	-	2,219.35
Remeasurement of Net defined Benefit Plans (Net of Taxes)	-	-	-	5.00	5.00
Dividend Paid	-	-	(363.86)	-	(363.86)
<b>Balance as at 31.03.2023</b>	<b>17,235.38</b>	<b>86.58</b>	<b>25,518.48</b>	<b>62.56</b>	<b>42,903.00</b>
Profit for the year	-	-	3,193.19	-	3,193.19
Remeasurement of Net defined Benefit Plans (Net of Taxes)	-	-	-	4.89	4.89
Dividend Paid	-	-	(545.79)	-	(545.79)
<b>Balance as at 31.03.2024</b>	<b>17,235.38</b>	<b>86.58</b>	<b>28,165.88</b>	<b>67.45</b>	<b>45,555.29</b>

**Nature of Reserves**

- General Reserve amount transferred /apportioned represents is in accordance with (the Companies Act, 1956) wherein a portion of profit is apportioned to general reserve, before a company can declare dividend.
- Other Comprehensive Income Reserve represents the balance in equity for item to be accounted in Other Comprehensive Income. OCI is classified into
  - Items that will not be reclassified to profit & loss.
  - item that will be reclassified to profit & loss.
- The balance consists of surplus retained from earned profits after payment of dividend and taxes thereon.
- Actuarial Gain and losses for defined plans are recognized through OCI in the period in which they occur. Re-measurement are not reclassified to profit or loss in subsequent periods.
- Balance of Security Premium Reserve consists of premium on issue of shares over its face value. The balance will be utilised for issue of fully paid bonus shares, buy-back of Company's own share as per the provisions of the Companies Act 2013.

In the Financial year 2023-24, the Board of Directors, at its meeting declared the following dividends the detail of which are as follows:-

Date of Board Meeting	Type of Dividend	Dividend per equity share
29.05.2023	Final Dividend for FY 2022-2023	1.00
02.11.2023	Interim Dividend for FY 2023-2024	1.00
09.02.2024	Interim Dividend for FY 2023-2024	1.00

**CAREER POINT LIMITED****NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

**NOTE: 21 BORROWINGS**

(₹ In Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
<b>Secured Loan</b>		
From Banks	1,068.88	856.07
Rupee Term Loan( Kotak)	667.43	410.62
Rupee Term Loan (Indusind)	-	418.68
Vehicle Term Loan (Bank Of Baroda)	10.46	26.77
Loan (ICICI Bank)	390.99	-
<b>Sub Total (a)</b>	<b>1,068.88</b>	<b>856.07</b>
Current Maturity of Long term borrowings ( Refer Note No. 24)	208.60	129.10
<b>Sub Total (b)</b>	<b>208.60</b>	<b>129.10</b>
<b>Total (a-b)</b>	<b>860.28</b>	<b>726.97</b>

**Sub Note:**

- (a) Working Capital Term Loan (Kotak Bank) of ₹322.35 Lakhs @ 9.25 % p.a. (RPRR+ 2.75%) payable by February, 2027. The loan is secured against the primary security having first charge on current assets (Present and future) and having Collateral Security on Plot No.23, Shubham Enclave, C-Scheme, Jaipur.  
Personal guarantee given by Mr. Om Prakash Maheshwari and Mr. Pramod Maheshwari
- (b) Working Capital Term Loan (Kotak Bank) of ₹345.08 Lakhs @ 9.25 % p.a. (RPRR+ 2.75%) payable by February, 2029. The loan is secured against the primary security having first charge on current assets (Present and future) and having Collateral Security on Plot No.23, Shubham Enclave, C-Scheme, Jaipur.  
Personal guarantee given by Mr. Om Prakash Maheshwari and Mr. Pramod Maheshwari.
- (c) Term (Auto) Loan (Bank of Baroda) of ₹10.46 Lakhs @ 9.95 % p.a. (RBI Repo Rate +3.45%) payable by November 2024. The loan is secured against hypothecation of vehicle. Personal guarantee given by Mr. Om Prakash Maheshwari, Mr. Nawal Kishore Maheshwari, Mr. Pramod Maheshwari and Mrs. Neelima Maheshwari.
- (d) Term Loan (Indusind Bank) was payable by june 2034. The loan was secured against the Security on Plot No. B-28 & 10-B Scheme, Gopalpura by pass Jaipur. During the Financial Year 2023-24 Term Loan (Indusind Bank) is taken over by ICICI Bank Ltd..
- (e) Term Loan (ICICI Bank) of ₹390.99 Lakhs @ 9.10% p.a. (Repo + 2.60) payable by January 2034. The loan is secured against the Security on Plot No. B-28 & 28-A, 10-B Scheme, Gopalpura by pass jaipur. Mr. Pramod Kumar Maheshwari is Co applicant.

**NOTE: 22 PROVISIONS**

(₹ In Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
<b>Provision for Employee Benefits</b>		
Gratuity	19.17	21.12
<b>Total</b>	<b>19.17</b>	<b>21.12</b>

**NOTE: 23 DEFERRED TAX LIABILITIES (NET)**

(₹ In Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
<b>Deferred Tax Asset</b>		
Disallowance as per Income Tax Act	27.29	27.83
Gross Deferred Tax Assets	27.29	27.83
<b>Deferred Tax Liability</b>		
Depreciation and Amortisation expenses	1,320.77	1,267.65
Others	2.00	2.04
Gross Deferred Tax Liability	1,322.77	1,269.69
MAT Credit Entitlement	-	(72.74)
<b>Total</b>	<b>1,295.48</b>	<b>1,169.12</b>

**CAREER POINT LIMITED**  
**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

**NOTE: 24 SHORT TERM BORROWINGS**

(₹ In Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
<b>Secured loans</b>		
From Bank (Overdraft Facility)	1,896.63	565.08
Current maturities of Long term Borrowings	208.60	129.10
<b>Total</b>	<b>2,105.23</b>	<b>694.18</b>

- (a) Overdraft facility from Bank (ICICI Bank) of ₹926.63 Lakh (Previous year 565.08) @10.50% (12 month MCLR+.35%) against the security of Plot no. E-8 (II) Road No. 1, IPIA, Kota. The Company can avail it up to ₹1391.5 Lakhs.
- (b) Overdraft facility from Bank (ICICI Bank) of ₹970.00 Lakh (Previous year Nil) @9.10% (Repo + 2.60) against the Security on Plot No. B-28 & 28-A & 10-B Scheme, Gopalpura by pass jaipur. The Company can avail it up to ₹992.8 Lakhs.

**NOTE: 25 TRADE PAYABLES**

(₹ In Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Total outstanding dues of micro enterprises and small enterprises (Refer Note No. 52)	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises.	9.07	2.38
<b>Total</b>	<b>9.07</b>	<b>2.38</b>

**Trade Payables ageing schedule as on 31.3.2024**

(₹ In Lakhs)

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 year	2-3 year	More than 3 years	
(1) MSME	-	-	-	-	-	-
(2) Others	1.77	7.30	-	-	-	9.07
(3) Disputed Dues- MSME	-	-	-	-	-	-
(4) Disputed Dues - Others	-	-	-	-	-	-

**Trade Payables ageing schedule as on 31.3.2023**

(₹ In Lakhs)

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 year	2-3 year	More than 3 years	
(1) MSME	-	-	-	-	-	-
(2) Others	-	0.46	1.72	-	0.20	2.38
(3) Disputed Dues- MSME	-	-	-	-	-	-
(4) Disputed Dues - Others	-	-	-	-	-	-

**NOTE: 26 OTHER FINANCIAL LIABILITIES**

(₹ In Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
<b>Accrued Salaries and benefits</b>		
- Salaries and benefits	70.14	65.62
<b>Other liabilities</b>		
- Security deposits	81.94	224.81
- Others Payable	40.14	61.11
- Interest accrued but not due	11.24	4.88
- Unpaid Dividend	5.55	4.05
<b>Total</b>	<b>209.01</b>	<b>360.47</b>

**CAREER POINT LIMITED****NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

**NOTE: 27 OTHER CURRENT LIABILITIES**

(₹ In Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Income received in advance	470.07	249.69
Government and Other dues	13.61	4.95
Advance for sale of plot	7.60	177.08
<b>Total</b>	<b>491.28</b>	<b>431.72</b>

**NOTE: 28 SHORT TERM PROVISION**

(₹ In Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
<b>Provision for Employee Benefits</b>		
Gratuity	2.46	3.86
<b>Total</b>	<b>2.46</b>	<b>3.86</b>

**NOTE: 29 CURRENT TAX LIABILITIES (NET)**

(₹ In Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Provision for Income Tax (Net of Advance tax, TDS/TCS of Rs. 724.11 Lakhs (P.Y Rs. 424.28 Lakhs )	112.36	32.36
<b>Total</b>	<b>112.36</b>	<b>32.36</b>

**NOTE: 30 REVENUE FROM OPERATIONS**

(₹ In Lakhs)

Particulars	For the year ended 31.03.2024	For the year ended 31.03.2023
<b>(a) Revenue from Services</b>		
(i) Education & Training Programme	1,378.39	1,218.57
(ii) Hostel Income	1,145.59	868.07
(iii) Auxillary Education Services	785.96	800.90
<b>Education and other related activities</b>	<b>3,309.94</b>	<b>2,887.54</b>
<b>(b) Sale of Study Material</b>	<b>343.61</b>	<b>420.84</b>
<b>(c) Income From Financing &amp; Investing Activities</b>		
(i) Interest Income :		
- Interest From Group Companies	2,024.32	1,452.82
(ii) Dividend Income	545.52	363.68
(iii) Net gain on fair value/sale of :		
- Current/Non Current Investments	37.61	65.01
<b>REVENUE FROM OPERATIONS (NET)</b>	<b>6,261.00</b>	<b>5,189.89</b>

**NOTE: 31 OTHER INCOME**

(₹ In Lakhs)

Particulars	For the year ended 31.03.2024	For the year ended 31.03.2023
(a) Lease Rent	463.10	181.80
(b) Interest Income	4.63	2.65
(c) Other Income :		
(i) Profit on sale of Property, Plant & Equipment/ Asset held for sale (net)	317.12	143.02
(ii) Miscellaneous Income	62.53	33.00
(iii) Provision Written Back	5.31	15.62
(iv) Profit of Om enclave project (bundi)	31.54	-
<b>TOTAL - OTHER INCOME</b>	<b>884.23</b>	<b>376.09</b>



**CAREER POINT LIMITED****NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

**NOTE: 32 COST OF MATERIAL CONSUMED**

(₹ In Lakhs)

Particulars	For the year ended 31.03.2024	For the year ended 31.03.2023
Opening stock	4.21	4.67
Add: Purchases during the year	150.79	206.16
Less: Closing stock	-	4.21
<b>TOTAL COST OF MATERIAL CONSUMED</b>	<b>155.00</b>	<b>206.63</b>

**NOTE: 33 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND TRADING GOODS**

(₹ In Lakhs)

Particulars	For the year ended 31.03.2024	For the year ended 31.03.2023
Opening stock	112.83	69.29
Closing stock	97.92	112.83
<b>(INCREASE)/DECREASE IN INVENTORY</b>	<b>14.91</b>	<b>(43.54)</b>

**NOTE: 34 EMPLOYEE BENEFITS EXPENSE**

(₹ In Lakhs)

Particulars	For the year ended 31.03.2024	For the year ended 31.03.2023
Salaries, Wages and Bonus to		
- Teaching staff	195.71	208.02
- Non Teaching Staff	667.07	594.15
Contribution to provident and other funds	14.54	21.87
Staff Welfare	17.29	16.95
<b>TOTAL - EMPLOYEE BENEFITS EXPENSE</b>	<b>894.61</b>	<b>840.99</b>

**NOTE: 35 FINANCE COSTS**

(₹ In Lakhs)

Particulars	For the year ended 31.03.2024	For the year ended 31.03.2023
Interest Expense	115.24	83.56
<b>TOTAL - FINANCE COSTS</b>	<b>115.24</b>	<b>83.56</b>

**NOTE: 36 DEPRECIATION AND AMORTIZATION EXPENSES**

(₹ In Lakhs)

Particulars	For the year ended 31.03.2024	For the year ended 31.03.2023
Depreciation on Property, Plant & Equipments	281.67	302.29
Amortization of Intangible assets	1.41	4.97
Depreciation on Investment Property	3.77	4.85
<b>TOTAL - DEPRECIATION AND AMORTIZATION EXPENSES</b>	<b>286.85</b>	<b>312.11</b>

**CAREER POINT LIMITED****NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

**NOTE: 37 OTHER EXPENSES**

(₹ In Lakhs)

Particulars	For the year ended 31.03.2024	For the year ended 31.03.2023
Advertisement Expenses	126.36	64.40
Legal and professional charges	122.07	78.70
Repairs - Buildings	65.50	60.77
Repairs - Computers	6.37	8.76
Repairs - others	188.01	100.21
Rent	12.00	12.00
Travelling & Conveyance	7.96	11.26
Payments to Auditors (Refer Note 44)	6.64	8.09
Telephone, postage & internet exp.	20.79	21.27
Printing and stationery expenses	6.11	28.28
Security charges	28.65	30.20
Electricity & Water Expenses	144.63	126.57
Institute Expenses	510.77	435.43
CSR Expenses (Refer Note No. 41)	34.57	29.91
Interest, Penalty & Fine Charges	0.04	3.57
Hostel & Mess Expenditure	198.38	139.09
Donation	2.46	-
Miscellaneous Expenses	44.84	46.12
<b>TOTAL - OTHER EXPENSES</b>	<b>1,526.15</b>	<b>1,204.63</b>

**NOTE: 38 Contingent Liabilities not Provided For (As Certified by the management)**

(a) In respect of:

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Service tax liability / GST Liability@	87.76	87.76
Claims against the Company not acknowledged as debts	116.75	116.12
Income Tax Liability	14.09	14.09
Value added tax liability	535.92	535.92
<b>Total</b>	<b>754.52</b>	<b>753.89</b>

@In earlier financial year 2021-22 search was conducted by Senior Intelligence officer, Directorate general of goods and Service Tax Intelligence (DGGI), Jaipur Zonal Unit, Jaipur on 25.04.2022 at CP Tower Road no.1, IPIA, Kota (Rajasthan) and the company has deposited demand of ₹24.85 lakhs. During the year the case has been finalised by the Department vide letter dated 03.04.2023 wherein it has concluded its search and continued the demand. Accordingly, amount deposited by the Company has been adjusted against the final demand.

- (b) Corporate Guarantee of ₹3500 Lakhs and ₹1260 Lakhs on behalf of Loan Facilities availed by Career Point University, Kota and Career Point Institute of Skill Development Private Limited. However the loan facilities have been repaid by both the borrowers during the year. Post balance sheet date, the Company has received NOC from Banker w.r.t loan facility avail of ₹1260 lakhs by Career Point Institute of Skill Development Private Limited.
39. Estimated amount of contracts remaining to be executed on capital account net of advances is Nil (Previous Year Nil).
40. During the earlier years, the Company has received principal amount of 1st instalment of ₹216.90 lakhs from Rajasthan Skill and Livelihoods Development Corporation (RSLDC) for the Deen-Dayal Upadhyaya Grameen Kaushalya Yojana (DDU-GKY) project, against which the Company had incurred ₹371.75 lakhs and Issued bank guarantee of ₹54.22 lakhs in terms of the agreement signed with RSLDC. During the year ended 31st March 2022, RSLDC has invoked bank guarantee of ₹54.22 lakhs and has also demanded refund amounting to ₹334.76 lakhs (including interest of ₹117.36 lakhs) on termination of the above stated project. The Company has pursued the invocation of Bank Guarantee and other receivable of ₹213.41 lakhs (including ₹159.19 lakhs receivable) from RSLDC, before the Hon'ble Rajasthan High Court, Jaipur and the Rajasthan State Commercial Court under section 9 of Arbitration & Conciliation Act, 1996. The Hon'ble Rajasthan High Court, Jaipur Bench has appointed the sole arbitrator in the matter. The Company has submitted its application before the Hon'ble Arbitrator. After submission of statement of defence by RSLDC, evidence and arguments, arbitral judge will pronounce the judgement. Based on Its assessment of the merits of the case, the management is of the view that it has a creditable case in its favour and the aforesaid receivable balances are good and fully recoverable and hence, no adjustment is required as demanded by the RSLDC at this stage.
41. In accordance with the provision of section 135 of the Act, Board of Directors of the Company had constituted a Corporate Social Responsibility (CSR) Committee, in terms, with the provisions of the said Act, the Company was to spend a sum of ₹34.42 Lakhs and ₹28.79 Lakhs towards CSR activities during the year ended 31st March 2024 and 31st March 2023 respectively. During the year, Company has contributed the following sums towards CSR initiatives.

**CAREER POINT LIMITED****NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
(i) Gross amount required to be spent by during the year	34.42	28.79
(ii) Amount spent during the year	-	-
(a) Construction/ Acquisition of any assets	-	-
(b) On purposes other than (a) above	34.57	29.91

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
(i) Amount of expenditure incurred	34.57	29.91
(ii) Shortfall at the end of the year	-	-
(iii) Total of previous years shortfall	-	-
(iv) Reason for shortfall	-	-
(v) Nature of CSR activities	-	-
(a) Promotion of Education	34.57	28.80
(b) Social Welfare	-	0.90
(b) Health Services	-	0.21
(vi) Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	-	-
(vii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately.	-	-

42. The Board of Directors, at their meeting held on 27th May 2024, have declared final dividend of Re. 1 per equity share of par value of Rs. 10/- each for the financial year ended March 31, 2024, subject to the approval of the members at the Annual General Meeting.

**43. The disclosures required under IND AS 19 "Employee Benefits" are as given below:****A) Defined Contribution plan**

The Company has classified the various benefits provided to employees' as follows:

- a) Defined Contribution Plans - Provident Fund
- b) Employee State Insurance Plan

Contribution to Defined Contribution Plan, recognized as expense for the Year is as under:

Particulars	Year ended 31.03.2024	Year ended 31.03.2023
Company's contribution to provident fund	8.12	8.33
Company's contribution to ESI	6.42	6.02

**B) Defined Benefit Plan:**

The employees' gratuity fund defined benefit plan. The present value of obligation is determined based on actuarial valuation using by projected unit credit method in case of gratuity.

**a) Reconciliation of opening and closing Balance of Defined Benefit Obligation**

(₹ In Lakhs)

Particulars	Gratuity (Funded) 31.03.2024	Gratuity (Funded) 31.03.2023
Present value of obligation at the beginning of the year	24.98	32.71
Current service cost	4.55	5.14
Interest cost	1.87	2.37
Benefits paid	(2.88)	(8.19)
Actuarial loss/(gain)	(6.89)	(7.05)
Present value of obligation at the end of year	21.63	24.98

**CAREER POINT LIMITED****NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

The components of the gratuity are as follows:

**b) Expenses in recognized statement of profit & loss account**

(₹ In Lakhs)

Particulars	Gratuity (Funded) 31.03.2024	Gratuity (Funded) 31.03.2023
Current service cost	4.55	5.14
Interest Cost	1.87	2.37
<b>Defined benefit cost recognized in statement of Profit or loss</b>	<b>6.42</b>	<b>7.51</b>

**c) Recognized in Other Comprehensive Income**

(₹ In Lakhs)

Particulars	Gratuity (Funded) 31.03.2024	Gratuity (Funded) 31.03.2023
Actuarial loss/ (gain)- Obligation	(6.89)	7.05
Actuarial loss/ (gain)- Plan Assets	-	-
<b>Component of defined benefit costs recognized in other comprehensive income</b>	<b>(6.89)</b>	<b>(7.05)</b>

**d) The principal actuarial assumptions used for estimating the Company's defined benefit obligations for gratuity and leave encashment are set out below:**

(₹ In Lakhs)

Actuarial Assumptions	As at March 31, 2024	As at March 31, 2023
Discount Rate	7.25%	7.50%
Expected Rate of increase in salary	5.00%	5.00%
Withdrawal rate	5.00%	5.00%
Mortality	IALM 2012-14 Ultimate	IALM 2012-14 Ultimate

The principal assumptions are the discount rate & salary growth rate. The discount rate is generally based upon the market yields available on Government bonds. The estimate of rate of escalation in salary considered in actuarial valuation, taken into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

**e) Sensitivity analysis:**

(₹ In Lakhs)

Particulars	Change in Assumptions	Increase/(decrease) in Gratuity Obligations 31.03.2024	Increase/(decrease) in Gratuity Obligations 31.03.2023
Discount rate	1%	(1.90)	(1.99)
	-1%	2.23	2.33
Salary Growth rate	1%	2.26	2.37
	-1%	(1.95)	(2.05)
Withdrawal Rate	1%	0.24	0.32
	-1%	(0.30)	(0.38)

The above sensitivity analysis is based on change in an assumption while holding all other assumption constant in practice, this is unlikely to occur, and change in some of the assumption may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumption the same method [projected unit credit method] has been applied as when calculating the defined benefit obligation recognized within the balance sheet.

**CAREER POINT LIMITED**  
**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

**f) Estimate of expected benefit payments**

(₹ In Lakhs)

Particulars	Gratuity
01 Apr 2024 to 31 Mar 2025	2.46
01 Apr 2025 to 31 Mar 2026	0.35
01 Apr 2026 to 31 Mar 2027	0.39
01 Apr 2027 to 31 Mar 2028	1.37
01 Apr 2028 to 31 Mar 2029	0.37
01 Apr 2029 Onwards	16.69

The company is depositing P.F contribution only for eligible employees within statutory limits. The employees whose income is above the statutory limits have opted not to subscribe and accordingly, the company is not required to make the contribution.

**NOTE: 44 AUDIT FEES (EXCLUSIVE OF APPLICABLE TAXES)**

(₹ In Lakhs)

Particulars	For the year ended 31.03.24	For the year ended 31.03.23
Statutory Auditor	6.00	6.00
Out of Pocket Expenses	0.64	0.59
Other services	-	1.50
<b>Total</b>	<b>6.64</b>	<b>8.09</b>

**NOTE: 45 EARNING PER SHARE (EPS)**

(₹ In Lakhs)

Particulars	For the year ended 31.03.24	For the year ended 31.03.23
Net profit/ (loss) for the year attributable to equity shareholders (in Lakhs)	3,193.19	2,219.35
Weighted average number of equity shares outstanding	18,192,939	18,192,939
Basic/Diluted earnings per share (face value of 10 each)	17.55	12.20

**46. SEGMENT REPORTING**

In accordance with IND AS 108, Operating Segments, segment information has been provided in the consolidated financial statements of the Company and therefore no separate disclosure on segment information is given in these standalone financial statements.

The information relating to revenue from external customers, location of non current assets of its reportable segments has been disclosed as follows:

(a) Revenue from operation :-

(i) Within India -Rs 6,261 Lakhs(P.Y. Rs.5,189.89 Lakhs)

(ii) Outside India-Rs. Rs Nil(P.Y. Nil)

(b) All Non current Assets of the company are located in india.

**Information about major customer:**

The Company has two customer whose revenue represents 44.99%(31 March 2023: two customer whose revenue Represents 43.7%) of the Company's total revenue.

47. The annual GST return (Form 9 and 9C) for the year ended 31 st, March, 2024 is pending for the filling as competent authority, The company is in process of reconciling the date of GSTR-2A with GSTR-3B. In the view of management on final reconciliation, the impact will not be material.

48. (a) The Board of Directors of the Company in their meeting held on 14th February 2023, has approved a composite scheme of arrangement ('Scheme') under section 230 to 232, read with section 66 and other applicable provisions of the Companies Act, 2013 and the provisions of other applicable laws, amongst Srajan Capital Limited (Transferor Company), Career Point Limited (CPL) (Transferee Company/Demerged Company) and Career Point Edutech Limited (Resulting Company) and their respective shareholders. The Scheme provides for (i) demerger of education business ('Demerged Undertaking') from Career Point Limited to Career Point Edutech Limited (Resulting Company); and (ii) merger of Srajan Capital Limited (Transferor Company) with Career Point Limited (Transferee Company). The appointed date for the purpose of giving Scheme effect is 1st April 2023. Hon'ble NCLT Chandigarh has issued second motion order dated 21st March 2024 with the direction of publication of notice of hearing date in newspapers and the Company has complied with the direction. The Scheme would become effective after receipt of all requisite approvals as mentioned in the Scheme and accordingly, no effect of the Scheme has been given in the financial statements for the year ended 31 st March 2024.

(b) With the necessary approvals of the shareholders and the Registrar of Companies, Jaipur, the Company had altered its object clause of the Memorandum of Association w.e.f. 10th September 2021 to include activities related with NBFC which interalia includes the business activities of holding and investment / finance and accordingly income from investment/finance business have been included in Revenue from operations. The Company had also applied for NBF1 Registration with Reserve Bank of India (RBI), for which approval is awaited.

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

49. (a) During the year the Company has given a loan of ₹32,609.18 Lakhs (Previous Year ₹27,153.46 Lakhs) and balance outstanding at the year end is ₹23,631.28 Lakhs (Previous Year ₹17,523.74 Lakhs) at the rate of 10.50% per annum to M/s Srajan Capital Limited ('SCL'), a wholly owned NBFC Subsidiary for Business activity. The interest has been charged at the rate not less than Bank rate declared by Reserve Bank of India (RBI). Furthermore Management is also of the opinion that the given loan is in compliance of section 185 and section 186 under Companies Act, 2013. Investment in SCL is ₹2,663 lakhs.

(b)As at 31st March 2024, the Company's total exposure in its subsidiary company M/s Srajan Capital Limited (SCL) is ₹26,294.28 lakhs (Investment ₹2,663 lakhs and Unsecured Loan ₹23,631.28 lakhs). SCL has degraded (sub-standard and doubtful) its loans and advances to various parties as on 31st March 2024 amounting to ₹782.63 lakhs (net of provision of ₹4,567.28 lakhs, including loan to related party of ₹4,397.33 lakhs, fully provided for) as at 31st March 2023 ₹721.44 lakhs (net of provision of ₹4,507.38 lakhs, including loan to related party of ₹4,397.33 lakhs, fully provided for). During the financial year ended 31st March 2024, the related party has made payment of ₹756.67 lakhs (Total ₹1,707.40 lakhs upto 31st March 2024) to SCL against its outstanding dues and interest. Considering the long term nature, the intrinsic value, positive net worth, repayments made by the related party to SCL and future cash flows of the assets of subsidiary company, in the opinion of the management of the company, no provision for diminution in value is necessary at this stage.

(c) During the earlier financial year 2021-2022, a loan of ₹12,200 lakhs which was repayable on demand was converted into long term loans. The long term loan of ₹13,000 lakhs will be repaid after four years from FY 2022-2023 in 8 equal installments of ₹1,625 lakhs in the manner as will be agreed between parties from time to time.

