



CAREER POINT

15th January 2024

To,
The Manager
BSE 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

Subject: Meeting of the Equity Shareholders of Career Point Limited ("Company") to be convened and held pursuant to the directions of the Hon'ble National Company Law Tribunal, Chandigarh Bench ("Tribunal")

Dear Sir/ Madam,

In continuation to our intimation dated January 06,2024, this is to inform that by an order dated January 04,2024 ('Tribunal Order'), the Hon'ble National Company Law Tribunal, Chandigarh Bench ("Tribunal") has directed to hold meeting of the Equity Shareholders of the Company for purpose of considering, and if thought fit, approving the Composite Scheme of Arrangement of Srajan Capital Limited ('Transferor Company'), Career Point Limited ('Company/ Transferee Company/ Demerged Company') and Career Point Edutech Limited ('Resulting Company') and their respective Shareholders ('Scheme') under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ('Act').

In pursuance of the Tribunal Order and as directed therein and in compliance with the applicable provisions of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), applicable SEBI Circulars and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India, Notice is hereby given that meeting of the Equity Shareholders of the Company will be held on Saturday, February 17,2024, through Video Conferencing ('VC').

We hereby enclose a copy of the Notice convening the Meeting of the Equity Shareholders of the Company along with the Explanatory Statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, SEBI Listing Regulations and applicable SEBI Circulars (together referred to as 'Notice').

The details such as manner of (i) casting vote through remote e-voting; (ii) e-voting during the Meeting and (iii) attending the Meeting through VC facility have been set out in the Notice of the Equity Shareholders. The period for remote e-voting prior to the Meeting commences on Wednesday, February 14, 2024, at 9:00 a.m. (IST) and ends on Friday, February 16, 2024 at 5:00 p.m. (IST). NSDL will disable the remote e-voting system thereafter, the Company is also providing e-voting at the Meeting.

An Equity Shareholder, whose name is recorded in the Register of Members maintained by the Company/ Registrar and Transfer Agents ('RTA') or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date, i.e., February 10, 2024 only shall be entitled to exercise his/her/ its voting rights on the resolution proposed in the Notice. Voting rights of an Equity Shareholder/ beneficial owner shall be in proportion to his/ her/ its shareholding in the paid-up equity share capital of the Company as on the Cut-Off date i.e., February 10, 2024.

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; www.cpil.in, investors@cpil.in*



CAREER POINT

Further, the Notice of the Meeting of the Equity Shareholders of the Company along with the Explanatory Statement and Annexures sent through electronic mode via e-mail to those equity shareholders whose e-mail addresses are registered as on Friday, January 05,2024 with the Company/ RTA/ Depositories and by speed post/ registered post acknowledgement due to those Equity Shareholders of the Company whose e-mail addresses are not registered as on Friday, January 05,2024 with the Company/ RTA/ Depositories. Physical copy of this Notice along with accompanying documents will be sent to those equity shareholders who request for the same.

The notice and statement of the Equity Shareholders' Meeting is also being made available on the Company's website at www.cpil.in.

Kindly take note of the same on your records

Thanking you.

Yours faithfully,

Career Point Limited

CS Manmohan Pareek
Company Secretary & Compliance Officer
(ACS34858)

Encl.: Notice of the Meeting of the Equity Shareholders along with the Explanatory Statement and Annexures

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; www.cpil.in, investors@cpil.in

NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF CAREER POINT LIMITED PURSUANT TO THE ORDER DATED 04.01.2024 OF THE NATIONAL COMPANY LAW TRIBUNAL, CHANDIGARH BENCH THROUGH VIDEO CONFERENCING FACILITY

Meeting Details	
Day	Saturday
Date	17.02.2024
Time	12.00 Hrs (12.00 P.M.)
Mode of Meeting	As per the directions of the Hon'ble National Company Law Tribunal, Chandigarh Bench, the Meeting shall be conducted through Video Conferencing with the facility of remote e-voting
Cut-off date for sending notice to eligible shareholders	Friday, 05.01.2024
Cut-off date for e-voting	Saturday, 10.02.2024
Remote e-voting start date and time	Wednesday, 14.02.2024 at 9:00 a.m. (IST)
Remote e-voting start date and time	Friday, 16.02.2024 at 5:00 p.m. (IST)
E-voting through VC facility shall also be available to the equity shareholders of the Career Point Limited during the meeting.	

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Copies of the above documents may also be obtained at the Registered Office of CPL at Village Tangori, Mohali, Punjab 140601 or Corporate Office of CPL at CP Tower-1, Road No.1, IPIA, Kota, Rajasthan, India, 324005, between Monday to Friday between 9:00 am to 5:00 pm, up to the date of the meeting or by email to the authorised representative of CPL at investors@cpil.in.

FORM NO. CAA. 2

[Pursuant to Section 230 (3) and Rules 6 and 7].
CA(CAA) No. 57/Chd/Pb/2023

Srajan Capital Limited
(Applicant No. 1/Transferor Company)
and
Career Point Limited
(Applicant No. 2/Transferee Company/ Demerged Company)
and
Career Point Edutech Limited
(Applicant No. 3/ Resulting Company)

NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF CAREER POINT LIMITED PURSUANT TO THE ORDER DATED 04.01.2024 OF THE NATIONAL COMPANY LAW TRIBUNAL, CHANDIGARH BENCH THROUGH VIDEO CONFERENCING FACILITY

To,

Equity Shareholders of Career Point Limited (Applicant No. 2/Transferee Company/ Demerged Company/ CPL)

1. Notice is hereby given that by an Order dated 04.01.2024 ("**Order**"), the Chandigarh Bench of National Company Law Tribunal (hereinafter referred as "**Tribunal**"), passed in the Company Application No. CA(CAA) No. 57/Chd/Pb/2023 (wrongly mentioned as CA(CAA) No. 57/Chd/Hry/2023 in the said Order) has directed the meeting of Equity Shareholders of CPL for the purpose of considering, and if thought fit, approving with or without modification, the Composite Scheme of Arrangement for (i) Amalgamation of Srajan Capital Limited ("**SCL**") into CPL; and (ii) Demerger of Demerged Undertaking of CPL, into Career Point Edutech Limited ("**CP Edutech**") and their respective shareholders ("**the Scheme**").
2. The Resolution to be submitted at the said meetings will read as follows:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 ('the Act') read with Companies (Compromise, Arrangement and Amalgamation) Rules, 2016 and the National Company Law Tribunal Rules, 2016 (the Rules) and other applicable provisions, if any, of the Act and the Rules, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions of the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) from time to time, the Observation Letter issued by BSE Limited and National Stock Exchange of India Limited, the Memorandum and Articles of Association of the Company and subject to sanction by the Hon'ble National Company Law Tribunal Chandigarh Bench and other requisite concerns and approvals, if any, being obtained and subject to such terms and conditions and modification(s) as may be imposed, prescribed or suggested by the Hon'ble Tribunal or other appropriate authorities, the proposed Composite Scheme of Arrangement for (i) Amalgamation of Srajan Capital Limited into Career Point Limited; and (ii) Demerger of Demerged Undertaking of Career Point Limited into Career Point Edutech Limited and their respective shareholders ("**the Scheme**") in terms of the draft enclosed to this Notice, be and is hereby approved;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to sign, seal and deliver all documents, agreements and deeds and perform all acts, matters and things and to take all such steps as may be necessary or desirable to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble Tribunal, or such other regulatory/statutory authorities while sanctioning the Scheme;

RESOLVED FURTHER THAT the Board may delegate all or any of its powers herein conferred to any Director(s) and/ or officer(s) of the Company, to give effect to this Resolution, if required, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from Equity Shareholders of the Company."

3. In pursuance of the said Order and as directed therein, further Notice is hereby given that a meeting of the Equity Shareholders of CPL, will be held on Saturday, 17.02.2024 at 12.00 P.M. (IST) through video conference (VC) for the purpose of considering, and if thought fit, approving the proposed Scheme following the operating procedures referred to in General Circular No. 14/2020 dated 08th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 08th December, 2021, General Circular No. 3/2022 dated 05th May, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars").
4. **TAKE FURTHER NOTICE** that in accordance with the said Order and provisions of Section 108 and other applicable provisions of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended; and Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations"), CPL has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing facility of remote e-voting prior to the Meeting and e-voting during the meeting through VC. Accordingly, voting by equity shareholders of CPL shall be carried out through (a) remote e-voting prior to the Meeting, and (b) e-voting during the Meeting through VC.
5. **TAKE FURTHER NOTICE** that the equity shareholders shall have the facility and option of voting through VC during the meeting and in addition to the same, the equity shareholders shall have the facility and option of voting on the resolution for approval of the Scheme by casting their votes through remote e-voting prior to the meeting during the period commencing from Wednesday, 14.02.2024 at 09:00 a.m. (IST) and ends on Friday, 16.02.2024, at 5.00 p.m. (IST). The voting rights of the equity shareholders shall be in proportion to their shareholding in the paid-up equity share capital of CPL as on Saturday, 10.02.2024, being the cut-off Date ("**Cut-off Date**"). A person who is not an equity shareholder as on the Cut-off Date, should treat the Notice for information purpose only. The equity shareholders opting to cast their votes by remote e-voting or e-voting during the Meeting through VC are requested to read the instructions in the Notes of this Notice for further details on remote e-voting and e-voting through VC during the Meeting.
6. **TAKE FURTHER NOTICE** that pursuant to the Order of the NCLT, CPL has exercised the option to convene the Meeting of equity shareholders by VC, and there is no requirement of appointment of proxies as per General Circular No. 14/2020 dated 08th April, 2020. Accordingly, the facility of appointment of proxies by equity shareholders under Section 105 of the Act will not be available for the said Meeting. However, in pursuance of Sections 112 and 113 of the Act read with Rule 10 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, where a body corporate is a member, authorized representatives of the body corporate may be appointed for the purpose of voting through remote e-voting, for participation in the Meeting through VC and e-voting during the Meeting provided an authority letter/ power of attorney by the

Board of Directors or a certified copy of the resolution passed by its Board of Directors or other governing body of such corporate authorizing such person to attend and vote at the Meeting through VC as its representative, who are authorized to vote is emailed to the CPL at investors@cpil.in/ the Scrutinizer at pcs.shivani@gmail.com with a copy marked to evoting@nsdl.com not later than 48 (forty eight) hours before the time scheduled for holding the Meeting.

7. A copy of the Scheme, the Explanatory Statement under Sections 230(3), 232(1), 232(2) and 102 of the Act read with Rule 6 of the Rules, along with the enclosures as indicated in the Index, are enclosed herewith. In compliance with the Order and the MCA and SEBI Circulars, the notice of this Meeting, together with the documents accompanying the same, is being sent through electronic mode to those equity shareholders of CPL whose e-mail addresses are registered on 05.01.2024 with the Company/Registrar and Share Transfer Agent (RTA)/ Depositories and by the speed post/ registered post acknowledgment due to those equity shareholders of CPL whose e-mail addresses are not registered on 05.01.2024 with the Company/ RTA/ Depositories. A copy of this Notice and the accompanying documents will be hosted on the website of the CPL at www.cpil.in and will also be available on the website of BSE Limited ("BSE") at www.bseindia.com and National Stock Exchange of India Limited ("NSE") at www.nseindia.com and also on the website of NSDL at www.evoting.nsdl.com. A copy of the Scheme along with the Notice and Explanatory Statement can be obtained free of charge, between 09.00 a.m. to 5.00 p.m. on any day (except Saturday, Sunday and public holidays) up to the date of the Meeting from the Registered Office at Village Tangori, Mohali, Punjab 140601 or Corporate Office of CPL at CP Tower-1, Road No.1, IPIA, Kota, Rajasthan, India, 324005 or by sending a request, along with details of your shareholding in CPL, by e-mail at investors@cpil.in.

The Hon'ble Tribunal has appointed Mr Sunil K.S Panwar, as the Chairperson, Mr. Aditya Mehtani, as the Alternate Chairperson and Ms. Shivani Goel, as the scrutinizer of the said Meeting.

The abovementioned Arrangement, if approved at the meeting, will be subject to the subsequent approval of the Hon'ble Tribunal.

SD/- Manmohan Pareek Authorised Signatory Career Point Limited	SD/- Mr. Sunil K.S Panwar Chairperson appointed for the meeting
Date: 12 th day of January 2024	
Place: Kota	

Registered Office:

Career Point Limited Village Tangori, Mohali, Punjab 140601 Email: investors@cpil.in

Corporate Office:

Career Point Limited CP Tower-1, Road No.1, IPIA, Kota, Rajasthan, India, 324005

Notes:

1. Pursuant to the directions of the Hon'ble National Company Law Tribunal, Chandigarh Bench vide its order dated 04.01.2024, the Meeting of the equity shareholders of CPL is being conducted through video conferencing ('VC') facility to transact the business set out in the Notice convening this Meeting. The Meeting will be conducted in compliance with the provisions of the Companies Act, 2013 ("Act"), Secretarial Standard on General Meetings as issued by The Institute of Company Secretaries of India ('SS-2'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**SEBI Listing Regulations**), read with other applicable circulars issued by SEBI ("SEBI Circulars") and in compliance with the requirements prescribed by the Ministry of Corporate Affairs for holding general meetings through VC/OAVM and providing facility of e-voting vide MCA Circulars. Accordingly, the meeting of the equity shareholders of CPL will be convened on Saturday, 17.02.2024 at 12:00 p.m. (IST), through VC, for the purpose of considering, and if thought fit, approving, the Composite Scheme of Arrangement amongst Career Point Limited, Srajan Capita Limited and Career Point Edutech Limited and their respective shareholders.
2. The Statement pursuant to Sections 102, 230 to 232 of the Act read with other applicable provisions of the Act, and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, read with SEBI Listing Regulations and other applicable SEBI Circulars in respect of the business set out in the Notice of the Meeting is annexed hereto. Further, additional information as required under the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20.06.2023 ("**SEBI Scheme Circular**"), the observation letters of NSE and BSE dated 09.08.2023 are also annexed.
3. As per the directions provided in the Order of the NCLT, and in compliance with the MCA Circulars, the Notice of the Meeting and the accompanying documents mentioned in the Index are being sent through electronic mode via e-mail to those equity shareholders whose e-mail addresses are registered as on Friday, 05.01.2024 with the Company/Registrar and Transfer Agent/Depository Participant(s) ('DP')/ Depositories and by speed post/ registered post acknowledgement due to those equity shareholders of CPL whose e-mail addresses are not registered as on Friday, 05.01.2024 with the Company/ RTA/ Depositories. Physical copy of this Notice along with accompanying documents will be sent to those equity shareholders who request for the same.
4. The Notice convening the Meeting will be published through advertisement in (i) Business Standard (All India Editions) in English language and (ii) Business Standard (All India Editions) in Hindi language (All India Editions)
5. The equity shareholders may note that the aforesaid documents are also available on the website of the Company at www.cpil.com and on the website of the Stock Exchanges where the equity shares of the Company are listed i.e., BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com and that of SEBI at www.sebi.gov.in.
6. The SEBI Scheme Circular, inter alia, provides that approval of Public Shareholders of CPL to the Scheme shall also be obtained by way of voting through e-voting. Since, CPL is seeking the approval of its Equity Shareholders (which includes Public Shareholders) to the Scheme by way of voting through e-voting, no separate procedure for voting through e-voting would be required to be carried out by CPL for seeking the approval to the Scheme by its Public Shareholders in terms of SEBI Scheme Circular. The aforesaid notice sent to the Equity Shareholders (which includes Public Shareholders) of CPL would be deemed to be the notice sent to the Public Shareholders of the Company. For this purpose, the term 'Public' shall have the meaning assigned to it in Rule 2(d) of the Securities Contracts (Regulations) Rules, 1957 and the term 'Public Shareholders' shall be construed accordingly. In terms of SEBI Scheme Circular, CPL has provided the facility of voting by e-voting to its Public Shareholders.

7. ONLY a person, whose name is recorded in the Register of Members maintained by the Company/Registrar and Transfer Agents ('RTA') or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date (i.e., Saturday, 10.02.2024) shall be entitled to exercise his/her/ its voting rights on the resolution proposed in the Notice and attend the Meeting. A person who is not an equity shareholder as on the Cut-Off Date should treat the Notice for information purpose only.
8. The voting rights of the shareholders shall be in proportion to their shareholding in the Company as on the close of business hours on the Cut-Off Date as per the Register of Members furnished by the RTA or Register of Beneficial Owners furnished by NSDL/ Central Depository Services (India) Limited ('CDSL').
9. The voting period for remote e-voting (prior to the Meeting) shall commence on and from Wednesday, 14.02.2024 at 9:00 a.m. (IST) and shall end on, Friday, 16.02.2024 at 5:00 p.m. (IST). The remote e-voting module shall be disabled by NSDL thereafter. The Company is additionally providing the facility of e-voting at the Meeting.
10. Pursuant to the provisions of the Act, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote at the meeting on his/her behalf and the proxy need not be a member of the company. since this meeting is being held through VC facility, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available and hence the proxy form, route map and attendance slip are not annexed to this notice.
11. Facility to join the Meeting shall be opened thirty minutes before the scheduled time of the Meeting. The Members will be able to view the live webcast of the Meeting on the NSDL's e-voting website at www.evoting.nsd.com. The facility of participation at the Meeting through VC will be made available to Members on a first come first served basis as per MCA Circulars.
12. Pursuant to the provisions of the Act, the Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send legible scan of certified true copy of its Board or governing body Resolution/ Power of attorney/Authority letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to attend the Meeting through VC on its behalf and vote at the Meeting. The said Resolution/Authorisation, self-attested by the person so authorized to attend the meeting, shall be sent to the CPL at investors@cpil.in, the Scrutinizer at pcs.shivani@gmail.com with a copy marked to evoting@nsdl.com at least forty eight (48) hours before the Meeting.
13. Ms. Shivani Goel, email id: pcs.shivani@gmail.com has been appointed as the Scrutinizer to scrutinize the entire voting process in a fair and transparent manner. The scrutinizer will submit a consolidated report to the Chairperson of the meeting after scrutinizing the voting made by Equity Shareholders of CPL.
14. In terms of the directions contained in the Order, the quorum for the meeting shall be 5770 equity shareholders in number or 40% in value of the Equity Shareholders. Further, in case the aforesaid quorum for the meeting is not present at 12:00 P.M., then the meeting shall be adjourned by 30 minutes and thereafter, the Equity Shareholders, present and voting, shall be deemed to constitute the quorum. Members attending the Meeting through VC will be counted for the purpose of reckoning the quorum.
15. The Scheme, if approved by the requisite majority of the Equity Shareholders of CPL as per Section 230(6) of the Act read with SEBI Scheme Circular and other applicable Scheme Circulars, if any, will be subject to the subsequent approval of the Hon'ble NCLT and such other approvals,

permissions and sanctions from any other regulatory/ statutory authorities as may be deemed necessary.

16. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the Meeting.
17. It is clarified that casting of votes by remote e-voting (prior to the Meeting) does not disentitle Members from attending the Meeting. However, after exercising right to vote through remote e-voting prior to the Meeting, a Member shall not be allowed to vote again at the Meeting. In case the shareholders cast their vote via both the modes i.e. remote e-voting prior to the Meeting as well as during the Meeting, then voting done through remote e-voting before the Meeting shall prevail once the vote on a resolution is cast by the Shareholder, whether partially or otherwise. The Shareholder shall not be allowed to change it subsequently.

The shareholders are requested to carefully read all the Notes set out herein and in particular, instructions for joining the Meeting and manner of casting vote through remote e-voting prior to the Meeting or e-voting during the Meeting.

18. Instructions

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:- The remote e-voting period begins on Wednesday, February 14, 2024 at 09:00 A.M. (IST) and ends on Friday, February 16, 2024 at 05:00 P.M. (IST). 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. Saturday, February 10, 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 Saturday, February 10, 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 IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication,

	<p>you will be able to see e- Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

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

- a) If you are already registered for e-Voting, then you can 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.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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 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 CPL at investors@cpil.in, pcs.shivani@gmail.com with a copy marked to evoting@nsdl.com at least forty eight (48) hours before the Meeting. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on & Upload Board Resolution / Authority Letter& displayed under & e-Voting tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Manish Sharma at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@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 investors@cpil.in. If you are an Individual shareholders holding securities in demat mode, you are

requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE MEETING ARE AS UNDER:-

1. The procedure for e-Voting on the day of the MEETING is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the Meeting 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 Meeting.
3. Members who have voted through Remote e-Voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the Meeting.
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 Meeting shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE MEETING THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the Meeting 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" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join 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. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@cpil.in. The same will be replied by the company suitably.
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.

SD/- Manmohan Pareek Authorised Signatory Career Point Limited	SD/- Mr. Sunil K.S Panwar Chairperson appointed for the meeting
Date: 12 th day of January 2024	
Place: Kota	

Registered Office:

Career Point Limited Village Tangori, Mohali, Punjab 140601 Email: investors@cpil.in

Corporate Office:

Career Point Limited CP Tower-1, Road No.1, IPIA, Kota, Rajasthan, India, 324005

Explanatory statement under Section 230(3), 230(2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

1. Pursuant to the Order dated 04.01.2024 passed by the NCLT, Chandigarh Bench (“**Tribunal**”) in Company Application CA (CAA) No. 57/Chd/Pb/2023 (1st Motion) (wrongly stated as CA (CAA) No. 57/Chd/Hry/2023 in the Order) filed jointly by Srajan Capital Limited (“**SCL**”), Career Point Limited (“**CPL**”) and Career Point Edutech Limited (“**CP Edutech**”), meeting of the Equity Shareholders of CPL is to be held on Saturday, 17.02.2024 at 12.00 P.M. IST, through Video conference, for the purpose of considering and, if thought fit, approving with or without modification(s), Composite Scheme of Arrangement for (i) Amalgamation of SCL (“**Transferor Company**”) into Career Point Limited (“**Transferee Company**” or “**Demerged Company**”); (ii) Demerger of Demerged Undertaking of CPL into CP Edutech (“**Resulting Company**”) and their respective shareholders (‘the Scheme’ or ‘this Scheme’). SCL, CPL and CP Edutech are collectively referred to as “**Applicant Companies**”
2. The Board of Directors of Applicant Companies had approved the Scheme at their respective Board Meetings held on 14.02.2023.
3. Rationale for the Scheme:
 - a. **Consolidation of education business** - Demerger of education business of CPL into CP Edutech which will help in consolidation of education business in one single entity i.e. CP Edutech.
 - b. **Consolidation of financial services business** - Merger of SCL into CPL will achieve consolidation of financial service business into CPL.
 - c. **Streamlining group structure and operations** - The Scheme ensures simplified and streamlined group structure by reducing the number of entities in the group. The Scheme ensures better synergy of operations by way of focused operational efforts, standardization & simplification of processes and productivity improvements which will entails the following advantages:
 - Improve the overall operational efficiency and effectiveness of the respective businesses;
 - Reduction in the overall operational and compliance cost.
 - d. **Improve management control** - Ensures better management control on the respective businesses. independent management of each of the education and non-education division will ensure adoption of strategies necessary for growth of respective businesses.

Details as per Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 for Applicant Companies:

4. Details of the NCLT order directing the calling, convening and conducting of the Meeting:

Please refer to paragraph no. 1 of this Explanatory Statement for date of the Order and the date, time and venue of the NCLT Convened Meeting.

5. Details of Applicant Companies:

Particulars	Srajan Capital Limited	Career Point Limited	Career Point Edutech Limited
Corporate Identification Number	U65910PB2013PLC050993	L80100PB2000PLC054497	U80302PB2006PLC059874
Permanent Account Number	AATCS9821M	AABCC4983A	AADCC1858H
Date of Incorporation	09.12.2013	31.03.2000	09.11.2006
Type of Company	Public	Public	Public
Registered Address	Village Tangori, Mohali, Punjab-140601	Village Tangori, Mohali, Punjab 140601	Village Tangori, Banur, Mohali, Karala, Patiala, Rajpura, Punjab, India, 140601
Name of stock exchange where shares of the company are listed	Unlisted	Listed on BSE Limited and National Stock Exchange of India	Unlisted
Change of Registered Office during last five years	The registered office of SCL has been shifted from Rajasthan to the State of Punjab vide the Order of the Regional Director dated 07.02.2020 and the fresh certificate of incorporation was issued by the Registrar of Companies, Chandigarh on 03.04.2020	The registered office of CPL has been shifted from Rajasthan to the State of Punjab vide the Order of the Regional Director dated 19.08.2021 and the fresh certificate of incorporation was issued by the Registrar of Companies, Chandigarh on 20.10.2021	The registered office of CP Edutech has been shifted from Rajasthan to the State of Punjab vide the Order of the Regional Director dated 11.07.2023 and the fresh certificate of incorporation was issued by the Registrar of Companies, Chandigarh on 26.09.2023
Change of objects during last five years	Not applicable	The objects of CPL have been modified vide Special resolution dated 06.08.2021 and 10.02.2023	Not applicable
Change of name during last five years	Not applicable	Not applicable	Not applicable
Authorized Share Capital	INR 8,86,60,000	INR 25,00,00,000	INR 5,00,00,000
Issued Share Capital	INR 7,08,20,000	INR 18,19,29,390	INR 61,29,470
Date of Board Meeting where the Scheme was approved	14.02.2023	14.02.2023	14.02.2023

Other Particulars of Applicant Companies as per Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016:

6. Summary of the main objects as per the Memorandum of Association and main business carried on by Applicant Companies

1	Srajan Capital Limited	1)To carry on the business of holding and Investment/ finance Company and to buy, invest, sell, purchase, exchange, surrender, extinguish, relinquish, subscribe, acquire, undertake, underwrite, hold, auction, convert or otherwise deal in any shares, stocks, debentures, debenture stock, bonds, obligations, negotiable instruments, hedge instruments, warrants certificates, premium notes, treasury bills, obligations, inter corporate deposits, call money deposits, public deposits, commercial papers, options, futures, money market securities, marketable or non-marketable securities, derivatives and all kind of instruments and securities issued, guaranteed or given by any government, semi government, local authorities, public private sector undertakings, companies, partnership firm, LLP or body corporate, corporations, co-operative societies, trusts, funds, State, Public body or authority, Supreme, Municipal, Local or otherwise and other organisations/entities, persons whether in India or elsewhere, singly or jointly with any other person(s), body corporate, partnership firm or any other entity and to acquire and hold controlling and other interests in the securities or loan capital of any issuer, company or companies and to carry on the business in all its aspects, investments business, public issue subscription, portfolio management, investment consulting, inter corporate investment, finance and discount advisers of all kinds and types in all
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		<p>their aspect in or outside India and carry on business of all non-banking financial activities permitted by Reserve Bank of India from time to time.</p> <p>2) Subject to Section 58A of the Companies Act, 1956 and the rules framed thereunder and the directions issued by Reserve Bank of India may be applicable, to receive money on deposits on interest or otherwise and to lend, invest, subscribe money and negotiate with or without security to such companies, firm or persons upon such conditions as may seem expedient and to guarantee the performance of contracts by any person, companies or firms provided that the company shall not carry on the business of banking within the meaning of Banking Regulation Act, 1949</p> <p>3) To carry on business of leasing and hire purchase, investment in shares and securities, sick-industries Rehabilitation, Bridge financing, Bill discounting, international capital market operations, money market operations, share finance, venture capital finance and inter related activities of lending money financial industrial enterprises, borrow money, accepting deposits and loans.</p> <p>4) To carry on business of financiers, financing agents, financial brokers, recovery agents, bill discounters and to undertake, carry on and execute all kinds of financial operations and to carry on the business of money lending provided that the company shall not carry on any banking business withing the meaning of Banking Regulation Act, 1949.</p> <p>5) To give guarantee in relation to the payment of any debenture, debenture stock, bonds, obligations or securities.</p>
2	Career Point Limited	<p>1. To carry on the business of holding and Investment' finance Company and to buy, invest, sell, purchase, exchange, surrender, extinguish, relinquish, subscribe, acquire, undertake, underwrite, hold, auction, convert or otherwise deal in any shares, stocks, debentures, debenture stock, bonds, obligations, negotiable instruments, hedge instruments, warrants, certificates, premium notes, treasury Bills, obligations, inter corporate loans, , commercial papers, options futures, money market securities, marketable or non-marketable securities, derivatives and all kind of instruments and securities issued, guaranteed or given by any government, semi-government, local authorities, public private sector undertakings, companies, or body corporate, corporations, co-operative societies, trusts, funds, State, Public body or authority, Supreme, Municipal, Local or otherwise and other organisations/entities, persons whether in india or elsewhere, singly or jointly with any other person(s), body corporate, or any other entity and to acquire and hold controlling and other interests in the securities or loan capital of any issuer, company or companies and to carry on the business in all its aspects, investment business, public issue subscription, portfolio management, investment consulting, inter corporate investment, finance and discount advisers of all kinds and types in all their aspect in or outside India and carry on business of all non-banking financial activities permitted by Reserve Bank of India from time to time.</p> <p>2. Subject to the applicable provisions of the Companies Act, 2013 and the rules framed thereunder and the directions issued by Reserve Bank of India may be applicable, to lend, invest, subscribe money and negotiate with or without security to such companies or persons upon such conditions as may seem expedient and to guarantee the performance of contracts by any person or companies provided that</p>

	<p>the company shall not carry on the business of banking within the meaning of Banking Regulation Act, 1949.</p> <p>3. To carry on business of leasing and hire purchase, investment in shares and securities, sick-industries Rehabilitation, Bridge financing, Bill discounting, international capital market operations, money market operations, share finance, venture capital finance and inter-related activities of lending money financial industrial enterprises, borrow money and loans.</p> <p>4. To carry on the business of financiers, financing agents, financial brokers, recovery agents, bill discounters and to undertake, carry on and execute all kinds of financial operations and to carry on the business of money lending provided that the company shall not carry on any banking business within the meaning of Banking Regulation Act, 1949.</p> <p>5. To give guarantee in relation to the payment of any debenture, debenture stock, bonds, obligations, or securities.</p> <p>6. To undertake development and/or trade in sale, import, export of computer software and all varieties of information technology services like medical transcription, GIS/GPS mapping, data entries, data conversion, internet services, intranet services, networking like WAN, LAN and its related protocols, e-commerce, forex operations relation to software, hardware consultancy, hiring, installation sale, export, import, maintenance of computer hardware, platform changing peripherals, and related services either on direct contract or sub-contract basis and running and maintaining institute/school providing general education and coaching in science, math, medical, commerce, arts, engineering and computer education, training, information technologies and training covering, inter-alia to carry on the business of research and development, designing, manufacturing and trading in all types of computer software and hardware in all areas including management information systems, database services, data warehousing, industrial applications, office systems, automation systems, artificial intelligence, cybernetics, simulations, desktop publishing communications including telecommunications and satellite communication, CAD/CAM, animations, operation systems, utilities and all other developments in the field of computers and information technology along with rendering consultancy services and services in the field of software development, turnkey projects and solutions, software export, information and data processing, computer systems, communications, operations research and technical services including commercial exploitations, export import and to act as distributors, dealers, authorized representatives, installers and commissioning agents of the same and publish/trade books, periodicals, newsletters and study materials on papers, CD, internet or other I.T. media.</p> <p>7. To impart training, conduct seminars, workshops, capsules, courses, in computers, computer maintenance, software development, software exports, and to depute personnel to develop and design and implement software in India and abroad and to start ISDLAN (Integrated Services Digital Local Area Network), dial for date centres technology parks in India and abroad and to buy, sell, deal in import, export carry on research and development work, to design implement systems software, application software and any other software in India and abroad and to provide IT consulting service advises in India and abroad about info technology use in manufacturing, technical managerial and marketing services in</p>
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3	<p>Career Point Edutech Limited</p>	<p>1. To open, run and manage, college, institutions to provide quality education to Students and to run professional degree and diploma courses in engineering and technology, management, computer software, science art, commerce subject and 'to Line Video Confressing, technology based learning, assessment solution, educational software etc., UK, USA, Malayshia and other overseas educational institutions to run integrated educational institution with hostels, library, computer centre and training campus and to provide educational consultancy, placement services, research in educational area and to provide higher degree courses form overseas universities of USA, UK, Australia, on credit point transfer and mutual student exchange programmes and to organise TOEFL, GRE and to overseas institutions/universities other qualifying examinations for admission after approval from concerned authorities or as per Government policies.</p> <p>2. To carry on business of tearing centers and provide learning solutions, and to establish and run educational institutions like school, college coaching classes, practical training classes, libraries, hostels, canteens, science, and nonscience stream labs and workshops of all professions and to conduct courses for undergraduate, graduates and post graduate degree and diploma in the subjects and branches of all types of disciplines/faculties such as commerce, hardware, software, computers, science, arts, business management, engineering, science medical, industrial and any other field of education and to act as advisors, consultants,</p>