**Loans and advances in the nature of loans granted to related party that are repayable on demand**

**As on 31-3-2024**

Type of Borrower	Amount of loan (₹ in Lakhs)	Percentage to the total loans and advances
Srajan Capital Limited	10,631.28	44.83%

**As on 31-3-2023**

Type of Borrower	Amount of loan (₹ in Lakhs)	Percentage to the total loans and advances
Srajan Capital Limited	4,523.74	25.81%

**50. Financial risk management objectives and policies**

The Company's activities are exposed to a variety of financial risks from its operations. The key financial risks include market risk (including interest rate risk etc.), credit risk and liquidity risk. The company's overall risk management policy seeks to minimize potential adverse effects on company's financial performance.

(A) **Market Risk:** Market risk is the risk that the fair value of future cash flow of financial instruments will fluctuate because of change in market prices. Market risk comprises mainly of interest rate risk.

(a) **Interest rate risk:** Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Any change in the interest rates environment may impact future rates of borrowing. The company mitigates this risk by regularly assessing the market scenario, finding appropriate financial instruments, interest rate negotiation with the lenders for ensuring the cost effective method of financing.

(b) **Interest Rate Sensitivity:** The following table demonstrates the sensitivity to a reasonable possible change in interest rate on financial assets affected. With all other variable held constant, the company's profit before tax is affected through the impact on finance cost with respect to our borrowing as follows:

**A change in 25 basis points in interest rates would have following impact on profit after tax**

(₹ In Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Change in basis point	+25.00	+25.00
Effect on profit after tax	(3.15)	(2.30)
Change in basis point	-25.00	-25.00
Effect on profit after tax	3.15	2.30

(c) **Price Risk:** The Company's exposure to securities price risk arises from investments held in mutual funds and classified in the balance sheet at fair value through profit or loss. To manage its price risk arising from such investments, the company diversifies its portfolio. Quotes (NAV) of these investments are available from the mutual fund houses. As on 31.03.2024, the Company has no investment in mutual funds and hence it has no price risk as on 31.3.2024.

Profit for the year would increase/decrease as a result of gains/losses on these securities classified as at fair value through profit or loss.

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

**(d) Commodity Price risk:** The Company is affected by the price volatility of certain commodities. Its operating activities require the purchase of raw material therefore, requires a continuous supply of certain raw materials. To mitigate the commodity price risk, the Company has an approved supplier base to get competitive prices for the commodities and to assess the market to manage the cost without any compromise on quality.

**(B) Credit Risk:**

Credit risk arises from the possibility that counter party may not be able to settle their obligation as agreed. Credit risk primarily arises from financial assets such as trade receivables, other balance with banks, loans and other receivables.

**Trade Receivables:**

The maximum exposure to credit risk is primarily from trade receivables (Other than Group Company). The company periodically assesses the credit quality of counter parties, taking into the financial condition, current economic trends, past experiences and other factors.

The company has a well-defined sale policy to minimize its risk or credit defaults. Outstanding receivables are regularly monitored and assessed. Impairment analysis is performed based on historical data at each reporting date on an individual basis.

Financial assets are written off when there is no reasonable expectation of recovery, such as customer failing to engage in a repayment plan with the company.

**Deposits with Bank:** The deposits with banks constitute mostly the liquid investment of the company and are generally not exposed to credit risk.

**(C) Liquidity Risk:** Liquidity risk is the risk, where the company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The company's approach to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due.

The table below summarizes the maturity profile of company's financial liabilities based on contractual undiscounted payments: (₹ In Lakhs)

Particulars	As at 31.03.2024			
	Carrying Amount	< 1Year/On Demand	> 1Year	Total
Interest bearing borrowings	2,965.51	208.60	2,756.91	2,965.51
Trade Payable	9.07	9.07	-	9.07
Other Liabilities	209.01	209.01	-	209.01
<b>Total</b>	<b>3,183.59</b>	<b>426.68</b>	<b>2,756.91</b>	<b>3,183.59</b>
	As at 31.03.2023			
Interest bearing borrowings	1,421.15	129.10	1,292.05	1,421.15
Trade Payable	2.38	0.46	1.92	2.38
Other Liabilities	360.47	360.47	-	360.47
<b>Total</b>	<b>1,784.00</b>	<b>490.03</b>	<b>1,293.97</b>	<b>1,784.00</b>

**51. Capital Risk Management:** The Company's policy is to maintain an adequate capital base so as to maintain creditor and market confidence and to sustain future development. Capital includes issued capital, share premium and all other equity reserves attributable to equity holders. The primary objective of the Company's capital management is to maintain an optimal structure so as to maximize the shareholder's value. In order to strengthen the capital base, the company may use appropriate means to enhance or reduce capital, as the case may be.

The Company is not subject to any external imposed capital requirement. The company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net Debt is calculated as borrowings less cash and cash equivalents.

(₹ In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Borrowings (A)	2,965.51	1,421.15
Less: Cash and Cash equivalents (B)	49.19	51.90
<b>Net debt (C = A - B)</b>	<b>2,916.32</b>	<b>1,369.25</b>
Equity Share Capital (D)	1,819.29	1,819.29
Other Equity (E)	45,555.29	42,903.00
<b>Total Capital (F = D+E)</b>	<b>47,374.58</b>	<b>44,722.29</b>
<b>Capital and net debt (G = C+F)</b>	<b>50,290.90</b>	<b>46,091.54</b>
<b>Gearing ratio (C/G)</b>	<b>5.80%</b>	<b>2.97%</b>

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

52. As required by section 22 of The Micro, Small &amp; Medium Enterprises Development Act, 2006 the following information is disclosed: (₹ In Lakhs)

Particulars	2023-24	2022-23
Principal and interest amount due and remaining unpaid at the end of the accounting year.	-	-
Interest paid in terms of section 16 of the MSME Act during the year.	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified.	-	-
The amount of interest accrued and remaining unpaid at the end of the accounting year.	-	-
The amount of further interest remaining due and payable in succeeding year, until such interest when the interest dues above are actually paid.	-	-

The above information's regarding Micro, Small and medium Enterprise has been determined to the extent such parties have been identified of information available with the Company and as certified by the management.

53. **Fair valuation techniques:** The Company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

(₹ In Lakhs)

Particulars	As at 31.03.2024		As at 31.03.2023	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>(I) Financial Assets</b>				
(a) At fair value through profit & Loss				
- Non - Current Investment in Unquoted shares	10.10	10.10	10.10	10.10
(b) At Amortized Cost / Cost				
- Investment in Subsidiaries & Associate	16,894.71	16,894.71	16,852.89	16,852.89
- Trade Receivables	144.67	144.67	330.26	330.26
- Loans	23,717.23	23,717.23	17,523.74	17,523.74
- Cash and cash equivalents	49.19	49.19	51.90	51.90
- Other bank balances	37.88	37.88	39.66	39.66
- Others	275.98	275.98	360.57	360.57
<b>Total</b>	<b>41,129.76</b>	<b>41,129.76</b>	<b>35,169.12</b>	<b>35,169.12</b>
<b>(ii) Financial Liabilities</b>				
(a) At Amortized Cost				
- Borrowings	2,965.51	2,965.51	1,421.15	1,421.15
- Trade payables	9.07	9.07	2.38	2.38
- Others	209.01	209.01	360.47	360.47
<b>Total</b>	<b>3,183.59</b>	<b>3,183.59</b>	<b>1,784.00</b>	<b>1,784.00</b>

The following methods and assumptions were used to estimate the fair values:

- 1) Fair value of cash and deposits, other bank balances, trade receivables, loans, trade payables, and other financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.
- 2) Long-term fixed-rate and variable-rate receivables / borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, credit risk and other risk characteristics. Fair value of variable interest rate borrowings approximates their carrying values. For fixed interest rate borrowing fair value is determined by using the discounted cash flow (DCF) method using discount rate that reflects the issuer's borrowings rate. Risk of non-performance for the company is considered to be insignificant in valuation.



## CAREER POINT LIMITED

### NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2024

#### Fair Value Hierarchy

All financial assets and liabilities for which fair value is measured in the financial statements are categorised within the fair value hierarchy, described as follows:

Level 1 - Quoted prices in active markets.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Inputs that are not based on observable market data.

The following table presents the fair value measurement hierarchy of financial assets and liabilities, which have been measured subsequent to initial recognition at fair value as at 31st March, 2024 & 31st March 2023.

(₹ In Lakhs)

Assets / Liabilities measured at fair value through Profit or loss (Accounted)	As at March 31, 2024		
	Level 1	Level 2	Level 3
<b>Financial assets</b>			
- Investment in Unquoted Compulsorily Convertible Preference Shares	-	-	10.10
<b>Financial liabilities</b>	-	-	-

(₹ In Lakhs)

Assets / Liabilities measured at fair value through Profit or loss (Accounted)	As at March 31, 2023		
	Level 1	Level 2	Level 3
<b>Financial assets</b>			
- Investment in Unquoted Compulsorily Convertible Preference Shares	-	-	10.10
<b>Financial liabilities</b>	-	-	-

During the year ended March 31, 2024 and March 31, 2023, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfer into and out of Level 3 fair value measurements.

#### 54. INCOME TAX

##### A) Amounts recognized in statement of profit and loss

(₹ In Lakhs)

Particulars	2023-24	2022-23
<b>Current Income Tax</b>		
- Current Year	885.82	642.67
- Adjustment in respect of current income tax of earlier year	21.83	5.06
MAT (Credit) Entitlement	-	-
Deferred Tax-Relating to origination & reversal of temporary differences	51.63	94.52
<b>Income tax expense reported in the statement of profit &amp; loss</b>	<b>959.28</b>	<b>742.25</b>

##### B) Income tax recognized in other comprehensive income

(₹ In Lakhs)

Particulars	2023-24	2022-23
Income tax on Re-measurement losses on defined benefit plans	(2.00)	(2.05)
<b>TOTAL</b>	<b>(2.00)</b>	<b>(2.05)</b>

##### C) Reconciliation of effective tax rate

(₹ In Lakhs)

Particulars	2023-24	2022-23
Accounting profit/(loss) before tax	4,152.47	2,961.60
At Statutory Income Tax rate @29.12%	1,209.20	862.42
Dividend income	-	-
Fair valuation/ Sale of financial assets and others	114.44	(103.94)
Sale of Property Plant & Equipment (Land)	(374.42)	(26.01)
Non-deductible expenses	10.07	9.79
<b>Accounting profit/ (loss) after tax</b>	<b>3,193.19</b>	<b>2,219.35</b>

## CAREER POINT LIMITED

### NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2024

#### 55. (A) Related party relationship and transactions

Name of the related parties with whom transactions were carried out during the period and description of relationship:

##### Subsidiary:

Career Point Edutech Limited  
Career Point Infra Limited  
Srajan Agritech Private Limited  
Srajan Capital Limited  
Coupler Enterprises Private Limited  
Career Point Institute of Skill Development Private Limited  
Career Point Learning Solution Limited (Formerly known as Gyan Eduventure Private Limited)  
Career Point Accessories Private Limited  
Edutiger Private Limited

##### Associate:

Imperial Infin Private Limited

##### Key Management Personnel:

Mr. Pramod Maheshwari (Chairman, Managing Director & CEO)  
Mr. Om Prakash Maheshwari (CFO & Whole time Director)  
Mr. Nawal Kishore Maheshwari (Whole time Director)  
Mr. Pawan Kumar Lalpuria (Independent Director) (Tenure Completion on 31.03.2024)  
Mr. RS Choudhary (Independent Director) (Tenure Completion on 31.03.2024)  
Mr. Vishal Jain (Independent Director) (Resigned w.e.f 04.08.2023)  
Mr. Jagdish Prasad Sarda (Independent Director)  
Mrs. Divya Sodani (Independent Director)  
Mr. Sanjay Khandelwal (Independent Director w.e.f. 15.08.23)  
Mr. Akshay Gupta (Independent Director w.e.f. 15.08.23)  
Ms. Neha Garg (Independent Director w.e.f. 15.08.23)  
Mrs. Neelima Maheshwari (Non Executive Director)  
Mr. Tarun Kumar Jain (Company Secretary) (till 29th June 2022)  
Mr. Manmohan Pareek (Company Secretary) (w.e.f 13th August 2022)

##### Relative of Key Management Personnel:

Smt. Shilpa Maheshwari (Wife of Director)  
Smt. Neelima Maheshwari (Wife of Director)

Smt. Kailash Bai (Mother of Director)  
Smt. Rekha Maheshwari (Wife of director)  
Smt. Radha Rani (Sister of Director)  
Mr. Anmol Maheshwari

##### Enterprise under same Management:

Diamond Business Solutions Private Limited  
Aditya Associates  
Swastika Polyolefines Private Limited  
Gopi Bai Foundation  
Global Public School a unit of Gopi Bai Foundation  
Career Point University, Kota  
Career Point University, Hamirpur  
Proseed Foundation (Career Point Gurukul Mohali)  
Indo Grains Private Limited  
Yash Foundation  
Career Point Foundation  
Aadhaar foundation  
Wellwin Technosoft Limited  
Srajan Venture Private Limited  
Gulab associates  
Om Associates  
Maheshwari Trading company  
StudyBoard Education Private Limited  
Nawal Kishore Maheshwari (HUF)  
Om Prakash Maheshwari (HUF)  
Pramod Kumar Maheshwari (HUF)  
Rubymerry Enterprises Private Limited  
Sankalp Capital Private Limited  
Shricon Industries Limited  
Eduplanet Knowledge Solutions Private Limited  
Surago Agro Private Limited  
Soyug Private Limited  
Longway Business Solution LLP  
Maheshwari Agrobases Private Limited  
Progressive Foundation

**CAREER POINT LIMITED**
**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

(₹ In Lakhs)

Particulars	During the year ended 31.03.2024	During the year ended 31.03.2023
<b>Sales of Study Material &amp; Student Kit:</b>		
<b>Enterprises under same Management:</b>		
Career Point Gurukul, Mohali	1.43	-
Global Public School a unit of Gopi Bai Foundation	-	50.13
<b>Subsidiaries:</b>		
Career Point Accessories Private Limited	2.38	-
<b>Service Rendered</b>		
Career Point University, Kota	798.46	815.29
Global Public School a unit of Gopi Bai Foundation	7.72	7.71
<b>Purchases of Study Material &amp; Student Kit</b>		
<b>Subsidiary:</b>		
Career Point Learning Solution Limited (Formerly known as Gyan Eduventure Private Limited)	-	32.50
<b>Interest Income on Loan from Subsidiaries/Joint Venture(JV):</b>		
Srajan Capital Limited	2,018.36	1,452.82
<b>Dividend Received</b>		
Career Point Infra Limited	545.52	363.68
<b>Rent Paid</b>		
<b>Enterprises under same Management:</b>		
Diamond Business Solutions Private Limited	12.00	12.00
<b>Remuneration</b>		
Mr. Pramod Maheshwari (Chairman, Managing Director & CEO)	24.75	33.00
Mr. Om Prakash Maheshwari (CFO & Whole time Director)	33.00	33.00
Mr. Nawal Kishore Maheshwari (Whole time Director)	33.00	33.00
Mr. Tarun Kumar Jain (Company Secretary) (till 29th June 2022)	-	3.42
Mr. Manmohan Pareek (Company Secretary) (w.e.f 13th August 2022)	14.48	8.53
<b>Director Sitting Fees</b>	2.40	1.92
<b>Reimbursement/Payment on behalf of related parties</b>		
<b>Subsidiaries:</b>		
Career Point Edutech Limited	30.01	62.22
Career Point Accessories Private Limited	7.59	0.22
Srajan Agritech Private Limited	0.20	0.26
Coupler Enterprises Private Limited	26.47	15.61
Srajan Capital Limited	489.21	224.97
Career Point Institute of Skill Development Private Limited	0.02	0.02
Career Point Infra Limited	72.79	25.08
Edutiger Private Limited	0.06	0.03
Career Point Learning Solution Limited	1.31	0.19
<b>Enterprises under same Management:</b>		
Surago Agro Private Limited	38.20	35.71
Aditya Associates	1.24	1.87
Yash Foundation	0.01	0.01
Gopi Bai Foundation	-	0.03
Global Public School	15.44	17.01
Career Point Foundation	0.01	0.01
Proseed Foundation	119.24	0.19
Aadhaar Foundation	0.01	-

## CAREER POINT LIMITED

### NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2024

StudyBoard Education Private Limited	0.02	0.01
Progressive Foundation	-	0.02
Career Point University, Kota	145.92	116.92
Career Point University, Hamirpur	30.70	34.90
Wellwin Technosoft Limited	72.44	138.05
Srajan Venture Private Limited	0.02	0.80
Diamond business solution Private Limited	0.01	0.07
Gulab associates	1.08	11.87
Om Associates	0.03	0.04
Maheshwari Trading company	16.89	13.51
Swastika Polyolifines Private Limited	11.58	3.61
Longway Business Solution LLP	6.06	4.14
Indo Grains Private Limited	0.06	0.14
Maheshwari Agrobases Private Limited	-	0.04
Nawal Kishore Maheshwari (HUF)	0.48	0.39
Om Prakash Maheshwari (HUF)	4.00	-
Pramod Kumar Maheshwari (HUF)	0.30	-
Rubymerry Enterprises Private Limited	0.03	0.02
Sankalp Capital Private Limited	3.32	7.46
Shricon Industries Limited	1.93	3.75
Soyug Private Limited	309.79	54.40
Eduplanet Knowledge Solutions Private Limited	0.02	0.02
<b>Associates:</b>		
Imperial Infin Private Limited	4.06	4.03

(₹ In Lakhs)

Particulars	During the year ended 31.03.2024	During the year ended 31.03.2023
<b>Key Management Personnel:</b>		
Mr. Pramod Maheshwari (Chairman, Managing Director & CEO)	7.25	23.29
Mr. Om Prakash Maheshwari (CFO & Whole time Director)	95.99	40.57
Mr. Nawal Kishore Maheshwari (Whole time Director)	5.40	41.31
<b>Relatives of Key Managerial Personnel:</b>		
Kailash Bai	16.52	8.59
Neelima Maheshwari	-	1.57
Rekha Maheshwari	3.24	2.50
Anmol Maheshwari	0.37	-
Radha Rani	0.35	-
Shilpa Maheshwari	21.29	4.26

(₹ In Lakhs)

Outstanding Balances:	As at 31.03.2024	As at 31.03.2023
<b>Receivables:</b>		
Career Point University, Kota	-	160.70

#### Details of Outstanding Guarantee

Corporate Guarantee of ₹ 3500 Lakhs on behalf of loan facility availed by Career Point University, Kota, Loan facility has been repaid during the year. Corporate Guarantee of ₹ 1260 Lakhs for the Loan facility availed by Career Point Institute of Skill Development Private Limited for specific project. Loan facility has been repaid during the year. Post balance sheet date the company has received NOC in respect of loan facility of ₹ 1260 lakhs.

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

(c) Table Showing transactions with related parties:

(₹ In Lakhs)

Particulars	Loans given		Loans recovered		Balance outstanding		Maximum Balance	
	During the year ended 31.03.2024	During the year ended 31.03.2023	During the year ended 31.03.2024	During the year ended 31.03.2023	As at 31.03.2024	As at 31.03.2023	As at 31.03.2024	As at 31.03.2023
Srajan Capital Limited	32,609.18	27,153.46	26,501.63	23,698.22	23,631.28	17,523.74	23,631.28	17,523.74
<b>Total</b>	<b>32,609.18</b>	<b>27,153.46</b>	<b>26,501.63</b>	<b>23,698.22</b>	<b>23,631.28</b>	<b>17,523.74</b>	<b>23,631.28</b>	<b>17,523.74</b>

**Terms and Conditions of Loan given to related parties:**

Loans given by the Company to related parties are unsecured loan of Rs.10,631.28 lakhs is repayable on demand and the borrower agrees to repay the loan as and when demanded by the company. Long Term Loan is of Rs.13,000 lakhs. Further the borrower shall pay interest @ 10.50% on the principal amount of loan outstanding. Interest will be charged on quarterly basis. The borrower undertakes that they will utilize the entire amount of loan for their business activity.

**56. Other Information in terms of the amendment in Schedule III of the Companies Act vide notification dated 24th March 2021**

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company does not have any transactions with companies struck off.
- (iii) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year
- (iv) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (v) The Company have not advanced or loaned or invested funds (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries)(read with note no. 55 (c) above wherein company has advanced or loaned or invested in one of the subsidiary company which is registered as NBFC with RBI and whose business is to provide and service loans and provide ancilliary services)
- (vi) The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- (vii) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)
- (viii) The company has not been sanctioned working capital limit in excess of 5 crore, in aggregate, at points of time during the year, from bank on the basis of security of current assets.
- (ix) The company has utilized the borrowings from banks and financial institutions for the specific purpose for which it was taken during the financial year.
- (x) There is no change in opening balance of other equity due to change in any accounting policy and prior period errors
- (xi) The Company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.

**57. Audit Trail**

The Company has used accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and that have operated throughout the financial year for all relevant transactions recorded in the software except that the feature of recording audit trail (edit log) facility was not enabled in the accounting software for the period from 01 st April 2023 to 09th April 2023. Further, during the periods where audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting software, we did not come across any instance of the audit trail feature being tampered.

**CAREER POINT LIMITED****NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

**58. Disclosure w.r.t. analytical ratios**

SN	Ratio	Numerator	Denominator	Times/ %age	31st March 2024	31st March 2023	Percentage Variance	Reason for variance
1	Current Ratio	Current Assets	Current Liabilities	Time	3.87	3.53	9.55%	
2	Debt-equity ratio	Total Debt	Shareholder's Equity	Time	0.06	0.03	108.66%	Due to increase in borrowings in current financial yr
3	Debt Service Coverage ratio	PAT+Depreciation/ Amortisation+Interest on term loan	Principal repayments of Current Maturity of Long term borrowings+ Interest on term loan	Times	11.10	12.30	-9.74%	
4	Return on Equity	Net Profit after tax	Average Shareholder's Equity	%age	6.93%	5.07%	1.86%	
5	Inventory Turnover	Net Sales from study material	Average Inventory	Times	3.26	4.41	-26.06%	Due to increase in sales in current year
6	Trade receivables Turnover	Net Sales from services and products	Average trade receivables	Times	15.39	7.61	102.18%	Due to increase in sales and better realisation of trade receivables.
7	Trade Payables Turnover	Net Purchases	Average trade payables	Times	296.16	791.17	-62.57%	The company purchases/expense has been increased and company has negligible trade payables.
8	Net Capital Turnover	Net Sales	Working Capital	Times	0.75	1.35	-44.78%	Due to increase in net working capital during the current year.
9	Net Profit ratio	Net Profit after tax	Net Sales	%age	44.69%	39.87%	4.82%	
10	Return on capital employed	EBIT	Capital employed (Tangible Networth+ Total Debt+Deferred tax liability)	%age	8.27%	6.44%	1.83%	
11	Return on Investment	Total Return	Cost of Investment	%age	0.47%	-1.21%	1.68%	

56. Previous year figures have been regrouped/rearranged/recasted wherever consider necessary to make them comparable with current period.

**As per our report of even date****For Lodha & Co LLP**

Chartered Accountants

Firm Registration no. 301051E/E300284

**(Gaurav Lodha)**

Partner

Membership No. 507462

Place : New Delhi

Date : 27/05/2024

**For and on behalf of the Board of Directors****Pramod Maheshwari**

Chairman, Managing Director &amp; CEO

DIN : 00185711

**Manmohan Pareek**

Company Secretary

Membership No. ACS34858

Place : Kota (Rajasthan)

Date : 27/05/2024

**Om Prakash Maheshwari**

Executive Director &amp; CFO

DIN : 00185677

## Independent Auditor's Report

To the Members of Career Point Limited  
Report on the Audit of the Consolidated Financial Statements

### Opinion

We have audited the accompanying consolidated financial statements of **Career Point Limited** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding and its subsidiaries together referred to as "the Group"), and its associate, comprising the Consolidated Balance Sheet as at March 31, 2024, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Cash Flow Statement, the Consolidated Statement of Changes in Equity, for the year then ended, and notes to the consolidated financial statements including a material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries and associates, the aforesaid consolidated financial statements give the information required by the Companies Act 2013("the Act") in the manner so required and give a true and fair view in conformity with other accounting principles generally accepted in India, of the consolidated state of affairs of the Group and Associate as at March 31, 2024, and their consolidated profit (including Other Comprehensive income), their consolidated cash flows and consolidated statement of changes in equity for the year ended on that date.

### Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under section 143 (10) of the Act (Sas). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in Other Matters section below is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### Emphasis of Matter

#### We draw attention to

(a) Note no 49 of the consolidated financial statements which describes Srajan Capital Limited ("SCL"), a Subsidiary Company has degraded (sub-standard and doubtful) its loans and advances to various parties as on 31st March 2024 amounting to Rs. 782.63 lakhs (net of provision of Rs. 4,567.28 lakhs, including loan to related party of Rs. 4,397.33 lakhs, fully provided for) (as at 31st March 2023 Rs. 721.44 lakhs (net of provision of Rs. 4,507.38 lakhs, including loan to related party of Rs. 4,397.33 lakhs, fully provided for)). During the financial year ended 31st March 2024, the related party has made payment of Rs. 756.67 lakhs (total Rs. 1,707.40 lakhs upto 31st March 2024) to SCL against its outstanding dues, which is treated as income by the subsidiary company. The auditor of the SCL has not modified its opinion in this regard.

(b) Note no. 38 of the consolidated financial statements which describes the uncertainties relating to legal action pursued by the Holding Company against Rajasthan Skill and Livelihood Development Corporation (RSLDC) before Hon'ble Arbitrator for invocation of bank guarantee of Rs.54.22 lakhs by RSLDC and recovery of outstanding amount of Rs. 213.41 lakhs (including Rs. 159.19 lakhs receivable). Based on its assessment of the merits of the case, the management of the Holding Company is of the view that the aforesaid receivable balances are good and recoverable and hence, no adjustment is required as stated in the note no. 38 of the consolidated financial statements for the amount receivable as stated in the said note. Further, in the opinion of the management of the Holding Company, stated amount is good and full recoverable.

Our opinion is not modified in respect of above matters.

### Key Audit Matters

Key audit matters (KAM) are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters except the matters described in the "Emphasis of Matter" Section.

We have determined the matters described below to be key audit matters to be communicated to our report. The result of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures wherever performed to address the matter below, provide the basis for our audit opinion on the accompanying financial statements.

Key Audit Matter	How the Key Audit Matter was addressed in our audit
Assessment of impairment loss provision on loans based on Expected Credit Loss model (ECL) under IND AS 109 (Srajan Capital Limited)	Principal Audit Procedures (by Other Auditor as stated in respective audit reports)
Refer to the accounting policies in ' Note 2(vi) to the financial statements of subsidiary company (Srajan Capital Limited) : Impairment of Assets', ' Note 2(b)(viii) to the financial statements of subsidiary company (Srajan Capital Limited) : Revenue Recognition' and ' Note 2(b)(ii) to the financial statements of subsidiary company (Srajan Capital Limited) : Financial Instruments, ' Note 44 to the financial statements of subsidiary company (Srajan Capital Limited): Expected Credit Loss' and Note 45 to the financial statements of subsidiary company (Srajan Capital Limited) : Risk Management'.	
Under Ind AS 109, "Financial instruments", allowance for loan losses are determined using expected credit loss ("ECL") estimation model. The estimation of ECL on financial instruments involves significant judgement and estimates. The key areas where we identified greater levels of management judgement and therefore increased levels of audit focus are:	Our audit procedures were focussed on assessing the appropriateness of management's judgement and estimates used in the impairment analysis that included, but were not limited to, the following:  Reviewed the Board approved Policy and approach concerning the management of credit and other risks.

<p>Data inputs - The application of ECL model requires several data inputs. This increases the risk of completeness and accuracy of the data that has been used to create assumptions in the model.</p> <p>Model estimations - Inherently judgmental models are used to estimate ECL which involves determining Probabilities of Default ("PD"), Loss Given Default ("LGD"), and Exposures at Default ("EAD"). The PD and the LGD are the key drivers of estimation complexity in the ECL and as a result are considered the most significant judgmental aspect of the Company's modelling approach.</p> <p>Economic scenarios - Ind AS 109 requires the Company to measure ECLs on an unbiased forward-looking basis reflecting a range of future economic conditions. Significant management judgement is applied in determining the economic scenarios used and the probability weights applied to them.</p> <p>The effect of these matters is that, as part of our risk assessment, we determined that the impairment of loans and advances to customers, has a high degree of estimation uncertainty, with a potential range of reasonable outcomes greater than our materiality for the Standalone Ind AS Financial Statements as a whole and hence we have identified the same as a Key Audit Matter.</p> <p>Disclosures:</p> <p>The disclosures (including disclosures prescribed by RBI) regarding the Company's application of Ind AS 109 are key to explaining the key judgements and material inputs to the Ind AS 109 ECL results.</p>	<p>Obtained an understanding of the modelling techniques adopted by the Company including the key inputs and assumptions.</p> <p>Assessed the design, implementation and operating effectiveness of key internal financial controls including monitoring process of overdue loans, measurement of provision, stage-wise classification of loans, identification of NPA accounts, assessing the reliability of management information, which included overdue reports.</p> <p>Evaluated the appropriateness of the Company's determination of Significant Increase in Credit Risk ("SICR") in accordance with the applicable accounting standard and the basis for classification of various exposures into various stages.</p> <p>Reviewed the critical assumptions and input data used in the estimation of expected credit loss for specific key credit risk parameters, such as the movement between stages, Exposure at default, (EAD), probability of default (PD) or loss given default (LGD);</p> <p>Tested key controls relating to selection and implementation of material macro-economic variables and the controls over the scenario selection and computation of probability of default and loss given default percentages.</p> <p>Verified the manner of preparation of information w.r.t. to provisions and disclosures in the Standalone Ind AS Financial Statements.</p> <p>Involved Information system resource to obtain comfort over data integrity and process of report generation through interface of various information systems.</p> <p>Tested controls placed over key inputs, data and assumptions impacting ECL calculations to assess the completeness, accuracy and relevance of data and reasonableness of economic forecasts, weights, and model assumptions applied.</p> <p>Performed test of details over model calculations testing through re-performance, where possible.</p> <p>Assessed whether the disclosures on key judgements, assumptions and quantitative data with respect to impairment of loans (including restructuring related disclosures) in the Standalone Ind AS Financial Statements are appropriate and sufficient.</p> <p>Obtained written representations from management and those charged with governance on whether they believe significant assumptions used in calculation of expected credit losses are reasonable including the report on review of ECL model of the Company for the year, as performed by an independent expert, whose report is placed before the Board of Directors of the Company.</p>
<p><b>Information Technology system used for the financial reporting process (Srajan Capital Limited)</b></p>	<p><b>Principal Audit Procedures (by Other Auditor)</b></p>
<p>IT systems and controls</p> <p>The Company's financial reporting processes are dependent on technology considering significant number of transactions that are processed daily across multiple and discrete Information Technology ("IT") systems. The Financial accounting system of the Company is interfaced with several other IT systems including Loan Management &amp; Originating systems and several other systemic workflows.</p> <p>IT general and application controls are critical to ensure that changes to applications and underlying data are made in an appropriate manner.</p>	<p>With the assistance of our IT specialist, our key audit procedures for assessment of the IT systems and controls over financial reporting covered following broad aspects:</p> <p>Obtained an understanding of the Company's key IT systems, IT General Controls which covered access controls, program/ system changes, program development and computer operations i.e. job processing, data/ system backup and incident management and application controls relevant to our audit</p> <p>Tested the design, implementation and operating effectiveness of the</p>



<p>Adequate controls contribute to mitigating the risk of potential fraud or errors as a result of changes to the applications and data.</p> <p>These include implementation of preventive and detective controls across critical applications and infrastructure.</p> <p>Due to the pervasive nature of role of information technology systems in financial reporting, the testing of the general computer controls of these systems was considered a Key Audit Matter.</p>	<p>general IT controls over the key IT systems that are critical to financial reporting.</p> <p>Reviewed user access management, change management, segregation of duties, system reconciliation controls and system application controls over key financial accounting and reporting systems and related application controls.</p> <p>Reviewed of the report of IS Audit carried in earlier year(s) by an independent firm of Chartered Accountants pertaining to IT systems general controls including access rights over applications, operating systems and databases relied upon for financial reporting.</p> <p>Evaluated the design, implementation and operating effectiveness of the significant accounts-related IT automated controls which are relevant to the accuracy of system calculation, and the consistency of data transmission.</p> <p>Tested compensating controls or performed alternate audit procedures to assess whether there were any unaddressed IT risks that would impact the controls or completeness and/or accuracy of data.</p>
--	--

**Information Other than the Consolidated Financial Statements and Auditor’s Report Thereon**

The Holding Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board’s Report including Annexures to Board’s Report, Report on Corporate Governance and Shareholder’s Information, but does not include the consolidated financial statements and our auditor’s report thereon.

The Other Information is expected to be made available to us after the date of this Auditor’s Report.

Our opinion on the consolidated financial statement does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. When we read Other Information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

**Management’s Responsibility for the Consolidated Financial Statements**

The Holding Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group and Associate in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies of the Group included in the Group and Associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act; for safeguarding the assets of the Group and Associate; for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making

judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and Associate are responsible for assessing the ability of the Group and Associate to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Group and Associate or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and Associate are also responsible for overseeing the financial reporting process of the Group and Associate.

**Auditor’s Responsibility for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(l) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to consolidated financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and Associate to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group and Associate to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the

audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in the section titled "Other Matters" in this audit report.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Other matters**

We did not audit the financial statements and other financial information of nine (9) subsidiaries, whose financial statements/financial information reflect total assets as at 31st March 2024 of Rs 59,326.08 lakhs, total revenues of Rs 7,346.05 lakhs for the year ended 31<sup>st</sup> March, 2024, total net profit/(loss) after tax of Rs. 3,055.20 lakhs and total comprehensive income Rs. 3,055.20 lakhs for the year ended 31st March 2024 and net cash flow(out flow) of Rs. 417.41 Lakhs for the period 1st April, 2023 to 31st March, 2024 as considered in the consolidated financial statement.

The consolidated financial statements include the Group's share of net profit/(loss) of Rs. 10.03 lakhs and total comprehensive income of Rs. 43.68 lakhs for the year ended 31st March 2024 as considered in the consolidated financial statement, in respect of an associate and whose financial statements have not been audited by us.

These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary companies, and an associate and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary companies, and associate is based solely on the report of other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies ((Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiaries, incorporated in India, as noted in the 'Other Matters' paragraph we give in the "**Annexure A**" a statement on the matters specified in paragraph 3(xx) of the Order.
2. As required by Section 143(3) of the Act, based on our audit and the consideration of the reports of other auditors on separate financial statements of subsidiary companies, and associate incorporated in India, referred in the Other Matters paragraph above, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books except for the matter stated in paragraph 2(h)(vi) below on reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014, as amended ("the Rules").
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act read with the Companies (Indian

Accounting Standards) Rules, 2015, as amended.

- e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2024 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its subsidiary companies, and an associate company incorporated in India, none of the directors of the Group companies, and associate companies incorporated in India is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls with respect to consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" which is based on the auditor's report of Holding, subsidiary companies, and an associate company incorporated in India.
- g) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our remarks in paragraph 2h)(vi) below on reporting under Rule 11(g) of the Rules
- h) With respect to the other matters to be included in the Auditor's Report in accordance with the Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us:-
  - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, & associate. Refer Note-36 to the consolidated financial statements.
  - ii. The Group and Associate did not have any material foreseeable losses on long-term contracts including derivative contracts.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group and Associate incorporated in India.
  - iv. (a) The respective Managements of the Group and its associate company which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such companies respectively that, to the best of their knowledge and belief, as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries

or its associate company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries or its associate company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The respective Managements of the Group and its associate company which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such companies respectively that, to the best of their knowledge and belief, as disclosed in the notes to accounts, no funds have been received by the Holding Company or any of such subsidiaries or its associate company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries or associate company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances performed by us and those performed by the auditors of the subsidiaries and its associate company which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under h (iv) (a) and (b) above, contain any material misstatement.

v. (a) The dividend paid during the year (for FY 2022-2023) by the Group is in compliance with section 123 of the Companies Act, 2013.

(b) The interim dividend declared and paid by the Group during the year and until the date of this report is in compliance with Section 123 of the

Act.

(c) The Board of Directors of the Holding Company have proposed dividend for the year which is subject to the approval of the members in the ensuing General meeting. The amount of dividend proposed is in accordance with section 123 of the Companies Act, 2013.

vi. Based on our examination which included test checks and the reports of the respective auditors of the subsidiary companies and associates incorporated in India whose financial statements have been audited under the Act, the Group and its associate has used accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and that have operated throughout the financial year for all relevant transactions recorded in the software except that the Holding Company feature of recording audit trail (edit log) facility was not enabled in the accounting software for the period from 01st April 2023 to 09th April 2023. Further, during the periods where audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting software, we did not come across any instance of the audit trail feature being tampered.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

3. In our opinion and to the best of our information and according to the explanation given to us and based on the consideration of report of other statutory auditors of the subsidiaries and an associate incorporated in India, the managerial remuneration for the year ended 31st March, 2024 has been paid/ provided for by the Holding Company to its directors in accordance with the provisions of Section 197 read with Schedule V to the Act and no remuneration has been paid by the subsidiaries and its associate to its directors.

**For Lodha & Co LLP**

Chartered Accountants  
Firm Registration No. 301051E/E300284

**(Gaurav Lodha)**

Partner  
Membership No.507462  
UDIN No.: 24507462BJZYRB5235

Place: New Delhi  
Date: 27<sup>th</sup> May 2024

**ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT**

**Referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date on the consolidated financial statements of Career Point Limited for the year ended 31st March 2024.**

In terms of paragraph 3(xxi) and 4 of the CARO 2020, in case of following companies remarks as stated by the respective auditors in their CARO report on the standalone financial statements of the respective companies included in the consolidated financial statements of the holding company are as under:

<b>S.No.</b>	<b>Name</b>	<b>CIN</b>	<b>Relationship with Holding Company</b>	<b>Date of respective Auditor's Report</b>	<b>Paragraph number in the respective CARO reports</b>
01	Career Point Limited	L80100PB2000PLC054497	Holding Company	27 <sup>th</sup> May 2024	Clause 3(iii)
02	Career Point Limited	L80100PB2000PLC054497	Holding Company	27 <sup>th</sup> May 2024	Clause 3(xvi)
03	Srajan Capital Limited	U65910PB2013PLC050993	Subsidiary	21 <sup>st</sup> May 2024	Clause 3(iii)

**For Lodha & Co LLP**

Chartered Accountants

Firm Registration No. 301051E/E300284

**(Gaurav Lodha)**

Partner

Membership No.507462

Place: New Delhi

Date: May 27, 2024

## ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the members of Career Point Limited on the Consolidated Financial Statements for the year ended March 31, 2024)

### Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2024, we have audited the internal financial controls with respect to consolidated financial statements of Career Point Limited ("the Holding Company") and its subsidiaries (the Holding company and its subsidiaries together referred to as "the Group"), and associate, which are companies incorporated in India, as of that date.

#### Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company, its subsidiary companies, and its associate are responsible for establishing and maintaining internal financial controls with respect to respective financial statements of the Group and Associate based on the internal control criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company, its subsidiary companies, and its associate, which are companies incorporated in India, internal financial controls with respect to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with respect to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with respect to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statement included obtaining an understanding of internal financial controls with reference to consolidated financial statement, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in term if their reports referred to in the other matters paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the group's internal financial controls system with respect to consolidated financial statements.

#### Meaning of Internal Financial Controls with respect to consolidated financial statements

A company's internal financial control with reference to consolidated financial statement is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statement includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### Inherent Limitations of Internal Financial Controls with respect to consolidated financial statements

Because of the inherent limitations of internal financial controls control with reference to consolidated financial statement, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls control with reference to consolidated financial statement to future periods are subject to the risk that the internal financial control control with reference to consolidated financial statement may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### Opinion

In our opinion to the best of our information and according to the explanations given to us and based on the consideration of reports of the other auditors, the group company and its associate, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to consolidated financial statement and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2024, based on the criteria for internal financial control with reference to financial statement established by the companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

#### Other matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with respect to consolidated financial statements in so far as it relates to 9 subsidiary companies, and an associate company, is based on the corresponding reports of the auditors of such companies incorporated in India.

**For Lodha & Co LLP**  
Chartered Accountants  
Firm Registration No. 301051E/E300284

**(Gaurav Lodha)**  
Partner  
Membership No.507462

Place: New Delhi  
Date: 27<sup>th</sup> May 2024

**Career Point Limited**  
**Consolidated Balance Sheet as at 31.03.24**  
**CIN - L80100PB2000PLC054497**

(₹ in Lakhs)

Particulars	Note No.	As at 31.03.2024	As at 31.03.2023
<b>ASSETS</b>			
<b>(1) Non-current Assets</b>			
(a) Property, plant and equipment	2	10,481.91	10,911.76
(b) Investment Property	2A	8,708.20	9,784.75
(c) Other intangible assets	2B	21.26	43.93
(d) Financial Assets			
(i) Investments	3	208.55	144.94
(ii) Loans	4	27,319.80	15,679.52
(iii) Other Financial Assets	5	80.79	140.46
(e) Other non-current assets	6	210.99	211.04
<b>Total Non Current Assets</b>		<b>47,031.50</b>	<b>36,916.40</b>
<b>(2) Current Assets</b>			
(a) Inventories	7	112.67	218.53
(b) Financial Assets			
(i) Trade receivables	8	1,013.84	1,426.04
(ii) Cash and Cash Equivalents	9	626.09	1,046.20
(iii) Bank Balances Other than (ii) above	10	37.88	39.66
(iv) Loans	11	14,614.70	16,091.43
(v) Other Financial Assets	12	214.00	238.93
(c) Other current assets	13	51.10	49.36
(d) Current tax assets (Net)	14	170.49	80.32
(3) Assets held-for-sale	15	43.88	62.76
<b>Total Current Assets</b>		<b>16,884.65</b>	<b>19,253.23</b>
<b>TOTAL ASSETS</b>		<b>63,916.15</b>	<b>56,169.63</b>
<b>EQUITY AND LIABILITIES</b>			
<b>(1) EQUITY</b>			
(a) Equity Share Capital	16	1,819.29	1,819.29
(b) Other Equity	17	51,341.57	46,131.95
<b>Total Equity</b>		<b>53,160.86</b>	<b>47,951.24</b>
<b>NON CONTROLLING INTEREST</b>		<b>28.25</b>	<b>64.13</b>
<b>LIABILITIES</b>			
<b>(2) Non-current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	18	931.90	854.95
(b) Provisions	19	4,668.53	4,587.61
(c) Deferred Tax Liabilities (Net)	20	235.55	109.02
<b>Total Non Current Liabilities</b>		<b>5,835.98</b>	<b>5,551.58</b>
<b>(3) Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	21	2,527.96	1,231.66
(ii) Trade payables	22		
-Micro & Small Enterprises		-	-
-Other than Micro and Small enterprises		9.17	2.38
(iii) Other Financial liabilities	23	1,321.18	487.59
(b) Other Current Liabilities	24	559.07	507.66
(c) Provisions	25	2.46	4.11
(d) Current Tax Liabilities (Net)	26	471.22	369.28
<b>Total Current Liabilities</b>		<b>4,891.06</b>	<b>2,602.68</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>63,916.15</b>	<b>56,169.63</b>



Group Overview, Basis of preparation and material accounting policies (Note No. 1)  
The accompanying notes are an integral part of the consolidated financial statements.

**As per our report of even date**

**For Lodha & Co LLP**

Chartered Accountants

Firm Registration no. 301051E/E300284

**(Gaurav Lodha)**

Partner

Membership No. 507462

Place : New Delhi

Date : 27/05/2024

**For and on behalf of the Board of Directors**

**Pramod Maheshwari**

Chairman, Managing Director & CEO

DIN : 00185711

**Manmohan Pareek**

Company Secretary

Membership No. ACS34858

Place : Kota (Rajasthan)

Date : 27/05/2024

**Om Prakash Maheshwari**

Executive Director & CFO

DIN : 00185677

**Career Point Limited**  
**Consolidated Statement of Profit and Loss for the year ended 31.03.2024**  
**CIN - L80100PB2000PLC054497**

(₹ in Lakhs)

Particulars	Note No.	For the year ended 31.03.2024	For the year ended 31.03.2023
<b>REVENUE</b>			
Revenue from operations	27,28	10,158.24	8,536.69
Other Income	29	1,296.33	587.84
<b>TOTAL INCOME</b>		<b>11,454.57</b>	<b>9,124.53</b>
<b>EXPENSES</b>			
Cost of materials consumed	30	368.71	390.86
Change in Inventories	31	60.16	(64.17)
Employee benefits expense	32	1,017.11	933.54
Finance costs	33	164.14	181.73
Depreciation and amortization expense	34	394.60	416.41
Other expenses	35	2,141.39	5,760.04
<b>TOTAL EXPENSES</b>		<b>4,146.11</b>	<b>7,618.41</b>
<b>Profit/(Loss) before share of profit/(loss) of an associate / joint venture</b>		<b>7,308.46</b>	<b>1,506.12</b>
Share of profit/(loss) of an associate or joint venture		10.03	9.44
<b>Profit before exceptional items and tax</b>		<b>7,318.49</b>	<b>1,515.56</b>
Exceptional items		-	-
<b>Profit before tax</b>		<b>7,318.49</b>	<b>1,515.56</b>
<b>Tax expense:</b>			
(1) Current tax		1,516.81	1,159.24
(2) MAT Credit		3.60	3.19
(3) Deferred tax liability/ (asset)		48.19	(892.34)
(4) Earlier Years Tax		36.97	26.30
<b>Total Tax</b>		<b>1,605.57</b>	<b>296.39</b>
<b>Profit/ (Loss) after tax for the year</b>		<b>5,712.92</b>	<b>1,219.17</b>
<b>Net Profit/(loss) attributable to</b>			
(a) Owner of the Parent		5,706.85	1,195.47
(b) Non controlling interests		6.07	23.70
<b>Profit carried to Balance Sheet</b>		<b>5,712.92</b>	<b>1,219.17</b>
<b>Other Comprehensive Income</b>			
Items that will not be reclassified to P & L Account		50.57	7.05
Income tax related to items not classified to P & L account		(2.00)	(2.05)
Share in Associate's OCI		-	-
Items that will be classified to P & L Account		-	-
Income tax related to items that will be classified to P & L account		-	-
<b>Total Other Comprehensive Income</b>		<b>48.57</b>	<b>5.00</b>
<b>Total Comprehensive Income for the Year</b>		<b>5,761.49</b>	<b>1,224.17</b>
<b>Other Comprehensive Income attributable to</b>			
(a) Owners of the Parent		48.57	5.00
(b) Non Controlling interest		-	-
<b>Total Comprehensive Income attributable to</b>			
(a) Owners of the Parent		5,755.42	1,200.47
(b) Non Controlling interest		6.07	23.70
<b>Earnings per equity share :</b>			
(1) Basic	39	31.37	6.57
(2) Diluted		31.37	6.57

Group Overview, Basis of preparation and material accounting policies (Note No. 1).  
The accompanying notes are an integral part of the consolidated financial statements.

**As per our report of even date**

**For Lodha & Co LLP**

Chartered Accountants

Firm Registration no. 301051E/E300284

**(Gaurav Lodha)**

Partner

Membership No. 507462

Place : New Delhi

Date : 27/05/2024

**For and on behalf of the Board of Directors**

**Pramod Maheshwari**

Chairman, Managing Director & CEO

DIN : 00185711

**Manmohan Pareek**

Company Secretary

Membership No. ACS34858

Place : Kota (Rajasthan)

Date : 27/05/2024

**Om Prakash Maheshwari**

Executive Director & CFO

DIN : 00185677

**Career Point Limited**  
**Consolidated Statement of Cash Flows for the year ended 31.03.2024**  
**CIN - L80100PB2000PLC054497**

(₹ in Lakhs)

Particulars		For the year ended March 31, 2024		For the year ended March 31, 2023
<b>A. Cash Flows from Operating Activities</b>				
Profit/(Loss) Before Taxation		7,318.49		1,515.56
<b>Adjustments for:</b>				
Depreciation and Amortisation Expenses	394.60		416.41	
Dividend Income	-		(0.15)	
Short/Long Term Capital Gain on shares/assets	-		(65.01)	
Fair Value gain on investment	(1.90)		-	
Interest Income	(402.90)		(168.70)	
Interest expense	164.14		181.73	
Profit on sale of Property, Plant and Equipments (including Asset held for sale)	(380.20)		(178.22)	
Contingent Provision for Substandard Assets	82.87		4,047.74	
Provision No longer required written back	(5.31)		(15.62)	
Bad debts written off	14.69		5.46	
Provision for Gratuity	7.89	(126.12)	7.51	4,231.15
<b>Operating Profit before Working Capital Changes</b>		<b>7,192.37</b>		<b>5,746.71</b>
(Increase)/Decrease in Trade Receivables	402.82		880.14	
(Increase)/Decrease in Inventories	105.86		(64.33)	
(Increase)/Decrease in other assets	133.33		(14.23)	
Increase/(Decrease) in Trade Payables	6.79		-	
Increase/(Decrease) in Liabilities	1,095.16		239.32	
(Increase)/Decrease in Loans (given)/received back (net)	(10,246.42)	(8,502.46)	(5,883.25)	(4,842.35)
<b>Cash generated from operations</b>		<b>(1,310.09)</b>		<b>904.36</b>
Direct taxes paid		(1,621.95)		(643.43)
<b>Net Cash from Operating Activities</b>		<b>(2,932.04)</b>		<b>260.93</b>
<b>B. Cash Flow from Investing Activities</b>				
Sale/(purchase) of Property Plant & Equipment, Investment Property, Intangible assets and assets held for sale	1,451.93		(100.84)	
Interest Received	402.90		168.70	
Dividend Received	-		0.15	
Movement of fixed deposit	1.78		43.97	
Sale/(Purchase) of Investments (net)	(8.00)		327.33	
<b>Net Cash (used in)/ from Investing Activities</b>		<b>1,848.61</b>		<b>439.31</b>
<b>C. Cash Flows from Financing Activities</b>				
Proceeds/(Repayment) of Borrowings	1,373.25		(475.36)	
Interest Paid	(164.14)		(181.73)	
Dividend Paid	(545.79)		(363.86)	
<b>Net Cash from Financing Activities</b>		<b>663.32</b>		<b>(1,020.95)</b>
Net increase/(decrease) in cash & cash equivalents (A+ B+C)		<b>(420.11)</b>		<b>(320.71)</b>
Cash & Cash Equivalents at beginning of the year		<b>1,046.20</b>		<b>1,366.91</b>
<b>Cash and Cash Equivalents at end of the year (Refer Note No. 9)</b>		<b>626.09</b>		<b>1,046.20</b>

**Sub Note:****1. Changes in Liabilities arising from financing activities**

(₹ in Lakhs)

Particulars	Balance as at 01st April 2023	Cash Flow Changes	Non Cash Flow Changes	Balance as at 31st March 2024
Long Term Borrowings (including current maturity)	1,039.20	167.81	-	1,207.01
Short Term Borrowings	1,047.41	1,205.44	-	2,252.85
<b>Total</b>	<b>2,086.61</b>	<b>1,373.25</b>	<b>-</b>	<b>3,459.86</b>

(₹ in Lakhs)

Particulars	Balance as at 01st April 2022	Cash Flow Changes	Non Cash Flow Changes	Balance as at 31st March 2023
Long Term Borrowings (including current maturity)	1,363.86	(324.66)	-	1,039.20
Short Term Borrowings	1,198.11	(150.70)	-	1,047.41
<b>Total</b>	<b>2,561.97</b>	<b>(475.36)</b>	<b>-</b>	<b>2,086.61</b>

2. Cash flow statement has been prepared under the indirect method as set out in the Indian Accounting Standard (INDAS) 7: "Statements of Cash Flow" issued by the Institute of Chartered Accountants of India.

The accompanying notes are an integral part of the Consolidated Financial statements

**As per our report of even date****For Lodha & Co LLP**

Chartered Accountants

Firm Registration No. 301051E/E300284

**For and on behalf of the Board of Directors****Pramod Maheshwari**

Chairman, Managing Director &amp; CEO

DIN : 00185711

**Om Prakash Maheshwari**

Executive Director &amp; CFO

DIN : 00185677

**(Gaurav Lodha)**

Partner

Membership No. 507462

**Manmohan Pareek**

Company Secretary

Membership No. ACS34858

Place : New Delhi

Date : 27/05/2024

Place : Kota (Rajasthan)

Date : 27/05/2024

**Career Point Limited**  
**Consolidated Statement of Changes in Equity as at 31.03.2024**  
**CIN - L80100PB2000PLC054497**

**EQUITY SHARE CAPITAL**

(₹ in Lakhs)

Particulars	Balance as at 01st April 2022	Changes during the year 2022-23	Balance as at 31st March 2023	Changes during the year 2023-24	Balance as at 31st March 2024
<b>ISSUED, SUBSCRIBED AND PAID UP</b>					
1,81,92,939 (at 31st March, 2023 =1,81,92,939 and as at 1st April, 2022 =1,81,92,939) Equity shares of ₹10 each.	1819.29	-	1819.29	-	1819.29
<b>Total</b>	<b>1819.29</b>	<b>-</b>	<b>1819.29</b>	<b>-</b>	<b>1819.29</b>

**STATEMENT OF CHANGES IN OTHER EQUITY**

(₹ in Lakhs)

Particulars	Reserves and Surplus							Total
	Capital Reserve	Securities Premium	General Reserve	Statutory Reserve	Retained Earnings		Other Comprehensive Income that will not be reclassified to Profit & Loss (Fair value of equity instrument)	
					Surplus in P/L Statement	Other Comprehensive Income that will not be reclassified to Profit & Loss (Remeasurement of defined benefit plan)		
<b>Balance as at 01.04.2022</b>	<b>0.60</b>	<b>17,234.69</b>	<b>93.48</b>	<b>603.94</b>	<b>27,295.95</b>	<b>57.56</b>	<b>9.12</b>	<b>45,295.34</b>
Profit during the year	-	-	-	-	1,195.47	-	-	1,195.47
Transfer to Statutory Reserve*	-	-	-	-	-	-	-	-
Other Comprehensive income/ (loss) (net of taxes)	-	-	-	-	-	5.00	-	5.00
ESOP Options lapsed	-	-	-	-	(363.86)	-	-	(363.86)
<b>Balance as at 31.03.2023</b>	<b>0.60</b>	<b>17,234.69</b>	<b>93.48</b>	<b>603.94</b>	<b>28,127.56</b>	<b>62.56</b>	<b>9.12</b>	<b>46,131.95</b>
Profit during the Year	-	-	-	-	5,706.85	-	-	5,706.85
Transfer to Statutory Reserve	-	-	-	363.04	(363.04)	-	-	-
Remeasurement of Net defined Benefit Plans (Net of Taxes)	-	-	-	-	-	4.89	43.68	48.57
Dividend Paid	-	-	-	-	(545.79)	-	-	(545.79)
<b>Balance as at 31.03.2024</b>	<b>0.60</b>	<b>17,234.69</b>	<b>93.48</b>	<b>966.98</b>	<b>32,925.58</b>	<b>67.45</b>	<b>52.80</b>	<b>51,341.57</b>

\*As there is loss in the subsidiary company during the previous year, there is no transfer during the previous year

The accompanying notes are an integral part of consolidated financial statements.