	<p>promoters, partners or associates for such business; and to get affiliated/ associated with Indian and/or Foreign universities, institutes, colleges and grant, degrees/diplomas on behalf of such affiliated institution.</p> <p>3. To conduct support and preparatory classes for all types, of competitive exams such as preparation for entry exams of state/central administrative services, MBA entrance exams, MCA entrance exams, Engineering entrance exams, Medical entrance exams, and/ of any other pre-entry exams and to conduct practical practices/ workshops thereof including distance learning programs with or without electronic media or E-business help and to grant franchise therefore and to run and set-up all support facilities for such Students including hostels, canteens, mess, enjoyment and recreational facilities and/or to act as advisors, consultants for setting up of such institutes/classes.</p> <p>4. To carry on the profession and business of advertisers, in the field of public instruction, mass communication and generally to carry on the business of advertising in all it's branches including film, radio television, audit-visual, audio visuals, print display and newspapers, magazines and demonstrative communication and to work as advertising agent, advertisement contractors, media planners and designers of advertisements through gift articles and novelties including material required for hoarding sites, neon signs, exhibitions held for sales promotion, market development and prepare, advise, devise, compose, design, layout, manufacture, construct, install, fabricate, paint, finish, buy, sell, print, screen print all kind of advertising and publicity material such as slides, cassettes, pamphlets, calendars, posters, hoardings, cutouts etc. for the purpose of attaining the main objects.</p>
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7. Details of the Directors of Applicant Companies along with their addresses:

S. No.	Company Name	Directors	Address
1	Srajan Capital Limited	1. Pramod Maheshwari Din: 00185711	112-B, Shakti Nagar , Kota, Rajasthan-324009
		2. Om Prakash Maheshwari Din: 00185677	112-B, Shakti Nagar , Kota, Rajasthan-324009
		3. Nawal Kishore Maheswari Din: 00185762	112-B, Shakti Nagar , Kota, Rajasthan-324009
		4. Ram Swaroop Choudhary Din: 00711599	H no. 2GAS, Dadabari, Kota, Rajasthan – 324009
2	Career Point Limited	1. Pramod Maheshwari Din: 00185711	112-B, Shakti Nagar, Kota, Rajasthan-324009
		2. Om Prakash Maheshwari Din: 00185677	112-B, Shakti Nagar , Kota, Rajasthan-324009
		3. Nawal Kishore Maheswari Din: 00185762	112-B, Shakti Nagar , Kota, Rajasthan-324009

		4. Ram Swaroop Choudhary Din: 00711599	H no. 2GA5, Dadabari, Kota, Rajasthan - 324009		
		5. Neelima Maheswari Din: 00194928	112-B, Shakti Nagar , Kota, Rajasthan-324009		
		6. Pawan Kumar Lalpuria Din: 02016032	C-301, Bhagerwal Four Seasons, Rajiv Gandhi Nagar, Kota – 324005, Rajasthan		
		7. Jagdish Prasad Sarda Din: 07654623	1-Ch-7 Vigyan Nagar, Kota, Rajasthan, India 324005		
		8. Divya Sodani Din: 08045653	House No. 66, Lalaram Nagar, Indore, Madhya Pradesh, India 452001		
		9. Sanjay Khandelwal Din: 10272077	C-5, Nursery, Talwandi, Vighyan Nagar, Kota, Rajasthan – 324005		
		10. Akshay Gupta Din: 10198103	47, Shri Kailash Puri, Girdharpura, Balita Road, Kunhadi, Kota, Rajasthan 324008		
		11. Neha Garg Din: 10275700	12, Opp. Dainik Navjyoti, Ward No. 36, Kotri, Tehsil-Ladpura, Kota - 324005		
		3	Career Point Edutech Limited	1. Pramod Maheshwari Din: 00185711	112-B, Shakti Nagar , Kota, Rajasthan-324009
				2. Shilpa Maheshwari Din: 08305104	112-B, Shakti Nagar , Kota, Rajasthan-324009
				3. Nawal Kishore Maheswari Din: 00185762	112-B, Shakti Nagar , Kota, Rajasthan-324009

8. Details of the Promoters of Applicant Companies along with their addresses:

S. No.	Company Name	Promoters	Address
1	Srajan Capital Limited	1. Career Point Limited	Village Tangori, Mohali, Punjab 140601
2	Career Point Limited	1. Pramod Maheshwari	112-B, Shakti Nagar, Kota, Rajasthan-324009
		2. Om Prakash Maheshwari	112-B, Shakti Nagar , Kota, Rajasthan-324009
		3. Nawal Kishore Maheswari	112-B, Shakti Nagar , Kota, Rajasthan-324009
		4. Neelima Maheshwari	112-B, Shakti Nagar , Kota, Rajasthan-324009

		5. Shilpa Maheswari	112-B, Shakti Nagar , Kota, Rajasthan-324009
		6. Rekha Maheshwari	112-B, Shakti Nagar , Kota, Rajasthan-324009
		7. Kailash Bai	112-B, Shakti Nagar , Kota, Rajasthan-324009
3	Career Point Edutech Limited	1. Career Point Limited	Village Tangori, Mohali, Punjab 140601

- None of the Directors, the Key Managerial Personnel of Applicant Companies and their respective Relatives have any interests, financial or otherwise in the Scheme, except to the extent of their respective shareholding in Applicant Companies (as applicable) if any, and/ or to the extent the said Directors / Key Managerial Personnel are common Directors of Applicant Companies (as applicable).
- The above Directors of the Applicant Companies were present in their respective board meetings dated 14.02.2023 wherein they had approved the Scheme and voted in favour of the scheme.

9. Disclosure about the effect of the Scheme on the following persons:

S.No.	Category of Stakeholder	Effect of the Scheme on Stakeholders
1	Shareholders	<p>Pursuant to the Scheme,</p> <p>i. It is proposed to amalgamate SCL into CPL. Such amalgamation has been drawn up to comply with the conditions relating to "Amalgamation" as specified under the tax laws, including Section 2(1B) of the Income Tax Act, 1961 and all other relevant Sections (including Section 47 and Section 72A) of the Income Tax Act, 1961.</p> <p>The entire share capital (equity shares and preference shares) of Transferor Company is held by the Transferee Company. Accordingly, the Transferor Company is a wholly owned subsidiary of the Transferee Company. Hence, upon the Scheme becoming effective, no shares of the Transferee Company shall be allotted in lieu or exchange of the holding of the Transferee Company in the Transferor Company and all the shares held by the Transferee Company in the share capital of the Transferor Company as on the Effective Date shall stand cancelled, without any further act or deed.</p> <p>ii. It is proposed to demerge, transfer, and vest the Demerged Undertaking (as defined in the Scheme) of the Demerged Company into Resulting Company on a going concern basis</p> <p>Upon this Scheme coming into effect, in consideration of the transfer of the Demerged Undertaking by the Demerged Company to the Resulting Company, in terms</p>

		<p>of this Scheme, the Resulting Company shall, without any further act or deed, issue and allot to every member of the Demerged Company holding fully paid up equity shares in the Demerged Company and whose names appear in the Register of Members of the Demerged Company on the Specified Date in the following ratio:</p> <p>“1 equity share (face value of INR 10/- per share) of CP Edutech to be issued for every 1 equity share (face value of INR 10/- per share) of CPL”</p> <p>After the effectiveness of the Scheme and subject to the receipt of regulatory approvals, the equity shares of the Resulting Company issued as consideration pursuant to the Scheme shall be listed on NSE and BSE and thus ensuring the marketability and tradability of the equity shares issued by the Resulting Company</p>
2.	Promoters and Non Promoters Shareholders	None of the shareholders are adversely impacted pursuant to scheme
3.	Key Managerial Personnel and Directors	<p>i. There is no effect of the Scheme on the key managerial personnel and/or the Board of Directors of the Applicant Companies.</p> <p>ii. Further, none of the Directors, the Key Managerial Personnel (as defined under the Act and rules framed thereunder) of Applicant Companies and their relatives (as defined under the Act and rules framed thereunder) have any interest in the Scheme except, if applicable, to the extent that the said Director(s), Key Managerial Personnel and their relatives are the directors, members of the companies that hold shares in Applicant Companies. Save as aforesaid, none of the said Directors or the Key Managerial Personnel has any material interest in the Scheme.</p>
4.	Creditors	Pursuant to the Scheme, the liability of the Applicant Companies towards its creditors shall not undergo any change and shall be paid off in the ordinary course of business.
5.	Depositors	Not Applicable
6.	Debenture holders	Not Applicable
7.	Deposit Trustee	Not Applicable
8.	Debenture trustee	Not Applicable
9.	Employee	<p>The Scheme in no manner whatsoever affects the terms and conditions of employment of the employees of the Applicant Companies.</p> <p>On the Scheme coming into effect, all staff and employees of Transferor Company in service on such date shall be deemed to have become staff and employees of the Transferee Company without any break or interruption in their service as a result of the transfer for the purpose of any</p>

		<p>payment on any retrenchment, compensation or other benefits, and on the basis of continuity of service and the terms and conditions of their employment with the Transferee Company shall not be less favorable than those applicable to them with reference to Transferor Company on the Effective Date.</p> <p>On the Scheme coming into effect, all staff and employees of Demerged Undertaking of Demerged Company in service on such date shall be deemed to have become staff and employees of the Resulting Company without any break or interruption in their service as a result of the transfer for the purpose of any payment on any retrenchment, compensation or other benefits, and on the basis of continuity of service and the terms and conditions of their employment with the Resulting Company shall not be less favorable than those applicable to them with reference to Demerged Company on the Effective Date.</p>
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Other details regarding the Scheme required as per Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

10. Salient sections of the Scheme:

The Scheme envisages (i) amalgamation of SCL into CPL (ii) demerger of Demerged Undertaking of CPL into CP Edutech.

Parties involved in the Scheme

Srajan Capital Limited, Career Point Limited and Career Point Edutech Limited and their respective shareholders

Relationship subsisting between the Applicant Companies:

SCL and CP Edutech are wholly owned subsidiaries of CPL

11. Appointed Date, Effective Date, Record Date and Share Entitlement Ratio:

Appointed Date: The Appointed Date for the Scheme is April 1, 2023

Effective Date: The effective date means the last of the dates on which the conditions and matters referred to in Clause 30 of the Scheme have been fulfilled.

Record Date (Specified Date): Specified Date means the date to be fixed by the Board of Directors of the Resulting Company for the purpose of determining the shareholders of the Demerged Company for the purpose of issuance of shares upon demerger of Demerged Undertaking of Demerged Company into the Resulting Company;

Share Exchange Ratio and other considerations, if any:

- **For amalgamation of Transferor Company into Transferee Company:** No shares will be issued as SCL is a wholly owned subsidiary and the entire issued and paid up capital is held by CPL.

- **For demerger of Demerged Undertaking of Demerged Company into Resulting Company:** "1 equity share (face value of INR 10/- per share) of Resulting Company to be issued for every 1 equity share (face value of INR 10/- per share) of Demerged Company."

12. Summary of the Share Swap Report:
Share Swap report for Scheme

Share Swap report for amalgamation of the Transferor Company into Transferee Company

The Valuer has considered that the entire investment of the Transferor Company is held by the Transferee Company and hence no shares will be issued pursuant to the amalgamation of the Transferor Company into Transferee Company. Accordingly, the Valuer has not carried any independent valuation of the Transferor Company.

Share Swap report for Demerger of the Demerged Undertaking from the Demerged Company to the Resulting Company

The Valuer has considered that the entire investment of the Demerged Company in the Resulting Company shall form part of the Demerged Undertaking of Demerged Company and hence the entire share capital of the Resulting Company held by Demerged Company shall stand cancelled pursuant to the Scheme. Upon the Scheme becoming effective, all the shareholders of the Demerged Company shall become shareholders in the Resulting Company and their shareholding would mirror in the Resulting Company. Considering the mirror shareholding, the Valuer has stated that any share entitlement ratio is fair and reasonable and accordingly the Valuer has not carried any independent valuation of Demerged Undertaking of Demerged Company. Therefore, the Valuer has recommended the exchange ratio of 1:1. The valuation report is enclosed with this Notice

The valuation report dated 14.02.2023 was issued by Naveen Agarwal (Registered Valuer Registration No. IBBI/RV/02/2019/12272). In terms of the SEBI Scheme Circular, a Fairness Opinion dated 14.02.2023 issued by Srujan Alpha Capital Advisors LLP, Merchant Banker (SEBI Registration No. INM000012829), stating that the Valuation Report is fair and reasonable. The recommendation of the Share Exchange Ratio has been approved by the Audit Committee of CPL and Board of Directors of the Applicant Companies. Valuation Report and Fairness Opinion Report are enclosed herewith with this Notice.

13. Detail of capital restructuring:

There shall be no capital restructuring of the Applicant Companies pursuant to the Scheme except to the extent of the change in the share capital pursuant to cancellation of cross holding of shares between Applicant Companies and issuance of shares by the Resulting Company to the shareholders of the Demerged Company. Pursuant to the Scheme, shares shall be issued to the shareholders of the Demerged Company by the Resulting Company as per the share entitlement ratio. Upon coming into effect of this Scheme and subject to the above provisions, the shareholders of the Demerged Company as on the Specified Date shall receive new share certificates reflecting the equity shares held by each member in the Resulting Company. The new shares can be issued in dematerialized form by the Resulting Company provided that the details of depository accounts of the members of the Demerged Company are made available to the Resulting Company unless otherwise notified in writing by the shareholders of the Demerged Company to the Resulting Company.

14. Detail of debt restructuring:

There shall be no debt restructuring of the Applicant Companies involved pursuant to the Scheme.

15. Accounting Treatment:

The accounting treatment in the Scheme is in conformity with the IND AS prescribed under Section 133 of Companies Act, 2013.

Upon the coming into effect of Scheme and with effect from the Appointed Date, the Transferee Company shall record the assets, reserves and liabilities of Transferor Company vested in it pursuant to this Scheme, at the respective book values thereof.

Upon the coming into effect of Scheme and with effect from the Appointed Date, the Demerged Company shall reduce the assets, reserves and liabilities pertaining to the Demerged Undertaking, being transferred to the Resulting Company pursuant to this Scheme, from its books of accounts at their existing carrying values.

Upon the coming into effect of Scheme and with effect from the Appointed Date, the Resulting Company shall record the assets, reserves and liabilities pertaining to the Demerged Undertaking vested in it pursuant to this Scheme, at their respective existing carrying values appearing in the books of accounts of the Demerged Company.

Copy of certificates issued by the Auditors of the Applicant Companies confirming the accounting treatment proposed in the Scheme are enclosed with this Notice.

16. Amalgamation of Authorized share capital of Transferor Company into Transferee Company:

Upon this Scheme becoming effective and with effect from the Appointed Date, the authorized share capital of the Transferor Company shall stand transferred to and be amalgamated with the authorized share capital of the Transferee Company, without any liability for payment of any additional fees (including registrar of companies fees) or stamp duty.

17. It is confirmed that the copy of the draft Scheme has been filed with the Registrar of Companies Chandigarh by the Applicant Companies.

18. In compliance with the provisions of Section 232(2)(c) of the Act, the Board of Directors of the Applicant Companies, in their separate meetings have adopted a report, inter alia, explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoter and non-promoter shareholders amongst others. Copy of the reports adopted by the respective Board of Directors of the Applicant Companies are enclosed herewith.

19. No investigation or proceedings have been instituted or are pending in relation to the Applicant Companies under the Act.

20. Impact of the Scheme on the revenue generating capacity of CPL

The Composite Scheme of Arrangement provides for:

- (i) amalgamation of SCL into CPL pursuant to which all the assets and liabilities of SCL become the assets and liabilities of CPL.
- (ii) demerger of the Demerged Undertaking (Education Business) of CPL into CP Edutech pursuant to which Demerged Undertaking shall be transferred to and vested in CP Edutech.

Hence, the Company will become a financial services entity and will record revenues from financial services business pursuant to the Scheme. The revenues from the education business of the Company will be recorded by the Resulting Company pursuant to the Scheme. It is pertinent to note that the shares of the Resulting Company shall be listed on BSE and NSE pursuant to the Scheme.

Upon the Scheme becoming effective, shareholding of the Company and the Resulting Company will be mirrored and accordingly there will be no impact on the shareholders (including public shareholders) of CPL.

21. Details of availability of the following documents for obtaining extracts from or making or obtaining copies

- The following documents will be available for obtaining extract from or for making or obtaining copies of or for inspection, free of charge, by the equity shareholders of Career Point Limited at its Registered Office at Village Tangori, Mohali, Punjab 140601 or its Corporate Office at CP Tower-1, Road No.1, IPIA, Kota, Rajasthan, India, 324005 between 09:00 a.m. to 5:00 p.m. on any working day (except Saturdays, Sundays and Public Holidays) up to the date of the Meeting:
 - A. Order dated 04.01.2024 passed by the Chandigarh Bench of the NCLT in CA(CAA) No. 57/Chd/Pb/2023 (wrongly stated as CA(CAA) No. 57/Chd/Hry/2023) directing CPL to convene the Tribunal Convened Meeting;
 - B. Copy of the Scheme;
 - C. Copies of the Memorandum of Association and Articles of Association of the Applicant Companies;
 - D. Copies of the latest audited financial statements of the Applicant Companies as on 31.03.2023;
 - E. Copy of limited reviewed financial statements of the Applicant Companies for the period ending 30.09.2023;
 - F. Register of Directors' Shareholding of the Applicant Companies and extract of Register of Directors' Shareholding of Applicant Companies;
 - G. Independent Valuation Report dated 14.02.2023 issued by Mr. Naveen Aggarwal , Registered Valuer (Registration No. IBBI/RV/02/2019/12272);
 - H. Fairness Opinion dated 14.02.2023 issued by Srujan Alpha Capital Advisors LLP, Merchant Banker (SEBI Registration No. INM000012829).
 - I. Certificates issued by Statutory Auditors of the Applicant Companies to the effect that the accounting treatment, if any, proposed in the Scheme is in conformity with the IND AS prescribed under Section 133 of the Act;
 - J. Copy of the Audit Committee Report dated 14.02.2023 of CPL
 - K. Copy of the Report dated 14.02.2023 of Committee of Independent Directors of CPL
 - L. Copy of the resolution passed by the Board of Directors of the Applicant Companies dated 14.02.2023, approving the Scheme
 - M. Copies of publications in "Business Standard" in English edition and "Business Standard" in Hindi edition of the notice convening meeting
 - N. Observation letters dated 09.08.2023 issued by BSE Limited and National Stock Exchange of India Limited
 - O. Abridged Prospectus for SCL and CP Edutech duly certified by Srujan Alpha Capital Advisors LLP, Merchant Banker, a SEBI Registered Merchant Banker
 - P. Copy of permission of the Reserve Bank of India to the amalgamation of SCL into CPL vide letter dated 14.09.2022.

22. Details of approvals, sanctions or no-objection(s) from regulatory or any other governmental authorities in relation to the Scheme

- A. The Scheme is conditional upon and subject to:
 - the amalgamation of SCL into CPL being approved by the Reserve Bank of India;
 - obtaining NBFC registration by CPL;

- the Parties, as applicable, complying with the provisions of SEBI Circular;
 - obtaining no-objection/ observation letter from the Stock Exchanges in relation to the Scheme under Regulation 37 of SEBI LODR Regulations;
 - approval of the Scheme by the requisite majority of each class of shareholders and creditors of the Parties and such other classes of persons of the said Parties, if any, as applicable or as may be required under the Act and as may be directed by the NCLT;
 - the Scheme being approved by the NCLT;
 - such other sanctions and approvals including sanctions of any statutory or regulatory authority, as may be required in respect of the Scheme, being obtained;
 - filing by Parties of the certified copies of the order of the NCLT sanctioning the Scheme with the respective jurisdictional Registrar of Companies.
- B. The Reserve Bank of India vide letter dated 14.09.2022 has granted no objection to the amalgamation of the Transferor Company into Transferee Company.
- C. In terms of Regulation 37 of the SEBI LODR Regulations, BSE and NSE, by its letter, dated 09.08.2023, have issued its no objection to the Scheme. Copy of the said observation letters are enclosed herewith
- D. The Scheme was filed by the Applicant Companies with the Chandigarh Bench of the NCLT and the Chandigarh Bench of NCLT has given directions to convene a meeting of the equity shareholders of CPL vide order dated 04.01.2024. The Scheme is subject to the approval by equity shareholders of CPL in terms of Sections 230-232 of the Act.
- E. NCLT has given directions for dispensing with requirement for convening, holding and conducting of a meeting of the shareholders and creditors, both secured and unsecured creditors, of SCL and CP Edutech. Further, directions have been given for dispensing with the requirement of convening, holding and conducting of a meeting of the creditors, both secured and unsecured, of CPL.
- F. Post obtaining approval of equity shareholders of the CPL in accordance with the Section 232(6) of the Companies Act, 2013, the Applicant Companies will apply to NCLT Chandigarh for obtaining approval to the Scheme.
- G. All other necessary regulatory and governmental approvals and registrations are required pursuant to, in connection with or as a consequence of the Scheme.
- H. This statement may be treated as an Explanatory Statement under Section 230 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Section 102 and other applicable provisions of the Companies Act, 2013.

23. Documents required to be circulated for the Tribunal Convened Meeting under Section 232(2) of the Act:

As required under Section 232(2) of the Act, the following documents are being circulated with this Notice and the explanatory statement:

- A. Order dated 04.01.2024 passed by the Chandigarh Bench of the NCLT in CA(CAA) No. 57/Chd/Pb/2023 (wrongly stated as CA(CAA) No. 57/Chd/Hry/2023) directing CPL to convene the Tribunal Convened Meeting;
- B. Copy of the Scheme;
- C. Copies of the latest audited financial statements of the Applicant Companies as on 31.03.2023;
- D. Copy of limited reviewed financial statements of the Applicant Companies for the period ending 30.09.2023;
- E. Report adopted by the Board of Directors of Applicant Companies explaining the effect of the scheme of arrangement on the class of shareholders, key managerial personnel, promoters and

non-promoter shareholders pursuant to the provisions of section 232(2)(c) of the Act

- F. Independent Valuation Report dated 14.02.2023 issued by Mr. Naveen Aggarwal, Registered Valuer (Registration No. IBBI/RV/02/2019/12272);
- G. Fairness Opinion dated 14.02.2023 issued by Srujan Alpha Capital Advisors LLP, Merchant Banker (SEBI Registration No. INM000012829).
- H. Certificates issued by Statutory Auditors of the Applicant Companies to the effect that the accounting treatment, if any, proposed in the Scheme is in conformity with the IND AS prescribed under Section 133 of the Act;
- I. Pre-scheme shareholding pattern of the Applicant Companies
- J. Post-scheme shareholding pattern of CPL and CP Edutech
- K. Copy of the Audit Committee Report dated 14.02.2023 of CPL
- L. Copy of the Report dated 14.02.2023 of Committee of Independent Directors of CPL
- M. Observation letters dated 09.08.2023 issued by BSE Limited and National Stock Exchange of India Limited
- N. Abridged Prospectus for SCL and CP Edutech duly certified by Srujan Alpha Capital Advisors LLP, a SEBI Registered Merchant Banker
- O. Copy of permission of the Reserve Bank of India to the amalgamation of SCL into CPL vide letter dated 14.09.2022
- P. Details of assets and liabilities of SCL that are being transferred to CPL
- Q. Details of assets and liabilities of CPL that are being transferred to CP Edutech
- R. Post scheme Balance Sheet of the CPL
- S. Compliance Report under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of CPL
- T. Complaint Report as filed with BSE and NSE by CPL

In the opinion of the Board, the said Scheme will be of advantage and beneficial to the Applicant Companies, its shareholders, creditors and other stakeholders and the terms thereof are fair and reasonable.

This statement may be treated as an Explanatory Statement under Section 230(3), 232(1), 232(2) and 102 of the Act and the statement for the purposes of Rule 6(3) of the Rules.

In view of the information provided hereinabove and the documents attached along with this Notice and Explanatory statement, the requirements of Section 232(2) of the Companies Act, 2013 have been complied with.

SD/- Manmohan Pareek Authorised Signatory Career Point Limited	SD/- Mr. Sunil K.S Panwar Chairperson appointed for the meeting
Date: 12 th day of January 2024	
Place: Kota	

Career Point Limited

Registered Office:

Village Tangori, Mohali, Punjab 140601

CIN: L80100PB2000PLC054497

Tel No: +91 70146 93540; **Email:** investors@cpil.in

Registered Office:

Village Tangori, Mohali, Punjab 140601

COMPOSITE SCHEME OF ARRANGEMENT
BETWEEN
SRAJAN CAPITAL LIMITED
(TRANSFEROR COMPANY)
AND
CAREER POINT LIMITED
(TRANSFeree COMPANY/ DEMERGED COMPANY)
AND
CAREER POINT EDUTECH LIMITED (RESULTING COMPANY)
AND
THEIR RESPECTIVE SHAREHOLDERS

(UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS
OF THE COMPANIES ACT, 2013)



A. PREAMBLE

This Composite Scheme of Arrangement ("**Scheme**") provides for:

- a) amalgamation of Srajan Capital Limited into Career Point Limited; and
- b) demerger of Demerged Undertaking of Career Point Limited into Career Point Edutech Limited

pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.

B. DESCRIPTION OF COMPANIES

- a) Srajan Capital Limited ("**SCL**") was incorporated as a public limited company on December 09, 2013 under the provisions of the Companies Act, 2013. The registered office of SCL has been shifted from Rajasthan to the State of Punjab vide the Order of the Regional Director dated February 07, 2020 and the fresh certificate of incorporation was issued by the Registrar of Companies, Chandigarh on April 03, 2020 with U65910PB2013PLC050993 as its CIN. The registered office of SCL is now situated at Village Tangori, Mohali, Punjab 140601. SCL is registered with the Reserve Bank of India as a non-deposit accepting Non-Banking Financial Company under Section 45 IA of Reserve Bank of India Act, 1934 vide certificate dated December 09, 2014 [Certificate No. B-10.00230]. Post shifting of registered office of SCL to the state of Punjab, Reserve Bank of India, Chandigarh has issued a fresh certificate of NBFC registration bearing certificate no. B-06.00624 on July 31, 2020. SCL is primarily engaged in the business of providing loans, including educational loans, institutional loans, personal loans and business loans (trade finance and term loans to regional SMEs). SCL is a wholly owned subsidiary of Career Point Limited.
- b) Career Point Limited ("**CPL**") was incorporated as a public limited company on March 31, 2000 under the provisions of the Companies Act, 1956 under the name of "Career Point Infosystems Limited". The name has been changed to Career Point Limited on September 30, 2011. The registered office of CPL has been shifted from Rajasthan to the State of Punjab vide the Order of the Regional Director dated August 19, 2021 and the fresh certificate of incorporation was issued by the Registrar of Companies, Chandigarh on October 20, 2021 with L80100PB2000PLC054497 as its CIN. The registered office of CPL is now situated at Village Tangori, Mohali, Punjab 140601. The shares of CPL are listed on BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**"). CPL is primarily engaged in the education business includes offering the diversified products and integrated services in education segments including pre-school, school education (K-12), test preparation (tutorial services), higher education (universities), e-Learning and vocational education. CPL also carries on education



business through its subsidiaries including Career Point Edutech Limited. Further, CPL holds investments in its subsidiaries which are engaged in non-education business.

- c) Career Point Edutech Limited ("CP Edutech") was incorporated as a public limited company on November 09, 2006 under the provisions of the Companies Act, 1956. The CIN of CP Edutech is U80302RJ2006PLC023306. The registered office of CP Edutech is situated at B-28, 10-B Scheme, Gopalpura Bypass Jaipur, Rajasthan 302018. CP Edutech is primarily engaged in the business of selling of Video Lecture of Physics, Chemistry, Math and Biology in pen drive and memory cards, books of IITJEE. CP Edutech also developed the software for online test series and maintaining of student data and provide the software on fixed price to educational institutions. Currently, CPL holds 5,78,947 equity shares having face value of INR 10 each in CP Edutech.

SCL, CPL and CP Edutech are together referred as "Parties"

C. RATIONALE FOR THE SCHEME

- a) **Consolidation of education business** – Management intends to consolidate education business in CP Edutech. Accordingly, demerger of education business of CPL into CP Edutech is being envisaged which will help in consolidation of education business in one single entity i.e. CP Edutech.
- b) **Consolidation of financial services business** – SCL is providing financial services. Merger of SCL into CPL will achieve consolidation of financial service business into CPL. CPL will become a non-banking financial company post effectiveness of Scheme and hence CPL is in the process of applying for NBFC registration with Reserve Bank of India.

In view of above, the Scheme provides the flexibility to future investors to invest in core education business and/or non-education business

- c) **Streamlining group structure and operations** – The Scheme ensures simplified and streamlined group structure by reducing the number of entities in the group. The Scheme ensures better synergy of operations by way of focused operational efforts, standardization & simplification of processes and productivity improvements which will entails the following advantages:

- Improve the overall operational efficiency and effectiveness of the respective businesses;
- Reduction in the overall operational and compliance cost.



- d) **Improve management control** – Ensures better management control on the respective businesses. Independent management of each of the education and non-education division will ensure adoption of strategies necessary for growth of respective businesses.

D. PARTS

This Scheme is divided into following parts and further details thereunder:

Part 1 – Definitions and share capital

Part 2 – Amalgamation of SCL into CPL

Part 3 – Demerger of Demerged Undertaking of CPL into CP Edutech

Part 4 – General terms and conditions applicable to this Scheme



PART 1 – DEFINITIONS AND SHARE CAPITAL

1. DEFINITIONS

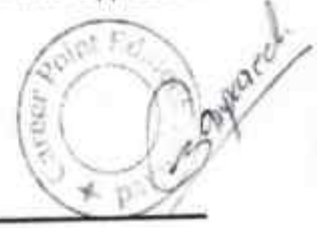
In this Part 1 of the Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the following meaning:

- (a) **“Act” or “the Act”** means the Companies Act, 2013 and rules made thereunder or any statutory modification, amendment or re-enactment thereof.
- (b) **“Appointed Date”** means April 1, 2023 or such other date as may be approved by the Hon'ble NCLT.
- (c) **“Board of Directors”** of SCL, CPL and CP Edutech shall include any committee thereof.
- (d) **“Composite Scheme of Arrangement” or “this Scheme” or “the Scheme”** means this Composite Scheme of Arrangement in its present form containing amendment in the Clause 32 with other consequential changes made under the Scheme.
- (e) **“CP Edutech” or “Resulting Company”** means Career Point Edutech Limited, a company incorporated under the Companies Act, 1956 and having its registered office at B-28, 10-B Scheme, Gopalpura Bypass Jaipur, Rajasthan 302018. The registered office of CP Edutech will be shifted from the state of Rajasthan to the state of Punjab prior to filing the Scheme with the Hon'ble NCLT.
- (f) **“CPL” or “Transferee Company” or “Demerged Company”** means Career Point Limited, a company incorporated under the Companies Act, 1956 and having its registered office at Village Tangori, Mohali, Punjab 140601.
- (g) **“Demerged Undertaking”** means “Education Undertaking” of the Demerged Company on a going concern basis, other than Remaining Business, and including the business activity of Education Undertaking covering all related assets, investments, liabilities, rights and obligations, as decided by the Board of Directors of CPL, investments in its subsidiaries including but not limited to CP Edutech which are engaged in education business and shall include (without limitation):
- any and all the properties and assets whether movable or immovable, real or personal, in possession or reversion, corporeal or incorporeal, tangible or intangible, present or contingent and including but without being limited to land and building, all fixed and movable plant and machinery, leasehold or freehold, tangible



or intangible, including all computers and accessories, software and related data, leasehold improvements, plant and machinery, offices, capital work-in-progress, raw materials, finished goods, vehicles, stores and spares, loose tools, sundry debtors furniture, fixtures, fittings, office equipment, telephone, facsimile and other communication facilities and equipments, electricals, appliances, accessories, deferred tax assets and investments related to Demerged Undertaking of the Demerged Company;

- any and all liabilities present and future including the contingent liabilities related to Demerged Undertaking of the Demerged Company;
- any and all rights and licenses including, all assignments and grants thereof, all permits, quotas, holidays, benefits, clearances and registrations whether under Central, State or other laws, rights (including rights/ obligations under any agreement, contracts, applications, letters of intent, or any other contracts), subsidies, grants, tax credits (including MODVAT/ CENVAT, Service Tax credits, GST credits), tax deferrals, advance tax credit, deferred tax assets, incentives or schemes of central/ state/ local governments, certifications and approvals, regulatory approvals, entitlements, other licenses, environmental clearances, municipal permissions, approvals, consents, tenancies, investments and/ or interest (whether vested, contingent or otherwise), cash balances, bank balances, bank accounts, reserves, deposits, advances, recoverable, receivables, benefit of insurance claims, easements, advantages, financial assets, hire purchase and lease arrangements, the benefits of bank guarantees issued by the Demerged Company, funds belonging to or proposed to be utilised by the Demerged Company, privileges, all other claims, rights and benefits (including under any powers of attorney issued by the Demerged Company or any powers of attorney issued in favour of the Demerged Company or from or by virtue of any proceeding before a legal, quasi-judicial authority or any other statutory authority, to which the Demerged Company was a party), powers and facilities of every kind, nature and description whatsoever, rights to use and avail of telephones, telexes, facsimile connections and installations, utilities, electricity, water and other services, provisions, funds, benefits duties and obligations of all agreements, contracts and arrangements and all other interests related to the Demerged Undertaking of the Demerged Company;
- all employees who are on the payroll of the Demerged Company, related to the Demerged Undertaking of the Demerged Company, immediately preceding the Effective Date;
- any and all deposits and balances with Government, Semi-Government, local and other authorities and bodies, customers and other persons, share application



money, earnest moneys and/ or security deposits paid or received by the Demerged Company related to the Demerged Undertaking of the Demerged Company

- any and all books, records, files, papers, product specifications and process information, records of standard operating procedures, computer programs along with their licenses, manuals and back up copies, drawings, other manuals, data catalogues, quotations, sales and advertising materials, and other data and records whether in physical or electronic form related to the Demerged Undertaking of the Demerged Company
- all intellectual property rights including all trademarks, trademark applications, trade names, patents and patent applications, domain names, logo, websites, internet registrations, copyrights, trade secrets, service marks, quality certifications and approvals and all other interests exclusively relating to the Demerged Company related to Demerged Undertaking of the Demerged Company.

It is intended that the definition of Demerged Undertaking under this clause would enable the transfer of all property, assets, rights, liabilities, employees etc of the Demerged Company to the Resulting Company pursuant to this Scheme except the Remaining Business.

- (h) **"Effective Date"** means the last of the dates on which all the conditions and matters referred to in Clause 30 hereof have been fulfilled. References in this Scheme to the date of "coming into effect of this Scheme" or "effectiveness of this Scheme" shall mean the Effective Date.
- (i) **"Merged Undertaking"** means and includes the whole of the business of Transferor Company and shall mean all assets, properties and liabilities and shall include (without limitation):
- all secured and unsecured debts, present and future liabilities, contingent liabilities, duties and obligations (including duties/ rights/ obligations imposed by any authority or under any agreement, contracts, applications, letters of intent or any other contracts) and land and building, leasehold assets and other properties, real, in possession or reversion, present and contingent assets (whether tangible or intangible) of whatsoever nature and including but without being limited to all plant and machinery, computers and accessories, software, leasehold improvements, vehicles, fixed assets, work in progress, appliances, accessories, sundry debtors, inventories, current assets, investments of all kinds [shares, scrips, stocks, bonds, debentures etc.], reserves, provisions, funds, as on the Appointed Date;



- offices, import entitlements, import licenses, other licenses, approvals, permissions, registrations, copyrights, patents, titles, trade names, trademarks, applications for copyrights, patents, trade names and trademarks, any other intellectual property whether registered or otherwise, labels, label designs, quality certifications, leases, licenses, tenancy rights, no objection certificate from any authorities (including the Municipal Authorities, Department of Town & Country Planning, Development Authority, Electricity Board), power of attorney, premises, hire purchase and lease arrangements, office equipment, electrical fittings, furniture and fittings, capital work in progress, telephones, telexes, email and facsimile connections, communication facilities, equipment and installations and utilities, electricity, water and other service connections, benefits of agreements, contracts and arrangements including customer contracts, powers, authorities, permits, Central government/ State government incentives/ schemes/ benefits under any law in force including all single window clearances, prospecting licenses, environmental clearances, allotments, approvals, certifications, consents, privileges, balances with all regulatory authorities, liberties, advantages, easements and all the rights, titles, interest, goodwill, benefit and advantage, deposits, receivables, funds, cash, bank balances and bank accounts, bills of exchange, benefits of assets or properties or other interest held in trusts, benefit of any deposits, financial assets, benefit of any bank guarantees, loans and advances, accounts, subsidies, grants, tax credits (including MODVAT/ CENVAT, Service Tax credits, GST credits, MAT credits), advance tax credits, withholding tax credits and other tax refund and credits and any other tax incentives and benefits, advantages, exemptions, tax holidays, remissions and reductions and all other rights, claims and powers, of whatsoever nature and wheresoever situated belonging to or in the possession of or granted in favour of or enjoyed by Transferor Company, as on the Appointed Date and all earnest money and/ or deposits including security deposits paid by Transferor Company;
- right to any claim not preferred or made by Transferor Company in respect of any refund of tax, duty, cess or other charge and in respect of set-off, carry-forward of unabsorbed losses and unabsorbed tax depreciation under rebates, tax holidays, Income credits etc.
- all employees of Transferor Company on the date immediately preceding the Effective Date;
- all other obligations of whatsoever kind, including liabilities of the Transferor Company regarding their employees with respect to the payment of compensation, gratuity, provident fund etc and benefits or obligations of any kind whether insurances, retirement etc.



- all necessary records, files, papers, engineering and process information, computer programme, manuals, data, catalogues, quotations, sales and advertising materials, list of present and former customers and suppliers, customer credit information, customer pricing information and other records in connection with or relating to Transferor Company .

It is intended that the definition of Merged Undertaking under this clause would enable the transfer of all property, assets, liabilities, employees etc of Transferor Company to the Transferee Company pursuant to this Scheme.

- (j) "NCLT" shall mean the Hon'ble National Company Law Tribunal at Chandigarh.
- (k) "Remaining Business" shall mean the Demerged Company post demerger of the Education Undertaking in accordance with this Part 3.
- (l) "SCL" or "Transferor Company" means Srajan Capital Limited, a company incorporated under the Companies Act, 2013 and having its registered office at Village Tangori, Mohali, Punjab 140601.
- (m) "SEBI" means the Securities and Exchange Board of India, constituted under the Securities and Exchange Board of India Act, 1992;
- (n) "SEBI Circular" means the circular issued by the SEBI, being Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000666 dated November 23, 2021 and any amendments thereof issued pursuant to Regulations 11, 37 and 94 of the SEBI LODR Regulations or any other circulars issued by SEBI applicable to schemes of amalgamation or arrangement.
- (o) "SEBI LODR Regulations" means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;
- (p) "Specified Date" means the date to be fixed by the Board of Directors of the Resulting Company for the purpose of determining the shareholders of the Demerged Company for the purpose of issuance of shares upon demerger of Demerged Undertaking of Demerged Company into the Resulting Company;
- (q) "Stock Exchanges" means BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and any other recognized stock exchange, as the case may be;



EXPRESSIONS NOT DEFINED IN THIS PART

The expressions which are used in this Scheme and not defined, shall, unless repugnant or contrary to the context or meaning hereof, have the same meaning ascribed to them under the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and other applicable laws, rules, regulations, bye-laws, as the case may be, or any statutory modification or re-enactment thereof from time to time.

2. DATE OF COMING INTO EFFECT

The Scheme set out herein in its present form or with such modifications or amendments as directed by the NCLT or other appropriate authority shall be effective from the Appointed Date herein, although it shall be operative from the Effective Date.

3. SHARE CAPITAL

- (a) The authorized, issued, subscribed and paid up share capital of SCL as on September 30, 2022 as per audited financial statements is as follows:

PARTICULARS	AMOUNT (Rs)
<u>AUTHORIZED CAPITAL</u>	
80,00,000 Equity shares of Rs.10/- each	8,00,00,000
8,55,000 Preference shares of Rs. 10 each	85,50,000
Total	88,550,000
<u>ISSUED, SUBSCRIBED AND PAID-UP CAPITAL</u>	
62,27,000 Equity Shares of Rs. 10 each	6,22,70,000
8,55,000 Preference shares of Rs. 10 each	85,50,000
Total	7,08,20,000

- (b) The authorized, issued, subscribed and paid up share capital of CPL as on September 30, 2022 as per audited financial statements is as follows:

PARTICULARS	AMOUNT (Rs)
<u>AUTHORIZED CAPITAL</u>	
2,50,00,000 Equity Shares of Rs 10/- each	25,00,00,000
Total	25,00,00,000
<u>ISSUED, SUBSCRIBED AND PAID-UP CAPITAL</u>	



1,81,92,939 Equity Shares of Rs 10/- each	18,19,29,390
Total	18,19,29,390

- (c) The authorized, issued, subscribed and paid up share capital of CP Edutech as on September 30, 2022 as per audited financial statements is as follows:

PARTICULARS	AMOUNT (Rs)
<u>AUTHORIZED CAPITAL</u>	
50,00,000 Equity shares of Rs.10/- each	5,00,00,000
Total	5,00,00,000
<u>ISSUED, SUBSCRIBED AND PAID-UP CAPITAL</u>	
5,78,947 equity shares of Rs.10/- each	57,89,470
Total	57,89,470



PART 2 – AMALGAMATION OF SCL into CPL

4. COMPLIANCE WITH TAX LAWS

4.1 The proposed amalgamation of SCL into CPL has been drawn up to comply with the conditions relating to "Amalgamation" as specified under the tax laws, including Section 2(1B) of the Income Tax Act, 1961 and all other relevant Sections (including Section 47 and Section 72A) of the Income Tax Act, 1961.

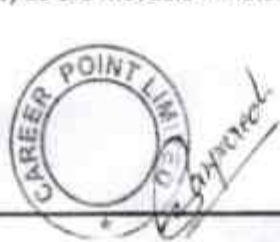
4.2 If any terms or provisions of this Part 2 are found to be or interpreted to be inconsistent with any of the said provisions at a later date, whether as a result of any amendment of law or any judicial or executive interpretation or for any other reason whatsoever, the aforesaid provisions of the tax laws shall prevail. This Part 2 shall then stand modified to the extent determined necessary to comply with the said provisions. Such modification will however not affect other parts of this Part 2 and the power to make any such amendments shall vest with the Board of Directors of CPL and SCL.

5. AMALGAMATION OF TRANSFEROR COMPANY INTO THE TRANSFeree COMPANY

5.1 Upon coming into effect of this Scheme and with effect from the Appointed Date, the Merged Undertaking of the Transferor Company shall, pursuant to the provisions contained in Section 230 to 232 of the Act and other provisions of law for the time being in force and without any further act or deed, be transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company, in accordance with Section 2(1B) of the Income Tax Act, 1961, so as to become as and from the Appointed Date, the assets and liabilities of the Transferee Company and to vest in the Transferee Company all the rights, titles, interests or obligations of the Transferor Company therein.

5.2 All assets acquired by the Transferor Company after the Appointed Date and prior to the Effective Date shall also stand transferred to and vested in the Transferee Company upon the Scheme coming into effect. Where any of the assets of the Transferor Company as on the Appointed Date deemed to be transferred to the Transferee Company have been sold or transferred by the Transferor Company after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Transferee Company.

5.3 In respect of the assets of the Transferor Company (mentioned in Clause 5.1 and 5.2 above) as are movable in nature or are otherwise capable of transfer by manual delivery,







by paying over or by endorsement and delivery, the same may be so delivered, paid over, or endorsed and delivered, by the Transferor Company and shall become the property of the Transferee Company as an integral part of the Transferee Company. The aforesaid transfer shall be deemed to take effect from the Appointed Date without requiring any deed or instrument of conveyance for the same. Such delivery shall be made on a date mutually agreed upon between the Board of Directors of the Transferor Company and the Transferee Company.

5.4 In respect of movables of the Transferor Company other than those specified in Clause 5.3 above, including sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances, deposits and balances, if any, with Government, Semi-Government, local and other authorities and bodies, customers and other persons, it shall not be necessary to obtain the consent of any third party or other person in order to give effect to the provisions of this sub-clause, and such transfer shall be effected by notice to the concerned persons, or in any manner as may be mutually agreed by the Transferor Company and the Transferee Company.

5.5 In respect of the assets of the Transferor Company other than those referred to in Clause 5.3 and 5.4 above, the same shall without any further act, instrument or deed be transferred to and vested in and/ or be deemed to be transferred to and vested in the Transferee Company pursuant to the Act and other applicable provisions of law. The mutation of the title to the immovable properties, if any, in favour of the Transferee Company shall be made and duly recorded by the appropriate authorities pursuant to the sanction of the Scheme and it becoming effective in accordance with the terms hereof.

5.6 Subject to the other provisions of this Scheme, any ongoing lease, all licenses, permissions, approvals, consents, registrations and no-objection certificates obtained by the Transferor Company in terms of the various statutes and/ or schemes of Union and State Governments, shall be available to and vest in the Transferee Company, without any further act or deed and shall be appropriately mutated by the statutory authorities concerned therewith in favour of the Transferee Company.

5.7 All loans raised and used and all liabilities and obligations incurred by the Transferor Company after the Appointed Date and prior to the Effective Date and all duties, losses and obligations of the Transferor Company, whether or not recorded in its books of accounts shall be deemed to have been raised, used or incurred for and on behalf of the Transferee Company and to the extent they are outstanding on the Effective Date, shall also without any further act or deed be and stand transferred to the Transferee Company and shall become its liabilities and obligations on the same terms and conditions as were applicable to the respective Transferor Company.

CAREER POINT LIMITED
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OSMAN CAPITAL LIMITED
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CAREER POINT EDUCATIONAL INSTITUTIONS
[Signature]

- 5.8 Loans or other obligations, if any, due between and amongst Transferor Company and the Transferee Company shall stand discharged and there shall be no liability in that behalf.
- 5.9 Upon coming into effect of this Scheme, it is hereby clarified that any reference in any security documents or arrangements (to which the Transferor Company is a party) to the assets of the Transferor Company offered or agreed to be offered as security for any financial assistance or obligations shall be construed as reference only to the assets pertaining to the Transferor Company as are vested in the Transferee Company by virtue of the aforesaid Clauses, to the end and intent that such security, charge and mortgage shall not extend or be deemed to extend, to any of the other assets of the Transferor Company or any of the assets of the Transferee Company.

Provided that the securities, charges and mortgages (if any subsisting) over and in respect of the assets or any part thereof of the Transferee Company shall continue with respect to such assets or part thereof and this Scheme shall not operate to enlarge such securities, charges or mortgages to the end and intent that such securities, charges and mortgages shall not extend or be deemed to extend, to any of the assets of the Transferor Company vested in the Transferee Company.

Provided always that this Scheme shall not operate to enlarge the security for any loan, deposit or facility created by the Transferor Company which shall vest in the Transferee Company pursuant to the Scheme and the Transferee Company shall not be obliged to create any further or additional security thereof after the Scheme has become operative.

- 5.10 Without prejudice to the provisions of the foregoing clauses and upon the effectiveness of this Scheme, the Transferee Company and the Transferor Company shall execute instruments or documents or do all the acts and deeds as may be required, including the filing of necessary particulars and/ or modification(s) of charge, with the Registrar of Companies, to give formal effect to the above provisions, if required.

6. ISSUE OF SHARES

- 6.1 The entire share capital (equity shares and preference shares) of Transferor Company is held by the Transferee Company. Accordingly, the Transferor Company is a wholly owned subsidiary of the Transferee Company. Hence, upon the Scheme becoming an effective, no shares of the Transferee Company shall be allotted in lieu or exchange of the holding of the Transferee Company in the Transferor Company and all the shares held by the Transferee Company in the share capital of the Transferor Company as on the Effective Date shall stand cancelled, without any further act or deed. The said



cancellation of existing share capital of the Transferor Company shall be effected as an integral part of this scheme.

7. ACCOUNTING TREATMENT

Upon the Scheme becoming effective, the Transferee Company shall account for the amalgamation of the Transferor Company in its books of accounts in accordance with 'Pooling of Interest Method' of accounting as laid down in Appendix C of IND-AS 103 notified under section 133 of the Companies Act, 2013 such that:

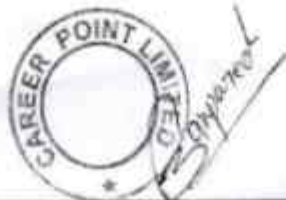
- 7.1 All the assets and liabilities recorded in the books of the Transferor Company shall stand transferred to and vested in the Transferee Company pursuant to the Scheme and shall be recorded by the Transferee Company at their respective carrying values as appearing in the books of the Transferor Company, as on the Appointed Date.
- 7.2 The identity of the reserves of the Transferor Company, if any, shall be preserved and they shall appear in the financial statements of the Transferee Company in the same form and manner, in which they appeared in the financial statements of the Transferor Company, prior to this Scheme becoming effective. All the reserves of the Transferor Company under different heads shall become the corresponding reserves of the Transferee Company.
- 7.3 To the extent that there are inter-corporate loans, inter-company payables, receivables (including loans, advances or debentures, deposits, balances etc.) and other obligations or balances between the Transferor Company and the Transferee Company, the obligations in respect thereof shall come to an end and corresponding effect shall be given in the books of account and records of the Transferee Company for the reduction of any assets or liabilities, as the case may be.
- 7.4 Upon the coming into effect of this Scheme, inter Company investment in the books of Transferor Company and the Transferee Company, representing shares of Transferor Company and/ or the Transferee Company will stand cancelled and no shares or consideration shall be issued by the Transferee Company in respect of such cancelled shares.



- 7.5 Upon this Scheme becoming effective and with effect from the Appointed Date, the difference, if any, between the value of total assets and total liabilities as recorded in the books of the Transferee Company, pursuant to paragraph 7.1 above, and after making adjustments as stated in paragraphs 7.2, 7.3 and 7.4 shall be recorded as and credited to or debited to the Capital Reserve, as the case may be, available in the financial statements of the Transferee Company.
- 7.6 The financial information in the financial statements of the Transferee Company in respect of prior periods should be restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination. However, if business combination had occurred after that date, the prior period information shall be restated only from that date.*
- 7.7 In case of any differences in the accounting policies between the Transferor Company and the Transferee Company, the accounting policies followed by the Transferee Company will prevail and the impact of the same till the Appointed Date will be quantified and the same shall be appropriately adjusted and reported in accordance with applicable accounting rules and principles, so as to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policies.
- 7.8 Notwithstanding the above, the Board of Directors of the Transferee Company, in consultation with its Statutory Auditors, is authorised to account for any of these balances in any manner whatsoever, as may be deemed fit, in accordance with the prescribed Ind AS specified as per section 133 of the Companies Act, 2013 read with the relevant rules issued thereunder.

8. AMALGAMATION OF AUTHORIZED SHARE CAPITAL OF TRANSFEROR COMPANY

- 8.1 Upon this Scheme becoming effective and with effect from the Appointed Date, the authorized share capital of the Transferor Company shall stand transferred to and be amalgamated with the authorized share capital of the Transferee Company, without any liability for payment of any additional fees (including registrar of companies fees) or stamp duty. Consequently, clause V of the Memorandum of Association of the Transferee Company shall without any further act or deed shall stand altered, modified, and amended accordingly.
- 8.2 It is hereby clarified that the consent of the shareholders of the Transferor Company and the Transferee Company to this Scheme shall be sufficient for the purposes of effecting this amendment in the Memorandum and Articles of Association of the Transferee



Company and that no further resolution under Section 13, and Sections 61 and 64 or any other applicable provisions of the Act, would be required to be separately passed, nor any additional registration fee, stamp duty, etc, be payable by the Transferee Company.

GENERAL TERMS AND CONDITIONS APPLICABLE TO THE AMALGAMATION OF TRANSFEROR COMPANY

9. BUSINESS AND PROPERTY IN TRUST

- 9.1 Upon the coming into effect of this Scheme, as and from the Appointed Date and upto and including the Effective Date, the Transferor Company shall be deemed to have been carrying on all the activities relating to the Transferor Company and stand possessed of all the related assets, for and on account of, and in trust for the Transferee Company.
- 9.2 Any profits accruing to the Transferor Company, or losses, charges, costs, expenses arising or incurred by it including the effect of taxes, if any, thereon, including but not limited to advance tax, tax deducted at source, Minimum Alternate Tax credit etc. shall for all purposes, be treated as the profits, taxes or losses, as the case may be, of the Transferee Company.
- 9.3 The Transferor Company undertake that they will from the date of approval of this Scheme by their Board of Directors and up to and including the Effective Date preserve its assets and investments and agree that they shall not, in any material respect, without the prior written consent of the Transferee Company, alienate, charge or otherwise deal with or dispose off any assets and investments or part thereof except in the ordinary course of business or pursuant to any pre-existing obligation undertaken prior to the date of approval of this Scheme by the Board of Directors of the Transferor Company.

10. LEGAL PROCEEDINGS

- 10.1 Upon the coming into effect of this Scheme, all proceedings by or against the Transferor Company under any statute, whether or not pending on the Appointed Date, or which may be instituted any time in the future (relating to any period prior to the Appointed Date) and in each case relating to the Transferor Company shall be continued and enforced by or against the Transferee Company after the Effective Date and shall not abate or be discontinued nor be in any way prejudicially affected by reason of the amalgamation of the Transferor Company or anything contained in this Scheme.

11. STAFF AND EMPLOYEES

- 11.1 On this Scheme coming into effect, all staff and employees of the Transferor Company, in service on such date shall be deemed to have become staff and employees of the

CAREER POINT LIMITED
D. J. PATIL

SHRIJAN CAPITAL LIMITED
D. J. PATIL

Career Point Education
D. J. PATIL

Transferee Company without any break in their service and on the basis of continuity of service, the terms and conditions of their employment with the Transferee Company shall not be less favourable than those applicable to them with reference to the Transferor Company on the day immediately preceding the Effective Date. Further, the existing Provident Fund, Gratuity Fund, Superannuation Fund etc of the employees of the Transferor Company in relation to the Transferor Company shall be transferred to the Transferee Company. It is clarified that the services of the employees of the Transferor Company shall be treated as having been continuous for the purpose of the said Fund or Funds.



12. TREATMENT OF TAXES

12.1 Any tax liabilities under the Income-tax Act, 1961, Customs Act, 1962, Central Excise Act, 1944, Service Tax, Sales Tax laws, Goods and Services Tax or other applicable laws/ regulations dealing with taxes/ duties/ levies (hereinafter in this Clause referred to as "Tax Laws") allocable or related to the business of Transferor Company to the extent not provided for or covered by tax provision in the accounts made as on the date immediately preceding the Appointed Date shall be transferred to the Transferee Company. Any surplus in the provision for taxation/ duties/ levies account including advance tax, MAT and withholding tax as on the date immediately preceding the Appointed Date will also be transferred to the account of the Transferee Company. Any refund under the Tax Laws due to Transferor Company consequent to the assessments made on Transferor Company and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Transferee Company.

12.2 All taxes (including income tax, sales tax, excise duty, customs duty, service tax, goods and services tax, VAT, GST etc) paid or payable by Transferor Company in respect of the operations and/or the profits of the business before the Appointed Date, shall be on account of Transferor Company and, insofar as it relates to the tax payment (including, without limitation, sales tax, excise duty, custom duty, income tax, service tax, VAT etc.), whether by way of deduction at source, advance tax or otherwise howsoever, by Transferor Company in respect of the profits or activities or operation of the business after the Appointed Date, the same shall be deemed to be the corresponding item paid by the Transferee Company, and, shall, in all proceedings, be dealt with accordingly.

Upon the Scheme becoming effective, the Transferee Company is also expressly permitted to revise its income tax returns and other returns filed under the tax laws and to claim refunds, advance tax and withholding tax credits, etc, pursuant to the provisions of this Scheme.

12.3 Any tax incentives, benefits [including claims for unabsorbed tax losses and unabsorbed tax depreciation], advantages, privileges, exemptions, credits, tax holidays which would have been available to any of the Transferor Company shall be available to the Transferee Company.

12.4 All compliances w.r.t. taxes between the Appointed Date and the Effective Date, undertaken by Transferor Company shall upon effectiveness of this scheme, be deemed to have been complied with, by the Transferee Company. Any Taxes deducted by the Transferee Company from payments made to the Transferor Company shall be deemed to be advance tax paid by the Transferee Company.







13. SAVING OF CONCLUDED TRANSACTIONS

13.1 The transfer and vesting of the assets, liabilities, rights and obligations of the Transferor Company and continuance of the proceedings by or against the Transferor Company shall not in any manner affect any transaction or proceedings already completed by the Transferor Company on or before the Appointed Date to the end and intent that the Transferee Company shall accept all such acts, deeds and things done and executed by and/ or on behalf of the Transferor Company as acts, deeds and things done and executed by and on behalf of the Transferee Company.

14. COSTS, CHARGES AND EXPENSES

14.1 Except in the circumstances mentioned in Clause 31 below and the withdrawal of this Scheme as mentioned in Clause 32 above, all costs, charges, taxes including duties (including the stamp duty and/ or transfer charges, if any, applicable in relation to Part 2 of this Scheme), levies and all other expenses, if any (save as expressly otherwise agreed) of the Transferor Company and the Transferee Company arising out of or incurred in carrying out and implementing Part 2 of this Scheme and matters incidental thereto shall be borne and paid by the Transferee Company. All the aforesaid expenses shall be referred as 'Expenses of Amalgamation'.



PART 3 – DEMERGER OF DEMERGED UNDERTAKING OF CPL INTO CP EDUTECH

15. COMPLIANCE WITH TAX LAWS

15.1 The demerger of Demerged Undertaking of CPL into CP Edutech has been drawn up to comply with the conditions relating to "Demerger" as specified under the tax laws, including Section 2(19AA) of the Income Tax Act, 1961 and all other relevant Sections (including Section 47 and Section 72A) of the Income Tax Act, 1961.

If any terms or provisions of the Part 3 are found to be or interpreted to be inconsistent with any of the said provisions at a later date, whether as a result of any amendment of law or any judicial or executive interpretation or for any other reason whatsoever, the aforesaid provisions of the tax laws shall prevail. This Part shall then stand modified to the extent determined necessary to comply with the said provisions. Such modification will however not affect other parts of the Part, and the power to make any such amendments shall vest with the Board of Directors of CP Edutech and CPL.

16. DEMERGER OF DEMERGED UNDERTAKING OF THE DEMERGED COMPANY INTO THE RESULTING COMPANY

16.1 Upon coming into effect of this Scheme and with effect from the Appointed Date, the Demerged Undertaking shall, pursuant to the provisions contained in Section 230 to 232 of the Act and other provisions of law for the time being in force and without any further act or deed, be demerged from the Demerged Company and be transferred to and vested in or be deemed to have been transferred to and vested in the Resulting Company, on a going concern basis at book values, so as to become as and from the Appointed Date, the undertaking of the Resulting Company, and to vest in the Resulting Company all the rights, title, interest or obligations of the Demerged Company therein.

16.2 All assets acquired by the Demerged Company after the Appointed Date and prior to the Effective Date in relation to or pertaining to Demerged Undertaking shall also stand transferred to and vested in the Resulting Company upon the coming into effect of the Scheme. Where any of the assets of the Demerged Company as on the Appointed Date deemed to be transferred to the Resulting Company have been sold or transferred by the Demerged Company after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Resulting Company.

16.3 In respect of the assets of the Demerged Undertaking (mentioned in Clause 16.1 and Clause 16.2 above) as are movable in nature or are otherwise capable of transfer by manual delivery, by paying over or by endorsement and delivery, the same may be so







delivered, paid over, or endorsed and delivered, by the Demerged Company and shall become the property of the Resulting Company as an integral part of the Demerged Undertaking of the Demerged Company transferred to it. The aforesaid transfer shall be deemed to take effect from the Appointed Date without requiring any deed or instrument of conveyance for the same. Such delivery shall be made on a date mutually agreed upon between the Board of Directors of the Demerged Company and the Board of Directors of the Resulting Company.

16.4 In respect of movables of the Demerged Undertaking other than those specified in Clause 16.3 above, including sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances, deposits and balances, if any, with Government, Semi-Government, local and other authorities and bodies, customers and other persons, it shall not be necessary to obtain the consent of any third party or other person in order to give effect to the provisions of this sub-clause, and such transfer to the Resulting Company shall be effected by notice to the concerned persons, or in any manner as may be mutually agreed by the Resulting Company and the Demerged Company.

16.5 In respect of the assets of the Demerged Undertaking other than those referred to in Clause 16.3 and 16.4 above, the same shall without any further act, instrument or deed be transferred to and vested in and/ or be deemed to be transferred to and vested in the Resulting Company pursuant to the Act and other applicable provisions of law. The mutation of the title to the immovable properties, if any, in favour of the Resulting Company shall be made and duly recorded by the appropriate authorities pursuant to the sanction of the Scheme and it is becoming effective in accordance with the terms hereof.

16.6 Subject to the other provisions of this Scheme, all licenses, permissions, approvals, consents, registrations and no-objection certificates obtained by the Demerged Company for the operations of the Demerged Undertaking in terms of the various statutes and/ or schemes of Union and State Governments, shall be available to and vest in the Resulting Company, without any further act or deed and shall be appropriately mutated by the statutory authorities concerned therewith in favour of the Resulting Company. Since the Demerged Undertaking will be transferred to and vested in the Resulting Company as a going concern without any break or interruption in the operations thereof, the Resulting Company shall be entitled to the benefit of all such licenses, permissions, approvals, consents, registrations and no-objection certificates and to carry on and continue the operations of the Demerged Undertaking on the basis of the same upon this Scheme becoming effective.