**As per our report of even date**

**For Lodha & Co LLP**

Chartered Accountants

Firm Registration No. 301051E/E300284

**(Gaurav Lodha)**

Partner

Membership No. 507462

Place : New Delhi

Date : 27/05/2024

**For and on behalf of the Board of Directors**

**Pramod Maheshwari**

Chairman, Managing Director & CEO

DIN : 00185711

**Manmohan Pareek**

Company Secretary

Membership No. ACS34858

Place : Kota (Rajasthan)

Date : 27/05/2024

**Om Prakash Maheshwari**

Executive Director & CFO

DIN : 00185677

## CAREER POINT LIMITED

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2024

### Note : 1 Group Overview, Basis of Preparation and Material Accounting Policies

#### 1.1 Group Overview

The Group, Career Point Limited (Parent) and its subsidiaries and associate, is engaged in providing Education service which inter alia include education consultancy, Management services, Tutorial services and Residential Hostel services and leasing, and providing educational and non- educational loans. These Consolidated financial statements were approved and adopted by board of directors of the Company in their meeting held on May 27, 2024.

#### 1.2 Statement of Compliance

The consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended and relevant provision of the Companies Act, 2013. These consolidated financial statements which comprises the balance sheet as at 31.03.2024, the statement of profit & loss (including other comprehensive income), the statement of cash flows & the statement of changes in equity for the year ended 31.03.2024 and a summary of the material accounting policies and other explanatory information (together herein after referred to as "financial statements") and provisions of the Companies Act, 2013.

#### 1.3 Principal of Consolidation

The consolidated financial statements relate to the Group, associate and joint venture. Subsidiary are those entities in which the Parent directly or indirectly, has interest more than 50% of the voting power or otherwise control the composition of the board or governing body so as to obtain economic benefits from activities. The consolidated financial statements have been prepared on the following basis:-

- The financial statements of the subsidiaries are combined on a line-by-line basis by adding together the like items of assets, liabilities, income and expenses after fully eliminating intra-group balances and intra-group transactions and unrealized profits or losses in accordance with IND AS 110 – 'Consolidated Financial Statements' notified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.
- Interest in joint venture and associate are consolidated using equity method as per IND AS 28 – 'Investment in Joint Ventures and Associates'. Under the equity method, post-acquisition attributable profit/losses are adjusted in the carrying value of investment upto the Group investment in the joint venture and associate.
- The difference between the cost of investment and share of net assets at the time of acquisition of shares in the subsidiaries is identified in the financial statements as goodwill or capital reserve as the case may be.
- The Consolidated Financial Statements (CFS) comprises the financial statements of Career Point Limited (CPL) and its following Subsidiaries, and associates as on March 31, 2024.

Name Of The Company	Nature	Country of Incorporation	% of Shareholding & Voting Power
Career Point Infra Limited#	Subsidiary	India	100%
Career Point Edutech Limited#	Subsidiary	India	100%
Career Point Learning Solution Limited (Formerly known as Gyan Eduventure Private Limited)#	Subsidiary	India	100%
Career Point Accessories Private Limited	Subsidiary	India	60%
Srajan Capital Limited#	Subsidiary	India	100%
Career Point institute of Skill Development Private Limited#	Subsidiary	India	100%
Srajan Agritech Private Limited*	Subsidiary	India	100%
Coupler Enterprises Private Limited*	Subsidiary	India	100%
Edutiger Private Limited	Subsidiary	India	75%
Imperial Infin Private Limited.	Associate	India	42.74%

\* A Subsidiary of Career Point Infra Limited

# Includes shares held by beneficial shareholders

#### 1.4 Basis of Measurement

The Group and its associate maintains its accounts on accrual basis following the historical cost convention, except for certain items that have been measured at fair value as required by the relevant Ind AS. The consolidated financial statements are presented in Indian Rupees (₹), which is the Group's and associate functional and presentation currency and all amounts are rounded to the nearest lakhs (₹00,000) and two decimals thereof, except as stated otherwise.

#### 1.5 Use of Estimates & Judgements

The preparation of financial statements in conformity with Ind AS requires that the management of the Company makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as at the date of the financial statements. Actual results could differ from these estimates.

(Refer note No. 1.7 on critical accounting estimates, assumptions & judgments.)

These estimates could change from period to period and also the actual results could vary from the estimates. Appropriate changes are made to the estimates as the management becomes aware of changes in circumstances surrounding these estimates. The changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

## **1.6 Material Accounting policies**

### **(i) Foreign Currency Transactions**

Foreign currency transactions are recorded on initial recognition in reporting currency, using the exchange rate at the date of transaction. At each Balance sheet date, foreign currency monetary items are reported using the closing rate.

The exchange differences arising on settlement of monetary items are recognised as income or expenses in the year in which they arise.

### **(ii) Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

A financial assets or a liability is recognised when the Company becomes a Party to the contractual provision of the instrument.

**(a)** Financial Assets are measured at amortised cost or fair value through Other Comprehensive Income or fair value through Profit or Loss, depending on its business model for managing those financial assets and the assets contractual cash flow characteristics.

Subsequent measurements of financial assets are dependent on initial categorisation. For impairment purposes significant financial assets are tested on an individual basis, other financial assets are assessed collectively in groups that share similar credit risk characteristics.

Trade Receivables are initially recognised at transaction price where they do not contain any significant portion of financing component.

The company derecognizes financial assets when the contractual rights to the cash flows from the financial assets expire or it transfers the financial assets and the transfer qualifies for the derecognition under Ind AS 109.

### **Investment in subsidiaries, associate and Joint venture**

Investments in shares of Subsidiaries, Joint Venture & Associates are measured at cost subject to impairment losses, if any.

### **Investment in Mutual Funds**

Investments in Mutual Funds (Other Than Investment in Subsidiaries & Joint Venture) are initially measured at fair value. Any subsequent fair value gain or loss is recognized through Profit or Loss.

### **Investment in Equity Instruments**

Investments in Equity Instruments are initially measured at fair value. Any subsequent fair value gain or loss is recognized through Other Comprehensive Income.

The Group assesses impairment based on expected credit loss (ECL) model to all its financial assets measured at amortised cost.

### **Cash and Cash Equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above. **(b)** All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

### **Loans & Borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in the statement of profit and loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

### **Trade & Other payables**

A payable is classified as 'trade payable' if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

### **(iii) Property, Plant and Equipment**

#### **(A) Recognition and measurement**

**(a)** The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning.

Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to Statement of Profit and Loss in the period in which the costs are incurred. **(b)** An item of property, plant and equipment is derecognised upon disposal. Any gain or loss arising on the disposals determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in Statement of Profit and Loss. **(c)** Assets in the course of construction are capitalised in the assets under capital work in progress account (CWIP). At the point when an asset is operating at management's intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment and depreciation commences. **(d)** Property, plant and equipment except freehold land held for use in the supply or administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses, if any. Freehold land is stated at historical cost.

#### **(B) Depreciation/ Amortisation**

the Assets' residual values, useful lives and method of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate. Depreciation on Plant, Property and equipment (other than freehold land) has been provided using straight line method over the useful life of assets. Useful life is the period over which an asset is expected to be used by an enterprise. The estimated total useful life of



the assets are as follows-

<b>Class of property, plant and equipment</b>	<b>Useful Life</b>
Building	60 Years
Plant & Machinery	8-22 Years
Furniture & Fixtures	8 Years
Computer	3 Years
Vehicle	8-10 Years
Office Equipments	5 Years

**(iv) Investment properties**

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the group, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. Freehold land is stated at historical cost and Leasehold land is stated at historical cost less amortisation. Leasehold land is amortised over the period of lease as per lease agreement.

Though the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on annual evaluation performed by an external independent valuer/Internal assessment.

**(v) Intangible Assets**

Identifiable intangible assets are recognised a) when the Company controls the asset, b) it is probable that future economic benefits attributed to the asset will flow to the Company and c) the cost of the asset can be reliably measured.

Computer softwares are capitalised at the amounts paid to acquire the respective license for use and are amortised over the period of license, generally not exceeding six years on straight line basis. The assets useful lives are reviewed at each financial year end.

Software is amortised over an estimated useful life of 3 years.

**(vi) Inventories**

Inventories are valued at lower of cost or net estimated realizable value, mainly comprises of publication and printed material. The cost of publication and printed materials have been computed on the basis of cost of materials, labour, cost of conversion and other costs incurred for bringing the inventories to their present location and condition. Cost is determined using the FIFO method.

The subsidiary company is dealing in securities (equity shares). Hence, the inventory majorly comprises of equity shares only. Inventories are valued at FVTPL.

**(vii) Impairment of Assets**

At each Balance Sheet date, the carrying amount of assets is tested for impairment so as to determine the provision for impairment loss required, if any, or the reversal required of impairment loss recognized in previous periods, if any.

An impairment loss is recognized whenever the carrying amount of an asset or its cash generating units exceed its recoverable amount.

**Recoverable amount is determined:**

- In the case of an individual asset, at higher of the net selling price or value in use.
- In the case of cash generating unit, at higher of the cash generating unit's net selling price or value in use.

**(viii) Employee Benefits**

The Company participates in various employee benefit plans. These benefit plans are classified as either defined contribution plans or defined benefit plans. Under a defined contribution plan, the company's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. The related actuarial and investment risks fall on the employee.

Under a defined benefit plan, it is the Company's obligation to provide agreed benefits to the employees. The related actuarial and investment risks fall on the Company.

In case of defined benefit plan, all actuarial gains or losses are immediately recognized in other comprehensive income, net of taxes and permanently excluded from profit and loss. Further, the profit or loss will no longer include an expected return on plan assets. The actual return on plan assets above or below the discount rate is recognized as part of re-measurement of net defined liability or asset through other comprehensive income, net of taxes.

The company does not provide carry forward & encashment of leaves.

**(a) Defined Contribution plan**

Company's contributions paid/ payable during the year to Provident Fund, Employee state insurance are recognized in the statement of Profit and Loss Account.

The company is depositing P.F. & ESI contribution only for eligible employees within statutory limits. The employees whose income is above the statutory limits have opted not to subscribe and accordingly, the company is not required to make the contribution.

**(b) Defined Benefit Plan**

Retirement benefits in the form of Gratuity are considered as defined benefit obligations and are provided for on the basis of an actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet. Actuarial Gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income (OCI) in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods. All other expenses related to defined benefit plans are recognized in Statement of Profit and Loss as employee benefit expenses

**(ix) Share Based Payment Transactions**

Equity settled share based payments to employees and others providing similar services are measured at fair value of equity instruments at

the grant date.

The fair value determined at grant date of the equity settled share based payments is expensed on a straight line basis over the period, based on the company's estimate of equity instruments that will eventually vest with a corresponding increase in equity.

#### **(x) Provisions, Contingent Liabilities and Contingent Assets**

##### **(i) Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each reporting period and are adjusted to reflect the current best estimate.

##### **(ii) Contingencies**

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Financial Statements.

Contingent assets are not recognized in financial statements but are disclosed, if any.

##### **(xi) Non-Current Assets Held for Sale**

The Company classifies non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale/distribution rather than through continuing use and the sale is considered highly probable. Management is committed to the sale within one year from the date of classification. The Company treats sale/distribution of the asset or disposal group to be highly probable when:

- The appropriate level of management is committed to a plan to sell the asset (or disposal group),
- An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- The asset (or disposal group) is being actively marketed for sale at a price that is reasonable in relation to its current fair value.
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and"
- Actions required to complete the plan indicated that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn. Non-current asset held for sale/for distribution to owners and disposal groups are measured at the lower of their carrying amount and the fair value less costs to sell/distribute. Assets and liabilities classified as held for sale/distribution are presented separately in the balance sheet. Property, plant and equipment and intangible assets once classified as held for sale/distribution to owners are neither depreciated nor amortized.

##### **(xii) Lease**

###### **(a) Right of use assets**

At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

###### **(b) Lease Liabilities**

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The Company recognise a lease liability at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate.

The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on a lease by lease basis.

In calculating the present value of lease payments, the Company uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet.

###### **(c) Company as a lessor**

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

##### **(xiii) Revenue Recognition**

The company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognized. The standard requires apportioning revenue earned from the contracts to individual promises, or performance obligations, on a relative stand-alone selling price basis, using a five-step model.

Revenue from Contracts with Customers, requires that the entity shall recognise as revenue the amount of the transaction price, excluding the estimates of variable recognise as revenue the amount of the transaction price, excluding the estimates of variable consideration that is allocated to that performance obligation. Transaction price' is defined as the amount of consideration to which an entity expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

##### **Revenue from Services**

Revenue is recognised only when it can be reasonably measured and there exists reasonable certainty of its recovery. Fees/income collected in advance for the period subsequent to the accounting period is shown as current liability.

Revenue in respect of education services is recognised in Profit & Loss in proportion to the stage of completion of the services at the reporting date. Fee is recorded at invoice value, net of discounts & taxes, if any.

Company is recognising as revenue only the amount which the company is entitled to receive as royalty as per the agreement entered into with the franchisee.

Revenue in respect of franchise (start-up fees) is recognised over a period of time as agreed terms of franchise agreement.

Hostel revenue is recognized on accrual basis i.e. income is booked on month to month basis.

#### **Interest income**

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time proportion basis taking into account the amount outstanding and the rate applicable.

As per RBI norm, interest income on Non-performing assets ('NPAs') is recognised only when it is actually realised.

Additional interest/overdue charges are recognised on realisation basis.

Repayment of loans is as stipulated in the respective loan agreements or by way of Equated Monthly Installments (EMI's) comprising principal and interest. EMIs commence generally once the entire loan is disbursed however on request of customer it commences even before the entire loan is disbursed. In case of pending commencement of EMIs, Pre-EMI interest is payable every month and accounted for on accrual basis.

#### **Revenue from sale of securities**

Revenue is recognised when the significant risk and rewards of ownerships are passed on to customers, which is generally on delivery of securities to the customers/broker.

#### **Other Income**

Other operational revenue represents income earned from the activities incidental to the business and is recognised when the right to receive the income is established as per the terms of the contract.

#### **Net Gain/ (Loss) on fair value change**

Any differences between the fair value of investment in mutual funds classified as fair value through the profit or loss, held by the company on the balance sheet date is recognised as an unrealised gain/(loss) in the statement of profit or loss. In cases there is net gain in aggregate, the same is recognised in Net gains on fair value changes under the revenue from operations and if there is net loss the same is disclosed under "Other Expenses" in the statement of profit or loss.

#### **Interest Income**

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time proportion basis taking into account the amount outstanding and the rate applicable.

#### **Revenue from sale of products**

Revenue is recognised when the significant risk and rewards of ownerships are passed on to customers, which is generally on dispatch/delivery of goods to the customers.

#### **(xiv) Finance Cost**

Finance cost comprises interest cost on borrowings. Borrowing cost that are not directly attributable to a qualifying asset are recognized in the statement of profit & loss account using effective interest rate.

Processing fees charged on term loan is recognized in the statement of profit & loss over the tenure of the loan and balance of the processing fee is reduced from loan amount of current period.

#### **(xv) Interest Income**

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time proportion basis taking into account the amount outstanding and the rate applicable.

#### **(xvi) Dividend**

Dividend income is recognized when the right to receive dividend is established.

#### **(xvii) Taxation**

Income tax expense represents the sum of current and deferred tax. Tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised directly in equity or other comprehensive income.

Current tax provision is computed for Income calculated after considering allowances and exemptions under the provisions of the applicable Income Tax Laws. Current tax assets and current tax liabilities are off set, and presented as net.

"Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Balance sheet and the corresponding tax bases used in the computation of taxable profit and are accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognised for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that in future taxable profits will be available to set off such deductible temporary differences. Deferred tax assets and liabilities are measured at the applicable tax rates.

Deferred tax assets and deferred tax liabilities are off set, and presented as net.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available against which the temporary differences can be utilised.

Minimum Alternative Tax (MAT) is applicable to the Company. Credit of MAT is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the MAT credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the profit and loss account and shown as MAT credit entitlement."

#### **(xviii) Earning per Share**

Earnings considered in ascertaining the company's earning per share comprises the net profit after tax attributable to equity shareholders.

Basic earnings per share is computed using the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed using the weighted average number of equity and dilutive equivalent shares outstanding during the period.

#### **(xix) Statement of cash flows**

Statement of cash flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method adjusting the net profit for the effects of:

- i) changes during the period in operating receivables and payables transactions of a non-cash nature;
- ii) non-cash items such as depreciation, provisions, deferred taxes, unrealised gains and losses; and
- iii) all other items for which the cash effects are investing or financing cash flows.

Cash and cash equivalents (including bank balances) shown in the Statement of Cash Flows exclude items which are not available for general use as on the date of Balance Sheet.

#### **1.7**

##### **(a) Critical accounting estimates, assumptions and judgements:-**

In the process of applying the Company's accounting policies, management has made the following estimates, assumptions and judgements, which have significant effect on the amounts recognised in the financial statement. Uncertainty about these assumptions and estimates could result in outcome that requires a material adjustment to assets or liabilities affected in future periods.

##### **(I) Property, plant and equipment**

Property, Plant and equipment represent a significant proportion of the asset base of the company. The useful lives and residual value of the company's asset are determined by the management at the time the asset is acquired and reviewed at each reporting date.

##### **(ii) Income taxes**

The Company's tax jurisdiction is India. Significant judgements are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

##### **(iii) Contingencies**

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

##### **(iv) Allowance for uncollected accounts receivable and advances**

Trade receivables do not carry any interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables and advances are written off when management deems them not to be collectible. Impairment is made on the expected credit losses, which are the present value of the cash shortfall over the expected life of the financial assets.

##### **(v) Impairment of non-financial assets**

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the assets's recoverable amount. An assets's recoverable amount is the higher of an assets's or CGU's fair value less costs of disposal and its value in use. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

##### **(vi) Impairment of financial assets**

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

##### **(vii) Fair value measurement of financial instruments**

When the fair values of financials assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques, including the discounted cash flow model, which involve various judgements and assumptions.

##### **(viii) Impairment of financial assets and Allowance for uncollected loans and advances**

The Company to provide for impairment of its loan receivables (designated at amortised cost) using the expected credit loss (ECL) approach. ECL involves an estimation of probability weighted loss on financial instruments over their life, considering reasonable and supportable information about past events, current conditions, and forecasts of future economic conditions which could impact the credit quality of the Company's loans and advances.

In the process, a significant degree of judgement has been applied by the Management for: Staging of loans [i.e. classification in 'significant increase in credit risk' ('SICR') and 'default' categories]; Grouping of borrowers based on homogeneity by using appropriate statistical techniques; Estimation of behavioral life; Determining macro-economic factors impacting credit quality of receivables; Estimation of losses for loan products with no/ minimal historical defaults.

The Group applies the expected credit loss ('ECL') model in accordance with Ind AS 109 for recognising impairment loss on financial assets. The ECL allowance is based on the credit losses expected to arise from all possible default events over the expected life of the financial asset ('lifetime ECL'), unless there has been no significant increase in credit risk since origination, in which case, the allowance is based on the 12-month ECL. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date. ECL is calculated on a collective basis, considering the retail nature of the underlying portfolio of financial assets. The impairment methodology applied depends on whether there has been a significant increase in credit risk. When determining whether the risk of default on a financial asset has increased significantly since initial recognition, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis based on a provision matrix which takes into account the Group's historical credit loss experience, current economic conditions, forward looking information and scenario analysis. The expected credit loss is a product of exposure at default ('EAD'), probability of default ('PD') and loss given default ('LGD'). The Group has devised an internal model to evaluate the PD and LGD based on the parameters set out in Ind AS 109. Accordingly, the financial assets have been segmented into stages based on the risk profiles. The three stages reflect the general pattern of credit deterioration of a financial asset. The Group categorises financial assets at the reporting date based on the days past due ('DPD') status. LGD is an estimate of loss from a transaction given that a default occurs. PD is defined as the probability of whether the borrowers will default on their obligations in the future. EAD represents the expected exposure in the event of a default and is the gross

carrying amount in case of the financial assets held by the Group. The Group incorporates forward looking information into both assessments of whether the credit risk of an instrument has increased significantly since its initial recognition and its measurement of ECL. Based on the consideration of external actual and forecast information, the Group forms a 'base case' view of the future direction of relevant economic variables. This process involves developing two or more additional economic scenarios and considering the relative probabilities of each outcome. The base case represents a most likely outcome while the other scenarios represent more optimistic and more pessimistic outcomes.

The measurement of impairment losses across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances. The Group's ECL calculations are outputs of complex models with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. The inputs and models used for calculating ECLs may not always capture all characteristics of the market at the date of the financial statements. The Group regularly reviews its models in the context of actual loss experience and makes adjustments when such differences are significantly material. Adjustments including reversal of ECL is recognised through statement of profit and loss. After initial recognition, trade receivables are subsequently measured at amortised cost using the effective interest method, less provision for impairment. The Group follows the simplified approach required by Ind AS 109 for recognition of impairment loss allowance on trade receivables, which requires lifetime ECL to be recognised at each reporting date, right from initial recognition of the receivables.

**CAREER POINT LIMITED****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

**Note 2: PROPERTY PLANT AND EQUIPMENT**

(₹ in Lakhs)

Particulars	Land (leasehold)	Building#	Plant & Machinery	Furniture & Fixtures	Computer & Server	Office Equipment	Vehicle	Total
<b>As at 01.04.2022</b>	<b>1,595.47</b>	<b>9,891.95</b>	<b>208.29</b>	<b>1,020.09</b>	<b>55.79</b>	<b>121.79</b>	<b>141.70</b>	<b>13,035.08</b>
Additions	45.89	406.91	2.54	13.43	3.42	6.75	79.31	558.25
Disposal/ adjustments	-	-	-	-	-	-	5.85	5.85
<b>As at 31.03.2023</b>	<b>1,641.36</b>	<b>10,298.86</b>	<b>210.83</b>	<b>1,033.52</b>	<b>59.21</b>	<b>128.54</b>	<b>215.16</b>	<b>13,587.48</b>
Additions	-	-	3.12	88.45	16.54	5.50	-	113.61
Disposal/ adjustments	191.20	107.04	-	-	-	-	-	298.24
<b>As at 31.03.2024</b>	<b>1,450.16</b>	<b>10,191.82</b>	<b>213.95</b>	<b>1,121.97</b>	<b>75.75</b>	<b>134.04</b>	<b>215.16</b>	<b>13,402.85</b>
<b>Accumulated depreciation/ impairment:</b>								
<b>As at 01.04.2022</b>	<b>125.16</b>	<b>1,113.04</b>	<b>27.22</b>	<b>907.85</b>	<b>44.41</b>	<b>81.84</b>	<b>64.32</b>	<b>2,363.84</b>
Depreciation	20.84	192.27	9.49	46.32	6.61	14.61	23.65	313.79
Disposal/ adjustments	-	-	-	-	-	-	1.91	1.91
<b>As at 31.03.2023</b>	<b>146.00</b>	<b>1,305.31</b>	<b>36.71</b>	<b>954.17</b>	<b>51.02</b>	<b>96.45</b>	<b>86.06</b>	<b>2,675.72</b>
Depreciation	20.91	184.67	9.57	35.44	6.13	14.24	25.00	295.96
Disposal/ adjustments	29.41	21.33	-	-	-	-	-	50.74
<b>As at 31.03.2024</b>	<b>137.50</b>	<b>1,468.65</b>	<b>46.28</b>	<b>989.61</b>	<b>57.15</b>	<b>110.69</b>	<b>111.06</b>	<b>2,920.94</b>
<b>Net carrying value</b>								
As at 31.03.2023	1,495.36	8,993.55	174.12	79.35	8.19	32.09	129.10	10,911.76
As at 31.03.2024	1,312.66	8,723.17	167.67	132.36	18.60	23.35	104.10	10,481.91

The Company has elected to measure the items of Property, Plant & Equipment at their Previous GAAP carrying value at the date of transition i.e 01st April 2016 to IND AS.

Building include Building on Leasehold Land The management of the company has reviewed the existing assets working conditions and utility as at the balance sheet date and are of the opinion that there exists no indication that an asset has been impaired and hence no impairment has been carried out.

# Include Building on land owned by related party. Gross Block of building is ₹7873.62 Lakhs & Net Block of Building is ₹6772.47 Lakhs.

**CAREER POINT LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

**Note: 2A INVESTMENT PROPERTIES**

(₹ in Lakhs)

Particulars	Building	Land (Freehold)	Land (Leasehold)	Total
<b>Gross carrying value:</b>				
<b>As at 01.04.2022</b>	<b>2,780.57</b>	<b>3,873.49</b>	<b>3,248.29</b>	<b>9,902.35</b>
Additions	-	280.71	97.51	378.22
Disposal/ adjustments	30.00	74.90	82.79	187.69
<b>As at 31.03.2023</b>	<b>2,750.57</b>	<b>4,079.30</b>	<b>3,263.01</b>	<b>10,092.88</b>
Additions	2.74	184.92	-	187.66
Disposal/ adjustments	-	1,076.20	130.91	1,207.11
<b>As at 31.03.2024</b>	<b>2,753.31</b>	<b>3,188.02</b>	<b>3,132.10</b>	<b>9,073.43</b>
<b>Accumulated depreciation:</b>				
<b>As at 01.04.2022</b>	<b>113.46</b>	-	<b>123.94</b>	<b>237.40</b>
Depreciation	44.19	-	32.32	76.51
Disposal/ adjustments	-	-	5.78	5.78
<b>As at 31.03.2023</b>	<b>157.65</b>	-	<b>150.48</b>	<b>308.13</b>
Depreciation	44.33	-	31.64	75.97
Disposal/ adjustments	-	-	18.87	18.87
<b>As at 31.03.2024</b>	<b>201.98</b>	-	<b>163.25</b>	<b>365.23</b>
<b>Net carrying value</b>				
As at 31.03.2023	2,592.92	4,079.30	3,112.53	9,784.75
As at 31.03.2024	2,551.33	3,188.02	2,968.85	8,708.20

The Company has elected to measure the items of Investment Properties at their Previous GAAP carrying value at the date of transition to IND AS.

(₹ in Lakhs)

Fair Value	Amount
<b>As at 31st March, 2023</b>	<b>14,646.78</b>
<b>As at 31st March, 2024</b>	<b>18,396.58</b>

Fair Valuation of Investment Properties as on 31 march 2024 is based on the valuation by a registered valuer under rule 2 of companies (Registered Valuer and valuation Rules, 2016)

**CAREER POINT LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

**Note: 2B OTHER INTANGIBLE ASSETS**

(₹ in Lakhs)

Particulars	Trademark	Software	Video Content	Total
Gross carrying value:				
<b>As at 01.04.2022</b>	<b>0.21</b>	<b>32.67</b>	<b>126.88</b>	<b>159.76</b>
Additions	-	-	-	-
Disposal/ adjustments	-	-	-	-
<b>As at 31.03.2023</b>	<b>0.21</b>	<b>32.67</b>	<b>126.88</b>	<b>159.76</b>
Additions	-	-	-	-
Disposal/ adjustment	-	-	-	-
<b>As at 31.03.2024</b>	<b>0.21</b>	<b>32.67</b>	<b>126.88</b>	<b>159.76</b>
<b>Accumulated amortization and impairment:</b>				
<b>As at 01.04.2022</b>	<b>-</b>	<b>26.27</b>	<b>63.45</b>	<b>89.72</b>
Amortization	-	4.96	21.15	26.11
Disposal/ adjustment	-	-	-	-
<b>As at 31.03.2023</b>	<b>-</b>	<b>31.23</b>	<b>84.60</b>	<b>115.83</b>
Amortization	-	1.41	21.26	22.67
Disposal/ adjustment	-	-	-	-
<b>As at 31.03.2024</b>	<b>-</b>	<b>32.64</b>	<b>105.86</b>	<b>138.50</b>
<b>Net carrying value</b>				
As at 31.03.2023	0.21	1.44	42.28	43.93
As at 31.03.2024	0.21	0.03	21.02	21.26

The company has elected to measure the items of other intangible assets at their previous GAAP carrying value at the date of transition to IND AS.

**Note: 3 NON CURRENT INVESTMENTS**

(₹ in Lakhs)

Particulars	No. of shares/ Units	As at 31.03.2024	No. of shares/ Units	As at 31.03.2023
<b>A. Trade Investments</b>				
<b>1. Investment in Equity Instruments</b>				
<b>a) Associate - Unquoted (At Cost)</b>				
Equity Shares of Imperial Infin Private Ltd.(Unquoted) 34,000 shares of 100/- each	34,000	164.81	34,000	111.10
<b>TOTAL(a)</b>	<b>34,000</b>	<b>164.81</b>	<b>34,000</b>	<b>111.10</b>
<b>b) Investment in Mutual Fund- Classified as FVTPL(Quoted)</b>				
UTI TREASURY ADVANTAGE FUND §	795.50	25.64	795.50	23.74
<b>TOTAL(b)</b>	<b>795.50</b>	<b>25.64</b>	<b>795.50</b>	<b>23.74</b>
<b>c) Investment in Unquoted Compulsorily Convertible Preference Shares - Classified as FVTPL (fully paid up unless otherwise stated)</b>				
Betr Tech Pvt. Ltd. of face value of Rs 10 each	146	10.10	146	10.10
<b>TOTAL (c)</b>	<b>146</b>	<b>10.10</b>	<b>146</b>	<b>10.10</b>
<b>d) Optionally Convertible Debantures</b>				
8% optionally convertible Debenture @ 1,00,000/-	8	8.00	-	-
<b>TOTAL(a+b+c+d)</b>		<b>208.55</b>		<b>144.94</b>

§ Pledged to Swastika Commodities Pvt. Ltd. as a margin money.



**CAREER POINT LIMITED****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

**Sub Note:**

(₹ in Lakhs)

Particulars (Current + Non-Current)	As at 31.03.2024	As at 31.03.2023
Aggregate Carrying value of unquoted Investments	164.81	111.10
Aggregate Carrying value of unquoted Investments (FVTPL)	10.10	10.10
Aggregate Carrying value of quoted Investments	33.64	23.74
Aggregate Market value of quoted Investments	33.64	23.74

**Note: 4 NON CURRENT LOANS**

(₹ in Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
<b>Loans from Financing Activities</b>		
<b>Standard Assets</b>		
(a) Loan receivables considered good - secured @ ( refer sub-note 2)	21,357.80	11,080.36
(b) Loan receivables considered good - unsecured @ (refer sub-note 2)	3,181.72	1,918.06
<b>Total (A)</b>	<b>24,539.52</b>	<b>12,998.42</b>
<b>Substandard Assets</b>		
(a) Loan receivables considered good - secured ( refer sub-note 2)	479.40	-
(b) Loan receivables considered good - unsecured @ (refer sub-note 2)	-	771.28
<b>Total (B)</b>	<b>479.40</b>	<b>771.28</b>
<b>Doubtful Asset (Total (C))</b>	<b>2,300.88</b>	<b>1,909.82</b>
<b>Total (A) + (B)+ (C)</b>	<b>27,319.80</b>	<b>15,679.52</b>

@ including Loans to Related Party (Refer Note No. 43)

**Sub Note 1**

(₹ in Lakhs)

Sub-Standard assets outstanding from related party		
a) Loan- Receivables - Unsecured	-	-
Doubtful Assets		
a) Loan- Receivables - Unsecured		
Proseed Foundation *	1,879.93	1,879.93
	<b>1,879.93</b>	<b>1,879.93</b>

\* Refer note 49

**Sub-Note 2:-**

- 1) Secured Loan given to customers are secured by :  
Equitable mortgage of property, company and personal guarantee of director and PDC cheques
- 2) Unsecured Loan given to customers are against:
  - a) Personal Gaurantee and/or
  - b) Post dated cheques

**Note: 5 OTHER NON CURRENT FINANCIAL ASSETS**

(₹ in Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Bank Deposits with remaning maturity of more than 12 months	24.57	24.48
Security Deposits - Unsecured, considered good	56.22	115.98
<b>Total</b>	<b>80.79</b>	<b>140.46</b>

**Note: 6 OTHER NON CURRENT ASSETS**

(₹ in Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Capital Advances - Unsecured, considered good*	43.49	43.49
Deposit/Balance with Authorities	167.50	167.55
<b>Total</b>	<b>210.99</b>	<b>211.04</b>

\*In relation to this Capital Advance of Rs. 21.49 Lacs, we have initiated legal proceedings against the counter party for defaulting the repay the Capital Advance, under Section 138 of the Indian Negotiable Instruments Act, 1881, which deals with the dishonour of cheques due to insufficiency of funds in the drawer's account."

**CAREER POINT LIMITED**
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

**Note: 7 INVENTORIES**

(₹ in Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
i) Raw Material	-	4.21
ii) Finished Goods	97.92	158.09
iii) Securities (Quoted Shares)- At Fair value through P&L		
a) Kokuyo Camlin Ltd.- 537 shares (as at 31.03.2023 : 537 shares)	0.60	0.35
b) Navneet Education Ltd.- Nil (as at 31.03.2023 : 24000 shares)	-	23.84
c) YES Bank- 61012 shares (as at 31.03.2023 : 212863 shares)	14.15	32.04
<b>Total</b>	<b>112.67</b>	<b>218.53</b>

**Sub notes:**

(a) Classification of Inventories as required by Ind AS-2 "Inventories":-

Raw Material and Finished Goods contain Publication Material (Paper), and Other Items and Printed Material (Books) respectively.

Inventory consists of various types of books and other items, therefore item wise break-up of the same is not given.

**Note: 8 TRADE RECEIVABLES**

(₹ in Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
<b>Unsecured</b>		
Trade Receivables Considered good*	1,013.84	1,426.04
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables - Credit impaired	55.50	60.80
	<b>1,069.34</b>	<b>1,486.84</b>
Less: Allowance for doubtful trade receivables	55.50	60.80
<b>Total</b>	<b>1,013.84</b>	<b>1,426.04</b>

\* Note - including Trade Receivables from Related Party (Refer Note No.43)

**Trade Receivables ageing as on 31.03.2024**

(₹ in Lakhs)

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed, considered good	-	125.05	3.07	7.50	0.28	877.94	1,013.84
(ii) Undisputed, having significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed, credit impaired	-	-	-	0.13	-	31.83	31.96
(iv) Disputed, considered good	-	-	-	-	-	-	-
(v) Disputed, having significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed, credit impaired	-	-	-	1.44	-	22.10	23.54
<b>Net Total</b>	-	<b>125.05</b>	<b>3.07</b>	<b>9.07</b>	<b>0.28</b>	<b>931.87</b>	<b>1,069.34</b>
<b>Less: Allowance for doubtful trade receivables</b>				<b>(1.57)</b>		<b>(53.93)</b>	<b>(55.50)</b>
<b>Net</b>							<b>1,013.84</b>

**CAREER POINT LIMITED**
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

**Trade Receivables ageing as on 31.03.2023**

(₹ in Lakhs)

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed, considered good	208.91	59.23	24.39	30.82	1.17	1,101.52	1,426.04
(ii) Undisputed, having significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed, credit impaired	-	-	-	-	0.63	44.84	45.47
(iv) Disputed, considered good	-	-	-	-	-	-	-
(v) Disputed, having significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed, credit impaired	-	-	-	1.03	-	14.30	15.33
<b>Total</b>	<b>208.91</b>	<b>59.23</b>	<b>24.39</b>	<b>31.85</b>	<b>1.80</b>	<b>1,160.66</b>	<b>1,486.84</b>
<b>Less: Allowance for doubtful trade receivables</b>					<b>(0.63)</b>	<b>(59.14)</b>	<b>(60.80)</b>
<b>Net</b>							<b>1,426.04</b>

**Note: 9 CASH AND CASH EQUIVALENTS**

(₹ in Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
<b>Cash and Bank Balances</b>		
Cash in Hand	12.49	15.06
Balances with Banks (Current A/c)	594.85	954.98
Balances with Banks (Dr. Balance Of Overdraft A/c)	18.75	76.16
<b>Total</b>	<b>626.09</b>	<b>1,046.20</b>

**Note 10: OTHER BANK BALANCES**

(₹ in Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Fixed Deposits (Lien with Banks)*	56.89	60.08
Less: Amount disclosed under Other Non Current Assets	(24.57)	(24.48)
<b>Total (a)</b>	<b>32.32</b>	<b>35.60</b>
<b>Earmarked Balances with Banks</b>		
Unclaimed Dividend	5.56	4.06
<b>Total (b)</b>	<b>5.56</b>	<b>4.06</b>
<b>Total (a+b)</b>	<b>37.88</b>	<b>39.66</b>

\* Against margin money for bank guarantee

**CAREER POINT LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

**Note: 11 CURRENT LOANS**

(₹ in Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
<b>Loans from Financing Activities</b>		
<b>Standard Assets</b>		
(a) Loan receivables considered good - secured ( refer sub-note 2)	136.80	514.39
(b) Loan receivables considered good - unsecured* (refer sub-note 2)	8,245.95	10,130.92
<b>Total (A)</b>	<b>8,382.75</b>	<b>10,645.31</b>
<b>Substandard Assets</b>		
(a) Loan receivables considered good - secured ( refer sub-note 2)	12.52	-
(b) Loan receivables considered good - unsecured* (refer sub-note 2)	-	30.32
<b>Total (B)</b>	<b>12.52</b>	<b>30.32</b>
<b>Doubtful Assets</b>		
a) Loan Receivables Secured	35.57	-
b) Loan Receivables Unsecured*	2,521.54	2,517.40
<b>Total (C)</b>	<b>2,557.11</b>	<b>2,517.40</b>
<b>Loans from Other than Financing Activities</b>		
(a) Loan receivables considered good - secured*	618.50	2,716.94
(b) Loan receivables considered good - unsecured*	3,043.82	181.46
<b>Total (D)</b>	<b>3,662.32</b>	<b>2,898.40</b>
<b>Total (A) + (B) + (C) + (D)</b>	<b>14,614.70</b>	<b>16,091.43</b>

\* including Loans to Related Party (Refer Note No.43)

**Sub Note 1**

Loans outstanding from related party

(₹ in Lakhs)

Standard		
<b>a) Loan Receivables considered good secured</b>		
Study Board Education Private Limited	0.70	0.65
Surago Agro Private Limited	617.78	743.09
Wellwin Technosoft Limited	-	1,973.20
<b>b) Loan Receivables considered good Unsecured</b>		
Aaditya Associates	67.32	97.84
Career Point University, Kota	494.94	1,023.64
Maheshwari Trading Company	950.41	853.35
Career Point University, Hamirpur	21.63	207.09
Global Public School	176.93	117.17
Swastik Polofins Private Limited	776.48	185.52
Eduplanet Knowledge Solutions Private Limited	1.56	-
Srajan Venture Private Limited	181.46	181.46
Soyug Private Limited	2,864.49	-
<b>Substandard Assets</b>		
<b>Doubtful Assets</b>		
a) Loan Receivables Unsecured		
Proseed Foundation	2,517.40	2,517.40
<b>Total</b>	<b>8,671.10</b>	<b>7,900.41</b>

**CAREER POINT LIMITED****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

**Sub-Note 2 :-**

- 1) Secured Loan given to customers are secured by :
  - a) Equitable mortgage of property and /or
- 2) Unsecured Loan given to customers are against:
  - a) Personal Guarantee and/or
  - b) Post dated cheques

**Note: 12 OTHER FINANCIAL ASSETS**

(₹ in Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
<b>Unsecured, considered good unless otherwise stated</b>		
Interest accrued but not due	0.48	0.41
Security Deposits	0.10	25.10
Other (DDUGKY)*	213.42	213.42
<b>Total</b>	<b>214.00</b>	<b>238.93</b>

\* Refer note no. 38

**Note: 13 OTHER CURRENT ASSETS**

(₹ in Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Deposit with Authorities	27.52	36.42
Advances to Employees	-	0.52
Other Advances	23.58	12.42
<b>Total</b>	<b>51.10</b>	<b>49.36</b>

**Note: 14 CURRENT TAX ASSETS (NET)**

(₹ in Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Current Tax Assets	170.49	80.32
<b>Total</b>	<b>170.49</b>	<b>80.32</b>

**Note: 15 ASSETS HELD FOR SALE**

(₹ in Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Assets held-for-sale *	43.88	62.76
<b>Total</b>	<b>43.88</b>	<b>62.76</b>

\*Company is having a plot of land in Bundi, Rajasthan measuring 119196 sq.ft. Management decided to develop the residential development on the same land and sale it and for the same they registered the project with RERA Rajasthan. Company has sold some plots during the year. In the opinion of the management, remaining plots will be sold by March 2025.

**Note: 16 SHARE CAPITAL**

(₹ in Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
<b>Authorised:</b>		
2,50,00,000 (at 31st March, 2023 = 2,50,00,000) Equity Shares of ₹10 each	2,500.00	2,500.00
<b>Issued, Subscribed and Paid up:</b>		
1,81,92,939 (at 31st March, 2023 = 1,81,92,939) Equity Shares of ₹10 each	1,819.29	1,819.29
<b>Total</b>	<b>1,819.29</b>	<b>1,819.29</b>

**Sub note: (a) RECONCILIATION OF NUMBER OF SHARES**

(₹ in Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Opening number of equity shares	18,192,939	18,192,939
Additions during the year	-	-
Closing number of equity shares	18,192,939	18,192,939

**(b) Rights, preferences and restrictions attached to shares:**

The company has only one class of equity shares having par value of 10/- per share. Equity shareholder is having equal voting rights as well as right to dividend declared /distributed by the company.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

**(c) Shareholding of Promoters**

Name of Shareholder	As at 31.03.2024		% change during the year 2023-24	As at 31.03.2023		% change during the year 2022-23
	No. of shares	% held		No. of shares	% held	
Mr. Pramod Kumar Maheshwari	2,116,003	11.63	-	2,116,003	11.63	-
Mr. Om Prakash Maheshwari	1,386,300	7.63	-	1,386,300	7.63	-
Mr. Nawal Kishore Maheshwari	1,385,800	7.63	-	1,385,800	7.63	-
Mrs. Kailash Bai	2,679,000	14.74	-	2,679,000	14.74	-
Mrs. Shilpa Maheshwari	1,339,500	7.37	-	1,339,500	7.37	-
Mrs. Rekha Maheshwari	1,339,500	7.37	-	1,339,500	7.37	-
Mrs. Neelima Maheshwari	1,339,500	7.37	-	1,339,500	7.37	-

Name of Shareholder	As at 31.03.2023		% change during the year 2022-23	As at 31.03.2022		% change during the year 2021-22
	No. of shares	% held		No. of shares	% held	
Mr. Pramod Kumar Maheshwari	2,116,003	11.63	-	2,116,003	11.63	-
Mr. Om Prakash Maheshwari	1,386,300	7.63	-	1,386,300	7.63	-
Mr. Nawal Kishore Maheshwari	1,385,800	7.63	-	1,385,800	7.63	-
Mrs. Kailash Bai	2,679,000	14.74	-	2,679,000	14.74	-
Mrs. Shilpa Maheshwari	1,339,500	7.37	-	1,339,500	7.37	-
Mrs. Rekha Maheshwari	1,339,500	7.37	-	1,339,500	7.37	-
Mrs. Neelima Maheshwari	1,339,500	7.37	-	1,339,500	7.37	-

**(d) Details of shares held by each shareholder holding more than 5% shares of the aggregate shares in the Company:**

Name of Shareholder	As at 31.03.2024		As at 31.03.2023	
	No. of shares	% held	No. of shares	% held
Mr. Pramod Kumar Maheshwari	2,116,003	11.63	2,116,003	11.63
Mr. Om Prakash Maheshwari	1,386,300	7.63	1,386,300	7.63
Mr. Nawal Kishore Maheshwari	1,385,800	7.63	1,385,800	7.63
Mrs. Kailash Bai	2,679,000	14.74	2,679,000	14.74
Mrs. Shilpa Maheshwari	1,339,500	7.37	1,339,500	7.37
Mrs. Rekha Maheshwari	1,339,500	7.37	1,339,500	7.37
Mrs. Neelima Maheshwari	1,339,500	7.37	1,339,500	7.37

(e) No aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting period.

(f) No Class of shares have been bought by the company during the period of five years immediately preceding the reporting period.

**CAREER POINT LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

Note: 17 OTHER EQUITY

(₹ in Lakhs)

Particulars	Reserves and Surplus							Total
	Capital Reserve	Securities Premium	General Reserve	Statutory Reserve	Retained Earnings		Other Comprehensive Income that will not be reclassified to Profit & Loss (Fair value of equity instrument)	
					Surplus in P/L Statement	Other Comprehensive Income that will not be reclassified to Profit & Loss (Remeasurement of defined benefit plan)		
<b>Balance as at 01.04.2022</b>	<b>0.60</b>	<b>17,234.69</b>	<b>93.48</b>	<b>603.94</b>	<b>27,295.95</b>	<b>57.56</b>	<b>9.12</b>	<b>45,295.34</b>
Profit during the year	-	-	-	-	1,195.47	-	-	1,195.47
Transfer to Statutory Reserve*	-	-	-	-	-	-	-	-
Remeasurement of Net defined Benefit Plans (Net of Taxes)	-	-	-	-	-	5.00	-	5.00
Dividend Paid	-	-	-	-	(363.86)	-	-	(363.86)
<b>Balance as at 31.03.2023</b>	<b>0.60</b>	<b>17,234.69</b>	<b>93.48</b>	<b>603.94</b>	<b>28,127.56</b>	<b>62.56</b>	<b>9.12</b>	<b>46,131.95</b>
Profit during the Year	-	-	-	-	5,706.85	-	-	5,706.85
Transfer to Statutory Reserve	-	-	-	363.04	(363.04)	-	-	-
Remeasurement of Net defined Benefit Plans (Net of Taxes)	-	-	-	-	-	4.89	43.68	48.57
Dividend Paid	-	-	-	-	(545.79)	-	-	(545.79)
<b>Balance as at 31.03.2024</b>	<b>0.60</b>	<b>17,234.69</b>	<b>93.48</b>	<b>966.98</b>	<b>32,925.58</b>	<b>67.45</b>	<b>52.80</b>	<b>51,341.57</b>

\* As there is loss in the subsidiary company during the previous year, there is no transfer during the previous year.

**Nature Of Reserves**

1. General Reserve amount transferred /apportioned represents is in accordance with Indian Corporate law (The Companies Act, 1956) wherein a portion of profit is apportioned to general reserve, before a company can declare dividend.

2. Other Comprehensive Income Reserve represents the balance in equity for item to be accounted in Other Comprehensive Income. OCI is classified into

- i) Items that will not be reclassified to profit & loss
- ii) item that will be reclassified to profit & loss.

3. The balance consists of surplus retained from earned profits after payment of dividend and taxes thereon. Actuarial gains and losses for defined benefit plans are recognized through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

4. Balance of Securities Premium Reserve consists of premium on issue of shares over its face value. The balance will be utilised for issue of fully paid bonus shares, buy-back of Company's own share as per the provisions of the Companies Act 2013.

In the previous year, the Board of Directors of the holding company, at its meeting declared the following dividends the detail of which are as follows:-

(₹ In Lakhs)

Date of Board Meeting	Type of Dividend	Dividend per equity share	Dividend Amount
29.05.2023	Final Dividend for FY 2022-2023	1.00	181.93
02.11.2023	Interim Dividend for FY 2023-2024	1.00	181.93
09.02.2024	Interim Dividend for FY 2023-2024	1.00	181.93
Grand Total			<b>545.79</b>

**CAREER POINT LIMITED****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

**Note: 18 NON CURRENT -BORROWINGS**

(₹ in Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
<b>Secured Loan</b>		
From Banks	1,207.00	1,039.20
<b>Total (a)</b>	<b>1,207.00</b>	<b>1,039.20</b>
Current maturity of long term borrowings (Refer Note No. 21)	275.10	184.25
<b>Total (b)</b>	<b>275.10</b>	<b>184.25</b>
<b>Total (a-b)</b>	<b>931.90</b>	<b>854.95</b>
<b>Total</b>	<b>931.90</b>	<b>854.95</b>

**Sub note:**

- (a) Working Capital Term Loan (Kotak Bank) of ₹ 322.35 Lakhs @ 9.25 % p.a.(RPRR+ 2.75%) payable by February, 2027. The loan is secured against the primary security having first charge on current assets (Present and future) and having Collateral Security on Plot No.23, Shubham Enclave, C-Scheme, Jaipur.  
Personal guarantee given by Mr. Om Prakash Maheshwari and Mr. Pramod Maheshwari
- (b) Working Capital Term Loan (Kotak Bank) of ₹ 345.08 Lakhs @ 9.25 % p.a.(RPRR+ 2.75%) payable by February, 2029. The loan is secured against the primary security having first charge on current assets (Present and future) and having Collateral Security on Plot No.23, Shubham Enclave, C-Scheme, Jaipur.  
Personal guarantee given by Mr. Om Prakash Maheshwari and Mr. Pramod Maheshwari.
- (c) Term (Auto) Loan (Bank of Baroda) of ₹ 10.46 Lakhs @ 9.95 % p.a.(RBI Repo Rate +3.45%) payable by November 2024. The loan is secured against hypothecation of vehicle. Personal guarantee given by Mr. Om Prakash Maheshwari, Mr. Nawal Kishore Maheshwari, Mr. Pramod Maheshwari and Mrs. Neelima Maheshwari.
- (d) Term Loan (Indusind Bank) was payable by june 2034. The loan was secured against the Security on Plot No. B-28 & 10-B Scheme, Gopalpura by pass Jaipur. During the Financial Year 2023-24 Term Loan (Indusind Bank) is taken over by ICICI Bank Ltd.
- (e) Term Loan (ICICI Bank) of ₹ 390.99 Lakhs @ 9.10% p.a. (Repo + 2.60%) payable by January 2034. The loan is secured against the Security on Plot No. B-28 & 28-A, 10-B Scheme, Gopalpura by pass jaipur. Mr. Pramod Kumar Maheshwari is Co applicant.
- (f) "Term loan of Rs. 240.00 Lakhs disbursed from Central Bank of India out of which of Rs. 87.16 Lakhs outstanding as on 31.03.2024, at an interest rate of 9.94% per annum against the security of the assets mentioned below:- Land & Building at Khasra No. 269, Village Alaniya, Tehsil Ladpura, Kota, Rajasthan and Hypothecation of Plant & Machinery and Furniture and Fixtures.
- (g) Term (Auto) Loan (Bank of Baroda) of ₹ 38.96 Lakhs @ 7.80% p.a. payable from August 2022 in 60 monthly instalments of ₹ 1.41 Lakhs each. The loan is secured against hypothecation of vehicle.

**Note: 19 PROVISIONS**

(₹ in Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Employees Benefits		
- Gratuity	19.17	21.12
Contingent provision against standard assets	4,649.36	4,566.49
<b>Total</b>	<b>4,668.53</b>	<b>4,587.61</b>

**Note: 20 DEFERRED TAX ASSET/LIABILITIES (NET)**

(₹ in Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
<b>Deferred Tax Asset</b>		
Disallowance as per Income Tax Act.1961	1,220.03	1,187.12
Others	-	0.75
<b>Gross Deferred Tax Assets</b>	<b>1,220.03</b>	<b>1,187.87</b>
<b>Deferred Tax Liability</b>		
Depreciation and Amortisation expenses	1,515.34	1,433.42
Fair Valuation of Financial Instruments	1.42	0.94
Others	2.00	2.06
<b>Gross Deferred Tax Liability</b>	<b>1,518.76</b>	<b>1,436.42</b>
<b>MAT Credit Entitlement</b>	<b>(63.18)</b>	<b>(139.53)</b>
<b>NET DEFEERED TAX (ASSETS)/ LIABILITIES</b>	<b>235.55</b>	<b>109.02</b>



**CAREER POINT LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

**Note: 21 SHORT TERM BORROWINGS**

(₹ in Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
<b>Loans - Secured</b>		
From Bank (Overdraft Facility)	1,896.63	565.08
<b>Loans - Unsecured*</b>	356.23	403.01
Current Maturities of Long term Borrowings	275.10	184.25
From NSDC	-	79.32
<b>Total</b>	<b>2,527.96</b>	<b>1,231.66</b>

- (a) Overdraft facility from Bank (ICICI Bank) of ₹926.63 Lakh (Previous year 565.08) @10.50% (12 month MCLR+.35%) against the security of Plot no. E-8 (II) Road No. 1, IPIA, Kota. The Company can avail it up to ₹1391.5 Lakhs.
- (b) Overdraft facility from Bank (ICICI Bank) of ₹970.00 Lakh (Previous year Nil) @9.10% (Repo + 2.60%) against the Security on Plot No. B-28 & 28-A & 10-B Scheme, Gopalpura by pass jaipur. Personal guarantee given by Mr. Pramod Maheshwari. The Company can avail it up to ₹992.8 Lakhs.
- © Secured loan (NSDC) of Nil (Previous Year ₹79.32 Lakh) @6% p.a payable in 14 quarterly installment for specific project i.e. for capital expenditure on setting up of centres. Collateral Security :
- First charge on assets on the project.                      ■ First charge on cash flows on the project.
  - Charges on IP of the project till the loan is repaid.    ■ Pledge of 51% equity shares of the Project implementing Company.
- The Holding Company has given Corporate Guarantee of ₹1260 lakhs for the loan facility availed.