Further, it is clarified that upon the coming into effect of this Scheme, in accordance with the provisions of relevant laws, consents, permissions, licenses, certificates, authorities, powers of attorneys given by, issued to or executed in favour of the Demerged



Company, and the rights, benefits, subsidies, special status under the same shall, in so far as they relate to the Demerged Undertaking and all other interests relating to activities carried on by the Demerged Undertaking, and all certifications and approvals, trademarks, patents and domain names, copyrights, industrial designs, trade secrets, product registrations and other intellectual property and all other interests relating to the Demerged Undertaking, be transferred to and vested in the Resulting Company.

- 16.7 It is clarified that, upon the coming into effect of the Scheme, the liabilities and obligations of the Demerged Company, as decided by the Board of Directors, as on the Appointed Date and being a part of the Demerged Undertaking shall, without any further act or deed be and shall stand transferred to the Resulting Company.
- 16.8 All loans raised and all liabilities and obligations incurred by the Demerged Company for the operations of the Demerged Undertaking after the Appointed Date and prior to the Effective Date shall be deemed to have been raised or incurred for and on behalf of the Resulting Company and to the extent they are outstanding on the Effective Date, shall also without any further act or deed be and stand transferred to the Resulting Company and shall become its liabilities and obligations.
- 16.9 Upon the coming into effect of this Scheme, in so far as the security in respect of the liabilities of the Demerged Company for Demerged Undertaking as on the Appointed Date is concerned, it is hereby clarified that the Demerged Company and the Resulting Company shall, subject to confirmation by the concerned creditor(s), mutually agree upon and arrange for such security as may be considered necessary to secure such liabilities, and obtain such consents under law as may be prescribed.

Provided further that the securities, charges and mortgages (if any subsisting) over and in respect of the assets or any part thereof of the Resulting Company shall continue with respect to such assets or part thereof and this Scheme shall not operate to enlarge such securities, charges or mortgages to the end and intent that such securities, charges and mortgages shall not extend or be deemed to extend, to any of the assets of the Demerged Company vested in the Resulting Company.

Provided always that this Scheme shall not operate to enlarge the security for any loan, deposit or facility created by the Demerged Company which shall vest in the Resulting Company by virtue of the demerger of the Demerged Undertaking into the Resulting Company and the Resulting Company shall not be obliged to create any further or additional security thereof after the Scheme has become operative.

- 16.10 Without prejudice to the provisions of the foregoing clauses and upon the effectiveness of this Scheme, the Resulting Company and the Demerged Company shall execute



instruments or documents or do all the acts and deeds as may be required, including the filing of necessary particulars and/ or modification(s) of charge, with the Registrar of Companies, to give formal effect to the above provisions, if required.

17. REMAINING BUSINESS

17.1 The Remaining Business shall continue to belong to and be vested in and be managed by Demerged Company.

17.2 Further, all proceedings, by or against the Demerged Company under any statute, whether pending on the Appointed Date or which may be instituted at any time thereafter, and in each case relating to the Remaining Business shall be continued and enforced by or against the Demerged Company after the Effective Date.

17.3 With effect from the Appointed Date and up to and including the Effective Date:

- a) all profits accruing to the Demerged Company or losses arising or incurred by it (including the effect of taxes, if any, thereon) relating to the Remaining Business shall, for all purposes, be treated as the profits or losses, as the case may be, of the Demerged Company; and
- b) all assets and properties acquired by the Demerged Company in relation to the Remaining Business on and after the Appointed Date shall belong to and continue to remain vested in the Demerged Company.

18. ISSUE OF SHARES ON DEMERGER OF DEMERGED UNDERTAKING

18.1 Upon this scheme coming into effect, in consideration of the transfer of the Demerged Undertaking by the Demerged Company to the Resulting Company, in terms of this Scheme, the Resulting Company shall, without any further act or deed, issue and allot to every member of the Demerged Company holding fully paid up equity shares in the Demerged Company and whose names appear in the Register of Members of the Demerged Company on the Specified Date in the following ratio:

- 1 equity share (face value of INR 10/- per share) of CP Edutech to be issued for every 1 equity share (face value of INR 10/- per share) of CPL

18.2 The share entitlement specified in Clause 18.1 shall be suitably adjusted for changes in the capital structure of either the Demerged Company or the Resulting Company post the date of the Board Meeting approving the Scheme provided the changes relate to matters such as bonus issue, split of shares, consolidation of shares and any increase in paid up equity share capital. All such adjustments to the share entitlement ratio shall be



deemed to be carried out as an integral part of this Scheme upon agreement in writing by the Board of Directors of the Demerged Company and the Resulting Company.

18.3 The equity shares issued and allotted by the Resulting Company in terms of this Scheme shall rank *pari passu* in all respects with the existing equity shares of the Resulting Company.

18.4 The shares issued to the members of the Demerged Company pursuant to clause 18.1 above shall be issued in dematerialized form by the Resulting Company, unless otherwise notified in writing by the shareholders of the Demerged Company to the Resulting Company on or before such date as may be determined by the Board of Directors of the Resulting Company or a committee thereof. In the event that such notice has not been received by the Resulting Company in respect of any of the members of the Demerged Company, the shares shall be issued to such members in dematerialized form provided that the members of the Demerged Company shall be required to have an account with a depository participant and shall provide details thereof and such other confirmations as may be required it is only thereupon that the Resulting Company shall issue and directly credit the dematerialized securities to the account of such member with the shares of the Resulting Company. In the event that the Resulting Company has received notice from any member that shares are to be issued in certificate form or if any member has not provided the requisite details relating to the account with depository participant or other confirmations as may be required, then the Resulting Company shall issue shares in certificate form to such member.

18.5 The new equity shares to be issued in respect of the shares of the Demerged Company held in the unclaimed suspense account, if any, shall be issued to a new unclaimed suspense account created for the shareholders of the Resulting Company.

18.6 New equity shares to be issued by the Resulting Company pursuant to Clause 18.1 above in respect of such of the equity shares of the Demerged Company which are held in abeyance under the provisions of Section 126 of the Act or otherwise shall, pending allotment or settlement of dispute by order of Court or otherwise, also be kept in abeyance by the Resulting Company.

18.7 In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholder of the Demerged Company, the Board of Directors or any committee thereof of the Demerged Company shall be empowered in appropriate cases, prior or even subsequent to the Specified Date, to effectuate such a transfer in the Demerged Company as if such changes in registered holder were operative as on the Specified Date, in order to remove any difficulties arising to the transferor of the shares in the Resulting Company and in relation to the shares issued by the Resulting Company after



the effectiveness of this Scheme. The Board of Directors of the Demerged Company shall be empowered to remove such difficulties as may arise in the course of implementation of this Scheme and registration of new members in Resulting Company on account difficulties faced in the transition period.

- 18.8 If any eligible member becomes entitled to any fractional shares, entitlements or credit on the issue and allotment of equity shares by the Resulting Company in accordance with this Scheme, the Board of Directors of the Resulting Company shall consolidate all such fractional entitlement and shall, without any further application, act, instrument or deed issue and allot such consolidate shares directly to an individual trustee in a separate account nominated by the Resulting Company ("**The Trustee**"), who shall hold such equity shares with all additions or accretions thereto in trust for the benefit of the respective shareholders, to whom they belong and their respective heir, executors, administrators, successors for the specific purpose of selling such shares in the open market at such price or prices within such timelines as allowed under SEBI Circular, as the trustee may in its sole discretion decide and on such sale, pay to the Resulting Company, the net sale proceeds (after deducting the applicable taxes and cost incurred) thereof and any additions and accretions, whereupon the Resulting Company shall subject to the withholding tax, if any, distribute such sale proceeds to the concerned eligible members in proportion to their respective fractional entitlement.
- 18.9 Pursuant to and upon this Scheme becoming effective, the Resulting Company shall take necessary steps to increase and alter its authorized share capital suitably to enable the Resulting Company to issue and allot the equity shares in the Resulting Company to the shareholders of the Demerged Company in terms of this Scheme and as an integral part of this Scheme, the share capital of the Resulting Company shall be increased in the manner set out in Clause 20 below.
- 18.10 Equity shares of the Resulting Company issued in terms of clause 18.1 above shall pursuant to the SEBI Circular and in accordance with compliance with requisite formalities under applicable laws, be listed and/ or admitted to trading on Stock Exchanges where the existing equity shares of the Demerged Company are listed and / or admitted to trading in accordance with the compliance with requisite formalities under applicable laws and the Demerged Company and the Resulting Company shall enter into such agreement/ arrangement and give confirmations and/ or undertakings as may be necessary in accordance with the applicable laws or regulations for complying with the formalities of the Stock Exchanges.



- 18.11 The equity shares of the Resulting Company allotted pursuant to the scheme shall remain frozen in the depositories system till listing/ trading permission is given by the designated Stock Exchange.
- 18.12 There shall be no change in the shareholding pattern of Resulting Company between the Specified Date and the listing of equity shares issued by Resulting Company pursuant to this Scheme.
- 18.13 Approval of the Scheme by the shareholders of Resulting Company shall be deemed to be due compliance of the provisions of section 42, 62 if any and other relevant or applicable provisions of the Companies Act, 2013 and Rules made thereunder, the SEBI LODR Regulations and the Articles of Association of the Resulting Company and no other consent shall be required under the Act or the Articles of Association of the Resulting Company for the issue and allotment of the equity shares by Resulting Company to the shareholders of Demerged Company as provided hereinabove.

19. ACCOUNTING TREATMENT ON DEMERGER OF DEMERGED UNDERTAKING

19.1 Treatment in the books of the Demerged Company

On the Scheme becoming effective and with effect from the Appointed Date, the Demerged Company shall account for demerger of Demerged Undertaking in its books as under:

- (a) All the assets (including investment in CP Edutech) and liabilities and reserves of the Demerged Company pertaining to the Demerged Undertaking, being transferred to the Resulting Company, shall be reduced from the books of accounts of the Demerged Company at their respective carrying values.
- (b) The excess/ deficit of the net assets of the Demerged Undertaking standing in the books of accounts of the Demerged Company and transferred to the Resulting Company on the Appointed Date and subject to Expenses of Demerger of Demerged Undertaking as referred in clause 27 below, shall be recorded in accordance with applicable Ind AS notified under section 133 of the Companies Act, 2013.

19.2 Treatment in the books of the Resulting Company

On the Scheme becoming effective and with effect from the Appointed Date, the Resulting Company shall account for demerger of Demerged Undertaking in its books as under:



- (a) Demerger of Demerged Undertaking of the Demerged Company into Resulting Company shall be accounted for in the books of account of the Resulting Company in accordance with Ind AS notified under section 133 of the Companies Act, 2013.
- (b) The Resulting Company shall record the assets, liabilities and reserves pertaining to the Demerged Undertaking vested in it pursuant to this Scheme, at their respective book values thereof appearing in the books of accounts of the Demerged Company as on the Appointed Date.
- (c) The identity of the reserves shall be preserved, and they shall appear in the financial statements of the Resulting Company in the same form in which they appeared in the financial statements of the Demerged Company.
- (d) The inter-corporate balances, if any, between the Resulting Company and the Demerged Undertaking of the Demerged Company shall be eliminated.
- (e) Upon the Scheme becoming effective, the entire shareholding of CPL in CP Edutech shall stand cancelled ("CP Edutech Cancelled Shares"). Upon cancellation, CP Edutech shall debit its CP Edutech Cancelled Shares capital account.
- (f) The face value of new equity shares issued by the Resulting Company pursuant to Clause 18 shall be credited to the Equity Share Capital Account of the Resulting Company.
- (g) The cancellation, as mentioned under Clause 19.2(e) shall be effected as an integral part of the Scheme under Section 230 to Section 232 of the Act and the Order of the NCLT approving the scheme shall be deemed to be the Order confirming such capital reduction and the same shall also be considered as due compliance of Section 66 read with Section 52 of the Act. Further, the Resulting Company shall not be required to add the words "and reduced" as a suffix to its name post the reduction.
- (h) The surplus/ deficit, if any, arising after taking the effect of Clause 19.2(b), Clause 19.2(c), Clause 19.2 (d), Clause 19.2 (e), Clause 19.2(f) shall be transferred to "Capital Reserve" in the books of Resulting Company in accordance with the accounting principles prescribed under Appendix C of IND AS 103 (Business combinations of entities under common control).
- (i) In case of any difference in the accounting policies between the Demerged Company and the Resulting Company, the accounting policies followed by the Resulting Company shall prevail and the difference, if any, will be quantified and shall be adjusted in the capital reserve, to ensure that the financial statements of the Resulting Company reflect the financial position on the basis of consistent accounting policy.



- (j) Notwithstanding the above, the Board of the Resulting Company in consultation with its statutory auditors, is authorized to account for any of these balances in any manner whatsoever, as may be deemed fit in accordance with the prescribed accounting standards as applicable to the Resulting Company.

20. INCREASE IN THE AUTHORIZED SHARE CAPITAL OF RESULTING COMPANY

- 20.1 The Authorized Share Capital of Resulting Company shall be increased and reorganized, in the required manner, to cover the fresh issue of equity shares by Resulting Company to the shareholders of the Demerged Company in terms of Clause 18 of this Scheme in accordance with provisions of the Companies Act, 2013. Consequently, clause V of the Memorandum of Association of the Resulting Company shall stand altered, modified, and amended accordingly.
- 20.2 It is further clarified that the Resulting Company shall not be required to pass any resolution under section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 for increase in the Authorised Share Capital of the Resulting Company, as envisaged above and that the members of the Resulting Company shall be deemed to have accorded their consent under various provisions of the Companies Act, 2013 and Rules made there under to the increase in the share capital in terms of this Scheme.

GENERAL TERMS AND CONDITIONS FOR DEMERGER OF DEMERGED UNDERTAKING

21. BUSINESS AND PROPERTY IN TRUST

- 21.1 Upon the coming into effect of the Scheme, as and from the Appointed Date and upto and including the Effective Date, the Demerged Company:
 - (a) shall be deemed to have been carrying on all the business and activities relating to Demerged Undertaking and stand possessed of all the assets, rights, title, interest and authorities of Demerged Undertaking for and on account of, and in trust for, the Resulting Company; and
 - (b) Any profits accruing to the Demerged Company, or losses, charges, costs, expenses arising or incurred by it (including the effect of taxes, if any, thereon, including but not limited to advance tax, tax deducted at source, Minimum Alternate Tax credit, taxes withheld/paid in a foreign country, tax credits etc) relating to Demerged Undertaking shall for all purposes, be treated as the profits, taxes or losses, as the case may be, of the Resulting Company.
- 21.2 The Demerged Company undertake that it will from the date of approval of the Scheme by its Board of Directors and also from approval of the Board of Directors of the







Resulting Company, or the Appointed Date, whichever is later, and up to and including the Effective Date preserve and carry on Demerged Undertaking with diligence and prudence and agree that it will not, in any material respect, without the prior written consent of the Resulting Company as the case may be, alienate, charge or otherwise deal with or dispose off Demerged Undertaking or any part thereof except in the ordinary course of business or undertake substantial expansion of Demerged Undertaking, other than expansions which have already been commenced or declare any dividend or vary or alter [except in the ordinary course of its business or pursuant to any pre-existing obligation undertaken prior to the date of acceptance of the Scheme by the Board of Directors of the Demerged Company] the terms and conditions of employment of any of its employees, nor shall it conclude settlement with employees.

22. LEGAL PROCEEDINGS

- 22.1 Upon the coming into effect of this Scheme, all legal or other proceedings (including before any statutory or quasi-judicial authority or tribunal) by or against the Demerged Company under any statute, whether pending on the Appointed Date, or which may be instituted any time in the future (relating to any period prior to the Appointed Date) and in each case relating to the relevant Demerged Undertaking shall be continued and enforced by or against the Resulting Company after the Effective Date and shall not abate or be discontinued nor be in any way prejudicially affected by reason of the demerger of the relevant Demerged Undertaking or anything contained in the Scheme. In the event of any difference or difficulty in determining whether any specific legal or other proceeding relates to a given Demerged Undertaking or not, the decision of the Board of Directors of the Demerged Company in this regard shall be conclusive evidence of the relationship with the relevant Demerged Undertaking.
- 22.2 The Resulting Company shall undertake to have all legal proceedings initiated by or against the Demerged Company in relation to Demerged Undertaking as mentioned in Clause 22.1 above transferred into its name and to have the same continued, prosecuted and enforced by or against the Resulting Company to the exclusion of the Demerged Company. The Demerged Company and Resulting Company shall make relevant applications in that behalf to the extent permissible. All costs and consequences of such proceeding shall be borne by the Resulting Company.
- 22.3 Notwithstanding the above, in case the proceedings in relation to Demerged Undertaking referred to in Clause 22.1 above cannot be transferred for any reason, or the transfer takes time, till such transfer the Demerged Company shall defend the same in accordance with the advice, cost and consequences of the Resulting Company and the Resulting Company shall respectively reimburse, indemnify and hold harmless the Demerged Company against all liabilities and obligations incurred by the Demerged Company in respect thereof.



- 22.4 On and from the Effective Date, the Resulting Company shall and may, if required, initiate any legal proceedings in relation to the rights, title, interest, obligations or liabilities of any nature whatsoever, whether under contract or law or otherwise, of the Demerged Company in relation to Demerged Undertaking in the same manner and to the same extent as would or might have been initiated by the Demerged Company in relation to Demerged Undertaking.

23. CONTRACTS AND DEEDS

- 23.1 Subject to other provisions of this Scheme, all contracts, deeds, bonds, agreements, insurance policies and other instruments, if any, of whatsoever nature to which any of the Demerged Company is a party and subsisting or having effect on the Effective Date shall be in full force and effect against or in favour of the Resulting Company (in relation to Demerged Undertaking) and may be enforced by or against the Resulting Company as fully and effectually as if, instead of the Demerged Company, the Resulting Company have been a party thereto. The Resulting Company (in relation to Demerged Undertaking) may enter into and/ or issue and/ or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novations, to which the Demerged Company will, if necessary, also be party in order to give formal effect to the provisions of this Scheme, if so required or if so considered necessary. The Resulting Company shall be deemed to be authorized to execute any such deeds, writings or confirmations on behalf of the Demerged Company in relation to Demerged Undertaking and to implement or carry out all formalities required on the part of the Demerged Company to give effect to the provisions of this Scheme. It is clarified that any inter-se contracts between the Demerged Company and the Resulting Company (relating to the Demerged Undertaking) as on the Effective Date shall stand cancelled and cease to operate in the Resulting Company.

24. STAFF AND EMPLOYEES

- 24.1 On the Scheme coming into effect, all staff and employees of the Demerged Company, relating to the Demerged Undertaking, in service on such date shall be deemed to have become staff and employees of the Resulting Company without any break in their service and on the basis of continuity of service and the terms and conditions of their employment with the Resulting Company shall not be less favourable than those applicable to them with reference to the Demerged Company on the Effective Date.
- 24.2 Upon the Scheme coming into effect, the existing Provident Fund, Gratuity Fund, Superannuation Fund and/ or schemes and trusts, including employee's welfare trust, created by the Demerged Company for its employees in relation to the Demerged Undertaking shall be transferred to the Resulting Company. The Demerged Company shall take all steps necessary for the transfer, where applicable, of the Provident Fund,



Gratuity Fund, Superannuation Fund and/ or schemes and trusts, including employee's welfare trust, pursuant to the Scheme in respect of employees pertaining to the Demerged Undertaking to the Resulting Company. All obligations of the Demerged Company with regard to the said fund or funds as defined in the respective trust deed and rules shall be taken over by the Resulting Company from the Effective Date to the end and intent that all rights, duties, powers and obligations of the Demerged Company in relation to such Fund or Funds shall become those of the Resulting Company and all the rights, duties and benefits of the employees employed in the Demerged Company under such Funds and Trusts shall be fully protected, subject to the provisions of law for the time being in force. It is clarified that the services of the staff, workmen and employees of the Demerged Company will be treated as having been continuous for the purpose of the said Fund or Funds.

25. TREATMENT OF TAXES

- 25.1 All taxes (including any income tax, minimum alternate tax, sales tax, excise duty, customs duty, service tax, VAT, Goods and Services Tax etc) paid or payable by the Demerged Company in respect of the operations and/or the profits of the Demerged Undertaking before the Appointed Date, shall be on account of the Demerged Company and, insofar as it relates to the tax payment (including, without limitation, sales tax, excise duty, custom duty, any income tax, minimum alternate tax, service tax, VAT, Good and Service Tax etc.), whether by way of deduction at source, advance tax or otherwise howsoever, by the Demerged Company in respect of the profits or activities or operation of the business after the Appointed Date, the same shall be deemed to be the corresponding item paid by the Resulting Company (in relation to the Demerged Undertaking) and shall, in all proceedings, be dealt with accordingly.
- 25.2 Any tax incentives, benefits [including claims for unabsorbed tax losses and unabsorbed tax depreciation], advantages, privileges, exemptions, credits, tax holidays pertaining to Demerged Undertaking of Demerged Company shall be available to the Resulting Company.
- 25.3 Upon the Scheme becoming effective, the Resulting Company and the Demerged Company are also expressly permitted to revise their income tax, withholding tax, service tax, sales tax/ value added tax, excise, customs and other statutory returns and filings under the tax laws notwithstanding that the period of filing/ revising such returns and to claim refunds, advance tax and withholding tax credits, etc. may have lapsed, pursuant to the provisions of this Scheme.

26. SAVING OF CONCLUDED TRANSACTIONS



26.1 Transfer and vesting of the assets, liabilities, rights and obligations of the Demerged Company and continuance of the proceedings by or against the Demerged Company (in relation to Demerged Undertaking) shall not in any manner affect any transaction or proceedings already completed by the Demerged Company on or before the Appointed Date to the end and intent that the Resulting Company accept all such acts, deeds and things done and executed by and/ or on behalf of the Demerged Company (in relation to Demerged Undertaking) as acts, deeds and things done and executed by and on behalf of the Resulting Company.

27. COSTS, CHARGES AND EXPENSES FOR DEMERGER OF DEMERGED UNDERTAKING

27.1 Except in the circumstances mentioned in Clause 31 below and withdrawal of Scheme as mentioned in Clause 32 below, all costs, charges, taxes including duties (including the stamp duty and/ or transfer charges, if any, applicable in relation to Part 3 of this Scheme), levies and all other expenses, if any (save as expressly otherwise agreed) of the Demerged Company and the Resulting Company arising out of or incurred in carrying out and implementing Part 3 of this Scheme and matters incidental thereto shall be borne and paid by the Demerged Company for the demerger of Demerged Undertaking. All the aforesaid expenses shall be referred to as 'Expenses of Demerger of Demerged Undertaking'.



PART 4 – GENERAL TERMS AND CONDITIONS APPLICABLE TO THIS SCHEME

28. CHANGE IN THE CAPITAL STRUCTURE

28.1 From the date of acceptance of the present Scheme by the respective Board of Directors of the Parties, the Parties are expressly authorized to raise capital for the purpose of funding growth or any other purpose, in any manner as considered suitable by their Board of Directors, whether by means of rights issue, preferential issue, public issue or any other manner whatsoever.

29. APPLICATIONS TO NCLT

29.1 The Parties shall make necessary applications before the NCLT for the sanction of this Scheme under Sections 230 to 232 of the Act.

30. CONDITIONALITY OF SCHEME

The Scheme is conditional upon and subject to:

30.1 the amalgamation of SCL into CPL as contemplated under Part 2 of this Scheme being approved by the Reserve Bank of India;

30.2 obtaining NBFC registration by CPL;

30.3 the Parties, as applicable, complying with the provisions of SEBI Circular;

30.4 obtaining no-objection/ observation letter from the Stock Exchanges in relation to the Scheme under Regulation 37 of SEBI LODR Regulations;

30.5 approval of the Scheme by the requisite majority of each class of shareholders and creditors of the Parties and such other classes of persons of the said Parties, if any, as applicable or as may be required under the Act and as may be directed by the NCLT;

30.6 the Scheme being approved by the NCLT;

30.7 such other sanctions and approvals including sanctions of any statutory or regulatory authority, as may be required in respect of the Scheme, being obtained;

30.8 filing by Parties of the certified copies of the order of the NCLT sanctioning the Scheme with the respective jurisdictional Registrar of Companies.



31. EFFECT OF NON-APPROVALS

31.1 In the event any of the said approvals or sanctions referred to in Clause 30 above not being obtained or conditions enumerated in the Scheme not being complied with, or for any other reason, the Scheme cannot be implemented, the Boards of Directors of the Parties shall by mutual agreement waive such conditions as they consider appropriate to give effect, as far as possible, to this Scheme and failing such mutual agreement, the Scheme shall become null and void and shall stand revoked, cancelled and be of no effect and each party shall bear and pay their respective costs, charges and expenses in connection with the Scheme.

31.2 The Boards of Directors of the Parties shall be entitled to revoke, cancel and declare the Scheme of no effect if they are of the view that the coming into effect of the Scheme could have adverse implications on the respective party.

32. MODIFICATION OR AMENDMENT

32.1 The Board of Directors of Parties reserve the right to withdraw the Scheme at any time before the 'Effective Date' and may assent to any modification(s) or amendment(s) in this Scheme which the NCLT and/ or any other authorities may deem fit to direct or impose or which may otherwise be considered necessary or desirable for settling any question or doubt or difficulty that may arise for implementing and/ or carrying out the Scheme. The Board of Directors of the Parties are hereby authorised to take such steps and do all acts, deeds and things as may be necessary, desirable or proper to give effect to this Scheme and to resolve any doubts, difficulties or questions whether by reason of any order of the NCLT or of any directive or orders of any other authorities or otherwise howsoever arising out of, under or by virtue of this Scheme and/ or any matters concerning or connected therewith. It is hereby clarified that in the event of withdrawal of the Scheme, each party shall bear and pay their respective costs, charges and expenses in connection with the Scheme.

32.2 It is hereby clarified that after the dissolution of the Transferor Company, the Board of Directors of the Transferee Company are hereby authorised to take steps mentioned in Clause 32.1 on behalf of Transferor Company.

33. DISSOLUTION WITHOUT WINDING UP

33.1 On the Scheme becoming effective, the Transferor Company shall be dissolved without going through the process of winding up and no person shall make assert or take any claims, demands or proceeding against a director or officer thereof in his capacity as







such director or officer except in so far be necessary for enforcing the provisions of this order.



THE NATIONAL COMPANY LAW TRIBUNAL
CHANDIGARH BENCH, CHANDIGARH

CA (CAA) No. 57/Chd/Hry/2023
(First Motion)

Under Sections 230 to 232 of the
Companies Act, 2013

IN THE MATTER OF COMPOSITE SCHEME OF ARRANGEMENT:

Srajan Capital Limited

CIN: U65910PB2013PLC050993
Registered Office: Vill. Tangori,
Mohali, Punjab 140601
PAN: AATCS9821M

.....Applicant Company 1/ Transferor Company

Career Point Limited

CIN: L80100PB2000PLC054497
Registered Office: Vill. Tangori,
Mohali, Punjab 140601
PAN: AABCC4963A

.....Applicant Company 2/ Demerged Company

Career Point Edutech Limited

CIN: U80302PB2006PLC059674
Registered Office: Vill. Tangori, Banur, Mohali,
Karala, Rajpura, Patiala,
Punjab 140601
PAN: AADCC1956H

.....Applicant Company 3/ Resulting Company

Order delivered on: 04.01.2024

**Coram: HON'BLE MR. HARNAM SINGH THAKUR, MEMBER (JUDICIAL)
HON'BLE MR. SUBRATA KUMAR DASH, MEMBER (TECHNICAL)**

Present

For the Applicant Companies: 1. Mr. Dhritiman Bhattacharya, Advocate
2. Mr. Deeti Ojha, Advocate

**Per: Harnam Singh Thakur, Member (Judicial)
Subrata Kumar Dash, Member (Technical)**

ORDER

This is a joint first motion Application filed by Applicant Companies namely;

Srajan Capital Limited (Transferor Company/ Applicant Company 1), Career Point

Limited (Transferee Company/ Applicant Company 2/ Demerged Company)

and **Career Point Edutech Limited** (Applicant Company 3/ Resulting Company) under Section 230-232 of Companies Act, 2013 (the Act) and other applicable provisions of the Act read with Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016 (the Rules); seeking sanction of the Composite Scheme of Arrangement ("Scheme") between the Applicant Companies while also seeking appropriate directions from this Tribunal interalia under section 230-232 of the Companies Act 2013. The Scheme envisages:

- a) Amalgamation of Srajan Capital Limited into Career Point Limited; and
- b) demerger of the Demerged Undertaking of Career Point Limited into Career Point Edutech Limited.

2. The Applicant Companies have prayed for dispensing with the requirement for convening the meeting of the Equity Shareholders of Applicant Company 1 & 3, Preference Shareholder of Applicant Company 1, Secured and Unsecured Creditors of the Applicant Companies and also convene the meetings of Equity Shareholders of Applicant Company 2.

3. The Applicant Company 1/Transferor Company is authorized to engage in the business of providing loans, including educational loans, institutional loans, personal loans, and business loans (trade finance and term loans to regional SMEs), and Applicant Company 2 /Transferee Company is primarily engaged in the education business includes offering the diversified products and integrated services in education segments including pre-school, school education (K-12), test preparation (tutorial services), higher education (universities), e-Learning and vocational education. The demerged company also carries on education business through its subsidiaries including CP Edutech. The Resulting Company is engaged in the business of selling Video Lectures of Physics, Chemistry, Math, and Biology in pen

drives and memory cards, and books of IITJEE. The Resulting Company also developed the software for online test series and maintaining of student data and provides the software at a fixed price to educational institutions.

4. It is submitted that the registered offices of all the Applicant Companies are in Punjab, thus situated within the jurisdiction of this Tribunal.

5. The purpose and rationale of the scheme is as under:

- i. **Consolidation of education business** - Demerger of the education business of CPL into CP Edutech which will help in the consolidation of the education business into one single entity i.e. CP Edutech.
- ii. **Consolidation of financial services business** - The merger of SCL into CPL will achieve consolidation of the financial service business into CPL.
- iii. **Streamlining group structure and operations** - The Scheme ensures a simplified and streamlined group structure by reducing the number of entities in the group. The Scheme ensures better synergy of operations by way of focused operational efforts, standardization & simplification of processes, and productivity improvements which will entail the following advantages:
 - Improve the overall operational efficiency and effectiveness of the respective businesses;
 - Reduction in the overall operational and compliance cost.
- iv. **Improve management control** - Ensures better management control on the respective businesses. independent management of each of the education and non-education divisions will ensure the adoption of strategies necessary for the growth of respective businesses.

6. It is stated that the Board of Directors of the Applicant Companies in their meetings held on 14.02.2023 have considered and approved the Composite Scheme of Arrangement subject to sanctioning of the same by this Tribunal. The copy of the Board Resolution of the Applicant Companies 1, 2 and 3 is in Annexures D 6, E 8 and F 6, respectively, of the application. The Applicant Companies have authorized Mr. Manmohan Pareek, son of Shri Satish Kumar Pareek, aged 35 years, residing at CP Tower-1, IPIA Road No-1, Kota, Rajasthan, India, 324005, as their signatory to do all acts and deeds and things in relation to the Scheme. The affidavit of Mr. Manmohan Pareek, authorized signatory of the Applicant Companies has been filed in support of the contents of the application for seeking appropriate orders/directions.