\* including Loan from related party. Refer Note No. 43

**Note: 22 TRADE PAYABLES**

(₹ in Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Total outstanding dues of micro enterprises and small enterprises (Refer Note No. 42)	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises.	9.17	2.38
<b>Total</b>	<b>9.17</b>	<b>2.38</b>

**Trade Payables ageing schedule as on 31.3.2024**

(₹ in Lakhs)

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(1) MSME	-	-	-	-	-	-
(2) Others	1.76	7.41	-	-	-	9.17
(3) Disputed Dues- MSME	-	-	-	-	-	-
(4) Disputed Dues - Others	-	-	-	-	-	-
<b>Total</b>	<b>1.76</b>	<b>7.41</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>9.17</b>

**Trade Payables ageing schedule as on 31.3.2023**

(₹ in Lakhs)

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(1) MSME	-	-	-	-	-	-
(2) Others	-	0.46	1.72	-	0.20	2.38
(3) Disputed Dues- MSME	-	-	-	-	-	-
(4) Disputed Dues - Others	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>0.46</b>	<b>1.72</b>	<b>-</b>	<b>0.20</b>	<b>2.38</b>

**CAREER POINT LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

**Note: 23 OTHER FINANCIAL LIABILITIES**

(₹ In Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Accrued Salaries and benefits		
- Salaries and benefits	81.44	73.24
Other liabilities		
- Security deposits (Including retention) - unsecured	82.41	240.67
- Interest accrued but not due	11.24	16.62
- Others payables - unsecured	1,093.97	153.01
- Unpaid Dividend	5.55	4.05
- Cheques in hand	46.57	-
<b>Total</b>	<b>1,321.18</b>	<b>487.59</b>

**NOTE: 24 OTHER CURRENT LIABILITIES**

(₹ In Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Income received in advance	470.07	249.70
Withholding and other taxes	81.32	77.42
Advance received	7.60	180.54
Other payable	0.08	-
<b>Total</b>	<b>559.07</b>	<b>507.66</b>

**NOTE: 25 SHORT TERM PROVISION**

(₹ In Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Employee Benefits (Gratuity)	2.46	4.11
<b>Total</b>	<b>2.46</b>	<b>4.11</b>

**NOTE: 26 CURRENT TAX LIABILITIES (NET)**

(₹ In Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Provision for Income Tax	471.22	369.28
<b>Total</b>	<b>471.22</b>	<b>369.28</b>

**NOTE: 27 REVENUE FROM OPERATIONS**

(₹ In Lakhs)

Particulars	For the year ended 31.03.2024	For the year ended 31.03.2023
<b>Revenue from Services</b>		
(i) Income from Education and Related Activities	3,603.83	29,10.36
(ii) Interest Income and Financial Charges*	5,086.00	4,153.85
(iii) Lease Rent Income	118.05	90.04
<b>Sale</b>		
(i) Study Material	1,289.42	1,294.85
(ii) Sale of securities (See Sub- Note 1)	21.43	21.54
Income from Jobbing of shares	-	0.02
Income from investment	39.51	66.03
<b>Total</b>	<b>10,158.24</b>	<b>8,536.69</b>

\*Amount is netted with interest reversed on account of NPA and interest received on NPA includes interest from proceeds foundations of Rs. 815.73 Lakhs.

**CAREER POINT LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

Note: 28 -Sub Note (1) of Note 27

(₹ In Lakhs)

Particulars	For the Year Ended 31.03.2024	For the Year Ended 31.03.2023
Sales of Securities	90.79	136.70
Less : Purchase of Securities	27.52	114.08
Less : Shares Expenses	0.35	1.71
Less : Change in Inventory	41.49	(0.63)
<b>Net Revenue from Bonds and Securities</b>	<b>21.43</b>	<b>21.54</b>

Note: 29 OTHER INCOME

(₹ In Lakhs)

Particulars	For the Year Ended 31.03.2024	For the Year Ended 31.03.2023
a) Lease Rent	463.11	181.80
b) Interest Income	402.90	168.70
c) Other Income :		
(i) Profit on sale of PPE/Assets Held for sale (net)	348.66	178.22
(ii) Agriculture Income	3.91	5.09
(iii) Miscellaneous Income	72.44	38.25
(iv) Dividend Income	-	0.15
(v) Provision written back	5.31	15.62
<b>Total</b>	<b>1,296.33</b>	<b>587.84</b>

Note: 30 COST OF MATERIAL CONSUMED

(₹ In Lakhs)

Particulars	For the Year Ended 31.03.2024	For the Year Ended 31.03.2023
<b>Cost of materials consumed</b>		
Opening stock	4.21	4.67
Add: Purchases during the period	364.50	390.40
<b>Sub Total</b>	<b>368.71</b>	<b>395.07</b>
Less: Closing stock	-	4.21
<b>Total</b>	<b>368.71</b>	<b>390.86</b>

Note: 31 CHANGE IN INVENTORY OF FINISHED GOODS

(₹ In Lakhs)

Particulars	For the Year Ended 31.03.2024	For the Year Ended 31.03.2023
Opening stock (Finished goods)	158.08	93.92
Closing stock (Finished goods)	97.92	158.09
<b>(Increase)/Decrease in Finished Goods</b>	<b>60.16</b>	<b>(64.17)</b>

Note: 32 EMPLOYEE BENEFITS EXPENSES

(₹ In Lakhs)

Particulars	For the Year Ended 31.03.2024	For the Year Ended 31.03.2023
Salaries, Wages and Bonus to		
- Teaching staff	195.71	208.02
- Non Teaching Staff	781.68	678.80
Contribution to provident and other funds	14.54	21.87
Gratuity	7.89	7.51
Staff Welfare	17.29	17.34
<b>Total</b>	<b>1,017.11</b>	<b>933.54</b>

**CAREER POINT LIMITED****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

**Note: 33 FINANCE COST**

(₹ In Lakhs)

Particulars	For the Year Ended 31.03.2024	For the Year Ended 31.03.2023
Interest Expenses	163.95	181.42
Other borrowing cost	0.19	0.31
<b>Total</b>	<b>164.14</b>	<b>181.73</b>

**Note: 34 DEPRECIATION AND AMORTIZATION EXPENSE**

(₹ In Lakhs)

Particulars	For the Year Ended 31.03.2024	For the Year Ended 31.03.2023
Depreciation on Property, Plant & Equipment	295.96	313.79
Amortization of Intangible assets	22.67	26.11
Depreciation on Investment Property	75.97	76.51
<b>Total</b>	<b>394.60</b>	<b>416.41</b>

**Note: 35 OTHER EXPENSES**

(₹ In Lakhs)

Particulars	For the Year Ended 31.03.2024	For the Year Ended 31.03.2023
Advertisement Expenses	126.48	64.94
Legal and professional charges	149.09	94.23
Repairs - Buildings	65.50	60.77
Repairs - Computers	6.37	8.76
Rent	12.00	100.23
Repairs - others	188.11	12.00
Travelling & Conveyance	7.96	12.76
Payments to Auditors	9.26	10.22
Telephone, postage & internet exp.	20.79	21.96
Printing and stationery expenses	7.02	28.60
Security charges	28.65	30.20
Electricity & Water Expenses	145.96	128.75
Institute Expenses	510.77	435.43
Interest, Penalty & Fine Charges	0.04	3.57
Hostel & Mess Expenditure	198.38	139.09
Donation	2.46	-
Corporate Social Responsibility	70.01	59.81
Bad debts & advances written off (Refer note no. 49)	14.69	5.46
Contingent Provision For Standard Assets (Refer note no. 49)	82.87	4,074.73
Miscellaneous expenses	494.98	495.53
<b>Total</b>	<b>2,141.39</b>	<b>5,760.04</b>

**Note: 36 Contingent Liabilities not provided for (As Certified by the management):****(a) In respect of:**

(₹ In Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Service tax liability / GST Liability@	87.76	87.76
Claims against the Company not acknowledged as debts	116.75	187.82
Income Tax Liability	16.19	16.19
Value added tax liability	535.92	535.92
<b>Total</b>	<b>756.62</b>	<b>827.69</b>

## CAREER POINT LIMITED

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2024

@In earlier financial year 2021-22 search was conducted by Senior Intelligence officer, Directorate general of goods and Service Tax Intelligence (DGGI), Jaipur Zonal Unit, Jaipur on 25.04.2022 at CP Tower Road no.1, IPIA, Kota (Rajasthan) and the holding company has deposited demand of ₹24.85 lakhs. During the year the case has been finalised by the Department vide letter dated 03.04.2023 wherein it has concluded its search and continued the demand. Accordingly, amount deposited by the Company has been adjusted against the final demand.

(b) Corporate Guarantee of ₹3500 Lakhs and ₹1260 Lakhs on behalf of Loan Facilities availed by Career Point University, Kota and Career Point Institute of Skill Development Private Limited. However the loan facilities have been repaid by both the borrowers during the year. Post balance sheet date, the Company has received NOC from Banker w.r.t loan facility avail of ₹1260 lakhs by Career Point Institute of Skill Development Private Limited.

37. Estimated amount of contracts remaining to be executed on capital account net of advances is ₹ Nil (Previous Year ₹ Nil).

38. During the earlier years, the Holding Company has received principal amount of 1st instalment of Rs. 216.90 lakhs from Rajasthan Skill and Livelihoods Development Corporation (RSLDC) for the Deen-Dayal Upadhyaya Grameen Kaushalya Yojana (DDU-GKY) project, against which the Holding Company had incurred Rs.371.75 lakhs and Issued bank guarantee of Rs. 54.22 lakhs in terms of the agreement signed with RSLDC. During the year ended 31st March 2022, RSLDC has invoked bank guarantee of Rs. 54.22 lakhs and has also demanded refund amounting to Rs.334.76 lakhs (including interest of Rs. 117.36 lakhs) on termination of the above stated project. The Holding Company has pursued the invocation of Bank Guarantee and other receivable of Rs. 213.41 lakhs (including Rs. 158.19 lakhs receivable) from RSLDC, before the Hon'ble Rajasthan High Court, Jaipur and the Rajasthan State Commercial Court under section 9 of Arbitration & Conciliation Act, 1996. The Hon'ble Rajasthan High Court, Jaipur Bench has appointed the sole arbitrator in the matter. The Holding Company has submitted its application before the Hon'ble Arbitrator. After submission of statement of defence by RSLDC, evidence and arguments, arbitral judge will pronounce the judgement. Based on Its assessment of the merits of the case, the management is of the view that it has a creditable case in its favour and the aforesaid receivable balances are good and fully recoverable and hence, no adjustment is required as demanded by the RSLDC at this stage.

#### 39 EARNING PER SHARE (EPS)

(₹ In Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Net profit/ (loss) for the year attributable to equity shareholders (₹ in Lakhs)	5,706.85	1,195.47
Weighted average number of equity shares outstanding.	1,81,92,939	1,81,92,939
Basic/Diluted earnings per share (face value of ₹ 10 each)	31.37	6.57

#### 40. Financial risk management objectives and policies

The Group's principal financial liabilities comprise of borrowings, trade and other payables. The main purpose of these financial liabilities is to manage finances for the Group's operations. The Group's financial assets comprise investments, loan and other receivables, trade and other receivables, cash, and deposits that arise directly from its operations.

The Group's activities are exposed to a variety of financial risks from its operations. The key financial risks include market risk (including interest rate risk etc.), credit risk and liquidity risk. The Group's overall risk management policy seeks to minimize potential adverse effects on Group's financial performance.

(A) **Market Risk:** Market risk is the risk that the fair value of future cash flow of financial instruments will fluctuate because of change in market prices. Market risk comprises mainly of interest rate risk.

(a)**Interest rate risk:** Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Any change in the interest rates environment may impact future rates of borrowing. The Group mitigates this risk by regularly assessing the market scenario, finding appropriate financial instruments, interest rate negotiation with the lenders for ensuring the cost effective method of financing.

(b)**Interest Rate Sensitivity:** The following table demonstrates the sensitivity to a reasonable possible change in interest rate on financial assets affected. With all other variable held constant, the Group's profit before tax is affected through the impact on finance cost with respect to our borrowing, as follows:

#### A change in 25 basis points in interest rates would have following impact on profit after tax

(₹ In Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Change in basis point	+25	+25
Effect on profit after tax	(4.47)	(4.95)
Change in basis point	-25	-25
Effect on profit after tax	4.47	4.95

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

**(c) Price Risk:** The Group's exposure to securities price risk arises from investments held in mutual funds and classified in the balance sheet at fair value through profit or loss. To manage its price risk arising from such investments, the Group diversifies its portfolio. Quotes (NAV) of these investments are available from the mutual fund houses.

Profit for the year would increase/decrease as a result of gains/losses on these securities classified as at fair value through profit or loss

**(d) Commodity Price risk:** The Group is affected by the price volatility of certain commodities. Its operating activities require the purchase of raw material therefore, requires a continuous supply of certain raw materials. To mitigate the commodity price risk, the Group has an approved supplier base to get competitive prices for the commodities and to assess the market to manage the cost without any compromise on quality.

**(B) Credit Risk:**

Credit risk arises from the possibility that counter party may not be able to settle their obligation as agreed. Credit risk primarily arises from financial assets such as trade receivables, other balance with banks, loans and other receivables.

**Trade Receivables:** - The maximum exposure to credit risk is primarily from trade receivables (Other than Group Company). The Group periodically assesses the credit quality of counter parties, taking into the financial condition, current economic trends, past experiences and other factors. Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets. Individual risk limits are set and periodically reviewed on the basis of such information. The Company considers the probability of default upon initial recognition of asset and whether there has been a material increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a material increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

i) Actual or expected material adverse changes in business.

ii) Actual or expected material changes in the operating results of the counter-party,

iii) Financial or economic conditions that are expected to cause a material change to the counter-party's ability to meet its obligations,

iv) Material increase in credit risk on other financial instruments of the same counter-party,

v) Material changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements. Financial assets are written off when there is no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as an income in the statement of profit and loss. The Group has a well-defined sale policy to minimize its risk or credit defaults. Outstanding receivables are regularly monitored and assessed. Impairment analysis is performed based on historical data at each reporting date on an individual basis. Financial assets are written off when there is no reasonable expectation of recovery, such as customer failing to engage in a repayment plan with the Group. Where financial assets have been written off, the Group continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized in Profit or loss.

**Deposits with Bank:** The deposits with banks constitute mostly the liquid investment of the group and are generally not exposed to credit risk.

**(C) Liquidity Risk:** Liquidity risk is the risk, where the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due.

The table below summarizes the maturity profile of group's financial liabilities based on contractual undiscounted payments: -

(₹ In Lakhs)

Particulars	As at 31.03.2024			
	Carrying Amount	<1Year/ On Demand	>1Year	Total
Interest bearing borrowings	3,459.86	2,527.96	931.90	3,459.86
Trade Payable	9.17	7.41	1.76	9.17
Other Financial Liabilities	1,321.18	1,321.18	-	1,321.18
<b>Total</b>	<b>4,790.21</b>	<b>3,856.55</b>	<b>933.66</b>	<b>4,790.21</b>
	As at 31.03.2023			
Interest bearing borrowings	2,086.61	1,231.66	854.95	2,086.61
Trade Payable	2.38	0.46	1.92	2.38
Other Financial Liabilities	487.59	487.59	-	487.59
<b>Total</b>	<b>2,576.58</b>	<b>1,719.71</b>	<b>856.87</b>	<b>2,576.58</b>

**41. Capital Risk Management:**

The Group's policy is to maintain an adequate capital base so as to maintain creditor and market confidence and to sustain future development. Capital includes issued capital, share premium and all other equity reserves attributable to equity holders. The primary objective of the Group's capital management is to maintain an optimal structure so as to maximize the shareholder's value. In order to strengthen the capital base, the Group may use appropriate means to enhance or reduce capital, as the case may be.

The Group is not subject to any external imposed capital requirement. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net Debt is calculated as borrowings less cash and cash equivalents.

**CAREER POINT LIMITED****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

(₹ In Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Borrowings (A)	3,459.86	2,086.61
Less: Cash and Cash equivalents (B)	626.09	1,046.20
<b>Net debt (C = A - B)</b>	<b>2,833.77</b>	<b>1,040.41</b>
Equity Share Capital (D)	1,819.29	1,819.29
Other Equity (E)	51,341.57	46,131.95
<b>Total Capital (F = D+E)</b>	<b>53,160.86</b>	<b>47,951.24</b>
<b>Capital and net debt (G = C + F)</b>	<b>55,994.63</b>	<b>48,991.65</b>
<b>Gearing ratio (C/G)</b>	<b>5.06%</b>	<b>2.12%</b>

**42. As required by section 22 of The Micro, Small and Medium Enterprises Development Act, 2006 the following information is disclosed:**

(₹ In Lakhs)

Particulars	2023-24	2022-23
Principal and interest amount due and remaining unpaid at the end of the accounting year	-	-
Interest paid in terms of section 16 of the MSME Act during the year.	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified.	-	-
The amount of interest accrued and remaining unpaid at the end of the accounting year.	-	-
The amount of further interest remaining due and payable in succeeding year, until such interest when the interest dues above are actually paid.	-	-

The above information's regarding Micro, Small and medium Enterprise has been determined to the extent such parties have been identified of information available with the Company and as certified by the management.

**43. Related party relationship and transactions****Name of the related parties with whom transactions were carried out during the period and description of relationship:****Key Management Personnel:**

Mr. Pramod Maheshwari (Chairman, Managing Director & CEO)  
 Mr. Om Prakash Maheshwari (CFO & Whole time Director)  
 Mr. Nawal Kishore Maheshwari (Whole time Director)  
 Mr. Pawan Kumar Lalpuria (Independent Director) (Tenure Completion on 31.03.2024)  
 Mr. RS Choudhary (Independent Director) (Tenure Completion on 31.03.2024)  
 Mr. Vishal Jain (Independent Director) (Resigned w.e.f 04.08.2023)  
 Mr. Mahesh Gupta (Independent Director)  
 Mr. Jagdish Prasad Sarda (Independent Director)  
 Mr. Sanjay Khandelwal (Independent Director w.e.f. 15.08.23)  
 Mr. Akshay Gupta (Independent Director w.e.f. 15.08.23)  
 Ms. Neha Garg (Independent Director w.e.f. 15.08.23)  
 Mrs. Neelima Maheshwari (Non Executive Director)  
 Mrs. Divya Sodani (Independent Director)  
 Mr. Tarun Kumar Jain (Company Secretary) ( till 29.06.2022)  
 Mr. Manmohan Pareek (Company Secretary) (w.e.f 13.08.2022)

Diamond Business Solution Private Limited  
 Swastika Polyolefines Private Limited  
 Global Public School a unit of Gopi Bai Foundation  
 Career Point University, Kota  
 Career Point University, Hamirpur  
 Proseed Foundation (Career Point Gurukul Mohali)  
 Indo Grains Private Limited  
 Yash Foundation  
 Career Point Foundation  
 Aadhar foundation  
 Wellwin Technosoft Limited  
 Srajan Venture Private Limited  
 Gulab associates  
 Om Associates  
 Maheshwari Trading company  
 Longway Business Solution LLP  
 Nawal Kishore Maheshwari (HUF)  
 Om Prakash Maheshwari (HUF)  
 Pramod Kumar Maheshwari (HUF)  
 Rubymerry Enterprises Private Limited  
 Sankalp Capital Private Limited  
 Shricon Industries Limited  
 Eduplanet Knowledge Solutions Private Limited  
 Aditya Associates  
 Study Board Education Private limited  
 Surago Agro Private Limited.  
 Soyug Private Limited  
 Maheshwari Agrobases Private Limited  
 Gopi Bai Foundation  
 Progressive Foundation

**Relative of Key Management Personnel:**

Smt. Shilpa Maheshwari (Wife of Director)  
 Smt. Kailash Bai (Mother of Director)  
 Smt. Radha Rani (Sister of Director)  
 Smt. Rekha Maheshwari (Wife of Director)  
 Anmol Maheshwari (Son of director)

**Associate:**

Imperial Infin Private Limited

**Enterprise under same Management:**

**CAREER POINT LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

Table showing transactions with related parties (as certified by the management):

(₹ In Lakhs)

Particulars	During the Year Ended 31.03.2024	During the Year Ended 31.03.2023
<b>Services Rendered</b>		
<b>Enterprises under same Management:</b>		
Career Point University, Kota	1,073.99	830.39
<b>Sale of PPE</b>		
Global Public School	7.72	7.71
<b>Sale of Study material &amp; Student Kit</b>		
<b>Enterprises under same Management:</b>		
Proseed Foundation	1.43	4.91
Career Point University, Kota	50.88	-
Global Public School	-	125.13
<b>Interest Income on Loan given to</b>		
<b>Enterprise under same management:</b>		
Global Public School	17.65	6.86
Proseed Foundation	815.73	1,006.40
Maheshwari Trading company	138.35	115.99
Career Point University, Kota	52.78	41.80
Career Point University, Hamirpur	17.79	15.99
Surago Agro Private Limited	60.77	78.38
Soyug Private Limited	16.10	-
Eduplanet Knowledge Solutions Private Limited	0.07	-
Wellwin Technosoft Limited	320.58	80.44
Srajan Venture Private Limited	-	3.97
Gulab associates	-	14.46
Aditya Associates	11.31	13.79
Swastika Polyolefines Private Limited	55.54	0.15
<b>Joint Venture:</b>		
Study Board Education Private Limited	0.06	0.06
<b>Miscellaneous Expense (Rent)</b>		
<b>Enterprises under same Management:</b>		
Diamond Business Solution Private Limited	12.00	12.00
Proseed Foundation	-	0.03
<b>Advance Given to</b>		
Career Point University, Kota	557.17	943.00
<b>Advance received back</b>		
Career Point University, Kota	557.17	943.00
<b>Remuneration</b>		
Mr. Pramod Maheshwari (Chairman & Managing Director & CEO)	24.75	33.00
Mr. Om Prakash Maheshwari (CFO & Whole time Director)	33.00	33.00
Mr. Nawal Kishore Maheshwari (Whole time Director)	33.00	33.00
Mr. Tarun Kumar Jain (Company Secretary) ( till 29th June 2022)	-	3.42
Mr. Manmohan Pareek (Company Secretary) (w.e.f 13th August 2022)	14.48	8.53
<b>Director Sitting Fees</b>	2.40	1.92
<b>Interest Expense on Loan from</b>		
Longway Business Solution LLP	13.06	19.92
Diamond Business Solution Private Limited	7.39	6.04
Rubymerry Enterprises Private Limited	0.64	-



**CAREER POINT LIMITED**
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

Particulars	During the Year Ended 31.03.2024	During the Year Ended 31.03.2023
Om Associates	-	0.12
Sankalp Capital Private Limited	-	14.24
Swastika Polyolifines Private Limited	-	13.32
Wellwin Technosoft Limited	-	5.48
<b>Associates:</b>		
Imperial Infin Private Limited	10.36	6.41
<b>Renting of Warehousing Services Provided (Income)</b>		
Wellwin Technosoft Limited	54.00	-
<b>Reimbursement/Payment on behalf of related parties</b>		
<b>Enterprise under same management:</b>		
Surago Agro Private Limited	38.20	35.71
Aditya Associates	1.24	1.87
Yash Foundation	0.01	0.01
Gopi Bai Foundation	-	0.03
Global Public School	15.44	17.01
Career Point Foundation	0.01	0.01
Proseed Foundation	119.24	0.19
Aadhar foundation	0.01	-
Progressive Foundation	-	0.02
Career Point University, Kota	145.92	116.92
Career Point University, Hamirpur	30.70	34.90
Wellwin Technosoft Limited	72.44	138.06
Srajan Venture Private Limited	0.02	0.80
Diamond business solution Private Limited	0.01	0.07
Gulab associates	1.08	11.87
Om Associates	0.03	0.04
Maheshwari Trading company	16.89	13.51
Swastika Polyolifines Private Limited	11.58	3.61
Longway Business Solution LLP	6.06	4.14
Indo Grains Private Limited	0.06	0.15
Maheshwari Agrobases Private Limited	-	0.04
Nawal Kishore Maheshwari (Huf)	0.48	0.39
Om Prakash Maheshwari (HUF)	4.00	-
Pramod Kumar Maheshwari (HUF)	0.30	-
Rubymerry Enterprises Private Limited	0.03	0.02
Sankalp Capital Private Limited	3.32	7.46
Shricon Industries Limited	1.93	3.75
Soyug Private Limited	309.79	54.40
StudyBoard Education Private Limited	0.02	-
Eduplanet Knowledge Solutions Private Limited	0.02	0.02
<b>Associates:</b>		
Imperial Infin Private Limited	4.06	-
<b>Particulars</b>		
<b>Key Management Personnel:</b>		
Mr. Pramod Maheshwari (Chairman & Managing Director & CEO)	7.25	23.29
Mr. Om Prakash Maheshwari (CFO & Whole time Director)	95.99	40.57
Mr. Nawal Kishore Maheshwari (Whole time Director)	5.40	41.31

**CAREER POINT LIMITED****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

(₹ In Lakhs)

Particulars	During the Year Ended 31.03.2024	During the Year Ended 31.03.2023
<b>Relatives of Key Managerial Personnel:</b>		
Kailash Bai	16.52	8.59
Neelima Maheshwari	-	1.57
Rekha Maheshwari	3.24	2.50
Radha Rani	0.35	-
Anmol Maheshwari	0.37	-
Shilpa Maheshwari	21.29	4.26

(₹ In Lakhs)

Outstanding Balance	During the Year Ended 31.03.2024	During the Year Ended 31.03.2023
<b>Receivables</b>		
Career Point University, Hamirpur	800.00	1,039.60
Career Point University, Kota	-	160.70
Career Point Gurukul, Mohali	-	0.14

Promoters of the company have given personal guarantee in relation to various loans taken by the company.

**Details of Outstanding Guarantee**

Corporate Guarantee of ₹3500 Lakhs on behalf of the loan facility availed by Career Point University, Kota Loan facility has been repaid during the year.

**CAREER POINT LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

Table showing loan transactions with related parties:

(₹ In Lakhs)

Particulars	Loan Given (including interest)		Loan Recovered (including interest)		Balance outstanding	
	During the period ended 31.03.2024	During the period ended 31.03.2023	During the period ended 31.03.2024	During the period ended 31.03.2023	As at 31.03.2024	As at 31.03.2023
<b>Enterprises under same Management:</b>						
(i) Aditya Associates	23.31	53.19	53.83	101.98	67.32	97.84
(ii) Career Point University, Hamirpur	2,268.02	1,143.09	2,453.48	936.00	21.63	207.09
(iii) Career Point University, Kota	4,462.48	2,693.34	4,991.18	2,194.22	494.94	1,023.64
(iv) Gulab Associates	-	14.46	-	393.00	-	-
(v) Maheshwari Trading Company	1,251.39	1,237.99	1,154.33	691.60	950.41	853.35
(vi) Proseed Foundation	815.73	1,006.40	815.73	1,006.40	4,397.33	4,397.33
(vii) Srajan Venture Private Limited	-	4.97	-	0.40	181.46	181.46
(viii) Study Board Education Private Limited	0.06	0.06	0.01	0.01	0.70	0.65
(ix) Surago Agro Private Limited	180.77	693.38	306.08	606.84	617.78	743.09
(x) Wellwin Technosoft Limited	7,737.86	4,385.03	9,711.06	2,411.83	-	1,973.20
(xi) Global Public School (A unit of Gopi Bai Foundation)	439.55	323.86	379.79	206.69	176.93	117.17
(xii) Swastika Polyolefines Private Limited	645.51	185.53	54.55	0.02	776.48	185.52
(xiii) Soyug Private Limited	4,016.10	-	1,151.61	-	2,864.49	-
(xiv) Eduplanet Knowledge Solutions Private Limited	1.57	-	0.01	-	1.56	-
<b>Total</b>	<b>21,842.35</b>	<b>11,741.30</b>	<b>21,071.66</b>	<b>8,548.99</b>	<b>10,551.03</b>	<b>9,780.34</b>

(₹ In Lakhs)

Particulars	Loan Received		Loan Repaid		Balance outstanding	
	During the period ended 31.03.2024	During the period ended 31.03.2023	During the period ended 31.03.2024	During the period ended 31.03.2023	As at 31.03.2024	As at 31.03.2023
<b>Enterprises under same Management:</b>						
(i) Diamond Business Solution Limited	27.19	13.04	12.54	4.30	81.86	67.21
(ii) Longway Business Solution LLP	58.06	19.92	177.61	8.19	108.58	228.13
(iii) Om Associates	-	0.12	-	7.02	-	-
(iv) Swastika Polyolefines Private Limited	-	212.70	-	331.83	-	-
(v) Wellwin Technosoft Limited	-	741.07	-	971.48	-	-
(vi) Rubymerry Enterprises Private Limited	31.64	-	0.06	-	31.58	-
(vii) Sankalp Capital Private Limited	-	891.21	-	1,293.42	-	-
<b>Associate</b>						
(i) Imperial Infine Private Limited	54.36	44.41	6.04	4.64	134.21	85.89
<b>Total</b>	<b>171.25</b>	<b>1,922.47</b>	<b>196.25</b>	<b>2,620.88</b>	<b>356.23</b>	<b>381.23</b>

44 The company has identified four reportable segments during the year i.e, Education & Related Activities, Financing(NBFC), Infra Division and other segment at consolidated level.

**Unallocated Items**

Income and expenses which relates to the company as a whole and not allocable to segment are included under unallocable expenditure/(income).

The Company provides its services in india only and hence there is no geographical segment.

**CAREER POINT LIMITED****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

**Segment Wise Revenue, Results, Segment Assets & Segment Liabilities****(₹In Lakhs)**

Particulars	Year ended	
	March 31, 2024	March 31, 2023
<b>1 Segment Revenue (Net Sales Income from Segment)</b>		
Education & Related Activities Division	4,929.84	4,202.23
Financing (NBFC) Division	5,103.36	4,241.45
Infra Division	125.04	93.01
Less: Inter Segment Revenue	-	-
<b>Net Sales/Income from Operation</b>	<b>10,158.24</b>	<b>8,536.69</b>
<b>2 Segment Results Profit/(Loss) before interest and Tax</b>		
Education & Related Activities Division	2,342.03	1,679.44
Financing (NBFC) Division*	2,428.73	(1,883.31)
Infra Division	15.59	(58.82)
<b>Total</b>	<b>4,786.35</b>	<b>(262.69)</b>
Less: Finance Cost	164.14	181.73
Add: Other Un-allocable income Net of Un-allocable Expenditure	2,696.28	1,959.98
<b>Profit before Tax (Including share of profit/(loss) of Associates)</b>	<b>7,318.49</b>	<b>1,515.56</b>
<b>3 Segment Assets</b>		
Education & Related Activities Division	12,371.08	13,613.70
Financing (NBFC) Division	38,917.81	29,948.90
Infra Division	8,789.04	12,479.94
Unallocated Assets	3,838.22	127.09
<b>Total</b>	<b>63,916.15</b>	<b>56,169.63</b>
<b>4 Segment Liabilities</b>		
Education & Related Activities Division	3,762.40	2,367.54
Financing (NBFC) Division	6,160.90	5,171.15
Infra Division	96.96	162.11
Unallocated Liabilities	706.79	453.46
<b>Total</b>	<b>10,727.05</b>	<b>8,154.26</b>

\*Profit Before Tax

**CAREER POINT LIMITED**
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

45. In compliance with Ind AS 112 on disclosure of interests in other entities, following disclosures are made in respect of

(a) Associate

Imperial Infin Private Limited

(₹ In Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Country of Incorporation	<b>INDIA</b>	
<b>Summarized Balance Sheet of Associate</b>		
Percentage of share in Associate	42.74%	42.74%
Current Assets	134.44	91.00
Non-Current Assets	265.17	177.69
Current Liabilities	3.30	8.75
Non-Current Liabilities	10.69	-
Revenue	27.57	27.39
Profit/(Loss) for the year	23.47	22.09
Other Comprehensive Income	102.21	-
Total Comprehensive Income	125.68	22.09

**Share in Associate**

Equity Shares of Imperial Infin Private Ltd. (Unquoted) 34,000 shares of ₹ 100/- each	34.00	34.00
Add/(Less) : Accumulated share in profit/(loss)/OCI of associate Company at the beginning of the year	77.10	67.66
Add/(Less) : Share in profit/(loss)(net) of associate company	10.03	9.44
Add/(Less) : Share in other comprehensive income of associate company	43.68	-
<b>Total</b>	<b>164.81</b>	<b>111.10</b>

46. Additional information to consolidated financial statements as at 31 March 2024 (Pursuant to Schedule III to the Companies Act , 2013)

(₹in Lakhs)

Name of the entity	Net assets i.e. Total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	Amount	As a % of consolidated net assets	Amount	As a % of consolidated profit and loss	Amount	As a % of consolidated comprehensive income	Amount	As a % of consolidated Total comprehensive income
<b>Parent Company</b>								
1. Career Point Limited	47,209.67	88.81%	3,193.19	55.89%	4.89	10.07%	3,198.08	55.51%
<b>Subsidiaries :</b>								
1. Career Point Edutech Limited	1,433.82	2.70%	678.04	11.87%	-	-	678.04	11.77%
2. Career Point Infra Limited	15,129.56	28.46%	487.73	8.54%	-	-	487.73	8.45%
3. Career Point Learning Solution Limited (Formerly Known as Gyan Eduventure Private Limited)	509.66	0.96%	25.41	0.44%	-	-	25.41	0.44%
4. Career Point Accessories Private Limited	63.92	0.12%	15.00	0.26%	-	-	15.00	0.26%
5. Srajan Capital Limited	6,044.99	11.37%	1,815.16	31.77%	-	-	1,815.16	31.50%
6. Career Point Institute of Skill Development Private Limited	111.45	0.21%	1.99	0.03%	-	-	1.99	0.03%
7. Edutiger Private Limited	10.74	0.02%	0.29	0.01%	-	-	0.29	0.01%
<b>Sub-Subsidiaries :</b>								
1. Srajan Agritech Private Limited	1,007.79	1.90%	1.56	0.03%	-	-	1.56	0.03%
2. Coupler Enterprises Private Limited	(6.15)	-0.01%	30.02	0.53%	-	-	30.02	0.52%
<b>Associates :</b>								
1. Imperial Infin Private Limited	164.81	0.31%	10.03	0.18%	43.68	89.93%	53.71	0.93%
Consolidation Adjustments/ Elimination	(18,519.40)	-34.84%	(545.50)	-9.54%	-	-	(545.50)	-9.47%
<b>Total</b>	<b>53,160.86</b>	<b>100.00%</b>	<b>5,712.92</b>	<b>100.00%</b>	<b>48.57</b>	<b>100.00%</b>	<b>5,761.49</b>	<b>100.00%</b>

**CAREER POINT LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

**47 INCOME TAX**

**A) Amounts recognized in statement of profit and loss**

(₹ In Lakhs)

Particulars	2023-24	2022-23
Current Income Tax		
Current Year	1,516.81	1,159.24
Adjustment in respect of current income tax of earlier year	36.97	26.30
MAT(Credit) Entitlement	3.60	3.19
Deferred Tax-Relating to origination and reversal of temporary differences	48.19	(892.34)
<b>Income tax expense reported in the statement of profit &amp; loss</b>	<b>1,605.57</b>	<b>296.39</b>

**B) Income tax recognized in other comprehensive income**

(₹ In Lakhs)

Particulars	2023-24	2022-23
Income tax on Re-measurement losses on defined benefit plans	(2.00)	(2.05)
<b>Total</b>	<b>(2.00)</b>	<b>(2.05)</b>

**C) Reconciliation of effective tax rate**

(₹ In Lakhs)

Particulars	2023-24	2022-23
Accounting profit/(loss) before tax	7,318.49	1,515.56
At Statutory Income Tax rate	2,131.14	441.33
Fair valuation/ Sale of financial assets and others (including change in tax rates)	(453.05)	(118.93)
Sale of assets held for sale / Investment Property	(72.52)	(26.01)
<b>Accounting profit/(loss) after tax</b>	<b>5,712.92</b>	<b>1,219.17</b>

48 (a) The Board of Directors of the Holding Company in its meeting held on 14th February 2023, has approved a composite scheme of arrangement ('Scheme') under section 230 to 232, read with section 66 and other applicable provisions of the Companies Act, 2013 and the provisions of other applicable laws, amongst the Wholly Owned Subsidiary Srajan Capital Limited (SCL) (Transferor Company), Holding Company Career Point Limited (CPL) (Transferee Company/Demerged Company) and Wholly Owned Subsidiary Career Point Edutech Limited (Resulting Company) and their respective shareholders. The Scheme provides for (i) demerger of education business ('Demerged Undertaking') from Career Point Limited to Career Point Edutech Limited (Resulting Company); and (ii) merger of Srajan Capital Limited (Transferor Company) with Career Point Limited (Transferee Company). The appointed date for the purpose of giving scheme effect is 1st April 2023. Hon'ble NCLT Chandigarh has issued second motion order dated 21st March 2024 with the direction of publication of notice of hearing date in newspapers and the Company has complied with the direction. The Scheme would become effective after receipt of all requisite approvals as mentioned in the Scheme and accordingly, no effect of the Scheme has been given in the financial statements for the year ended 31st March 2024.

(b) With the necessary approvals of the shareholders and the Registrar of Companies, Jaipur, the Holding Company had altered its object clause of the Memorandum of Association w.e.f. 10th September 2021 to include activities related with NBFC which interalia includes the business activities of holding and investment / finance and accordingly income from investment/finance business have been included in Revenue from operations. The Holding Company had also applied for NBFi Registration with Reserve Bank of India (RBI), for which approval is awaited.

49. One of the Subsidiary Company Srajan Capital Limited ("SCL"), SCL has degraded (sub-standard and doubtful) its loans and advances to various parties as on 31st March 2024 amounting to Rs. 782.63 lakhs (net of provision of Rs. 4,567.28 lakhs, including loan to related party of Rs. 4,397.33 lakhs, fully provided for) (as at 31st March 2023 Rs. 721.44 lakhs (net of provision of Rs. 4,507.38 lakhs, including loan to related party of Rs. 4,397.33 lakhs, fully provided for)). During the financial year ended 31st March 2024, the related party has made payment of Rs. 756.67 lakhs (Total Rs. 1,707.40 lakhs upto 31st March 2024) to SCL against its outstanding dues and interest, which is treated as income by SCL.

**CAREER POINT LIMITED**
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

50. A. In case of subsidiary company(Srajan Capital Limited), Provisioning for loans &amp; advances (standard and sub-standard) as applicable to the company in terms of Non- Banking Financial (Not Systematically Provision for Loan and Advances)

(₹In Lakhs)

Loans	As at 31-03-2024	As at 31-03-2023
<b>Standard Assets</b>		
a) Loans Receivables considered good secured	21,494.60	11,594.75
b) Loans Receivables considered good unsecured	11,336.30	12,048.99
<b>Substandard Assets</b>		
a) Loans Receivables considered good secured	491.92	-
b) Loans Receivables considered good unsecured	-	801.60
<b>Doubtful Assets</b>		
a) Loans Receivables secured	424.87	-
b) Loans Receivables unsecured	4,433.11	4,427.22

Provision made for Loans and Advances (In respect of Subsidiary company -Srajan Capital Limited)

(₹In Lakhs)

Particulars	As at 31-03-2024	As at 31-03-2023
<b>Opening Balance of loans and advances</b>		
Non Current	27,314.38	15,679.52
Current	10,866.43	13,193.03
	<b>38,180.81</b>	<b>28,872.55</b>
<b>Standard Assets</b>		
Non Current	24,534.10	12,998.42
Current	8,296.80	10,645.31
	<b>32,830.90</b>	<b>23,643.73</b>
<b>Sub Standard Assets</b>		
Non Current	479.41	771.28
Current	12.52	30.32
	<b>491.93</b>	<b>801.60</b>
<b>Doubtful Assets</b>		
Non Current	2,300.88	1,909.82
Current	2,557.11	2,517.40
	<b>4,857.99</b>	<b>4,427.22</b>
<b>Provision on Standard Assets</b>		
Opening Balance (0.25%)	59.11	51.55
Add : Addition made in Provision during the year (0.25%)	22.97	7.55
<b>Total</b>	<b>82.08</b>	<b>59.11</b>
<b>Sub Standard Assets</b>		
Opening Balance (10.00%)	80.16	440.50
Add : Addition made in Provision during the year (10.00%)	(30.97)	(360.34)
<b>Total</b>	<b>49.19</b>	<b>80.16</b>
<b>Doubtful Assets</b>		
Opening Balance (100%)	4,427.22	26.71
Add : Addition made in Provision during the year (100%)	90.87	4,400.51
<b>Total</b>	<b>4,518.09</b>	<b>4,427.22</b>
Total Opening Provision	<b>4,566.49</b>	<b>518.76</b>
Provision made during the year	<b>82.87</b>	<b>4,047.73</b>
<b>Balance as on year end</b>	<b>4,649.36</b>	<b>4,566.49</b>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

B. The Subsidiary company (Srajan Capital Limited) has granted loans to various parties, including related parties, as detailed below. The information also includes details of NPA accounts and the provisions made by the company against NPAs.

(₹ In Lakhs)

As on 31.03.2024	Related Parties	Other Parties	Total
	Rs	Rs	Rs
Loans Granted	6886.6	31294.21	38,180.81
NPA Closing Balance	4397.32	952.59	5,349.91
No. of NPA Accounts	2	29	31
Provision Created for NPA			
Doubtful:	4397.32	120.77	4,518.09
Sub Standard	-	49.19	49.19
Total Provision	4397.32	169.96	4,567.28

As on 31.03.2023			
Loans Granted	6881.96	21990.59	28,872.55
NPA Closing Balance	4397.32	831.50	5,228.82
No. of NPA Accounts	2	22	24
Provision Created for NPA			
Doubtful:	4397.32	29.90	4,427.22
Sub Standard	-	80.16	80.16
Total Provision	4397.32	110.06	4,507.38

**51. Event occurring after balance sheet date**

- A** The Board of Directors of the Holding Company at their meeting held on May 27, 2024, has proposed a final dividend @ Re.1 per share i.e. 10% for the Financial Year 2023-2024 subject to the approval of shareholders at the ensuing annual general meeting of the Company.
- B** One of the related parties namely Proseed Foundation, which was a related party till the end of the current year, has ceased to be a related party w.e.f. 12th April 2024 for future reporting purposes

**52. Other information in terms of the amendments in Schedule III of the Companies Act, 2013 vide notification dated 24th March, 2021:**

- (a) The Group and its associate does not have any benami property, where any proceedings has been initiated or pending against the Group for holding any benami property.
- (b) The Group and its associate has not traded or invested in Crypto currency or virtual currency during the financial year.
- (c) The Group and its associate have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
- (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (d) The Group and its associate have not received any funds to any other person(s) or entity(ies), including foreign entities (funding party) with the understanding that the Group shall:
- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (Ultimate Beneficiaries) or
- (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (e) The Group and its associate do not have any significant transactions with the struck off companies during the current and previous years.
- (f) The Group and its associate does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed income during the year in the tax assessment under the Income Tax Act, 1961 (such as search or survey or any other relevant provisions of the Income Tax Act, 1961.)
- (g) The Group and its associate is not declared wilful defaulter by any bank or financial institution or lender during the year.

**53. Audit Trail :** The group, and its associate has used accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and that have operated throughout the financial year for all relevant transactions recorded in the software except that in holding company the feature of recording audit trail (edit log) facility was not enabled in the accounting software for the period from 01th April 2023 to 09th April 2023. Further, during the periods where audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting software, the Group & its associate did not come across any instance of the audit trail feature being tampered.

**54. In respect of the subsidiary company Srajan Capital Limited:**

- (l) In the opinion of the Board the Current Assets, Loans and Advances are approximately of the value as stated in Financial Statements, if



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

realized in the ordinary course of business.

(ii) The provision for all known and determined liabilities is adequate and not in excess of the amount reasonably required.

(iii) Balances of Debtors, Creditors and Loan and Advances are subject to confirmation.

55. **Fair valuation techniques:** The group maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

(₹ In Lakhs)

Particulars	As at 31.03.2024		As at 31.03.2023	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>(I) Financial Assets</b>				
(a) At fair value through profit & Loss				
- Non - Current Investment in Mutual Fund	25.64	25.64	23.74	23.74
- Non - Current Investment in Unquoted Shares	10.10	10.10	10.10	10.10
(b) At Amortized Cost / Cost				
- Investment in Associate	164.81	164.81	111.10	111.10
- Optionally Convertible Debentures	8.00	8.00	-	-
- Trade Receivables	1,103.84	1,103.84	1,426.04	1,426.04
- Loans	41,934.50	41,934.50	31,770.95	31,770.95
- Cash and cash equivalents	626.09	626.09	1,046.20	1,046.20
- Other bank balances	37.88	37.88	39.66	39.66
- Others	294.79	294.79	379.39	379.39
<b>Total</b>	<b>44,115.65</b>	<b>44,115.65</b>	<b>34,807.18</b>	<b>34,807.18</b>
<b>(ii) Financial Liabilities</b>				
(a) At Amortized Cost				
- Borrowings	3,459.86	3,459.86	2,086.61	2,086.61
- Trade payables	9.17	9.17	2.38	2.38
- Others	1,321.18	1,321.18	487.59	487.59
<b>Total</b>	<b>4,790.21</b>	<b>4,790.21</b>	<b>2,576.58</b>	<b>2,576.58</b>

The following methods and assumptions were used to estimate the fair values:

- 1) Fair value of cash and deposits, other bank balances, trade receivables, loans, trade payables, and other financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.
- 2) Long-term fixed-rate and variable-rate receivables / borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, credit risk and other risk characteristics. Fair value of variable interest rate borrowings approximates their carrying values. For fixed interest rate borrowing fair value is determined by using the discounted cash flow (DCF) method using discount rate that reflects the issuer's borrowings rate. Risk of non-performance for the company is considered to be insignificant in valuation.

**Fair Value Hierarchy**

All financial assets and liabilities for which fair value is measured in the financial statements are categorised within the fair value hierarchy, described as follows:

Level 1 - Quoted prices in active markets.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Inputs that are not based on observable market data.

The following table presents the fair value measurement hierarchy of financial assets and liabilities, which have been measured subsequent to initial recognition at fair value as at 31st March, 2024 & 31st March 2023.

**CAREER POINT LIMITED****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

for the year ended 31st March, 2024

(₹ In Lakhs)

Assets / Liabilities measured at fair value through Profit or loss (Accounted)	As at March 31, 2024		
	Level 1	Level 2	Level 3
<b>Financial assets</b>			
- Investment in Mutual Funds (through P&L)	25.64	-	-
- Investment in Unquoted Compulsorily Convertible Preference Shares	-	-	10.10
<b>Financial liabilities</b>	-	-	-

(₹ In Lakhs)

Assets / Liabilities measured at fair value through Profit or loss (Accounted)	As at March 31, 2023		
	Level 1	Level 2	Level 3
<b>Financial assets</b>			
- Investment in Mutual Funds (through P&L)	23.74	-	-
- Investment in Unquoted Compulsorily Convertible Preference Shares	-	-	10.10
<b>Financial liabilities</b>	-	-	-

During the year ended March 31, 2024 and March 31, 2023, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfer into and out of Level 3 fair value measurements.

56. Previous year figures have been regrouped/rearranged/recasted wherever consider necessary to make them comparable with current period.

**As per our report of even date****For Lodha & Co LLP**

Chartered Accountants

Firm Registration No. 301051E/E300284

**(Gaurav Lodha)**

Partner

Membership No. 507462

Place : New Delhi

Date : 27/05/2024

**For and on behalf of the Board of Directors****Pramod Maheshwari**

Chairman, Managing Director &amp; CEO

DIN : 00185711

**Manmohan Pareek**

Company Secretary

Membership No. ACS34858

Place : Kota (Rajasthan)

Date : 27/05/2024

**Om Prakash Maheshwari**

Executive Director &amp; CFO

DIN : 00185677

# NOTICE OF THE 24<sup>th</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Fourth Annual General Meeting (AGM) of the Members of Career Point Limited (CIN-L80100PB2000PLC054497) will be held on Monday, 05th day of August, 2024 at 4.00 p.m. (IST) 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 31<sup>st</sup> March 2024 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 statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. To receive consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2024 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 consolidated financial statement of the Company for the financial year ended March 31, 2024 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

3. To declare a dividend on equity shares for the financial year ended March 31, 2024 and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** a dividend at the rate of Rs. 1/- (One rupees only) per equity share of Rs. 10/- (Ten rupees only) each fully paid-up Equity Shares of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2024 and the same be paid out of the profits of the Company.”

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

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

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

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

## SPECIAL BUSINESS:

6. **RE-APPOINTMENT OF MRS. DIVYA SODANI AS AN INDEPENDENT DIRECTOR FOR SECOND TERM**

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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, or any amendment thereto or modification thereof, Mrs. Divya Sodani (DIN:08045653), Independent Non-Executive Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for another term of five consecutive years with effect from 24<sup>th</sup> June 2025 to 23<sup>rd</sup> June, 2030.

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

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

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

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

-To advance any loan including any loan represented by a book debt or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested (i.e. including any private Company of which any such Director is a Director or member, anybody corporate at a general meeting of which not less than twenty-five percent of the total voting power may be exercised or controlled by any such Director, Managing Director or Manager, whereof is accustomed to act in accordance with the directions or instructions of the Board, or of any Director or Directors, of the lending Company), provided that such loans are utilized by the borrowing Company for its principal business activities and in

particular to the such Companies (as mentioned in explanatory statement) in which one or more Director(s) may be deemed to be interested on the terms and conditions as set out in the Statement annexed to this Notice on such terms and conditions and in such manners may be mutually acceptable.

**RESOLVED FURTHER THAT**, the Board be and is hereby authorized to finalize, sanction and disburse the said loans, guarantees and security and also to delegate all or any of the above powers to Committee of Directors or any Director(s) of the Company and generally to do all acts, deeds and things that may be deemed necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

#### 8. TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS OF THE COMPANY AND ITS SUBSIDIARIES

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 2 (1) (zc), 23 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, during the financial years 2024-25, 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-9 in the explanatory statement to this resolution on the respective material terms & conditions set out in each of Statement nos. A-1 to A-9, 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, purchase of any goods and material, avail financial assistance 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.

b) rendering of services, sale of any goods and material, providing financial assistance by the Company and/or its subsidiaries to related parties including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of related parties, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value 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), May 27, 2024**

**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 CAREER POINT LIMITED**

**Manmohan Pareek**  
Company Secretary  
**ICSI Membership No. A34858**

## **NOTES:**

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), and regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 setting out material facts relating to Special Business under item Nos. 6 to 8 to be transacted at the 24<sup>th</sup> Annual General Meeting ("AGM") is annexed hereto and forms part of the Notice.

### **GENERAL INSTRUCTIONS FOR PARTICIPATION AT 24<sup>th</sup> AGM AND E-VOTING**

2. Pursuant to the Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 14, 2021, May 05, 2022, December 28, 2022 followed by latest Circular Nos. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "**MCA Circulars**") and the relaxations provided vide SEBI Circulars dated May 12, 2020, May 13, 2022, January 05, 2023 and October 7, 2023 (hereinafter collectively referred to as "**SEBI Circulars**") physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Accordingly the 24<sup>th</sup> Annual General Meeting ("**AGM**") of the Company will be held through the Video Conferencing (VC) or Other Audio Visual Means (OAVM) and the members can attend and participate in the ensuing AGM through VC/ OAVM. The deemed venue for the 24<sup>th</sup> AGM of the Company shall be the corporate office of the Company.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circular issued by the Ministry of Corporate Affairs dated January 13, 2021, December 14, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 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.
4. 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 EGM/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.

5. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Since this AGM is being held through VC/ OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with, accordingly, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed hereto.
7. 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.
8. In line with the measures undertaken by the Ministry of Corporate Affairs ("**MCA**") for promotion of Green Initiative, 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 2023-24 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, July 05, 2024 and the same also have been uploaded on the website of the Company at [www.cpil.in](http://www.cpil.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.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://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](http://www.evotingindia.com)
9. The AGM/EGM has been convened through VC/OAVM in

- compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular Nos. 14/2020, 17/2020, 20/2020, 02/ 2021, 19/2021, 21/2021, 2/2022 10/2022 and 09/2023 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 8th December 2021, 14th December 2021, 5th May 2022, 28<sup>th</sup> December, 2022 and September 25, 2023 respectively, (“**MCA Circulars**”).
10. 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 www.cpil.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.
  11. 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.co.in and investors@cpil.in Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on “**Upload Board Resolution/Authority Letter**” displayed under the “**e-Voting**” tab in their login.
  12. 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
  13. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, the 30th July, 2024 to Monday, the 05th August, 2024 (both days inclusive) for annual closing and for determining the entitlement of the shareholders to the dividend for the financial year 2023-24 as recommended by the Board of Directors of the Company, if declared by the members at the AGM.
  14. 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.
  15. The Dividend, if any declared, will be paid within a period of 30 days from the date of declaration to those Shareholders whose name(s) stand registered:
    - a. as Beneficial Owner as at the end of business hours on Monday, July 29, 2024 as per the lists to be furnished by Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) respect of the shares held in electronic form.
    - b. as Member in the Register of Members of the Company and in case of transmission of shares, the name of the Shareholder should be registered after giving effect to valid share transmissions, if any, in physical form lodged with the Company as at the end of business hours on Monday, July 29, 2024 and
    - c. Further, subject to the provisions of the Act, dividend as recommended by the Board, if declared by the members at this AGM, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on Monday, July 29, 2024 for both physical and demat holding of the members. The recommended final dividend by the Board is Rs. 1/- per equity share
  16. 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.
  17. 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.
  18. 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.
  19. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in physical form may submit the same to the Company. Members holding shares in electronic form may submit the same to their respective depository participant.
  20. 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.
  21. 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.
  22. 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.