7. The appointed date of the Scheme is 01.04.2023 as mentioned in the Part 1 (Definitions and Share Capital), under 1(b) of the Composite Scheme of Arrangement attached as Annexure-A.

8. It is stated that the Applicant Companies have filed the audited financial statements as of 31.03.2023 as well as of the limited reviewed unaudited financial statements as of 30.06.2023. The financial statements of the Transferor Company have been annexed and marked as Annexure D3 and Annexure D4 respectively. Those of the Demerged Company are annexed as Annexure E3 and Annexure E4 respectively. Those of the Resulting Company are annexed and marked as Annexure F3 and Annexure F4 respectively.

9. It is submitted that no investigation or proceedings have been instituted or are pending concerning any of the Applicant Companies under Sections 210 to 226 of the Companies Act, 2013.

10. It is pleaded that in pursuance of the proviso to Sec. 230 (7) and Section 232 (3) of the Act, the Applicant Companies 1, 2 and 3 have filed the

certificates dated 15.11.2022, 14.02.2023, 11.02.2023 issued by the Respective Statutory Auditors of Applicant Companies certifying that the Scheme is in compliance with the Accounting Standards under Section 133 of the Act and the same are attached as Annexure- G, H, I of the application.

11. It is further submitted by the counsel for applicant companies that as per Valuation Report dated 14.02.2023 submitted by Mr. Naveen Agarwal, Registered Valuer bearing registration IBBI/RV/02/2019/12272

Share Exchange and Entitlement Ratio is given below:-

a. As per the Valuation Report by Mr Naveen Agarwal, the following was stated;

"As of the report date, the issued, subscribed, and paid up capital of CPL consists of 1,81,92,939 fully paid-up equity shares of INR 10/- each. We Understand from the management of CPEL, that as of the report date the issued, subscribed and paid-up capital consists of 5,78,947 equity shares of INR 10/- each."

"We understand that in consideration of the demerger of education business understanding, the management propose to issue to the shareholders of CPL 1 Equity share of INR 10/- each fully paid up of CPEL for every 1 equity share of INR 10/- held in CPL. We consider this ratio, appropriate, and it."

b. The Share Ratio has been provided under Clause 18.1 of the Amalgamation Plan as;

"1 equity share (face value of INR 10/- per share) of CP Edutech to be issued for every 1 equity share (face value of INR 10/- per share) of CPL "

12. It is contended by the learned counsel that the Scheme (Annexure A) also takes care of the interests of the staff/workers and employees of the Transferor

Companies. By Part 2; Amalgamation, Clause 11.1 on page no 17 of the Scheme, it is stated that upon the Scheme coming into effect, all staff and employees of the Transferor Company, if any, if service on such date shall be deemed to have become staff and employees of the Transferee Company on the basis of continuity of service and terms and conditions of their employment with the Transferee Company shall not be less favorable than those applicable to them with reference to the Transferor Company.

13. It is further submitted that Applicant Company 1 is registered as a non-deposit-taking NBFC with the Reserve Bank of India (RBI), Chandigarh, and has obtained an NoC from RBI dated 14.09.2022 already as annexed as Annexure D13. Further, on account of the Composite Scheme, Applicant Company 2 may/ will become an NBFC post effectiveness of the Scheme, and hence Applicant Company 2 undertakes to obtain NBFC registration with RBI in terms of the NOC granted to Applicant Company 1. It is stated that the activities of the Applicant Companies are not governed by any sectoral regulator and Applicant Companies 2 and 3 are not registered as an NBFC with the Reserve Bank of India.

14. The applicant companies have furnished the following documents:-
- i. Proposed Composite Scheme of Arrangement between the Applicant Companies and their respective shareholders (Annexure A of the application).
 - ii. Certificate of Incorporation along with Memorandum and Articles of Association of Applicant Companies No. 1, 2 & 3 (Annexures D2, E2 and F2 respectively of the application).
 - iii. List of Equity Shareholders of Applicant Company 1, along with consent affidavits, dated 30.09.2023 (Annexure D7 of the application).

- iv. List of Equity Shareholders of Applicant Company 2 (Annexure E9 of the application).
- v. List of Equity Shareholders of Applicant Company 3 along with consent affidavits, dated 06.10.2023 (Annexure F7 of the application).
- vi. List of Secured Creditors as of 25.08.2023 duly certified by the Statutory Auditors for the applicant companies 1, 2, and 3 (Annexures D10, E11, and F10 respectively).
- vii. List of Unsecured Creditors as of 25.08.2023 duly certified by the Statutory Auditors of Applicant Companies 1, 2, and 3 (Annexures D9, E10, and F9 respectively).
- viii. Certificates of Statutory Auditors to the effect that Accounting treatment proposed in the Scheme conforms with Section 133 of the Companies Act, 2013 are attached as Annexures G, H, and I for Applicant Companies 1,2 and 3 of the application.
- ix. Proposed Share Entitlement Ratio, provided under the the Report on Valuation of Shares & Share Exchange Ratio of Mr Naveen Agarwal, Registered Valuer, dated 14.02.2023 attached as Annexure B of the application.
- x. Audited Financial Statement as of 31.03.2023 (Annexure D3, E3, and F3 for Applicant Companies 1, 2, and 3 respectively attached in the application).
- xi. It is stated that the Applicant Companies have filed the audited financial statements as of 31.03.2023 as well as of the limited reviewed unaudited financial statements as of 30.06.2023. (Financial statements of the Applicant Companies 1, 2, and 3 have been annexed and

marked as Annexure D3 and Annexure D4, Annexure E3, and Annexure E4 and as Annexure F3 and Annexure F4 respectively)

xii. Certificates of Statutory Auditors to the effect that Accounting treatment proposed in the Scheme is in conformity with Section 133 of the Companies Act, 2013 are attached as Annexure- G, H, I of the application.

15. The Transferor Company i.e. **Srajan Capital Limited** CIN: (CIN: U65910PB2013PLC050993 (hereinafter referred to as "SCL" or "Transferor Company" or Applicant Company 1) is a company incorporated on December 09, 2013, under the provisions of the Companies Act, 2013 having CIN- U65910PB2013PLC050993 and its registered office at Village Tangori, Mohali, Punjab140601. It is registered with the Reserve Bank of India as a non-deposit-taking Non-Banking Financial Company under Section 45 IA of the Reserve Bank of India Act, 1934 vide certificate dated July 31, 2020 [Certificate No. B06.00624].

The Certificate of Incorporation along with the Memorandum and Articles of Association is attached as Annexure D 2 of the application. The details of the Share Capital Structure of the Transferor Company as of 30.09.2023 as mentioned in the application are given below:-

Particulars	Amount in Rupees
Authorized Capital	
80,00,000 Equity shares of Rs.10/- each	8,00,00,000
8,55,000 Preference shares of Rs.10/- each	85,50,000
	Total 8,85,50,000/-

Issued, Subscribed and Paid-up Share Capital	Amount Rs
62,27,000/- Equity shares at Rs. 10/- each	6,22,70,000
8,55,000 Preference Shares at Rs. 10/- each	85,50,000
	Total 7,08,20,000/-

16. The Transferee Company i.e. Career Point Limited (hereinafter referred to as "CPL" or "Transferee Company" or "Demerged Company" or "Applicant Company 2") is a public limited company incorporated under the provisions of the Companies Act, 1956 having CIN; L80100PB2000PLC054497 and its registered office is at Village Tangoti, Mohali, Punjab 140601. The shares of CPL are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). The certificate of incorporation along with the Memorandum and Articles of Association is attached as Annexure E 2 of the application. The details of the Share Capital Structure of the Transferor Company as mentioned in the application is given below:-

Particulars	Amount in Rupees
Authorized Capital	
2,50,00,000 Equity shares of Rs.10/- each	Rs. 25,00,00,000
Issued, Subscribed and Paid-up Share Capital	
(1,81,92,939 Equity shares of Rs 10 each)	18,19,29,390

17. The Applicant Companies have furnished the details of the Shareholders. Secured Creditors and Unsecured Creditors as follows:

Company	Class of Shareholders				Class of Creditors			
	Equity Shareholders	Consent	Preference Shareholders	Consent	Secured Creditors	Consent	Unsecured Creditor	Consent
Applicant Company 1/Transferor Company	1* (One)	100%	1	100%	1 (One)	100%	9(Nine)	100%
Applicant Company 2	14424	Meetings to be convened	NIL	NA	3 (Three)	100%	14 (Fourteen)	95.23%
Applicant Company 3	1**	100%	NIL	NA	0 (NIL)	NA	0 (NIL)	NA

* Remaining 6 nominee shareholders hold 1 share each on behalf of the main shareholder.

** Remaining 6 nominee shareholders hold 1 share each on behalf of the main shareholder.

18. Accordingly, the directions of this Bench in the present case are as under:-

I. In relation to Applicant Company 1:

- a) The meeting of the sole Equity Shareholder of Applicant Company 1 is dispensed with keeping in view the shareholding pattern, financial structure of the company, and the fact that the consent has been received by way of affidavit.
- b) The meeting of the sole Preference Shareholder of Applicant Company 1 is dispensed with keeping in view the shareholding pattern, financial structure of the company, and the fact that the consent has been received by way of affidavit.
- c) The meeting of the sole secured creditor of Applicant Company 1 is dispensed with keeping as the consent has been received by way of affidavit.
- d) The meetings of the unsecured creditors of Applicant Company 1 are dispensed with as the consent has been received by way of affidavit.

II. In relation to Applicant Company 2:

- a) The meeting of the Equity Shareholders of Applicant Company 2 be convened as prayed for on 17 February 2024 (Saturday) at 12:00 PM through video conferencing with the facility of remote e-voting, subject to notice of the meeting being issued. The quorum of the meeting of the Equity Shareholders shall be 5770 in number or 40% in value of the Equity Shareholders.
- b) Since there are NIL preference shareholders in Applicant Company 2, therefore there is no scope for any meeting.
- c) The meetings of the secured Creditors of Applicant Company 2 are dispensed with as the consent has been received by way of affidavits.
- d) The meetings of the Unsecured Creditors of Applicant Company 2 are dispensed with as the consent 95.23% in value has been received by way of affidavits.

III. In relation to the Applicant Resulting Company:

- a) The meeting of the sole Equity Shareholder of Resulting Company is dispensed with keeping in view the shareholding pattern, financial structure of the company, and the fact that the consent has been received by way of affidavits.
- b) Since there are no Preference Shareholders in the Resulting Company, therefore there is no scope for any meeting.
- c) Since there are no Secured and Unsecured Creditors in the Resulting Company, therefore there is no scope for any meeting.

IV. In case the required quorum as noted above for the meetings is not present at the commencement of the meeting, the meeting shall be adjourned by 30

- minutes and thereafter the persons present and voting shall be deemed to constitute the quorum.
- V. Mr Sunil K.S Panwar, Address: H. No. 508, Sector 6, Panchkula, Haryana, Mobile No.+919417184888, email id: spadv36@gmail.com, is appointed as the Chairperson for the meetings to be called under this order. An amount of ₹1,50,000/- (Rupees One Lakh Fifty Thousand Only) be paid for his services as the Chairperson.
- VI. Mr Aditya Mehtani, Address: House No. 8 Sector 11A, Chandigarh, Mobile No. +919779340366, email: a.mehtani07@gmail.com is appointed as the Alternate Chairperson for the meetings to be called under this order. An amount of ₹1,00,000/- (Rupees One Lakh Only) be paid for her services as the Alternate Chairperson.
- VII. Ms Shivani Goel, address: SCO 1106-07, Sector 22-B, Himalaya Marg, Chandigarh, Mobile No. +917888529756, email id: pcs.shivani@gmail.com, is appointed as the Scrutinizer for the above meetings to be called under this order. An amount of ₹1,00,000/- (Rupees One Lakh Only) be paid for his services as the Scrutinizer.
- VIII. The fee of the Chairperson, Alternate Chairperson, and Scrutinizer and other out-of-pocket expenses for them shall be borne by the Applicant Company 2.
- IX. It is further directed that along with the notices, Applicant Company 2 shall also send, statements explaining the effect of the scheme on the creditors, key managerial personnel, promoters, and non-promoter members, etc. along with the effect of the scheme on any material interests of the Directors of the Company or the debenture trustees if any, as provided under sub-section (3) of Section 230 of the Act.

- X. That the Applicant Company 2 shall publish an advertisement with a gap of at least 30 clear days before the aforesaid meeting, indicating the day, date and place, and the time of the meeting as aforesaid, to be published in "Business Standard" (English) and "Business Standard" (Hindi), both in All India Edition. The publication shall also indicate that the explanatory statement required to be furnished under Sections 230 & 232 read with Section 102 of the Companies Act, 2019 can be obtained free of charge at the registered office of the Applicant Companies. The Applicant Company 2 shall also publish the notice on its website, if any.
- XI. Voting shall be allowed on the "Scheme" through electronic means which will remain open for a period as mandated under Clause 8.3 of Secretarial Standards on General Meetings to the Applicant Companies under the Act and the Rules framed thereunder.
- XII. The Scrutinizer's report will contain his/her findings on compliance to the directions given in Para VIII to XI above.
- XIII. The Chairperson shall be responsible for reporting the result of the meeting to the Tribunal in Form No. CAA-4, as per Rule 14 of the Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016 within 7 (seven) days of the conclusion of the meeting. The Chairperson would be fully assisted by the authorized representative/Company Secretary of the Applicant Companies and the Alternate Chairperson. The Scrutinizer will assist the Hon'ble Chairperson and Alternate Chairperson in preparing and finalizing the report.
- XIV. The Applicant Company 2 shall individually and in compliance of sub-Section (5) of Section 230 of the Act and Rule 8 of Companies (Compromises,

Arrangements and Amalgamations) Rules, 2016 send notices in Form No. CAA-3 along with copy of the Scheme, Explanatory Statement and the disclosures mentioned in Rule 6 of the "Rules" to (i) Central Government through the Regional Director (Northern Region), Ministry of Corporate Affairs, New Delhi; (ii) Jurisdictional Registrar of Companies; (iii) Official Liquidator (iv) National Stock Exchange (NSE) (v) Bombay Stock Exchange (BSE) (vi) Securities Exchange Board of India (SEBI) (vii) Reserve Bank of India (RBI) (viii) Income Tax Department through the Nodal Officer – Principal Commissioner of Income Tax, NWR, Aayakar Bhawan, Sector 17-E, Chandigarh by mentioning the PAN number of the Applicant Companies; and to such other Sectoral Regulator(s) governing the business of the Applicant Companies, if any, stating that report on the same, if any, shall be sent to this Tribunal within 30 days from the date of receipt of such notice and copy of such report shall be simultaneously sent to the applicant companies, failing which it shall be presumed that they have no objection to the proposed Scheme.

- XV. The Applicant Companies shall furnish a copy of the Scheme free of charge within one day of any requisition for the Scheme made by any creditor or member/shareholder entitled to attend the meeting as aforesaid.
- XVI. The authorized representative of the Applicant Company 2 shall furnish an affidavit of service of notice of meeting and publication of advertisement and compliance of all directions contained herein at least a week before the proposed meeting.

XVII. All the aforesaid directions are to be complied with strictly in accordance with the applicable laws including forms and formats contained in the Rules as well as the provisions of the Companies Act, 2013 by the Applicant Companies.

19. With the aforesaid directions, this First Motion Application stands disposed of. A copy of this order be supplied to the learned counsel for the Applicant Companies who in turn shall supply a copy of the same to the Chairperson, Alternate Chairperson, and the Scrutinizer immediately.

Sd/-

(Subrata Kumar Dash)
Member (Technical)

January 04, 2024

RS/ PKA

Sd/-

(Harnam Singh Thakur)
Member (Judicial)

Report
On
Share Exchange Ratio
Of
Srajan Capital Limited
(TRANSFEROR COMPANY)
Career Point Limited,
(TRANSFEREE COMPANY/ DEMERGED COMPANY)
&
Career Point Edutech Limited
(RESULTING COMPANY)

Registered Valuer:

Naveen Agarwal
Registered Valuer (IBBI) (Securities & Financial Assets)
B.Com, ACMA, FCA, DISA
Reg. No.: IBBI/RV/02/2019/12272



NAVEEN AGARWAL
Registered Valuer- Securities or Financial Assets

To,
Board of Directors
Career Point Limited
Village Tangori, Mohali, Punjab 140601

To,
Board of Directors
Career Point Edutech Limited
B-28, 10-B Scheme, Gopalpura Bypass Jaipur Rajasthan 302018 India

To,
Board of Directors
Srajan Capital Limited
Village Tangori, Mohali, Punjab 140601

Sub: Recommendation of equity share exchange ratio/ equity share entitlement ratio for the proposed merger of Srajan Capital Limited (SCL) with Career Point Limited (CPL) and demerger of Education Division of Career Point Limited into Career Point Edutech Limited (CPEL)

Dear Sir,

We refer to our engagement letters whereby Career Point Limited, Career Point Edutech Limited and Srajan Capital Limited (referred to as the "companies") have requested Naveen Agarwal, Registered Valuer ("the Valuer") to recommend an equity share exchange ratio/equity share entitlement ratio in connection with the proposed merger of SCL with CPL and demerger of Education Business Undertaking of Career Point Limited ("CPL" "ED") into CPEL.

RATIONALE FOR THE SCHEME

Career Point Limited ("CPL") listed on NSE (CAREERP) and BSE (533260), engaged in the education business as its core business and also holds investment in subsidiaries carrying NBFC and infrastructural activities.



Handwritten signatures and circular stamps of Career Point Limited, Srajan Capital Limited, and Career Point Edutech Limited.

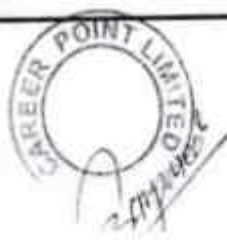
NAVEEN AGARWAL
Registered Valuer- Securities or Financial Assets

CPL is now evaluating segregation of its core and noncore activities with the rationale:

1. **Consolidation of education business** – Management intends to consolidate education business in CPEL. Accordingly, demerger of education business of CPL into CPEL is being envisaged which will help in consolidation of education business in one single entity i.e. CPEL.
2. **Consolidation of financial services business** – SCL is providing financial services. Merger of SCL into CPL will achieve consolidation of financial service business into CPL. CPL will become a non-banking financial company post effectiveness of Scheme and hence CPL is in the process of applying for NBFC registration with Reserve Bank of India.
3. **Streamlining group structure and operations** – The Scheme ensures simplified and streamlined group structure by reducing the number of entities in the group. The Scheme ensures better synergy of operations by way of focused operational efforts, standardization & simplification of processes and productivity improvements which will entail the following advantages:
 - Improve the overall operational efficiency and effectiveness of the respective businesses;
 - Reduction in the overall operational and compliance cost.
4. **Improve management control** – Ensures better management control on the respective businesses. Independent management of each of the education and non-education division will ensure adoption of strategies necessary for growth of respective businesses.

Career Point Edutech Limited (CPEL) is engaged in operation of selling of Video Lecture of Physics, Chemistry, Math and Biology in pen drive and memory cards, books of IITJEE. CP Edutech also developed the software for online test series and maintaining of student data and provide the software on fixed price to educational institutions.

Sujan Capital Limited ("SCL") is registered with the Reserve Bank of India as a non-deposit accepting Non-Banking Financial Company under Section 45 LA of Reserve Bank of India Act, 1934 vide certificate dated December 09, 2014 [Certificate No. B-10.00230]. Post shifting of registered office of SCL to the state of Punjab, Reserve Bank of India, Chandigarh has issued a fresh certificate of NBFC registration bearing certificate no. B-06.00624 on July 31, 2020.



NAVEEN AGARWAL
Registered Valuer- Securities or Financial Assets

SCL is primarily engaged in the business of providing loans, including educational loans, institutional loans, personal loans and business loans (trade finance and term loans to regional SMEs). SCL is a wholly owned subsidiary of Career Point Limited.

In order to enable greater focus on these segments, this scheme for the demerger of Education division of Career Point Limited into CPEL and merger of SCL into CPL.

The management is also of the view that this scheme of Merger and Demerger will lead to better management control on the respective businesses and the same will improve the overall operational efficiency and effectiveness. Further, the Scheme will also be beneficial and in the interest of the shareholders, creditors and employees of each of the companies.

SCOPE AND PURPOSE OF THE VALUATION REPORT

We understand that the management of the Companies (hereinafter referred to as "the Management") are contemplating the merger of SCL with CPL and demerger of CPL ED with CPEL under a Scheme of Arrangement under the provisions of Sections 230-232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013. Under the proposed Scheme, as consideration for the demerger of CPL ED with CPEL, the shareholders of CPL will be issued equity shares of CPEL ("Transaction").

The entire share capital (equity shares and preference shares) of Transferor Company (SCL) is held by the Transferee Company (CPL). Accordingly, the Transferor Company is a wholly owned subsidiary of the Transferee Company. Hence, upon the Scheme becoming an effective, no shares of the Transferee Company shall be allotted in lieu or exchange of the holding of the Transferee Company in the Transferor Company and all the shares held by the Transferee Company in the share capital of the Transferor Company as on the Effective Date shall stand cancelled, without any further act or deed.

The Valuer has been requested by the Board of Directors/ Audit Committee of the Companies to submit a letter recommending an equity share entitlement ratio, in connection with the demerger of CPL ED with CPEL. The Valuation Report ("Valuation Report") may be placed before the audit committee, as per SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021. We understand that this Valuation Report will be used by the clients for the above-mentioned purpose only and, to the extent mandatorily required under applicable laws of India, may be produced before judicial, regulator or government authorities in connection with the transaction.



NAVEEN AGARWAL
Registered Valuer- Securities or Financial Assets

The scope of our services is to conduct valuation of shares of CPEL and Education Division of CPL to arrive at the equity share entitlement ratio for the proposed arrangement in accordance with generally accepted professional standards.

This valuation report is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereinafter. As such the valuation report is to be read in totality, and not in part, in conjunction with the relevant documents referred therein.

SOURCES OF INFORMATION

In connection with preparing this Valuation Report, we have received the following information from the management of the Companies ("Management"):

- Draft scheme of arrangement between CPL, SCL and CPEL.
- For CPL Limited reviewed Financials as on September 30th 2022, and Audited Financials as on March 31, 2022.
- For CPEL Audited Financials as on Dec 31, 2022 and March 31, 2022
- For SCL - Audited Financials as on September 30th 2022
- Interviews and discussions with the management to augment our knowledge of the operations of the Companies.
- Other information, explanations and representations that were required and provided by the management.
- For our analysis, we have relied on published and secondary sources of data, whether or not made available by the client. We have not independently verified the accuracy or timeliness of the same, and
- Such other analysis, review and enquires, as we considered necessary.

We have taken into consideration the markets parameters in our analysis and have made adjustments for additional material facts made known to us till the date of our Valuation Report. Further, we have been informed that all material information impacting the Companies have been disclosed to us. The Management has further confirmed to us that there are no unusual/ abnormal events in the Companies since the last audited accounts till the Valuation Report date materially impacting their operating/ financial performance.

The Companies have been provided with the opportunity to review the draft Valuation Report (excluding the recommended Equity Share Entitlement Ratio) as part of our standard practice to make sure that factual inaccuracies/ omissions are avoided in our final report.



SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

Provision of valuation opinions and consideration of the issue described herein are areas of regular practice. The service does not represent accounting, assurance, tax due diligence, consulting or tax related services that may otherwise be provided by us or our affiliates.

The report is subject to the limitation mentioned herein under:

This Valuation Report, its contents and the results herein are specific to (i) the purpose of valuation agreed as per the terms of our engagement; and (ii) the date of this Valuation Report and (iii) the latest available financial statement of the Companies and other information provided by the Management or taken from public sources.

A valuation of this nature is necessarily based on (a) prevailing stock market, financial, economic and other conditions in general and Industry trends in particular as in effect on and (b) the information made available to us as of, the date hereof. Events occurring after the date hereof may affect this Valuation Report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this Valuation Report.

The ultimate analysis will have to be influenced by the exercise of judicious discretion by the Valuer and judgment taking into accounts all the relevant factors. There will always be several factors, e.g. management capability, present and prospective competition, yield on comparable securities, market sentiment, etc. which are not evident from the face of the balance sheet, but which will strongly influence the worth of a share. This concept is also recognized in judicial decisions.

The recommendation(s) rendered in this Valuation Report only represent our recommendation(s) based upon information received from the Companies till 31st December 2022, and other sources and the said recommendation(s) shall be considered to be in the nature of non-binding advice (our recommendation will however not be used for advising anybody to take buy or sell decision, for which specific opinion needs to be taken from expert advisors). Further, the determination of Equity Share Entitlement Ratio is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of Individual judgment. There is, therefore, no indisputable single Equity Share Entitlement Ratio. While we have provided our recommendation of the Equity Share Entitlement Ratio based on the Information available to us and within the scope and constraints of our engagement, others may have a different opinion as to the Equity Share Entitlement Ratio of CP&L, CPL ED.



NAVEEN AGARWAL
Registered Valuer- Securities or Financial Assets

You acknowledge and agree that you have the final responsibility for the determination of the Equity Share Entitlement Ratio at which the proposed demerger shall take place and factors other than our Valuation Report will need to be taken into account in determining the Equity Share Entitlement Ratio; these will include your own assessment of the Transaction and may include the input of other professional advisors.

In the course of the valuation, we were provided with both written and verbal information, including market, technical, financial and operating data. In accordance with the terms of our engagement, we have assumed and relied upon, without independent verification, (i) the accuracy of the Information that was publicly available and formed a substantial basis for this Valuation report and (ii) the accuracy of information made available to us by the companies. We have not carried out a due diligence or audit of the Companies for the purpose of this engagement, nor have we independently investigated or otherwise verified the data provided. We are not legal or regulatory advisors with respect to legal and regulatory matters for the Transaction. We do not express any form of assurance that the financial Information, projections or other information as prepared and provided by the companies is accurate. Also, with respect to explanation and information sought from the companies, we have been given to understand by the companies that they have not omitted any relevant and material factor and that they have checked the relevance or materiality of any specific information to the present exercise with us in case of any doubt. Accordingly, we do not express any opinion or offer any form of assurance regarding its accuracy and completeness.

Our conclusions are based on these assumptions and information given by/ on behalf of the Companies. The Management have indicated to us that they have understood that any omissions, inaccuracies or misstatements may materially affect our valuation analysts/ results.

Accordingly, we assume no responsibility for any errors in the information furnished by the Companies and its impact on the Valuation Report. Also, we assume no responsibility for technical information (if any) furnished by the Companies. However, nothing has come to our attention to indicate that the information provided was materially mis-stated/ incorrect or would not afford reasonable grounds upon which to base the Valuation Report. We do not imply, and it should not be construed that we have verified any of the information provided to us, or that our inquiries could have verified any matter, which a more extensive examination might disclose.

In no event shall we be Liable for any loss, damages, cost or expenses arising way from fraudulent acts, misrepresentations or wilful default on part of the Companies, their directors, employees or agents. In no circumstances shall the liability of a Valuer, its partners, its directors or employees, relating to the services provided in connection with the engagement set out in this Valuation Report shall exceed the amount paid to such Valuer in respect of the fees charged by it for these services.



NAVEEN AGARWAL
Registered Valuer- Securities or Financial Assets

The Valuation Report assumes that the specified Companies comply fully with relevant laws and regulations applicable in all its areas of operations unless otherwise stated, and that the specified Companies will be managed in a competent and responsible manner. Further, except as specifically stated to the contrary, this Valuation Report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigation and other contingent liabilities that are not recorded in period balance sheet of the specified Companies. Our conclusion of value assumes that the assets and liabilities of the specified Companies, reflected in their respective latest balance sheets remain intact as of the valuation report date.

The Financial Forecasts used in the preparation of the Report reflects judgment of management of Companies, based on present circumstances prevailing around the Valuation Report Date, as to the most likely set of conditions and the course of action it is most likely to take. It is usually the case that some events and circumstances do not occur as expected or are not anticipated. Therefore, actual results during the forecast period will almost always differ from the forecasts and as such differences may be material.

This Valuation Report does not address the relative merits of the Transaction as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available.

No investigation of the Companies' claim to title of assets has been made for the purpose of this Valuation Report and the Companies' claim to such rights has been assumed to be valid. The fee for the engagement is not contingent upon the result of the valuation report.

We owe responsibility to the Audit Committee/Board of Directors of SCL, CPEL and CPL which have retained us, and nobody else. We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions of the other. We do not accept any liability to any third party in relation to the issue of this Valuation Report. This Valuation Report is not a substitute for the third party's own due diligence/ appraisal/ enquiries/ independent advice that the third party should undertake for his purpose. It is understood that this analysis does not represent a fairness opinion.

This Valuation Report is subject to the laws of India.

Neither the Valuation report nor its contents may be referred to or quoted in any registration, statement, prospectus, offering memorandum, annual report, loan agreement or other agreement. Further, it cannot be used for purpose other than in connection with the Transaction, without our prior consent. In addition, this Valuation Report does not in any manner address the prices at which equity shares will trade following consummation of the Transaction and we express no opinion or recommendation as to how the shareholders of either Company should vote at any shareholders' meeting(s) to be held in connection with the transaction.



NAVEEN AGARWAL
Registered Valuer- Securities or Financial Assets

BACKGROUND OF THE COMPANIES

Career Point Limited

Career Point Limited is a Public limited company incorporated on 31 March 2000. It is classified as Non-govt company and is registered at Registrar of Companies, Chandigarh. Career Point Limited's Corporate Identification Number (CIN) is L80100PB2000PLC054497

Career Point Limited ("CPL") listed on NSE (CAREERP) and BSE (533260), is engaged in the education business as its core business and also holds investment in subsidiaries carrying NBFC and infrastructural activities.

The authorized, issued, subscribed and paid-up share capital of CPL as on September 30, 2022 is as follows:

PARTICULARS	AMOUNT (Rs)
AUTHORIZED CAPITAL	
2,50,00,000 equity shares of Rs.10/- each	25,00,00,000
Total	25,00,00,000
ISSUED, SUBSCRIBED AND PAID-UP CAPITAL	
1,81,92,939 Equity Shares of Rs. 10 each	18,19,29,390
Total	18,19,29,390

Career Point Edutech Limited

Career Point Edutech Limited is a Public Limited Company incorporated on 09th November 2006. It is classified as Non-govt company and is registered at Registrar of Companies, Jaipur. Career Point Edutech Limited's Corporate Identification Number (CIN) is U80302RJ2006PLC023306.

CPEL is primarily engaged in the business of selling of Video Lecture of Physics, Chemistry, Math and Biology in pen drive and memory cards, books of IITJEE. CP Edutech also developed the software for online test series and maintaining of student data and provide the software on fixed price to educational institutions.

The authorized, issued, subscribed and paid-up share capital of CPEL as on December 31, 2022 is as follows:

PARTICULARS	AMOUNT (Rs)
AUTHORIZED CAPITAL	
50,00,000 Equity Shares of Rs 10/- each	5,00,00,000
Total	5,00,00,000
ISSUED, SUBSCRIBED AND PAID-UP CAPITAL	
5,78,947 Equity Shares of Rs 10/- each	57,89,470
Total	57,89,470



NAVEEN AGARWAL
Registered Valuer- Securities or Financial Assets

Srajan Capital Limited

Srajan Capital Limited ("SCL") was incorporated as a public limited company on December 09, 2013 under the provisions of the Companies Act, 2013. The registered office of SCL has been shifted from Rajasthan to the State of Punjab vide the Order of the Regional Director dated February 07, 2020 and the fresh certificate of incorporation was issued by the Registrar of Companies, Chandigarh on April 03, 2020 with U65910PB2013PLC050993 as its CIN. The registered office of SCL is now situated at Village Tangori, Mohali, Punjab 140601.