23. 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.

24. 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.

25. 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.

26. 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.

27. 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. [www.cpil.in](http://www.cpil.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](http://www.iepf.gov.in)

28. In case the Dividend has remained unclaimed in respect of financial years from 2016-17 (Final Dividend) to the financial year 2022-23, the Shareholders may approach the Company with their dividend warrants for revalidation with the Letter of Undertaking for issue of duplicate dividend warrants.

29. 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. [www.cpil.in](http://www.cpil.in).

30. 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

31. Disclosure pursuant to Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings, with respect to Directors seeking appointment/re-appointment at the Annual General Meeting, is as follows:



Name of Director	Mr. Pramod Maheshwari	Mrs. Neelima Maheshwari	Mrs. Divya Sodani
Designation	Chairman, Managing Director & CEO	Non-Independent Non-Executive Director	Independent and Non-Executive Director
Date of Birth	March 03, 1971	March 19, 1971	November 07, 1992
Date of Appointment	March 31, 2000	August 12, 2014	June 23, 2020 (w.e.f. June 24, 2020)
Experience in Specific functional areas	Over 30 years of experience in the field of education, developing & implementing training methodologies	Over 21 years of experience in formal education	Over 8 yrs of experience in the field of Finance & Taxation
Educational Qualifications	B.Tech from IIT Delhi	M. Pharma	CA & B.Com
Details of shares held	2116003 equity shares	1339500 equity shares	Nil
List of companies (other than Career Point Ltd.) in which Directorships held as on 31.03.2024 (excluding Pvt. Ltd. Companies)	1. Career Point Infra Ltd. 2. Career Point Edutech Ltd 3. Srajan Capital Ltd. 4. Wellwin Technosoft Ltd. 5. Josts Engineering Ltd. 6. Career Point Learning Solutions Ltd	1. Shricon Industries Ltd.	Nil
Chairman/ Member of the Committees of companies (other than Career Point Ltd.) on which he/she is a Director as on 31.03.2024	1	3	Nil
Relationship with other directors	Relative of Mr. Om Prakash Maheshwari, CFO & Executive Director and Mr. Nawal Kishore Maheshwari, Executive Director	Relative Mr. Om Prakash Maheshwari, Executive Director & CFO	NA

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.

32. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
33. 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. Monday, July 29, 2024 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.
34. 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. Monday, July 29, 2024 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.
35. The remote e-voting will commence on Friday at 9:00 A.M. on August 02, 2024 and will end on Sunday at 05:00 P.M. on August 04, 2024. 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. Monday, July 29, 2024 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.
36. 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.

37. 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. Monday, July 29, 2024.
38. 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 [www.cpil.in](http://www.cpil.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.
39. 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 02.08.2024, at 9:00 A.M. and ends on 04.08.2024, 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. 29.07.2024, 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 29.07.2024.

**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. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDEAS</b> ' 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 " <b>Access to e-Voting</b> " under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2. If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> . Select " <b>Register Online for IDEAS Portal</b> " or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>
	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	4. Shareholders/Members can also download NSDL Mobile App " <b>NSDL Speede</b> " facility by scanning the QR code mentioned below for seamless voting experience.
	 <p>NSDL Mobile App is Available on  </p>
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.
	2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b> . Click on <b>NSDL</b> to cast your vote.
	3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>
	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
--	--

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a [Personal Computer](#) or on a [mobile](#).
2. Once the home page of e-Voting system is launched, click on the

3. 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 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.**
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](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to amitgupta01cp@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Ms. Prajakta Pawle) at evoting@nsdl.co.in

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor@cpil.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor@cpil.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting can send in their questions/ comments in advance by 29th July, 2024, mentioning their name, demat account number/ folio number, email id, mobile number at investors@cpil.in. The same will be replied by the Company

**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.

suitably. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

#### **40. Dividend information:-**

1. The Dividend on equity shares for the financial year 2023-24, as recommended by the Board of Directors, if declared at the AGM, would be paid/credited within thirty days subject to deduction of tax at source, directly in electronic mode through National Automated Clearing House (NACH) to the members whose name appear on the Company's Register of Members as on the closing business hours on Monday, the 29th day of July, 2024 and whose bank mandate are registered in the records of the Depository Participants / RTA. For members whose bank mandate are not updated with the Depository Participants / RTA as on the book closure date, demand draft or warrants or cheque shall be sent through post.
2. Members holding shares in physical form and desirous of availing the facility of electronic remittance are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9-digit MICR and 11-digit IFS Code), along with their Folio Number, to the Company's Registrar and Share Transfer Agent - M/s. Ankit Consultancy Private Limited. Members holding shares in electronic form are requested to provide the said details to their respective Depository Participants.
3. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
4. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar

**Kota (Rajasthan), May 27, 2024**

#### **Registered Office:**

Village Tangori, Banur,  
Mohali, Punjab- 140601

#### **Corporate Office:**

CP Tower 1, Road No. 1, IPIA,  
Kota, Rajasthan-324005

and Share Transfer Agent. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Share Transfer Agent.

5. Members are requested to note that in accordance with Sections 124 and 125 of Companies Act, 2013 and rules made thereunder, dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the Companies unpaid dividend account are required to be transferred to the IEPF. Accordingly, the dividend remaining unclaimed or unpaid upto the financial year ended 31st March, 2016 have been transferred to IEPF. The detail of unclaimed dividend transferred to IEPF is available on the website of the Company [www.cpil.in](http://www.cpil.in).

#### **TDS on dividend**

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

A Resident individual shareholder with PAN and who is not liable to pay income tax, can submit a declaration in Form No. 15G/15H, to avail the benefit of non deduction of tax at source by sending an email to [accounts@cpuniverse.in](mailto:accounts@cpuniverse.in) latest by 23rd July, 2024. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to [accounts@cpuniverse.in](mailto:accounts@cpuniverse.in). The aforesaid declarations and documents need to be submitted by the shareholders latest by 23rd July, 2024.

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

**Manmohan Pareek**  
Company Secretary  
**ICSI Membership No. A34858**

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

The Statement/ Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), and Regulation 23 of the given here under sets out material facts relating to the special business mentioned at Item Nos. 6 to 8 of the accompanying Notice dated 27th May, 2024.

### Item No. 6

Mrs. Divya Sodani is Independent Non-Executive Director of the Company. Pursuant to the Act, the Independent Non-Executive Director was appointed to hold office for five consecutive years, by the Members of the Company in the 20th AGM held on 28th September, 2020. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of a Company. In terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

The Nomination & Remuneration Committee and the Board of Directors of the Company ('the Board') are of the view that in order to take advantage of Mrs. Divya Sodani's knowledge, experience and performance, it would be appropriate that she continues to serve on the Board till the completion of her present term of appointment as already approved by the Members. Declaration has been received from Mrs. Divya Sodani that she meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Mrs. Divya Sodani fulfills the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for reappointment as an Independent Director and that she is independent of the management of the Company. Consent of the Members by way of Special Resolution is required for re-appointment of Mrs. Divya Sodani, in terms of Section 149 of the Act. Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mrs. Divya Sodani being eligible for re-appointment as an Independent Director and offering herself for re-appointment, is proposed to be re-appointed as an Independent Director for another term of five consecutive years from 24th June, 2025 up to 23rd June, 2030. The above named Director does not hold by herself or for any other person on a beneficial basis, any shares in the Company. In the opinion of the Board, she fulfills the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for her reappointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letters for appointment as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Corporate Office of the Company during normal business hours on any working day, up to and including the date of AGM of the Company. The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of these Directors as an Independent Director. Accordingly, the Board recommends Special Resolution in relation to eligibility and re-appointment of the Director as an Independent Director for another term of five consecutive years with effect from 24th June, 2025 to 23rd June, 2030, for the approval by the shareholders of the Company. Except being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or

interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice of the AGM. The above named Director is not related to any Director of the Company. This Explanatory Statement together with the accompanying Notice of the AGM may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI. Brief Profile and other details of Mrs. Divya Sodani has been given in the annexure attached to the Notice.

### Item No.7

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

- Career Point University, Kota: Amount not exceeding of Rs. 35 Crores
- Career Point University, Hamirpur: Amount not exceeding of Rs. 35 Crores
- Sankalp Capital Private Limited: Amount not exceeding of Rs.15 Crores

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

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

Name of the Com./ Body Corporate	Amount proposed to be given by the Comp. not exceeding of `	Purpose for which the Inter-Corp. Deposits/Loans is proposed to be utilised
Career Point University, Kota	35 Crores	To meet day to day working capital requirements of the Comp.
Career Point University, Hamirpur	35 Crores	To meet day to day working capital requirements of the Comp.
Sankalp Capital Private Limited	15 Crores	To meet day to day working capital requirements of the Comp.

Except Mr. Pramod Maheshwari and his relatives, Mr. Om Prakash Maheshwari, Mr. Naval Kishor Maheshwari, and Mrs. Neelima Maheshwari none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, monetarily or otherwise in proposed Special Resolution. The Resolution at Item No. 7 of the Notice is recommended by the Board to be passed as a Special Resolution.

#### Item No.8

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

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

The Company is engaged in the business of providing educational services and other ancillary and incidental services etc. and is required to enter into various operational transactions with its related parties in the ordinary course of business to achieve business objectives, which are carried out either directly or through it's subsidiaries. The annual consolidated turnover of the Company as on March 31, 2024 is Rs. 114.55 crore (excluding duties and taxes) and standalone turnover of the Company as on March 31, 2024 is Rs. 71.45 crore (excluding duties and taxes).

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

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

Further, all related party transactions are undertaken after obtaining prior approval of the Audit Committee. The Audit Committee of the Company currently comprises independent directors. All related party transactions have been 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 an arm's length basis and in the ordinary course of business of the Company. As

per the amended Listing Regulations which are effective from January 01, 2022, all the related party transactions are required to be approved by only those members of the Audit committee, who are independent directors.

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

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

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

The relative(s) of Mr. Pramod Maheshwari 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. 8 of the Notice.

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

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

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

#### A-1. TRANSACTION WITH CAREER POINT UNIVERSITY, KOTA

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

CPUK is engaged in the business of providing formal educational services. The details of Related Party Transactions entered by the Company and its subsidiaries, with CPUK during the preceding two financial years 2022-23 and 2023-24, are given below:

Category of Transactions	FY 2022-23	FY 2023-24
Availing of services	21.94 Cr	49.91 Cr
Rendering of services	35.08 Cr	55.35 Cr

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

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with CPUK, and in view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with CPUK, during the financial year 2024-25, may exceed the thresholds of material Related Party Transactions as

specified under Regulation 23 of Listing Regulations.

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

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

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

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

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

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

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

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

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

Availing of services, purchase of any goods and material, avail financial assistance by the Company and/or its subsidiaries from CPUK including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 50 crores on any date during the financial year 2024-25.

b. Rendering of services: Financial transaction and other services

rendering of services, sale of any goods and material, 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, technology services, branding, advertising and promotional Services, purchase/sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of CPUK, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 50 crores on any date during the financial year 2024-25

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions with CPUK, during the financial year 2024-25.

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

a. Availing of Services- Approximately 43.60% of annual consolidated turnover of the Company for the financial year 2023-24

b. Rendering of Services- Approximately 48.32% of annual consolidated turnover of the Company for the financial year 2023-24

**Notes:**

(i) The percentage mentioned above is based on the transaction

amount of financial year 2023-24 and consolidated turnover of financial year 2023-24 and the further percentage shall depend upon consolidated turnover of the Company for the financial years 2024-25.

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

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

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

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

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

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

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

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

**A-2. TRANSACTION WITH CAREER POINT UNIVERSITY, HAMIRPUR**

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

CPUH is engaged in the business of providing formal educational services. The details of Related Party Transactions entered by the Company and its subsidiaries, with CPUH during the preceding two financial years 2022-23 and 2023-24, are given below:

Category of Transactions	FY 2022-23	FY 2023-24
Availing of services	9.75 Cr	24.53 Cr
Rendering of services	8.19 Cr	22.68 Cr

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

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with CPUH, and in view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with CPUH, with CPUH, during



the financial year 2024-25, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

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

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

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

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

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

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

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

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

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

Availing of services, purchase of any goods and material, avail financial assistance by the Company and/or its subsidiaries from CPUH including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 25 crores on any date during the financial year 2024-25.

**b. Rendering of services: Financial transaction and other services**

rendering of services, sale of any goods and material, 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, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of CPUH, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 25 crores on any date during the financial year 2024-25.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the financial 2024-25.

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

a. Availing of Services- Approximately 21.41% of annual consolidated turnover of the Company for the financial year 2023-24

b. Rendering of Services- Approximately 19.80% of annual consolidated turnover of the Company for the financial year 2023-24

**Notes:**

(i) The percentage mentioned above is based on the transaction amount of financial year 2023-24 and consolidated turnover of financial year 2023-24 and the further percentage shall depend

upon consolidated turnover of the Company for the financial years 2024-25.

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

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

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

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

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

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

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

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

**A-3. TRANSACTION WITH SRAJAN VENTURE PRIVATE LIMITED**

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

SVPL is engaged in the business of providing formal educational services. The details of Related Party Transactions entered by the Company and its subsidiaries, with SVPL during the preceding two financial years 2022-23 and 2023-24, are given below:

Category of Transactions	FY 2022-23	FY 2023-24
Availing of services	0.00 Cr	0.00 Cr
Rendering of services	0.05 Cr	0.00 Cr

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

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with SVPL, and in view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with SVPL, during the financial year 2024-25, may exceed the thresholds of material

Related Party Transactions as specified under Regulation 23 of Listing Regulations.

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

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

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

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

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

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

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

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

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

Availing of services, purchase of any goods and material, avail financial assistance by the Company and/or its subsidiaries from SVPL including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 5 crores on any date during the financial year 2024-25.

**b. Rendering of services: Financial transaction and other services**

rendering of services, sale of any goods and material, 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, technology services, branding, advertising and promotional Services, purchase/sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of SVPL, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 5 crores on any date during the financial year 2024-25.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the financial years 2024-25.

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

a. Availing of Services- Approximately 0.00% of annual consolidated turnover of the Company for the financial year 2023-24

b. Rendering of Services- Approximately 0.00% of annual consolidated turnover of the Company for the financial year 2023-24

**Notes:**

(i) The percentage mentioned above is based on the transaction amount of financial year 2023-24 and consolidated turnover of financial year 2023-24 and the further percentage shall depend

upon consolidated turnover of the Company for the financial years 2024-25.

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

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

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

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

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

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

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

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

**A-4. TRANSACTION WITH MAHESHWARI TRADING COMPANY**

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

MTC is a partnership firm and engaged in the business of commodities. The details of Related Party Transactions entered by the Company and its subsidiaries, with MTC during the preceding two financial years 2022-23 and 2023-24, are given below:

Category of Transaction	FY 2022-23	FY 2023-24
Availing of services	6.92 Cr	11.54 Cr
Rendering of services	12.38 Cr	12.51 Cr

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

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with MTC, and in view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with MTC, during the financial year 2024-25, may exceed the thresholds of material Related Party

Transactions as specified under Regulation 23 of Listing Regulations.

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

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

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

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

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

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

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

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

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

Availing of services, purchase of any goods and material, avail financial assistance by the Company and/or its subsidiaries from MTC including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 15 crores on any date during the financial year 2024-25.

b. Rendering of services: Financial transaction and other services

rendering of services, sale of any goods and material, 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, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of MTC, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 15 crores on any date during the financial year 2024-25.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the financial years 2024-25.

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

a. Availing of Services- Approximately 10.07% of annual consolidated turnover of the Company for the financial year 2023-24

b. Rendering of Services- Approximately 10.92% of annual consolidated turnover of the Company for the financial year 2023-24

**Notes:**

(i) The percentage mentioned above is based on the transaction amount of financial year 2023-24 and consolidated turnover of financial year 2023-24 and the further percentage shall depend upon consolidated turnover of the Company for the financial years 2024-25.

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

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

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

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

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

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

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

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

**A-5. TRANSACTION WITH GOPI BAI FOUNDATION TRUST**

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

Gopi Bai Foundation Trust is a trust and engaged in the business of education. The details of Related Party Transactions entered by the Company and its subsidiaries, with GBFT during the preceding two financial years 2022-23 and 2023-24, are given below:

Category of Transaction	FY 2022-23	FY 2023-24
Availing of services	2.07 Cr.	3.80 Cr.
Rendering of services	3.24 Cr.	4.47 Cr.

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

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with GBFT, and in

view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with GBFT, during the financial year 2024-25, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

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

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

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

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

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

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

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

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

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

Availing of services, purchase of any goods and material, avail financial assistance by the Company and/or its subsidiaries from GBFT 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 the financial year 2024-25.

**b. Rendering of services: Financial transaction and other services**

rendering of services, sale of any goods and material, 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, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of 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. 10 crores on any date during the financial year 2024-25.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the financial years 2024-25.

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

a. Availing of Services- Approximately 3.32 % of annual consolidated turnover of the Company for the financial year 2023-24

b. Rendering of Services- Approximately 3.90% of annual consolidated turnover of the Company for the financial year 2023-24

**Notes:**

(i) The percentage mentioned above is based on the transaction amount of financial year 2023-24 and consolidated turnover of financial year 2023-24 and the further percentage shall depend upon consolidated turnover of the Company for the financial years 2024-25.

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

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

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

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

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

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

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

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

**A-6. TRANSACTION WITH SURAGO AGRO PRIVATE LIMITED**

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

SUAPL is a private limited company. The details of Related Party Transactions entered by the Company and its subsidiaries, with SUAPL during the preceding two financial years 2022-23 and 2023-24, are given below:

Category of Transaction	FY 2022-23	FY 2023-24
Availing of services	6.07 Cr	3.06 Cr
Rendering of services	6.93 Cr	1.81 Cr

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

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with SUAPL, and in view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with SUAPL, during the financial year 2024-25, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

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

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

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

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

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

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

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

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

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

Availing of services, purchase of any goods and material, avail financial assistance by the Company and/or its subsidiaries from SUAPL 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. 15 crores on any date during the financial year 2024-25.

**b. Rendering of services: Financial transaction and other services**

rendering of services, sale of any goods and material, 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, technology services, branding, advertising and promotional Services, purchase/sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of 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 the financial year 2024-25.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the financial years 2024-25.

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

a. Availing of Services- Approximately 2.67 % of annual consolidated turnover of the Company for the financial year 2023-24

b. Rendering of Services- Approximately 1.58 % of annual consolidated turnover of the Company for the financial year 2023-24

**Notes:**

(i) The percentage mentioned above is based on the transaction amount of financial year 2023-24 and consolidated turnover of financial year 2023-24 and the further percentage shall depend upon consolidated turnover of the Company for the financial years 2024-25.

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

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

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

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

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

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

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

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

**A-7. TRANSACTION WITH WELLWIN TECHNOLOGICAL LIMITED**

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

WTL is a public limited company. The details of Related Party Transactions entered by the Company and its subsidiaries, with WTL during the preceding two financial years 2022-23 and 2023-24, are given below:

Category of Transaction	FY 2022-23	FY 2023-24
Availing of services	24.12 Cr	97.11 Cr
Rendering of services	43.85 Cr	77.38 Cr

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

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of

Related Party Transactions, as mentioned above, with WTL, and in view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with WTL, during the financial year 2024-25, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

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

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

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

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

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

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

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

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

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

Availing of services, purchase of any goods and material, avail financial assistance by the Company and/or its subsidiaries from WTL including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 25 crores on any date during the financial year 2024-25.

**b. Rendering of services: Financial transaction and other services**

rendering of services, sale of any goods and material, 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, technology services, branding, advertising and promotional Services, purchase/sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of WTL, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 25 crores on any date during the financial year 2024-25.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the financial years 2024-25.

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

a. Availing of Services- Approximately 84.78 % of annual consolidated turnover of the Company for the financial year 2023-24

b. Rendering of Services- Approximately 67.55 % of annual consolidated turnover of the Company for the financial year 2023-24

**Notes:**

(i) The percentage mentioned above is based on the transaction amount of financial year 2023-24 and consolidated turnover of financial year 2023-24 and the further percentage shall depend upon consolidated turnover of the Company for the financial years 2024-25.

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

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

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

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

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

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

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

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

**A-8. TRANSACTION WITH SOYUG PRIVATE LIMITED**

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

SPL is a private limited company. The details of Related Party Transactions entered by the Company and its subsidiaries, with SPL during the preceding two financial years 2022-23 and 2023-24, are given below:

Category of Transactions	FY 2022-23	FY 2023-24
Availing of services	0.00	11.52 Cr
Rendering of services	0.00	40.16 Cr

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

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with SPL, and in

view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with SPL, during a tenure / during the financial year 2024-25, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

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

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

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

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

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

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

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

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

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

Availing of services, purchase of any goods and material, avail financial assistance by the Company and/or its subsidiaries from SPL including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 55 crores on any date during the financial year 2024-25.

**b. Rendering of services: Financial transaction and other services**

rendering of services, sale of any goods and material, providing financial assistance by the Company and/or its subsidiaries to SPL including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of SPL, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 55 crores on any date during the financial year 2024-25.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the financial years 2024-25.

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

- a. Availing of Services- Approximately 10.06 % of annual consolidated turnover of the Company for the financial year 2023-24
- b. Rendering of Services- Approximately 35.06 % of annual consolidated turnover of the Company for the financial year 2023-24

**Notes:**

(i) The percentage mentioned above is based on the transaction amount of financial year 2023-24 and consolidated turnover of financial year 2023-24 and the further percentage shall depend upon consolidated turnover of the Company for the financial years 2024-25.

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

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

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

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

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

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

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

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

**A-9. TRANSACTION WITH SANKALP CAPITAL PRIVATE LIMITED**

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

SCPL is a private limited company. The details of Related Party Transactions entered by the Company and its subsidiaries, with SCPL during the preceding two financial years 2022-23 and 2023-24, are given below:

Category of Transactions	FY 2022-23	FY 2023-24
Availing of services	8.91 Cr	0.00
Rendering of services	12.93 Cr	0.00

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

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with SCPL, and in

view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with SCPL, during a tenure / during the financial year 2024-25, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

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

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

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

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

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

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

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

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

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

Availing of services, purchase of any goods and material, avail financial assistance by the Company and/or its subsidiaries from SCPL including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 15 crores on any date during the financial year 2024-25.

b. Rendering of services: Financial transaction and other services

rendering of services, sale of any goods and material, 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, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of SCPL, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum

aggregate value and/or total outstanding not exceeding Rs. 15 crores on any date during the financial year 2024-25.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the financial year 2024-25.

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

a. Availing of Services- Approximately 0.00 % of annual consolidated turnover of the Company for the financial year 2023-24

b. Rendering of Services- Approximately 0.00 % of annual consolidated turnover of the Company for the financial year 2023-24

**Notes:**

(i) The percentage mentioned above is based on the transaction amount of financial year 2023-24 and consolidated turnover of financial year 2023-24 and the further percentage shall depend upon consolidated turnover of the Company for the financial years 2024-25.

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

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

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

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

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

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

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

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

**Kota (Rajasthan), May 27<sup>th</sup> 2024**

**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 CAREER POINT LIMITED

**Manmohan Pareek**  
Company Secretary  
ICSI Membership No. A34858



## GREEN INITIATIVE IN CORPORATE GOVERNANCE

Dear Shareholders,

The Ministry of Corporate Affairs (MCA) has taken a “Green Initiative in Corporate Governance” by allowing paperless compliances by the Companies through electronic mode. In accordance with the circulars issued by the MCA during April and May 2021, companies can now send notices and documents, including Annual Reports and postal ballots to its shareholders through electronic mode to the registered e-mail addresses of the Shareholders.

It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow shareholder as well as the companies to contribute towards a Greener Environment.

Your Company also proposes to participate in this Green initiative by opting for e-mailing all the future shareholder communications henceforth including notices of Annual General Meetings and Annual Reports of the Company to those shareholders opting to receive the same in electronic mode.

To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holding with the Depository through their concerned Depository Participants.

Members who holds shares in physical form are requested to furnish their e-mail id to the following e-mail id viz. [careerpointgogreen@linkintime.co.in](mailto:careerpointgogreen@linkintime.co.in) quoting your folio number, name, PAN, mobile number. We would be mailing all the future shareholder communication to the e-mail id furnished to us.

Please note that as a member of the Company, you will always be entitled to receive all such communication in physical form, upon request.

For Career Point Limited  
Manmohan Pareek  
Company Secretary



# Offering Education from Pre-School to Ph.D

## Informal Education (Test-Prep Division)

### Tutorial Service NEET, JEE, Foundation



**CAREER POINT**

 School Integrated  
Coaching Program

 CP Publication

### eLearning Service NEET, JEE, Foundation



 eCareerPoint  
Kota Coaching At Home

 **CP LIVE**  
a unit of CAREER POINT LTD.

**VIDEO LECTURES**  
(on Pen Drive | SD Card | Online)

## Formal Education Division (Pre-School to Ph.D)

### School Education KG to Grade-XII

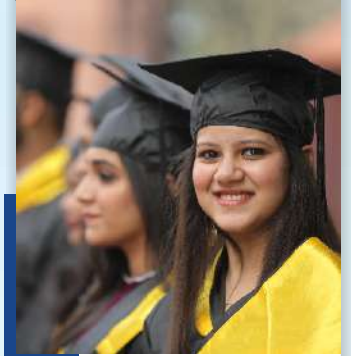


**CAREER POINT**  
**gurukul**  
KOTA | MOHALI | RAJSAMAND

 **GLOBAL**  
PUBLIC SCHOOL  
**GLOBAL KIDS**

 **CAREER POINT**  
**WORLD SCHOOL**  
Jodhpur | Bilaspur

### University Education Diploma, UG, PG, PhD



 **CAREER POINT**  
**UNIVERSITY**  
(Kota, Rajasthan)

 **CAREER POINT**  
**UNIVERSITY**  
(Hamirpur, Himachal)

**C·P·I·S·D**  
**Career Point**  
Institute of  
Skill Development

Integrated Solution Provider across Education value chain throughout the Life Cycle of a Student.



**CAREER POINT**

www.cpil.in | www.cpuniverse.in | www.careerpoint.ac.in

UNREGISTERED PARCEL

If undelivered, please return to:  
Career Point Limited, CP Tower-1, Road No. 1,  
IPIA, Kota -324 005, Rajasthan, India