SCL is registered with the Reserve Bank of India as a non-deposit accepting Non-Banking Financial Company under Section 45 IA of Reserve Bank of India Act, 1934 vide certificate dated December 09, 2014 [Certificate No. B-10.00230]. Post shifting of registered office of SCL to the state of Punjab, Reserve Bank of India, Chandigarh has issued a fresh certificate of NBFC registration bearing certificate no. B-06.00624 on July 31, 2020. SCL is primarily engaged in the business of providing loans, including educational loans, institutional loans, personal loans and business loans (trade finance and term loans to regional SMEs). SCL is a wholly owned subsidiary of Career Point Limited.

The authorized, issued, subscribed and paid-up share capital of SCL as on September 30, 2022 is as follows:

PARTICULARS	AMOUNT (Rs)
AUTHORIZED CAPITAL	
80,00,000 Equity Shares of Rs 10/- each	8,00,00,000
8,55,000 Preference Shares of Rs 10/- each	85,50,000
Total	8,85,50,000
ISSUED, SUBSCRIBED AND PAID-UP CAPITAL	
62,27,000 Equity Shares of Rs 10/- each	6,22,70,000
8,55,000 Preference Shares of Rs 10/- each	85,50,000
Total	7,08,20,000



SHARE EXCHANGE & ENTITLEMENT RATIO

The entire share capital (equity shares and preference shares) of SCL is held by the CPL. Accordingly, the SCL is a wholly owned subsidiary of the CPL. Hence, upon the Scheme becoming an effective, no shares of the CPL shall be allotted in lieu or exchange of the holding of the CPL in the SCL and all the shares held by the CPL in the share capital of the SCL, as on the Effective Date shall stand cancelled, without any further act or deed. No Valuation required for Merger since no shares are required to be issued pursuant to merger.

As of the report date, the issued, subscribed and paid-up capital of CPL consists of 1,81,92,939 fully paid-up equity shares of INR 10/- each.

We Understand from the management of CPEL, that as of report date the issued, subscribed and paid-up capital consist of 5,78,947 equity shares of INR 10/-each.

As per draft scheme provided by the management, we understand that the entire investment in CPEL shall form a part of the Education business undertaking of CPL and hence the entire share capital of CPEL held by CPL shall stand cancelled pursuant to the Scheme.

Upon the Scheme being effective, all the shareholders of CPL will become the shareholders of CPEL and the shareholding of CPEL (post Scheme) will mirror the shareholding of CPL (pre Scheme) since the entire paid-up share capital of CPEL (including securities premium, if any) held by CPL will get cancelled as a part of the Scheme.

Considering the above facts and circumstances, any share entitlement ratio can be considered appropriate and fair for the proposed demerger as the proportionate equity shareholding of any shareholder pre demerger and post demerger would remain the same and not vary and I have therefore not carried out any independent valuation of Education business undertaking of CPL.



NAVEEN AGARWAL
Registered Valuer- Securities or Financial Assets

We understand that in consideration of the demerger of education business understanding, the management propose to issue to the shareholders of CPL 1 Equity share of INR 10/- each fully paid up of CPEL for every 1 equity share of INR 10/- held in CPL. We consider this ratio, appropriate and fair.

Issued under my hand

Yours faithfully



(Naveen Agarwal)

Registered Valuer

Reg. No: IBB1/RV/02/2019/12272

ICAI Membership no. 426422

UDIN: 23426422BGWJBW6902

VRN: IOV/2022-2023/3792

Date: 14th February 2023

Place: Jaipur





SRUJAN ALPHA
CAPITAL ADVISORS

February 14, 2023

To
The Board of Directors
Career Point Limited
Village Tangori,
Banur Mohali Mohali PB 140601

Sub.: Fairness Opinion Report

Ref.: Composite scheme of arrangement between Srajan Capital Limited (Transferor company) and Career Point Limited (Transferee company/Demerged company) and Career Point Edutech Limited (Resulting company) and their respective shareholders

Dear Sir,

We understand that the Board of Directors (the "Board") of Career Point Limited (the "Company") is considering composite scheme of arrangement which involves merger of Srajan Capital Limited ("SCL" or "Transferor company") into Career Point Limited ("CPL" or "Transferee Company" or "Demerged Company") and demerger of education business of CPL into Career Point Edutech Limited ("CPEL" or "Resulting Company"), subject to the receipt of approvals from statutory/ regulatory authorities (including Stock Exchanges, SEBI, National Company Law Tribunal), shareholders, lenders and other stakeholders, if any.

Be advised that while certain provisions of the Composite Scheme of Arrangement ("CSA") are summarized below, the terms of the Agreement will be more fully described in the CSA to be published in relation to the CSA. As a result, the description of the CSA and certain other information contained herein is qualified in its entirety by reference to the CSA.

Pursuant to the CSA, SCL will be merged into CPL and education business of CPL will be demerged to CPEL.

The recommendation of equity share exchange ratio/equity share entitlement ratio for the proposed CSA are based on the Report on Share Exchange Ratio dated February 14, 2023 prepared by Naveen Agarwal, Independent Registered Valuer (Registration No. IBBI/RV/02/2019/12272), (the "Valuer"), being independent registered valuer appointed by the Board of CPL for recommending the Composite Scheme of Arrangement (the "Report on Share Exchange Ratio")





Scope of Engagement

The Board has appointed M/s. Srujan Alpha Capital Advisors LLP ('SACA' or 'We'), in the capacity as a Category I Merchant Banker registered with Securities and Exchange Board of India (Registration Code INM000012829), pursuant to an Engagement Letter dated February 3, 2023 ("Engagement Letter") to issue a fairness opinion to CPL in relation to Report on Share Exchange Ratio issued by Independent Registered Valuer for proposed Composite Scheme of Arrangement.

This opinion is subject to the scope, assumptions limitations and disclaimers detailed herein.

Source of Information

In arriving at the opinion set out below, we have, among other things:

1. reviewed the Report on Share Exchange Ratio and discussed with the Valuer;
2. draft of the proposed scheme;
3. reviewed certain publicly available business and financial information on CPL;
4. reviewed the limited reviewed financials as on September 30, 2022 and audited financials as on March 31, 2022 for CPL;
5. reviewed the audited financials as at December 31, 2022 and March 31, 2022 of CPEL;
6. reviewed the audited financials as at September 30, 2022 of SCL;
7. management representation letter;
8. necessary clarifications, explanations and information from the Valuer;
9. necessary explanations and information from the representatives of Demerged Company;
10. used certain valuation methods commonly used for these types of analyses and taken into account such other matters as we deemed appropriate.

Companies' Background and Purpose

Career Point Limited

CPL, bearing CIN - L80100PB2000PLC054497, is a public listed limited Company, having its registered office at Village Tangori, Banur, Mohali, Punjab 140601 India. The equity shares of CPL are listed on BSE and NSE.





CPL is engaged in the education business as its core business and also holds investment in subsidiaries carrying NBFC and Infrastructural activities.

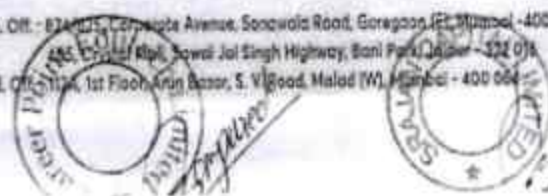
Authorised Capital (₹)	25,00,00,000 (2,50,00,000 Equity shares of ₹10 each)
Issued & Paid-up Capital (₹)	18,19,29,390 (1,81,92,939 Equity shares of ₹ 10 each)

Srujan Capital Limited

SCL, bearing CIN - U65910PB2013PLC050993, is a public limited Company, incorporated on December 09, 2013, having its registered office at Village Tangori, Mohali, Punjab 140601 India. SCL is registered with the Reserve Bank of India as a non-deposit accepting Non-Banking Financial Company under Section 45 IA of Reserve Bank of India Act, 1934 vide certificate dated December 09, 2014 [Certificate No. B-10.00230]. Post shifting of registered office of SCL to the state of Punjab, Reserve Bank of India, Chandigarh has issued a fresh certificate of NBFC registration bearing certificate no. B-06.00624 on July 31, 2020.

SCL is primarily engaged in the business of providing loans, including educational loans, institutional loans, personal loans and business loans (trade finance and term loans to regional SMEs). SCL is a 100% wholly owned subsidiary of Career Point Limited.

Authorised Capital (₹)	8,00,00,000 (80,00,000 Equity shares of ₹10 each)
	85,50,000 (8,55,000 Preference shares of ₹10 each)
Issued & Paid-up Capital (₹)	6,22,70,000 (62,27,000 Equity shares of ₹ 10 each)
	85,50,000 (8,55,000 Preference shares of ₹10 each)





SRUJAN ALPHA
CAPITAL ADVISORS

Career Point Edutech Limited

CPEL, bearing CIN - U80302RJ2006PLC023306, incorporated on November 9, 2006 is a public limited Company, having its registered office at B-28, 10-B Scheme, Gopalpura Bypass Jaipur, Rajasthan 302018.

CPEL is primarily engaged in the business of selling of Video Lecture of Physics, Chemistry, Math and Biology in pen drive and memory cards, books of IITJEE. CPEL has also developed the software for online test series and maintaining of student data and provide the software on fixed price to educational institutions. Currently, CPEL is a wholly owned subsidiary of Career Point Limited.

Authorised Capital (₹)	5,00,00,000 (50,00,000 Equity shares of ₹10 each)
Issued & Paid-up Capital (₹)	57,89,470 (5,78,947 Equity shares of ₹10 each)

Composite Scheme of Arrangement, Share Exchange and Share entitlement ratio

As per the Scheme, CPL is considering merger/amalgamation of SCL into CPL; and demerger of education business of CPL into CPEL, respectively subject to the receipt of approvals from statutory/ regulatory authorities (including Stock Exchanges, SEBI, National Company Law Tribunal), shareholders, lenders and other stakeholders, if any.

Amalgamation of SCL into CPL

No shares of CPL shall be allotted in lieu or exchange of the holding of CPL in SCL since the entire share capital (equity shares and preference shares) of SCL is held by CPL and all the shares held by CPL in the share capital of the SCL as on the Effective Date shall stand cancelled, without any further act or deed. No Valuation required for Merger of SCL into CPL since no shares are required to be issued pursuant to merger.





**SRUJAN ALPHA
CAPITAL ADVISORS**

Demerger of education business of CPL into CPEL

Upon the Scheme being effective, all the shareholders of CPL will become the shareholders of CPEL and the shareholding of CPEL (post Scheme) will mirror the shareholding of CPL (Pre Scheme) since the entire paid up share capital of CPEL (including Securities Premium, if any) held by CPL will get cancelled as a part of the Scheme.

Considering the above facts and circumstances, any share entitlement ratio can be considered appropriate and fair for the proposed demerger as the proportionate equity shareholding of any shareholder pre demerger and post demerger would remain the same and not vary.

As per the Report on Share Exchange Ratio dated January 24, 2023, the Valuers have recommended the following Share Entitlement Ratio for equity shareholders of CPL in relation to demerger of education business :

"1 equity share (face value of INR 10/- per share) of CPEL to be issued for every 1 equity share (face value of INR 10/- per share) of CPL"

Conclusion

Based upon, and subject to, the foregoing we are of the opinion that share entitlement ratio, as of the date hereof, the Report on Share Exchange Ratio issued by Independent Registered Valuer for the proposed Composite Scheme of Arrangement, is fair and reasonable to the equity shareholders of CPL, from a financial point of view.

Assumptions and limitations

In giving our opinion:

1. we have relied on the assessment of CPL's management on the commercial merits of the CSA, including that the CSA is in the best interests of CPL and its shareholders as a whole;
2. we have relied without independent verification; upon the accuracy and completeness of all of the information (including, without limitation, the valuation Report) that was made available to us or publicly available or was discussed with or reviewed by us (including the information set out above) and have assumed such accuracy and completeness for the purpose of providing this opinion;
3. we have not been provided with any financial forecasts; business plans or other internal financial analysis relating to CPL;





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4. we have had limited access to the management of CPL, we have therefore not discussed with management the past and current business operations or the financial condition of CPL;
5. while we have used various assumptions judgements estimates in our inquiry; which we consider reasonable and appropriate under the circumstances, no assurances can be given as to the accuracy of any such assumptions judgements and estimates;
6. we have assumed that all governmental, regulatory, shareholder and other consents and approvals necessary for the CSA will be obtained in a timely manner without any adverse effect on CPL;
7. we have not made any independent evaluation or appraisal of the assets and liabilities of CPL and we have not been furnished with any such evaluation or appraisal, nor have we evaluated the solvency or fair value of CPL under any laws relating to the bankruptcy, insolvency or similar matters;
8. we have not conducted any independent legal, tax, accounting or other analysis of CPL or of the CSA and when appropriate we have relied solely upon the judgements of the CPL's legal, tax, accountants and other professional advisers who may have given such advice to CPL without knowledge or acceptance that it would be relied upon by us for the purpose of this opinion. We have not included the legal and tax effects of any re-organization or transaction costs that may arise as a result of the CSA's in our analysis. In addition, we have not performed any independent analysis of the situation of the Individual shareholders of CPL, including with respect to taxation in relation to the CSA's and express no opinion thereon;
9. we have not undertaken independent analysis of any potential or actual litigation, regulatory action, possible unasserted claims, or other contingent liabilities to which CPL is or may be a party or is or may be subject, or of any government investigation of any possible unasserted claims or other contingent liabilities to which CPL is or may be a party or is or may be subject to;
10. we have also assumed that there has been no material change in CPL's assets and financial condition, results of operations, business or prospects, since the date of the most recent financial statements published other than those disclosed in the Valuation Report;
11. we have not conducted any physical inspection of the properties or facilities of CPL;
12. we have assumed that the Composite Scheme of Arrangement will be consummated on the terms set forth in the CSA and that the final version of the CSA will not change in any material respect from the draft version we have reviewed for the purpose of this opinion;



13. we have assumed that the management of CSA are not aware of any facts or circumstances that would make any information necessary for us to provide this opinion inaccurate or misleading and that the management have not omitted to provide us with any information which may be, relevant to the delivery of this opinion.

Our opinion is necessarily based on financial, economic, market and other conditions as in effect on, and the information made available to us as of, the date thereof, should be understood that subsequent developments may affect the opinion and that we do not have any obligation to update, revise or reaffirm this opinion.

We are expressing no opinion herein as to the price at which any securities of CPL will trade at any time.

Our opinion, as set forth herein, is limited to the fairness from a financial point of view, of the equity share exchange ratio/share entitlement ratio based on the recommendations set out in the Valuation Report(s), no opinion is expressed whether any alternative transaction might be more beneficial to CPL.

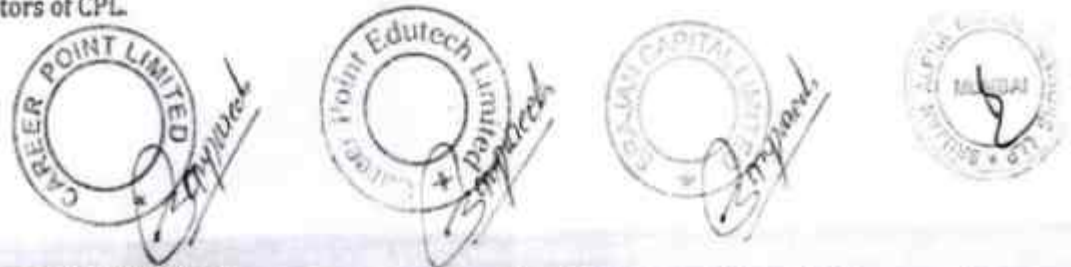
Relationship with SACA

Srujan Alpha Capital Advisors LLP was not requested to, and did not provide advice concerning the structure, share exchange ratio or any other aspects of the Composite Scheme of Arrangement or to provide, services other than the delivery this Fairness Opinion, SACA did not participate in negotiations with respect to the terms of the Composite Scheme of Arrangement and any related transactions. Consequently, SACA has assumed that such terms are the most beneficial terms from CPL's perspective that could under the circumstances be negotiated with SCL and CPEL.

We will receive a fee from CPL for rendering this opinion, in addition CPL has agreed to indemnify us for claims arising out of our engagement for providing the opinion;

Other Limitation

This opinion is addressed to and provided solely for the benefit of Board of Directors of CPL exclusively in connection with and for the purposes of its evaluation of the fairness of the valuation report(s) issued for Composite Scheme of Arrangement. This letter shall not confer rights or remedies upon, and may not be used or relied on for any other purpose by, any holder of securities of CPL, any creditor of CPL or by any person other than the Board of Directors of CPL.





SRUJAN ALPHA
CAPITAL ADVISORS


SACA is acting for the Board of Directors of CPL and no one else in connection with the Composite Scheme of Arrangement and will not be responsible to any person other than the Board of Directors of CPL for providing this opinion. Subject to the terms of the Engagement Letter, this opinion shall not be relied upon by anyone other than the Board of Directors of CPL without our prior written consent. Neither the existence of this opinion nor its contents may be copied in whole or in part, or discussed with any other parties, or published or made public or referred to in any way, without our prior written consent in each instance, except that this opinion may be described in and included in its entirety in the CSA including for the purpose of obtaining judicial and regulatory approvals for the proposed CSA. Any disclosure so made by CPL shall be made only after consultation with the SACA, and SACA have had a reasonable opportunity to review and comment on the final draft and SACA's comments (if any) have been fully addressed. We take no responsibility or liability for any claims arising out of any such disclosure and we specifically disclaim any responsibility to any third party to whom this opinion may be shown or who may acquire a copy of this opinion.

This opinion shall be governed by the laws of India.

Specifically, this opinion does not address the commercial merits of the CSA nor the underlying decision by CPL to proceed with the CSA nor does it constitute a recommendation to any shareholder or creditor of CPL as to how such shareholder or creditor should vote with respect to the CSA or any other matter, if any.

The ultimate responsibility for the decision to recommend the CSA rests solely with the Board of Directors of CPL.

Yours sincerely,
For Srujan Alpha Capital Advisors LLP


Jinesh Doani
Authorised Signatory
SEBI Registration No. INM000012829





REPORT ON RECOMMENDATIONS OF THE COMMITTEE OF INDEPENDENT DIRECTORS OF CAREER POINT LIMITED ON THE DRAFT SCHEME OF ARRANGEMENT BETWEEN CAREER POINT EDUTECH LIMITED, SRAJAN CAPITAL LIMITED AND CAREER POINT LIMITED AND THEIR RESPECTIVE SHAREHOLDER AND CREDITORS

MEMBERS PRESENT

1. Pawan Kumar Lalpuria : Chairman
2. Mahesh Gupta : Member
3. Vishal Jain : Member
4. Ram Swaroop Chaudhary : Member
5. Divya Sodani : Member
6. Jagdish Prasad Sarada : Member

The quorum was present at the Meeting and remained till the conclusion of the Meeting.

1. Background

1.1 A Meeting of the Committee of Independent Directors of Career Point Limited ("Company"/ "Transferee Company"/ "Demerged Company") was held on Tuesday the 14th day of February, 2023 to recommend the proposed scheme of arrangement between the Company, Career Point Edutech Limited and Srajan Capital Limited and their respective shareholders ("the Scheme") with effect from the Appointed Date, viz. April 1, 2023 under the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

1.2 In view of the above, member of the committee of Independent Directors of the Company, after discussion, recommended the Scheme at the meeting held on February 14, 2023, and have made this report, after perusing the following necessary documents.

- a. The draft of the Scheme, duly initialled by the Chairman of the Meeting for the purpose of identification
- b. Valuation report dated February 14, 2023 for the fair share exchange ratio for the Scheme
- c. Fairness Opinion dated February 14, 2023 prepared by Mr. Jinesh Doshi, Authorised Signatory Srujan Alpha Capital Advisors LLP a SEBI Registered Merchant Banker, providing a Fairness Opinion on the Valuation Report ("Fairness Opinion")
- d. Audited financial statements of preceding 3 previous years of the companies along with the Limited review financial statements of Career Point Limited for the period 1st April 2022 to 31st December, 2022, audited financial statements of Srajan Capital Limited for the period beginning 1st April 2022 to 30th September, 2022 and audited financial statements of Career Point Edutech Limited for the period beginning 1st April 2022 to 31st December, 2022
- e. Detailed compliance report as per Para (A)(2)(h) of Part I of SEBI Master Circular dated November 23, 2021

CAREER POINT LIMITED

Registered Office: Village Tangori, Banur, Mohali (Punjab) 140601

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

Phone: 0744-3559282 | E-mail: investors@cpil.in | Website: www.cpil.in | CIN: L80100PB2000PLC054497



1.3 This Report of the Committee of Independent directors is made in order to comply with the requirements of SEBI Master Circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 ("SEBI Circular").

2. Proposed Scheme

2.1. The Scheme, inter alia, provides the following: -

- a. Merger of Srajan Capital Limited ("SCL" or "Transferor Company") with Career Point Limited ("CPL" or "Transferee Company" / "Demerged Company")
- b. Demerger of Education Business ("Demerged Undertaking") from Career Point Limited to Career Point Edutech Limited ("CP Edutech" or "Resulting Company")

2.2. Appointed date of the Scheme is April 1, 2023, or such other date as may be approved by the Hon'ble NCLT

2.3. The Effective Date of the Scheme means the last of the dates on which all the conditions and matters referred to in Clause 30 thereof have been fulfilled.

2.4. The Scheme would be subject to the sanction or approval of the National Company Law Tribunal, SEBI, Stock Exchanges, Shareholders and Creditors and other Appropriate Authorities (as defined in the Draft Scheme)


3. The salient features of the draft Scheme are, inter alia, as under: -

3.1. Need and Rationale of the Scheme

The rationale of the Scheme is as follows:

- (i) **Consolidation of education business** – Management intends to consolidate education business in CP Edutech. Accordingly, demerger of education business of CPL into CP Edutech is being envisaged which will help in consolidation of education business in one single entity i.e. CP Edutech.
- (ii) **Consolidation of financial services business** – SCL is providing financial services. Merger of SCL into CPL will achieve consolidation of financial service business along into CPL. CPL will become a non-banking financial company post effectiveness of Scheme and hence CPL is in the process of applying for NBFC registration with Reserve Bank of India. In view of above, the Scheme provides the flexibility to future investors to invest in core education business and/ or non-education business.
- (iii) **Streamlining group structure and operations** – The Scheme ensures simplified and streamlined group structure by reducing the number of entities in the group. The Scheme ensures better synergy of operations by way of focused operational efforts, standardization & simplification of processes and productivity improvements which will entails the following advantages:
 - Improve the overall operational efficiency and effectiveness of the respective businesses.

[Handwritten Signature]



- Reduction in the overall operational and compliance cost.

(iv) **Improve management control** – Ensures better management control on the respective businesses. Independent management of each of the education and non-education division will ensure adoption of strategies necessary for growth of respective businesses.

3.2. Synergies of the business of the entities involved in the Scheme

The committee reviewed the Scheme and noted that the Scheme would result in consolidation of education business in CP Edutech and consolidation of financial services business in CPL. The Scheme also ensures simplified and streamlined group structure. It helps in achieving reduction in overall operational and compliance costs.

The Scheme also helps to achieve better management and control on the respective businesses. Independent management of each of education and non-education business division will ensure adoption of strategies necessary for the growth of respective businesses.

4. Scheme is not detrimental to the Shareholders

Pursuant to the Scheme,

- i. It is proposed to amalgamate SCL into CPL. Such amalgamation has been drawn up to comply with the conditions relating to "Amalgamation" as specified under the tax laws, including Section 2(1B) of the Income Tax Act, 1961 and all other relevant Sections (including Section 47 and Section 72A) of the Income Tax Act, 1961.

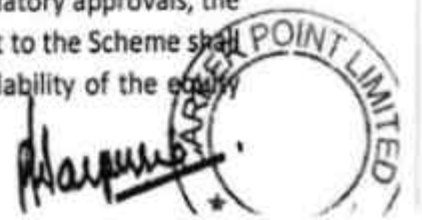
The entire share capital (equity shares and preference shares) of Transferor Company is held by the Transferee Company. Accordingly, the Transferor Company is a wholly owned subsidiary of the Transferee Company. Hence, upon the Scheme becoming effective, no shares of the Transferee Company shall be allotted in lieu or exchange of the holding of the Transferee Company in the Transferor Company and all the shares held by the Transferee Company in the share capital of the Transferor Company as on the Effective Date shall stand cancelled, without any further act or deed.

- ii. It is proposed to demerge, transfer, and vest the Demerged Undertaking (as defined in the Scheme) of the Demerged Company into Resulting Company on a going concern basis

Upon this Scheme coming into effect, in consideration of the transfer of the Demerged Undertaking by the Demerged Company to the Resulting Company, in terms of this Scheme, the Resulting Company shall, without any further act or deed, issue and allot to every member of the Demerged Company holding fully paid up equity shares in the Demerged Company and whose names appear in the Register of Members of the Demerged Company on the Specified Date in the following ratio:

- 1 equity share (face value of INR 10/- per share) of CP Edutech to be issued for every 1 equity share (face value of INR 10/- per share) of CPL

After the effectiveness of the Scheme and subject to the receipt of regulatory approvals, the equity shares of the Resulting Company issued as consideration pursuant to the Scheme shall be listed on NSE and BSE and thus ensuring the marketability and tradability of the equity shares issued by the Resulting Company.



5. Recommendation of the Committee of Independent Directors: -

- a. The Committee, inter alia, having noted the rationale, benefits, and the impact of Scheme on the shareholders and other concerned and in particular the fact that Scheme is not detrimental to the interest of the shareholders of the Company and in consideration of the documents place before it, approves and recommends the Scheme to the Board of Directors of the Company for its consideration and approval.
- b. The Committee recommends the Scheme and aforementioned documents for favourable consideration by the Board of Directors, Stock Exchange(s), Securities and Exchange Board of India, Hon'ble National Company Law Tribunal, SEBI, Reserve Bank of India, and all other concerned authorities/ parties.

By Order of the Committee of Independent Directors

For and on Behalf of CAREER POINT LIMITED




Pawan Kumar Lalpuria
Chairman of the Committee of Independent Director
DIN: 02016032

Date: - 14.02.2023

Place: - Kota



REPORT ON RECOMMENDATIONS OF THE AUDIT COMMITTEE OF CAREER POINT LIMITED ON THE DRAFT SCHEME OF ARRANGEMENT BETWEEN CAREER POINT EDUTECH LIMITED, SRAJAN CAPITAL LIMITED AND CAREER POINT LIMITED AND THEIR RESPECTIVE SHAREHOLDER AND CREDITORS

MEMBERS PRESENT

1. Pawan Kumar Lalpuria (Chairman)
2. Mahesh Gupta
3. Om Prakash Maheshwari
4. Ram Swaroop Chaudhary
5. Jagdish Prasad Sarda

The quorum was present at the Meeting and remained till the conclusion of the Meeting.

1. Background

1.1 A Meeting of the Audit Committee of Career Point Limited ("Company"/ "Transferee Company/ Demerged Company") was held on Tuesday the 14th day of February, 2023 to recommend the proposed scheme of arrangement between the Company, Career Point Edutech Limited and Srajan Capital Limited and their respective shareholders ("the Scheme) with effect from the Appointed Date, viz. April 1, 2023 under the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

1.2 In view of the above, members of the Audit Committee of the Company, after discussion, recommended the Scheme at the meeting held on February 14, 2023 and have made this report, after perusing the following necessary documents.

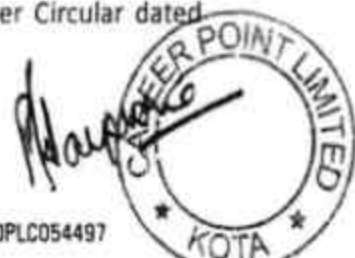
- a. The draft of the Scheme, duly initialled by the Chairman of the Meeting for the purpose of identification
- b. Valuation report dated February 14, 2023 for the fair share exchange ratio for the Scheme
- c. Fairness Opinion dated February 14, 2023, prepared by Mr. Jinesh Doshi, Authorised Signatory Srujan Alpha Capital Advisors LLP a SEBI Registered Merchant Banker, providing a Fairness Opinion on the Valuation Report ("Fairness Opinion")
- d. Audited financial statements of preceding 3 previous years of the companies along with the Limited review financial statements of Career Point Limited for the period 1st April 2022 to 31st December, 2022, audited financial statements of Srajan Capital Limited for the period beginning 1st April 2022 to 30th September, 2022 and audited financial statements of Career Point Edutech Limited for the period beginning 1st April 2022 to 31st December, 2022.
- e. Detailed compliance report as per Para (A)(2)(h) of Part I of SEBI Master Circular dated November 23, 2021

CAREER POINT LIMITED

Registered Office: Village Tangori, Banur, Mohali (Punjab) 140601

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

Phone: 0744-3559282 | E-mail: investors@cpil.in | Website: www.cpil.in | CIN: L80100PB2000PLC054497



1.3 This Report of the Audit Committee is made in order to comply with the requirements of SEBI Master Circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 ("SEBI Circular").

2. Proposed Scheme

2.1. The Scheme, inter alia, provides the following: -

- a. Merger of Srajan Capital Limited ("SCL" or "Transferor Company") with Career Point Limited ("CPL" or "Transferee Company" / "Demerged Company")
- b. Demerger of Education Business ("Demerged Undertaking") from Career Point Limited to Career Point Edutech Limited ("CP Edutech" or "Resulting Company")

2.2. Appointed date of the Scheme is April 1, 2023, or such other date as may be approved by the Hon'ble NCLT

2.3. The Effective Date of the Scheme means the last of the dates on which all the conditions and matters referred to in Clause 30 thereof have been fulfilled.

2.4. The Scheme would be subject to the sanction or approval of the National Company Law Tribunal, SEBI, Stock Exchanges, Shareholders and Creditors and other Appropriate Authorities (as defined in the Draft Scheme)

3. The salient features of the draft Scheme are, inter alia, as under: -

3.1. Need and Rationale of the Scheme

The rationale of the Scheme is as follows:

- (i) **Consolidation of education business** – Management intends to consolidate education business in CP Edutech. Accordingly, demerger of education business of CPL into CP Edutech is being envisaged which will help in consolidation of education business in one single entity i.e. CP Edutech.
- (ii) **Consolidation of financial services business** – SCL is providing financial services. Merger of SCL into CPL will achieve consolidation of financial service business along into CPL. CPL will become a non-banking financial company post effectiveness of Scheme and hence CPL is in the process of applying for NBFC registration with Reserve Bank of India. In view of above, the Scheme provides the flexibility to future investors to invest in core education business and/ or non-education business.
- (iii) **Streamlining group structure and operations** – The Scheme ensures simplified and streamlined group structure by reducing the number of entities in the group. The Scheme ensures better synergy of operations by way of focused operational efforts, standardization & simplification of processes and productivity improvements which will entail the following advantages:
 - Improve the overall operational efficiency and effectiveness of the respective businesses.
 - Reduction in the overall operational and compliance cost.



- (iv) **Improve management control** – Ensures better management control on the respective businesses. Independent management of each of the education and non-education division will ensure adoption of strategies necessary for growth of respective businesses.

3.2. Synergies of the business of the entities involved in the Scheme

The committee reviewed the Scheme and noted that the Scheme would result in consolidation of education business in CP Edutech and consolidation of financial services business in CPL. The Scheme also ensures simplified and streamlined group structure. It helps in achieving reduction in overall operational and compliance costs.

The Scheme also helps to achieve better management and control on the respective businesses. Independent management of each of education and non-education business division will ensure adoption of strategies necessary for the growth of respective businesses.

4. Impact of the Scheme on the Shareholders

Pursuant to the Scheme,

- i. It is proposed to amalgamate SCL into CPL. Such amalgamation has been drawn up to comply with the conditions relating to "Amalgamation" as specified under the tax laws, including Section 2(1B) of the Income Tax Act, 1961 and all other relevant Sections (including Section 47 and Section 72A) of the Income Tax Act, 1961.

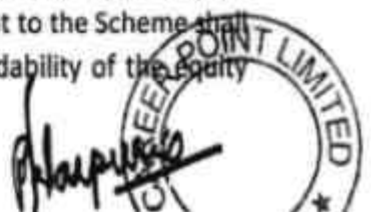
The entire share capital (equity shares and preference shares) of Transferor Company is held by the Transferee Company. Accordingly, the Transferor Company is a wholly owned subsidiary of the Transferee Company. Hence, upon the Scheme becoming effective, no shares of the Transferee Company shall be allotted in lieu or exchange of the holding of the Transferor Company in the Transferee Company and all the shares held by the Transferee Company in the share capital of the Transferor Company as on the Effective Date shall stand cancelled, without any further act or deed.

- ii. It is proposed to demerge, transfer, and vest the Demerged Undertaking (as defined in the Scheme) of the Demerged Company into Resulting Company on a going concern basis

Upon this Scheme coming into effect, in consideration of the transfer of the Demerged Undertaking by the Demerged Company to the Resulting Company, in terms of this Scheme, the Resulting Company shall, without any further act or deed, issue and allot to every member of the Demerged Company holding fully paid up equity shares in the Demerged Company and whose names appear in the Register of Members of the Demerged Company on the Specified Date in the following ratio:

- 1 equity share (face value of INR 10/- per share) of CP Edutech to be issued for every 1 equity share (face value of INR 10/- per share) of CPL

After the effectiveness of the Scheme and subject to the receipt of regulatory approvals, the equity shares of the Resulting Company issued as consideration pursuant to the Scheme shall be listed on NSE and BSE and thus ensuring the marketability and tradability of the equity shares issued by the Resulting Company.



5. Cost benefit analysis of the Scheme

The committee is of the informed opinion that the Scheme is in best interests of all the concerned companies and their respective shareholders. The impact of the Scheme on the shareholders including the public shareholders would be same in all respects and no shareholder is expected to have any disproportionate advantage or disadvantage in any manner.

6. Recommendation of the Audit Committee: -

- a. The Audit Committee, inter alia, having noted the rationale, benefits, and the impact of Scheme on the shareholders and other concerned and in particular the fact that Scheme is not detrimental to the interest of the shareholders of the Company and in consideration of the documents place before it, approves and recommends the Scheme to the Board of Directors of the Company for its consideration and approval.
- b. The Audit Committee recommends the Scheme and aforementioned documents for favourable consideration by the Board of Directors, Stock Exchange(s), Securities and Exchange Board of India, Hon'ble National Company Law Tribunal, Reserve Bank of India, and all other concerned authorities/ parties.
- c. The Audit Committee recommends to the Board of Directors to authorize any officers/ persons to carry out such modifications, alternations and changes in the Scheme as may be expedient or necessary.

By Order of the Members of the Audit Committee

For and on Behalf of CAREER POINT LIMITED

Pawan Kumar Lalpuria

Pawan Kumar Lalpuria
Chairman of the Audit Committee



Date: - 14.02.2023

Place: - Kota



REPORT ADOPTED BY THE BOARD OF DIRECTORS OF CAREER POINT LIMITED AT ITS MEETING HELD ON WEDNESDAY, THE NOVEMBER, 08TH, 2023 AT 12:30 PM AT CP TOWER-1, ROAD NO.-1, IPIA, KOTA, RAJASTHAN, EXPLAINING THE EFFECT OF THE COMPOSITE SCHEME OF ARRANGEMENT ON THE CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON PROMOTER SHAREHOLDERS

I. Background

1.1 The proposed Composite Scheme of Arrangement provides for (i) Amalgamation of Srajan Capital Limited (SCL/ Transferor Company) into Career Point Limited (CPL/ Transferee Company/ Demerged Company) and (ii) Demerger of Demerged Undertaking of Demerged Company into Career Point Edutech Limited (CP Edutech/ Resulting Company) and their respective shareholders ('the Scheme') has been approved by the Board of Directors of SCL, CPL and CP Edutech in their respective board meetings on February 14, 2023. The Rationale for the proposed Scheme is as under:

- **Consolidation of education business** - Demerger of education business of CPL into CP Edutech which will help in consolidation of education business in one single entity i.e. CP Edutech.
- **Consolidation of financial services business** - Merger of SCL into CPL will achieve consolidation of financial service business into CPL.
- **Streamlining group structure and operations** - The Scheme ensures simplified and streamlined group structure by reducing the number of entities in the group. The Scheme ensures better synergy of operations by way of focused operational efforts, standardization & simplification of processes and productivity improvements which will entails the following advantages:



CAREER POINT LIMITED

Registered Office: Village Tangori, Banur, Mohali (Punjab) 140601

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

Phone: 0744-3559282 | E-mail: investors@cpil.in | Website: www.cpil.in | CIN: L80100PB2000PLC054497

- Improve the overall operational efficiency and effectiveness of the respective businesses;
 - Reduction in the overall operational and compliance cost.
- **Improve management control** - Ensures better management control on the respective businesses, independent management of each of the education and non-education division will ensure adoption of strategies necessary for growth of respective businesses.

1.2 While considering the Scheme, the Board perused the following key documents and also took on record the same-

- Draft Scheme of Arrangement
- Valuation report dated February 14, 2023, issued by Naveen Agarwal, Registered Valuer (Registration No. IBBI/RV/02/2019/12272)
- Fairness Opinion dated February 14, 2023 issued by Srujan Alpha Capital Advisors LLP, a SEBI Registered Merchant Banker (SEBI Registration No. INM000012829), providing a Fairness Opinion on the Valuation Report
- Detailed compliance report as per Para (A)(2)(h) of Part I of SEBI Master Circular dated November 23, 2021
- Report of the Committee of Independent Directors dated 14th February 2023 recommending the Scheme to the Board for approval
- Report of the Audit Committee dated 14th February 2023 recommending the Scheme to the Board for approval

1.3 Provisions of Section 232(2)(c) of the Act requires the directors to also adopt a report explaining the effect of arrangement on the class of shareholders, key managerial personnel (KMPs), promoters and non-promoters' shareholders of the company laying out in particular the share exchange ratio and the same is required to be circulated to the equity shareholders.

1.4 This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.

2. Effect of the Scheme of Amalgamation on equity shareholders (promoter and non-promoter shareholders):

2.1 Pursuant to the Scheme, it is proposed to amalgamate SCL into CPL. Such amalgamation has been drawn up to comply with the conditions relating to "Amalgamation" as specified under the tax laws,



including Section 2(1B) of the Income Tax Act, 1961 and all other relevant Sections (including Section 47 and Section 72A) of the Income Tax Act, 1961.

The entire share capital (equity shares and preference shares) of the Transferor Company is held by the Transferee Company. Accordingly, the Transferor Company is a wholly owned subsidiary of the Transferee Company. Hence, upon the Scheme becoming effective, no shares of the Transferee Company shall be allotted in lieu or exchange of the holding of the Transferee Company in the Transferor Company and all the shares held by the Transferee Company in the share capital of the Transferor Company as on the Effective Date shall stand cancelled, without any further act or deed.

- 2.2 Pursuant to the Scheme, it is proposed to demerge, transfer, and vest the Demerged Undertaking (as defined in the Scheme) of the Demerged Company into Resulting Company on a going concern basis.

Upon this Scheme coming into effect, in consideration of the transfer of the Demerged Undertaking by the Demerged Company to the Resulting Company, in terms of this Scheme, the Resulting Company shall, without any further act or deed, issue and allot to every member of the Demerged Company holding fully paid up equity shares in the Demerged Company and whose names appear in the Register of Members of the Demerged Company on the Specified Date in the following ratio:

"1 equity share (face value of INR 10/- per share) of CP Edutech to be issued for every 1 equity share (face value of INR 10/- per share) of CPL"

After the effectiveness of the Scheme and subject to the receipt of regulatory approvals, the equity shares of the Resulting Company issued as consideration pursuant to the Scheme shall be listed on BSE Limited and National Stock Exchange of India Limited and thus ensuring the marketability and tradability of the equity shares issued by the Resulting Company.

The aforesaid exchange ratio has been determined on the basis of the Valuation Report issued by Naveen Agarwal, Registered Valuer dated February 14, 2023. A Fairness Opinion dated February 14, 2023 issued by Srujan Alpha Capital Advisors LLP, SEBI registered Merchant Banker, stating that the Valuation Report is fair and reasonable. The Valuation Report and Fairness Opinion are duly approved by the Committee of Independent Directors, Audit Committee and Board of Directors of CPL. It is pertinent to note that none of the shareholders are adversely impacted pursuant to Scheme and the economic interest of the shareholders shall not be affected on account of the Scheme.



3. Effect of the Scheme on Staff, Workmen and Employees:

- 3.1 The Scheme in no manner whatsoever affects the terms and conditions of employment of the employees of the Transferor Company, Transferee/ Demerged Company and Resulting Company .
- 3.2 On the Scheme coming into effect, all staff and employees of Transferor Company in service on such date shall be deemed to have become staff and employees of the Transferee Company without any break or interruption in their service as a result of the transfer for the purpose of any payment on any retrenchment, compensation or other benefits, and on the basis of continuity of service and the terms and conditions of their employment with the Transferee Company shall not be less favorable than those applicable to them with reference to Transferor Company on the Effective Date.
- 3.3 On the Scheme coming into effect, all staff and employees of Demerged Undertaking of Demerged Company in service on such date shall be deemed to have become staff and employees of the Resulting Company without any break or interruption in their service as a result of the transfer for the purpose of any payment on any retrenchment, compensation or other benefits, and on the basis of continuity of service and the terms and conditions of their employment with the Resulting Company shall not be less favorable than those applicable to them with reference to Demerged Company on the Effective Date.
- 3.4 Thus, the interest of the workmen and employees are fully protected under the Scheme.

4. Effect of the Scheme on Creditors:

- 4.1 In respect of the Scheme, no liabilities of the creditors of the Transferor Company, Transferee/ Demerged Company and Resulting Company are being reduced or being extinguished under the Scheme.
- 4.2 All the liabilities of the Transferor Company shall stand transferred to the Transferee Company without causing any change in the original terms as agreed.
- 4.3 All the liabilities of the Demerged Company (relating to the Demerged Undertaking as decided by the Board of Directors) shall stand transferred to the Resulting Company, to the extent they pertain to the Demerged Undertaking (as defined in the Scheme) without causing any change in the original terms as agreed.



4.4 As on date, the Transferee/ Demerged Company has no public deposits and therefore the effect of the Scheme on any such public deposit holders does not arise. As on date, the Transferee/ Demerged Company has not issued any debentures. In the circumstances, the effect of the Scheme on the debenture trustee does not arise.

5. Effect of the Scheme on the key managerial personnel and/ or the Board of Directors:

5.1 There is no effect of the Scheme on the key managerial personnel and/or the Board of Directors of the Transferor Company, Transferee/ Demerged Company and Resulting Company.

5.2 Further, none of the Directors, the Key Managerial Personnel (as defined under the Companies Act, 2013 and rules framed thereunder) of the Transferor Company, Transferee/ Demerged Company and Resulting Company and their relatives (as defined under the Companies Act, 2013 and rules framed thereunder) have any interest in the Scheme except, if applicable, to the extent that the said Director(s), Key Managerial Personnel and their relatives are the directors, members of the companies that hold shares in the Transferor Company, Transferee/ Demerged Company and Resulting Company. Save as aforesaid, none of the said Directors or the Key Managerial Personnel has any material interest in the Scheme.

6. Valuation

6.1 The share exchange ratio mentioned in the Scheme has been determined on the basis of Valuation Report issued by Naveen Agarwal, Registered Valuer dated February 14, 2023. A Fairness Opinion dated February 14, 2023 issued by Srujan Alpha Capital Advisors LLP, SEBI registered Merchant Banker, stating that the Valuation Report is fair and reasonable. The Valuation Report and Fairness Opinion are duly adopted by the Committee of Independent Directors, Audit Committee and Board of Directors of the Transferee/ Demerged Company.

By Order of the Board

For Career Point Limited

Pramod Maheshwar
(Pramod Maheshwar)

Managing Director

DIN:00185711



SRAJAN CAPITAL LIMITED

REG. OFFICE: VILLAGE TANGORI, MOHALI, PUNJAB-140 601
CORP. OFF.: CP TOWER-1, ROAD NO-1, IPIA, KOTA, RAJASTHAN 324 005
Tel: +91 744 3040000; **Email ID:** investors@cpil.in
CIN: U65910PB2013PLC050993

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF SRAJAN CAPITAL LIMITED AT ITS MEETING HELD ON TUESDAY, THE NOVEMBER, 07TH, 2023 AT 11:00 AM AT CP TOWER-1, ROAD NO.-1, IPIA, KOTA, RAJASTHAN, EXPLAINING THE EFFECT OF THE COMPOSITE SCHEME OF ARRANGEMENT ON THE CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON PROMOTER SHAREHOLDERS

1. Background

1.1 The proposed Composite Scheme of Arrangement provides for (i) Amalgamation of Srajan Capital Limited (SCL/ Transferor Company) into Career Point Limited (CPL/ Transferee Company/ Demerged Company) and (ii) Demerger of Demerged Undertaking of Demerged Company into Career Point Edutech Limited (CP Edutech/ Resulting Company) and their respective shareholders ('the Scheme') has been approved by the Board of Directors of SCL, CPL and CP Edutech in their respective board meetings on February 14, 2023. The Rationale for the proposed Scheme is as under:

- **Consolidation of education business** - Demerger of education business of CPL into CP Edutech which will help in consolidation of education business in one single entity i.e. CP Edutech.
- **Consolidation of financial services business** - Merger of SCL into CPL will achieve consolidation of financial service business into CPL.
- **Streamlining group structure and operations** - The Scheme ensures simplified and streamlined group structure by reducing the number of entities in the group. The Scheme ensures better synergy of operations by way of focused operational efforts, standardization & simplification of processes and productivity improvements which will entails the following advantages:
 - Improve the overall operational efficiency and effectiveness of the respective businesses;
 - Reduction in the overall operational and compliance cost.
- **Improve management control** - Ensures better management control on the respective businesses, independent management of each of the education and non-education division will ensure adoption of strategies necessary for growth of respective businesses.



1.2 While considering the Scheme, the Board perused the following key documents and also took on record the same-

- Draft Scheme of Arrangement
- Valuation report dated February 14, 2023, issued by Naveen Agarwal, Registered Valuer (Registration No. IBBI/RV/02/2019/12272)

1.3 Provisions of Section 232(2)(c) of the Act requires the directors to also adopt a report explaining the effect of arrangement on the class of shareholders, key managerial personnel (KMPs), promoters and non-promoters' shareholders of the company laying out in particular the share exchange ratio and the same is required to be circulated to the equity shareholders.

1.4 This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.

2. Effect of the Scheme of Amalgamation on equity shareholders (promoter and non-promoter shareholders):

2.1 Pursuant to the Scheme, it is proposed to amalgamate SCL into CPL. Such amalgamation has been drawn up to comply with the conditions relating to "Amalgamation" as specified under the tax laws, including Section 2(1B) of the Income Tax Act, 1961 and all other relevant Sections (including Section 47 and Section 72A) of the Income Tax Act, 1961.

The entire share capital (equity shares and preference shares) of the Transferor Company is held by the Transferee Company. Accordingly, the Transferor Company is a wholly owned subsidiary of the Transferee Company. Hence, upon the Scheme becoming effective, no shares of the Transferee Company shall be allotted in lieu or exchange of the holding of the Transferee Company in the Transferor Company and all the shares held by the Transferee Company in the share capital of the Transferor Company as on the Effective Date shall stand cancelled, without any further act or deed. It is pertinent to note that none of the shareholders are adversely impacted pursuant to Scheme and the economic interest of the shareholders shall not be affected on account of the Scheme.

3. Effect of the Scheme on Staff, Workmen and Employees:

3.1 The Scheme in no manner whatsoever affects the terms and conditions of employment of the employees of the Transferor Company and Transferee Company.



3.2 On the Scheme coming into effect, all staff and employees of Transferor Company in service on such date shall be deemed to have become staff and employees of the Transferee Company without any break or interruption in their service as a result of the transfer for the purpose of any payment on any retrenchment, compensation or other benefits, and on the basis of continuity of service and the terms and conditions of their employment with the Transferee Company shall not be less favorable than those applicable to them with reference to Transferor Company on the Effective Date.

3.3 Thus, the interest of the workmen and employees are fully protected under the Scheme.

4. Effect of the Scheme on Creditors:

4.1 In respect of the Scheme, no liabilities of the creditors of the Transferor Company and Transferee Company are being reduced or being extinguished under the Scheme.

4.2 All the liabilities of the Transferor Company shall stand transferred to the Transferee Company without causing any change in the original terms as agreed.

4.3 As on date, the Transferor Company has no public deposits and therefore the effect of the Scheme on any such public deposit holders does not arise. As on date, the Transferor Company has not issued any debentures. In the circumstances, the effect of the Scheme on the debenture trustee does not arise.

5. Effect of the Scheme on the key managerial personnel and/ or the Board of Directors:

5.1 There is no effect of the Scheme on the key managerial personnel and/or the Board of Directors of the Transferor Company and Transferee Company.

5.2 Further, none of the Directors, the Key Managerial Personnel (as defined under the Companies Act. 2013 and rules framed thereunder) of the Transferor Company and Transferee Company and their relatives (as defined under the Companies Act. 2013 and rules framed thereunder) have any interest in the Scheme except, if applicable, to the extent that the said Director(s), Key Managerial Personnel and their relatives are the directors, members of the companies that hold shares in the Transferor Company and Transferee Company. Save as aforesaid, none of the said Directors or the Key Managerial Personnel has any material interest in the Scheme.



6. Valuation

- 6.1 In relation to the Scheme, the Valuation Report is issued by Naveen Agarwal, Registered Valuer dated February 14, 2023. The Valuation Report is duly adopted by the Board of Directors of the Transferor Company.

By Order of the Board

For Srajan Capital Limited

Pramod Maheshwari

(Pramod Maheshwari)

Director

DIN:00185711





REPORT ADOPTED BY THE BOARD OF DIRECTORS OF CAREER POINT EDUTECH LIMITED AT ITS MEETING HELD ON MONDAY, THE NOVEMBER, 06TH, 2023 AT 11:00 AM AT CP TOWER-1, ROAD NO.-1, IPIA, KOTA, RAJASTHAN EXPLAINING THE EFFECT OF THE COMPOSITE SCHEME OF ARRANGEMENT ON THE CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON PROMOTER SHAREHOLDERS

1. Background

1.1 The proposed Composite Scheme of Arrangement provides for (i) Amalgamation of Srajan Capital Limited (SCL/ Transferor Company) into Career Point Limited (CPL/ Transferee Company/ Demerged Company) and (ii) Demerger of Demerged Undertaking of Demerged Company into Career Point Edutech Limited (CP Edutech/ Resulting Company) and their respective shareholders ('the Scheme') has been approved by the Board of Directors of SCL, CPL and CP Edutech in their respective board meetings on February 14, 2023. The Rationale for the proposed Scheme is as under:

- **Consolidation of education business** - Demerger of education business of CPL into CP Edutech which will help in consolidation of education business in one single entity i.e. CP Edutech.
- **Consolidation of financial services business** - Merger of SCL into CPL will achieve consolidation of financial service business into CPL.
- **Streamlining group structure and operations** - The Scheme ensures simplified and streamlined group structure by reducing the number of entities in the group. The Scheme ensures better synergy of operations by way of focused operational efforts, standardization & simplification of processes and productivity improvements which will entails the following advantages:
 - Improve the overall operational efficiency and effectiveness of the respective businesses;
 - Reduction in the overall operational and compliance cost.



CAREER POINT EDUTECH LIMITED

Registered Office: Village Tangori, Banur, Mohali, Karala, Rajpura, Patiala, Punjab-140601

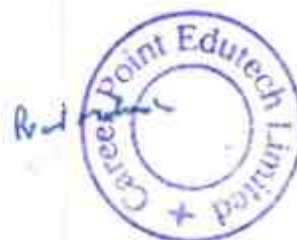
Corporate Office: CP Tower-1, IPIA, Road No-1, Kota (Rajasthan) 324005

Ph: 0744-3559282 | **E-mail:** investors@cpil.in | **CIN:** U80302PB2006PLC059674

- **Improve management control** - Ensures better management control on the respective businesses, independent management of each of the education and non-education division will ensure adoption of strategies necessary for growth of respective businesses.
- 1.2 While considering the Scheme, the Board perused the following key documents and also took on record the same-
- Draft Scheme of Arrangement
 - Valuation report dated February 14, 2023, issued by Naveen Agarwal, Registered Valuer (Registration No. IBBI/RV/02/2019/12272)
- 1.3 Provisions of Section 232(2)(c) of the Act requires the directors to also adopt a report explaining the effect of arrangement on the class of shareholders, key managerial personnel (KMPs), promoters and non-promoters' shareholders of the company laying out in particular the share exchange ratio and the same is required to be circulated to the equity shareholders.
- 1.4 This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.
- 2. Effect of the Scheme of Amalgamation on equity shareholders (promoter and non-promoter shareholders):**
- 2.1 Pursuant to the Scheme, it is proposed to demerge, transfer, and vest the Demerged Undertaking (as defined in the Scheme) of the Demerged Company into Resulting Company on a going concern basis.

Upon this Scheme coming into effect, in consideration of the transfer of the Demerged Undertaking by the Demerged Company to the Resulting Company, in terms of this Scheme, the Resulting Company shall, without any further act or deed, issue and allot to every member of the Demerged Company holding fully paid up equity shares in the Demerged Company and whose names appear in the Register of Members of the Demerged Company on the Specified Date in the following ratio:

"1 equity share (face value of INR 10/- per share) of CP Edutech to be issued for every 1 equity share (face value of INR 10/- per share) of CPL"



After the effectiveness of the Scheme and subject to the receipt of regulatory approvals, the equity shares of the Resulting Company issued as consideration pursuant to the Scheme shall be listed on BSE Limited and National Stock Exchange of India Limited and thus ensuring the marketability and tradability of the equity shares issued by the Resulting Company.

The aforesaid exchange ratio has been determined on the basis of the Valuation Report issued by Naveen Agarwal, Registered Valuer dated February 14, 2023. The Valuation Report is duly approved by the Board of Directors of CP Edutech. It is pertinent to note that none of the shareholders are adversely impacted pursuant to Scheme and the economic interest of the shareholders shall not be affected on account of the Scheme.

3. Effect of the Scheme on Staff, Workmen and Employees:

- 3.1 The Scheme in no manner whatsoever affects the terms and conditions of employment of the employees of the Demerged Company and Resulting Company .
- 3.2 On the Scheme coming into effect, all staff and employees of Demerged Undertaking of Demerged Company in service on such date shall be deemed to have become staff and employees of the Resulting Company without any break or interruption in their service as a result of the transfer for the purpose of any payment on any retrenchment, compensation or other benefits, and on the basis of continuity of service and the terms and conditions of their employment with the Resulting Company shall not be less favorable than those applicable to them with reference to Demerged Company on the Effective Date.
- 3.3 Thus, the interest of the workmen and employees are fully protected under the Scheme.

4. Effect of the Scheme on Creditors:

- 4.1 In respect of the Scheme, no liabilities of the creditors of the Demerged Company and Resulting Company are being reduced or being extinguished under the Scheme.
- 4.2 All the liabilities of the Demerged Company (relating to the Demerged Undertaking as decided by the Board of Directors) shall stand transferred to the Resulting Company, to the extent they pertain to the Demerged Undertaking (as defined in the Scheme) without causing any change in the original terms as agreed.



4.3 As on date, the Resulting Company has no public deposits and therefore the effect of the Scheme on any such public deposit holders does not arise. As on date, the Resulting Company has not issued any debentures. In the circumstances, the effect of the Scheme on the debenture trustee does not arise.

5. Effect of the Scheme on the key managerial personnel and/ or the Board of Directors:

5.1 There is no effect of the Scheme on the key managerial personnel and/or the Board of Directors of the Demerged Company and Resulting Company.

5.2 Further, none of the Directors, the Key Managerial Personnel (as defined under the Companies Act, 2013 and rules framed thereunder) of the Demerged Company and Resulting Company and their relatives (as defined under the Companies Act, 2013 and rules framed thereunder) have any interest in the Scheme except, if applicable, to the extent that the said Director(s), Key Managerial Personnel and their relatives are the directors, members of the companies that hold shares in the Demerged Company and Resulting Company. Save as aforesaid, none of the said Directors or the Key Managerial Personnel has any material interest in the Scheme.

6. Valuation

6.1 The share exchange ratio mentioned in the Scheme has been determined on the basis of Valuation Report issued by Naveen Agarwal, Registered Valuer dated February 14, 2023. The Valuation Report is duly adopted by the Board of Directors of the Resulting Company.

By Order of the Board

For Career Point Edutech Limited


(Pramod Maheshwari)
Director
DIN: 00185711



PRE-SHAREHOLDING PATTERN AS ON DECEMBER 31, 2023

Pre-Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

- 1. Name of Listed Entity: **Career Point Limited**
- 2. Scrip Code/Name of Scrip/Class of Security: **BSE: 533260 (NSE: CAREERP)**
- 3. Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)
 - a. If under 31(1)(b) then indicate the report for Quarter ending
 - b. If under 31(1)(c) then indicate date of allotment/extinguishment

4. **Declaration:** The Listed entity is required to submit the following declaration to the extent of submission of information:-

	Particulars	Yes*	No*
1	Whether the Listed Entity has issued any partly paid up shares?		No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3	Whether the Listed Entity has any shares against which depository receipts are issued?		No
4	Whether the Listed Entity has any shares in locked-in?		No
5	Whether any shares held by promoters are pledge or otherwise encumbered?		No

* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.



Table I - Summary Statement holding of specified securities

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV) + (V) + (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			Total as a % of (A+B+C)	No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII) + (X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								Class X	Class Y	Total				(a)	(b)	(a)	(b)	
(A)	Promoter & Promoter Group	7	1,15,85,603	0	0	1,15,85,603	63.68	1,15,85,603	0	0	63.68	0	0	0	0	0	1,15,85,603	
(B)	Public	12,500	66,07,336	0	0	66,07,336	36.32	66,07,336	0	0	36.32	0	0	0	0	0	66,07,336	
(C)	Non-Promoter-Non Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
(C1)	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
	Total	12,507	1,81,92,939	0	0	1,81,92,939	100	1,81,92,939	0	0	100	0	0	0	0	0	1,81,92,939	



Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category & Name of the Shareholders (I)	PAM (II)	No. of shares held (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Deposit Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrant) (X)	Shareholding % as a % assuming full conversion of convertible securities (XI) = (VII)/(X) as a % of A+B+C2	Number of Locked in Shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								Class X	Class Y	Total			No. (a)	% of total Share held (b)	No. (a)	% of total share held (b)	
(1)																	
(a)	Indian	7	1,15,85,683	0	0	1,15,85,683	63.68	1,15,85,683	0	1,15,85,683	0	0	0	0	0	0	1,15,85,683
	Individuals/Hindu undivided Family	1	26,79,000	0	0	26,79,000	14.73	26,79,000	0	26,79,000	0	0	0	0	0	0	26,79,000
	Kailash Bai	1	21,16,003	0	0	21,16,003	11.63	21,16,003	0	21,16,003	0	0	0	0	0	0	21,16,003
	Pramod Maheshwari	1	13,83,800	0	0	13,83,800	7.62	13,83,800	0	13,83,800	0	0	0	0	0	0	13,83,800
	Nawari Maheshwari	1	13,86,300	0	0	13,86,300	7.62	13,86,300	0	13,86,300	0	0	0	0	0	0	13,86,300
	Neelima Maheshwari	1	13,39,500	0	0	13,39,500	7.36	13,39,500	0	13,39,500	0	0	0	0	0	0	13,39,500
	Rakha Maheshwari	1	13,39,500	0	0	13,39,500	7.36	13,39,500	0	13,39,500	0	0	0	0	0	0	13,39,500
	Shilpa Maheshwari	1	13,39,500	0	0	13,39,500	7.36	13,39,500	0	13,39,500	0	0	0	0	0	0	13,39,500
(b)	Central Government/ State Government(s)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(c)	Financial Institutions/ Banks	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	Any Other	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(2)	Sub-Total (A)(1)	7	1,15,85,683	0	0	1,15,85,683	63.68	1,15,85,683	0	1,15,85,683	0	0	0	0	0	0	1,15,85,683
(a)	Foreign	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(a)	Resident Individuals/ Foreign Institutions/ Government	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(b)	Government	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(c)	Institutions	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	Foreign Portfolio Investor	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(f)	Any Other	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub-Total (A)(2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0



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		7	1,15,85,403	0	0	1,15,85,403	83,68	1,15,85,403	0	1,15,85,403	83,68	0	0	63,68	0	0	1,15,85,403
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Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Note:
 (1) PAN would not be displayed on website of Stock Exchange(s).
 (2) The term "Encumbrance" has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.



Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):
Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.
(2) The above format needs to be disclosed along with the name of following persons: Institutional/Non Institutional holding more than 1% of total number of shares. (3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian.

Note:

(1) PAN would not be displayed on website of Stock Exchange(s).



Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Category & Name of the Shareholders (1)	PAN (10)	No. of shareholder (11)	No. of fully paid up equity shares held (12)	Partly paid-up equity shares held (13)	Nos. of shares underlying Depository Receipts (14)	Total no. shares held (15) = (12)+(13)+(14)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (16)	Number of Voting Rights held in each class of securities (17)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (18)	Total shareholding, as a % assuming full conversion of convertible securities as a percentage of diluted share capital (19)	Number of Locked in shares (20)		Number of Shares pledged or otherwise encumbered (21)		Number of equity shares held in dematerialized form (22) (Not Applicable)
								Total as a % of Total Voting rights					As a % of total shares held (23)	As a % of total shares held (Not applicable) (24)	As a % of total shares held (Not applicable) (25)		
								Class X	Class Y	Total							
(1) Custodian/DR Holder	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
(2) Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Total Non-Promoter- Non Public Shareholding (C1)+(C1)+(C2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	

Note
 (1) PAN would not be displayed on website of Stock Exchange(s).
 (2) The above format needs to disclose name of all holders holding more than 1% of total number of shares.
 (3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available.



PRE-SHAREHOLDING PATTERN AS ON DECEMBER 31, 2023

Pre-Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Name of Entity: **Srajan Capital Limited**
2. Scrip Code/Name of Scrip/Class of Security: **Not Applicable**
3. Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)
 - a. If under 31(1)(b) then indicate the report for Quarter ending
 - b. If under 31(1)(c) then indicate date of allotment/extinguishment

4. **Declaration:** The Listed entity is required to submit the following declaration to the extent of submission of information:-

Particulars	Yes*	No*
1 Whether the Listed Entity has issued any partly paid up shares?		No
2 Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3 Whether the Listed Entity has any shares against which depository receipts are issued?		No
4 Whether the Listed Entity has any shares in locked-in?		No
5 Whether any shares held by promoters are pledge or otherwise encumbered?		No

* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.



Table I - Summary Statement holding of specified securities

Category (I)	Category of shareholder (II)	Nos. of share orders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	No. of Underlying Outstanding convertible securities (including Warrants) (X)	Number of Locked in shares (XII)	Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								Class eg: X	Class eg: Y	Total				As a % of total Shares held (b)	No. (a)	
(A)	Promoter & Promoter Group	1	62,27,000	0	0	62,27,000	100	62,27,000	0	62,27,000	100	0	0	0	62,27,000	
(B)	Public	0	0	0	0	0	0	0	0	0	0	N/A	N/A	0	0	
(C)	Non-Promoter-Non-Public	0	0	0	0	0	0	0	0	0	0	N/A	N/A	0	0	
(C1)	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0	N/A	N/A	0	0	
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	N/A	N/A	0	0	
	Totals	1	62,27,000	0	0	62,27,000	100	62,27,000	0	62,27,000	100	0	0	0	62,27,000	



Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)			(12)	(13)	(14)	(15)
										Number of Voting Rights held in each class of securities (IX)						
										(a)	(b)	(c)				
(1)	Indian															
(a)	Individuals/Hindu undivided Family															
(b)	Central Government/ State Government(s)															
(c)	Financial Institutions/ Banks															
(d)	Any Other															
	Carrier Point Limited															
	Sub-Total (A)(1)															
(2)	Foreign															
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)															
(b)	Government															
(c)	Institutions															
(d)	Foreign Portfolio Investor															
(e)	Any Other															
	Sub-Total (A)(2)															



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Total Shareholding of Promoter and Promoter Group (A) = (A1)+(A2)	1	62,37,000	0	0	62,37,000	100	62,37,000	0	62,37,000	100	0	0	62,37,000
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Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Note:

- (1) PAN would not be displayed on website of Stock Exchange(s).
- (2) The term "Encumbrance" has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.



Table III - Statement showing shareholding pattern of the Public shareholder

(1) Category & Name of the Shareholders	(2) PAN	(3) Nos. of shares held	(4) No. of fully paid up equity shares held	(5) Partly paid-up equity shares held	(6) Nos. of underlying Depository Receipts	(7) Total nos. shares held (V+VI+VII)	(8) Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) VII	(9) Number of Voting Rights held in each class of securities (IX)			(10) No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	(11) Total shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	(12) Number of Shares Locked in (XII)		(13) Number of Shares pledged or otherwise encumbered (XIII)		(14) Number of equity shares held in dematerialized form (XIV)
								Total as a % of Total Voting rights					No. (a)	As a % of total Shares held (b)	No. (c)	As a % of total shares held (not applicable) (d)	
								Class X	Class Y	Total							
(1) Institutions		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(2) Mutual Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(3) Venture Capital Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(4) Alternate Investment Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(5) Foreign Venture Capital Investors		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(6) Foreign Portfolio Investors		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(7) Financial Institutions/ Banks		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(8) Insurance Companies		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(9) Provident Funds/ Pension Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0



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Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Category & Name of the Shareholders (1)	PAN (1f)	No. of shares held (1g)	No. of fully paid up equity shares held (1h)	Partly paid-up equity shares held (1i)	Nos. of shares underlying Depository Receipts (1j)	Total no. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 (A+B+C2) (1k)	Number of Voting Rights held in each class of securities (1l)			Total shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (1m)	Number of Locked in shares (1n)		Number of Shares pledged or otherwise encumbered (1o)		Number of equity shares held in dematerialized form (1p) (Not Applicable)	
								No of Voting Rights				As a % of total Shares held	No.	As a % of total Shares held	No.		As a % of total shares eligible
								Class X	Class Y	Total							
(1) Custodian/DR Holder	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
(2) Employee Benefit Trust (under SEBI (Share Based Employee Benefit) Regulations, 2014)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Total Non-Promoter- Non Public Shareholding (C1)=(CX1)+(CX2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	



Note
 (1) PAN would not be displayed on website of Stock Exchange(s).
 (2) The above format needs to disclose name of all holders holding more than 1% of total number of shares.
 (3) W.r.t. this information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information is available.

PRE-SHAREHOLDING PATTERN AS ON DECEMBER 31, 2023

Pre-Shareholding Pattern of Preference Shares under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements), 2015

1. Name of Entity: **Srajan Capital Limited**
2. Scrip Code/Name of Scrip/Class of Security: **Not Applicable**
3. Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)
 - a. If under 31(1)(b) then indicate the report for Quarter ending
 - b. If under 31(1)(c) then indicate date of allotment/extinguishment

4. **Declaration:** The Listed entity is required to submit the following declaration to the extent of submission of information:-

	Particulars	Yes*	No*
1	Whether the Listed Entity has issued any partly paid up shares?		No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3	Whether the Listed Entity has any shares against which depository receipts are issued?		No
4	Whether the Listed Entity has any shares in locked-in?		No
5	Whether any shares held by promoters are pledged or otherwise encumbered?		No

* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.



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Table I - Summary Statement holding of specified securities

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (V + VI) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								Class eg: X	Class eg: Y	Class eg: Z			Total as a % of (A+B+C)	No. (a)	As a % of total Shares held (b)	No. (a)	
(A)	Promoter & Promoter Group	1	8,55,000	0	0	8,55,000	100	8,55,000	0	0	100	0	0	0	0	8,55,000	
(B)	Public	0	0	0	0	0	0	0	0	0	0	NA	NA	0	0	0	
(C)	Non-Promoter-Non-Public	0	0	0	0	0	0	0	0	0	0	NA	NA	0	0	0	
(C1)	Shares underlying DFIs	0	0	0	0	0	0	0	0	0	0	NA	NA	0	0	0	
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	NA	NA	0	0	0	
	Total	1	8,55,000	0	0	8,55,000	100	8,55,000	0	8,55,000	100	0	0	0	0	8,55,000	



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Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)			(12)	(13)	(14)	(15)							
										Number of Voting Rights held in each class of securities (IX)							No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding B, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = $\frac{(VI)+(X)}{A+B+C2}$ % of	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
										Class X	Class Y	Total							No. (a)	As a % of Shares held (b)	No. (a)	As a % of total shares held (b)	
(a)	Indian Individual/Hindu undivided Family	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0							
(b)	Central Government/ State Government(s)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0							
(c)	Financial Institutions/ Banks	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0							
(d)	Any Other	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0							
	Sub-Total (A)(1)	1	8,55,000	0	0	0	0	0	0	0	0	0	0	0	0	0							
	Sub-Total (A)(2)	1	8,55,000	0	0	0	0	0	0	0	0	0	0	0	0	0							
(e)	Individuals (Non-Resident Individuals/ Foreign Individuals)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0							
(b)	Government Institutions	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0							
(c)	Foreign Portfolio Investor	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0							
(d)	Any Other	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0							
(f)	Sub-Total (A)(2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0							



Total Shareholding of Promoter and Promoter Group (A) = (A1)+(A2)	1	8,55,000	0	8,55,000	100	8,55,000	0	8,55,000	100	8,55,000	0	8,55,000	100	0	0	0	8,55,000
Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.																	
Note:																	
(1) PAN would not be displayed on website of Stock Exchange(s).																	
(2) The term "Encumbrance" has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.																	



Table III - Statement showing shareholding pattern of the Public shareholder

(1)	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)	(m)			(n)
													(a)	(b)	(c)	
Institutions	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Mutual Funds/	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Venture Capital Funds	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Alternate Investment Funds	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Foreign Portfolio Investors	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Financial Institutions/ Banks	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Insurance Companies	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Provident Funds/ Pension Funds	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0



Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of underlying Depository Receipts (VI)	Total no. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculate as per SCRR, 1957 (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)	Number of equity shares held in dematerialized form (XIV) (Not Applicable)
								No of Voting Rights					As a % of total Shares as held	No.		
								Class X	Class Y	Total						
(1) Custodian/DR Holder	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	0	
(2) Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	0	
Total Non-Promoter- Non Public Shareholding (C)= (CX)+(C2)	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	0	

Note
 (1) PAN would not be displayed on website of Stock Exchange(s).
 (2) The above format needs to disclose names of all holders holding more than 1% of total number of shares.
 (3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available.



PRE-SHAREHOLDING PATTERN AS ON DECEMBER 31, 2023

Pre-Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Name of Entity: **Career Point Edutech Limited**
2. Scrip Code/Name of Scrip/Class of Security: **Not Applicable**
3. Share Holding Pattern Filled under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)
 - a. If under 31(1)(b) then indicate the report for Quarter ending
 - b. If under 31(1)(c) then indicate date of allotment/extinguishment

4. Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-

Particulars	Yes*	No*
1 Whether the Listed Entity has issued any partly paid up shares?		No
2 Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3 Whether the Listed Entity has any shares against which depository receipts are issued?		No
4 Whether the Listed Entity has any shares in locked-in?		No
5 Whether any shares held by promoters are pledge or otherwise encumbered?		No

* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.



Table I - Summary Statement holding of specified securities

Category (I)	Category of shareholder (II)	Nos. of shares held (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV) + (V) + (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
								Class eg: X		Class eg: Y			Total	No. (a)	As a % of total Shares held (b)	No. (a)		As a % of total Shares held (b)
								Total as a % of (A+B+C)										
(A)	Promoter & Promoter Group	1	6,12,947	0	0	6,12,947	100	6,12,947	0	100	0	0	0	0	6,12,947			
(B)	Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0			
(C)	Non-Promoter-Non-Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0			
(C1)	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0	0	0	0	0			
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0			
	Total	1	6,12,947	0	0	6,12,947	100	6,12,947	0	100	0	0	0	0	6,12,947			



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Total Shareholding of Promoter and Promoter Group (A) = (A1)+(A2)	1	6,12,947	0	0	6,12,947	100	6,12,947	0	6,12,947	0	6,12,947	100	0	0	100	0	0	6,12,947
Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.																		
Note: (1) PAN would not be displayed on website of Stock Exchange(s) (2) The term "Encumbrance" has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.																		



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Table III - Statement showing shareholding pattern of the Public shareholder

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)			(10)	(11)	(12)	(13)	(14)	(15)	(16)		(17)				
								No. of shares held	Class X	Class Y							Total	No. of Shares Locked in Shares (XII)		No. of Shares pledged or otherwise encumbered (XIII)	As a % of total shares held (b)	As a % of total shares held (Not applicable) (d)	As a % of total shares held (Not applicable) (e)
(1)	Institutions	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0			
(a)	Mutual Funds/ Venture Capital Funds	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
(b)	Alternate Investment Funds	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
(c)	Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
(d)	Foreign Portfolio Investors	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
(e)	Financial Institutions/ Banks	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
(f)	Insurance Companies	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
(g)	Provident Funds/ Pension Funds	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
(h)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		



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Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Category & Name of the Shareholders (1)	PAN (2)	No. of shares held (3)	No. of fully paid up equity shares held (4)	Partly paid-up equity shares held (5)	Nos. of underlying Depository Receipts (6)	Total no. shares held (7) = (3)+(4)+(5)+(6)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C) (8)	Number of Voting Rights held in each class of securities (9)			No. of Underlying convertible securities (including Warrants) (X)	Total shareholding as a % assuming conversion of convertible securities as a percentage of diluted share capital (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)	Number of equity shares held in dematerialized form (XIV) (Not Applicable)	
								No of Voting Rights					As a % of total Shares held	No. (No. of shares held)			As a % of total share capital (Not applicable)
								Class X	Class Y	Total							
(1) Custodian/DR Holder	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
(2) Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
Total Non-Promoter Non Public Shareholding (C) = (C1)+(C2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		



Note
 (1) PAN would not be displayed on website of Stock Exchange(s).
 (2) The above format needs to disclose name of all holders holding more than 1% of total number of shares
 (3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available.

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POST-SHAREHOLDING PATTERN AS ON DECEMBER 31, 2023

Post-Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Name of Listed Entity: **Career Point Limited**
2. Scrip Code/Name of Scrip/Class of Security: **BSE: 533260 (NSE: CAREERP)**
3. Share Holding Pattern Filled under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)
 - a. If under 31(1)(b) then indicate the report for Quarter ending
 - b. If under 31(1)(c) then indicate date of allotment/extinguishment

4. **Declaration:** The Listed entity is required to submit the following declaration to the extent of submission of information:-

Particulars	Yes*	No*
1 Whether the Listed Entity has issued any partly paid up shares?		No
2 Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3 Whether the Listed Entity has any shares against which depository receipts are issued?		No
4 Whether the Listed Entity has any shares in locked-in?		No
5 Whether any shares held by promoters are pledge or otherwise encumbered?		No

* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.



Table I - Summary Statement holding of specified securities

Category (i)	Category of shareholder (ii)	Nos. of shareholders (iii)	No. of fully paid up equity shares held (iv)	No. of partly paid-up equity shares held (v)	No. of shares underlying Depository Receipts (vi)	Total nos. shares held (vii) = (iv)+(v)+(vi)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (viii) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (ix)			No. of Underlying Outstanding convertible securities (including Warrants) (x)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (xi) = (vii)+(x) As a % of (A+B+C2)	Number of Locked in shares (xii)		Number of Shares pledged or otherwise encumbered (xiii)		Number of equity shares held in dematerialized form (xiv)
								Class as eg: X	Class as eg: Y	Total			Total as a % of (A+B+C2)	No. (a)	As a % of total Shares held (b)	No. (a)	
(A)	Promoter & Promoter Group	7	1,15,85,603	0	0	1,15,85,603	63.68	1,15,85,603	0	63.68	0	0	0	0	0	1,15,85,603	
(B)	Public	12,500	66,07,336	0	0	66,07,336	36.32	66,07,336	0	36.32	N/A	N/A	N/A	N/A	0	66,07,336	
(C)	Non-Promoter-Non Public	0	0	0	0	0	0	0	0	0	N/A	N/A	N/A	N/A	0	0	
(C1)	Shares underlying DRs	0	0	0	0	0	0	0	0	0	N/A	N/A	N/A	N/A	0	0	
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	N/A	N/A	N/A	N/A	0	0	
	Total	12,507	1,81,92,939	0	0	1,81,92,939	100	1,81,92,939	0	100	N/A	N/A	N/A	N/A	0	1,81,92,939	



Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)			(12)	(13)	(14)	(15)	(16)	(17)	
										Number of Voting Rights held in each class of securities (IX)									
										Class X	Class Y	Total							
(1)	(a)	Indian																	
		Individuals/Undivided Family	7	1,15,85,683	0	0	0	0	0	1,15,85,683	63.68	63.68	63.68	0	0	0	0	0	1,15,85,683
		Kailash Bai	1	26,79,000	0	0	0	0	26,79,000	14.73	14.73	14.73	0	0	0	0	0	0	26,79,000
		Pramod Maheshwari	1	21,16,000	0	0	0	0	21,16,000	11.63	11.63	11.63	0	0	0	0	0	0	21,16,000
		Nawal Maheshwari	1	13,85,800	0	0	0	0	13,85,800	7.62	7.62	7.62	0	0	0	0	0	0	13,85,800
		Om Prakash Maheshwari	1	13,86,300	0	0	0	0	13,86,300	7.62	7.62	7.62	0	0	0	0	0	0	13,86,300
		Neelima Maheshwari	1	13,39,500	0	0	0	0	13,39,500	7.36	7.36	7.36	0	0	0	0	0	0	13,39,500
		Rajesh Maheshwari	1	13,39,500	0	0	0	0	13,39,500	7.36	7.36	7.36	0	0	0	0	0	0	13,39,500
		Shilpa Maheshwari	1	13,39,500	0	0	0	0	13,39,500	7.36	7.36	7.36	0	0	0	0	0	0	13,39,500
		Central Government/State Government(s)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
		Financial Institutions/ Banks	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
		Any Other	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
		Sub-Total (A)(1)	7	1,15,85,683	0	0	0	0	0	1,15,85,683	63.68	63.68	63.68	0	0	0	0	0	1,15,85,683
(2)	(a)	Foreign	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
		Individuals (Non-Resident Individuals/ Foreign Individuals)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
		Government Institutions	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
		Foreign Portfolio Investor	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
		Any Other	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
		Sub-Total (A)(2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0



Total Shareholding of Promoter and Promoter Group (A) = (A1)+(A2)	7	1,15,85,603	0	0	1,15,85,603	63,68	0	63,68	0	0	63,68	0	0	1,15,85,603	0	1,15,85,603	63,68	0	63,68	0	0	1,15,85,603	
Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.																							
Note: (1) PAN would not be displayed on website of Stock Exchange(s). (2) The term "Encumbrance" has the same meaning as assigned under regulation 2B(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.																							



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Table III - Statement showing shareholding pattern of the Public shareholder

Category & Name of the Shareholders (f)	PAN (g)	Nos. of shares held (h)	No. of fully paid up equity shares held (i)	Party paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held VII = (i)+(V)+(VI)	Shareholding % calculate as per SCRR, 1957 As a % of (A+B+C2) VIII	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)	Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								Class X	Class Y	Total				No. (a)	As a % of total shares held (b)	
(1) Institutions		0	0	0	0	0	0	0	0	0	0	0	NA	NA	0	
(a) Mutual Funds/ Venture Capital Funds		0	0	0	0	0	0	0	0	0	0	0	NA	NA	0	
(b) Alternata Investment Funds		0	0	0	0	0	0	0	0	0	0	0	NA	NA	0	
(c) Foreign Venture Capital Investors		0	0	0	0	0	0	0	0	0	0	0	NA	NA	0	
(d) Foreign Portfolio Investors		0	10,384	0	0	10,384	0.06	10,384	0	10,384	0.06	0	NA	NA	10,384	
(e) Financial Institutions/ Banks		0	0	0	0	0	0	0	0	0	0	0	NA	NA	0	
(f) Insurance Companies		0	0	0	0	0	0	0	0	0	0	0	NA	NA	0	
(g) Provident Funds/ Pension Funds		0	0	0	0	0	0	0	0	0	0	0	NA	NA	0	



	Details of the shareholders acting as persons in Concert including their Shareholding (No. and %);
	Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in dematerialised suspense account, voting rights which are frozen etc;
(2)	The above format needs to be disclosed along with the name of following persons: Institutions/Non Institutions holding more than 1% of total number of shares. (3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian.

Note:

(1) PAN would not be displayed on website of Stock Exchange(s).



Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Category & Name of the Shareholders (I)	PAN (II)	No. of shares held (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total no. shares held (VII) = IV+V+VI	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Outstanding convertible securities (including Warrants) (X)	Total shareholding assuming full conversion of convertible securities as a percentage of diluted share capital (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV) (Not Applicable)
								Total as a % of Total Voting rights					No. (No. of total shares held)	As a % of total shares held	No. (No. of total shares held)	As a % of total shares held (Not applicable)	
								Class X	Class Y	Total							
(1) Custodian/DR Holder	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(2) Employee Benefits Trust (under SEBI (Share based Employee Benefits) Regulations, 2014)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Total Non-Promoter- Non Public Shareholding (C)= (CX1)+(CX2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

Note
 (1) PAN would not be displayed on website of Stock Exchange(s).
 (2) The above format needs to disclose name of all holders holding more than 1% of total number of shares.
 (3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available.



POST-SHAREHOLDING PATTERN AS ON DECEMBER 31, 2023

Post-Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Name of Listed Entity: **Career Point Edutech Limited**
2. Scrip Code/Name of Scrip/Class of Security: **Not Applicable**
3. Share Holding Pattern Filed under: **Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)**
 - a. If under 31(1)(b) then indicate the report for Quarter ending
 - b. If under 31(1)(c) then indicate date of allotment/extinguishment

4. Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-

Particulars		Yes*	No*
1	Whether the Listed Entity has issued any partly paid up shares?		No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3	Whether the Listed Entity has any shares against which depository receipts are issued?		No
4	Whether the Listed Entity has any shares in locked-in?		No
5	Whether any shares held by promoters are pledge or otherwise encumbered?		No

* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.



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Table I - Summary Statement holding of specified securities

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								Class as eg: X	Class as eg: Y	Total as a % of (A+B+C)			No (a)	As a % of total Share as held (b)	No. (a)	As a % of total Share as held (b)	
(A)	Promoter & Promoter Group	7	1,15,85,603	0	0	1,15,85,603	63.68	1,15,85,603	0	0	63.68	0	0	0	0	1,15,85,603	
(B)	Public	12,500	66,07,336	0	0	66,07,336	36.32	66,07,336	0	0	36.32	N/A	N/A	N/A	N/A	66,07,336	
(C)	Non-Promoter-Non Public	0	0	0	0	0	0	0	0	0	0	N/A	N/A	N/A	N/A	0	
(C1)	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0	N/A	N/A	N/A	N/A	0	
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	N/A	N/A	N/A	N/A	0	
	Total	12,507	1,81,92,939	0	0	1,81,92,939	100	1,81,92,939	0	0	100	0	0	0	0	1,81,92,939	



Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category & Name of the Shareholders (i)	PAN (ii)	No. of shares held (iii)	No. of fully paid up equity shares held (iv)	Partly paid-up equity shares held (v)	No. of shares underlying Depository Receipts (vi)	Total nos. shares held (vii = (iv)+(v)+(vi))	Shareholding % calculate as per SCRR, 1957 (viii) As a % of (A+B+C2) (viii)	Number of Voting Rights held in each class of securities (ix)			Shareholder assuming full conversion of convertible securities (x) as a percentage of diluted share capital (xi) = (viii)*(x) as a % of A+B+C2	No. of Shares Underlying Outstanding convertible securities (including Warrant) (xii)	Number of Locked in shares (xiii)	Number of Shares pledged or otherwise encumbered (xiv)		Number of equity shares held in dematerialized form (xv)		
								No of Voting Rights		Total as a % of Total Voting rights				No. (a)	As a % of total Shares held (b)		No. (a)	As a % of total share held (b)
								Class X	Class Y									
(1) Indian		7	1,15,85,603	0	0	1,15,85,603	63.68	1,15,85,603	63.68	0	0	0	0	0	1,15,85,603			
(ii) Individual/Hindu undivided Family Kailash Bai		1	26,79,000	0	0	26,79,000	14.73	26,79,000	14.73	0	0	0	0	0	26,79,000			
Pranod Maheshwari		1	21,16,000	0	0	21,16,000	11.63	21,16,000	11.63	0	0	0	0	0	21,16,000			
Nawal Maheshwari		1	13,83,800	0	0	13,83,800	7.62	13,83,800	7.62	0	0	0	0	0	13,83,800			
Omi Prakash Maheshwari		1	13,86,300	0	0	13,86,300	7.62	13,86,300	7.62	0	0	0	0	0	13,86,300			
Neelima Maheshwari		1	13,39,500	0	0	13,39,500	7.36	13,39,500	7.36	0	0	0	0	0	13,39,500			
Rakha Maheshwari		1	13,39,500	0	0	13,39,500	7.36	13,39,500	7.36	0	0	0	0	0	13,39,500			
Shiba Maheshwari		1	13,39,500	0	0	13,39,500	7.36	13,39,500	7.36	0	0	0	0	0	13,39,500			
(b) Central Government/ State Government(s)		0	0	0	0	0	0	0	0	0	0	0	0	0	0			
(c) Financial Institutions/ Banks		0	0	0	0	0	0	0	0	0	0	0	0	0	0			
(d) Any Other		0	0	0	0	0	0	0	0	0	0	0	0	0	0			
(2) Foreign		7	1,15,85,603	0	0	1,15,85,603	63.68	1,15,85,603	63.68	0	0	0	0	0	1,15,85,603			
(a) Individuals (Non-Resident Individuals/ Foreign Individuals/ Government Institutions		0	0	0	0	0	0	0	0	0	0	0	0	0	0			
(b) Foreign Portfolio Investor		0	0	0	0	0	0	0	0	0	0	0	0	0	0			
(c) Any Other		0	0	0	0	0	0	0	0	0	0	0	0	0	0			
(f) Sub-Total (A)(2)		0	0	0	0	0	0	0	0	0	0	0	0	0	0			



Total Shareholding of Promoter and Promoter Group (A) ¹ = (A1)+(A2)	7	1,15,05,000	0	0	1,15,05,000	43,68	1,15,05,000	43,68	0	43,68	0	0	0	1,15,05,000
Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.														
Note:														
(1) PAN will not be displayed on website of Stock Exchange(s).														
(2) The term "Encumbrance" has the same meaning as assigned under regulation 2b(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.														



Table III - Statement showing shareholding pattern of the Public shareholder

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9) Number of Voting Rights held in each class of securities			(10) No. of Shares Underlying convertible securities (including Warrants)	(11) Total shareholding as a % assuming conversion of convertible securities (as a percentage of diluted share capital)	(12) Number of Locked in shares		(13) Number of Shares pledged or otherwise encumbered		(14) Number of equity shares held in dematerialized form
								No of Voting Rights		Total as a % of Total Voting rights			No.	As a % of total Shares held	No.	As a % of total shares held (Not applicable)	
								Class X	Class Y								
(1)	Institutions	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(a)	Mutual Funds/ Venture Capital Funds	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(b)	Alternate Investment Funds	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(c)	Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(e)	Foreign Portfolio Investors	3	10,384	0	0	0	10,384	0	10,384	0.06	0	0.06	0	0	0	0	10,384
(f)	Financial Institutions/ Banks Insurance Companies	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(g)	Provident Funds/ Pension Funds	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(h)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0



Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):
Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc:

Note:

- (1) PAN would not be displayed on website of Stock Exchange(s).
- (2) The above format needs to be disclosed along with the name of following persons:
Institutions/Non Institutions holding more than 1% of total number of shares.
- (3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian.



Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Category & Name of the Shareholders (I)	PAN (II)	No. of shares held (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total no. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding, assuming full conversion of convertible securities as a percentage of diluted share capital (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)	Number of equity shares held in dematerialized form (XIV) (Not Applicable)
								Total as a % of Total Voting rights		No.			As a % of total Shares held	No. (Not applicable)		
								Class X	Class Y						Total	
(1) Custodian/DR Holder	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
(2) Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Total Non-Promoter- Non Public Shareholding (C1)+(C2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	



Note: (1) PAN would not be displayed on website of Stock Exchange(s). (2) The above format needs to disclose name of all holders holding more than 1% of total number of shares (3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available.

**LODHA
& CO**

Chartered Accountants

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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, 2023, 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 financial statements, including a summary of the significant 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, 2023, 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. 50 (b) of the standalone financial statements regarding total exposure in subsidiary company M/s Srajan Capital Limited ("SCL") amounting to Rs. 20,186.74 lakhs (Investment Rs. 2,663.00 lakhs and unsecured loan Rs. 17,523.74 lakhs). As per the audited financial statements of SCL, it has degraded (sub-standard and doubtful) its loans and advances to various parties amounting to Rs. 5,228.82 lakhs (upto 31.03.2022 4,431.72 lakhs) including loans given to related party of Rs. 4,397.32 lakhs (upto 31.03.2022 4,397.32 lakhs) against which SCL has made provision of Rs. 4,507.38 lakhs (including provision against loans given to related party of 4,397.32 lakhs (upto 31.03.2022 Rs. 467.20 lakhs including provision on loans given to related party of Rs. 439.73 lakhs). Also, as stated in note 39 of the audited financial statements of SCL for the year ended 31st March 2023, the borrower has started the payment of its outstanding dues and has paid Rs. 1,007.20 lakhs during the year. The auditors of SCL have drawn attention (without modifying) on the above stated matter in their audit report dated 29th May 2023. Considering the long term nature, the intrinsic value 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 in this stage.



Kolkata Mumbai New Delhi Chennai Hyderabad Jaipur



- 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 Rajasthan High Court, Jaipur and the Rajasthan State Commercial Court 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 recoverable and hence, no adjustment is required as stated in the note no. 16 of the standalone financial statements for the amount receivable as stated in the said note. Further, in the opinion of the management stated amount is good and recoverable.

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. 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

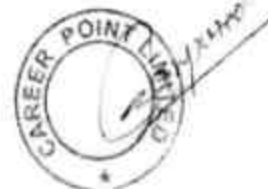
The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including annexures to Board's Report, Report on Corporate Governance and Shareholder's Information, but does not include the standalone 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 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)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system 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 sub-section (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.



- 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 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 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 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.
- 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 31st March, 2023.
 - iv. (a) The management has represented that (as stated in note 57 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. 56(C) of the standalone financial statements for the funds 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 ancillary services).



(b) The management has represented that (as stated in note 57 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.

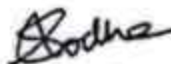
v. (a) The dividend paid during the year (for FY 2021-2022) by the Company is in compliance with section 123 of the Companies Act, 2013.

(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. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of accounts using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from 1st April 2023, and accordingly, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31st March, 2023.

For Lodha & Co.
Chartered Accountants
Firm Registration No. 301051E


(Gaurav Lodha)

Partner
Membership No. 507462
UDIN: 23507462B6VDKC6073

Place: New Delhi
Date: 29 May 2023



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

- 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.
- (c) 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, 2023 for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) 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:-
(Amount in Rs. Lakhs)

	Loans
A. Aggregate amount granted / provided during the year:	
- Subsidiaries	27,153.46
- Others	-
B. Balance outstanding as at 31 st March 2023 in respect of above cases:	
- Subsidiaries	17,523.74
- Others	-

The Company has granted above mentioned unsecured loans @ 10.05% interest rate.

- (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 50(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, 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.
- Further, the Company has also granted certain loans that are repayable on demand and during the previous year 2021-2022, unsecured loan of Rs. 12,200 lakhs was transferred from repayable on demand to long term loans. 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 :-

(Rs. In Lakhs)

Particulars	All Parties	Promoters	Related Parties
Aggregate of loans/advances in nature of loans - Repayable on demand (A)*	27,153.53	-	27,153.53
- Agreement does not specify any terms or period of repayment(B)	-	-	-
Total (A+B)	27,153.53	-	27,153.53
Percentage of loans/advances in nature of loans to the total loans	100%	-	100%

* During the previous year 2021-2022, the Company had transferred unsecured loan of Rs. 12,200 lakhs from loans repayable on demand to long term loans (refer note no 50 (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, 2023 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 Statute	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	78.98	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 wilful 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) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been utilised 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 2023.
- (f) The company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies and hence reporting under clause 3(ix)(f) of the Order is not applicable.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (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 NBFI Registration with Reserve Bank of India (RBI) for carrying out NBFI activities and the management is under process to get the approval (read with note no. 49(c) 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 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.
Chartered Accountants
Firm Registration No. 301051E


(Gaurav Lodha)
Partner
Membership No. 507462
Place: New Delhi
Date: 29 May 2023



Annexure 'B' to the Independent Auditor's Report

Report on the Internal Financial Controls under Clause (l) 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, 2023 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.

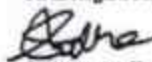
Inherent Limitations of Internal Financial Controls with respect to standalone financial statements

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, 2023, 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.
Chartered Accountants
Firm Registration No. 301051E


(Gaurav Lodha)
Partner
Membership No. 507462



Place: New Delhi
Date: 29 May 2023

Career Point Limited
Standalone Balance Sheet as at 31.03.2023
CIN-L80100PB2000PLC054497

(₹ in Lakhs)

	Particulars	Note No.	As at 31.03.2023	As at 31.03.2022
	ASSETS			
(1)	Non-current Assets			
	(a) Property, plant and equipment	5	10,822.08	10,644.55
	(b) Capital work-in-progress	5	-	389.95
	(c) Investment Property	6	1,810.85	1,848.76
	(d) Other Intangible assets	7	1.61	6.58
	(e) Financial Assets			
	(i) Investments	8	16,862.99	16,862.99
	(ii) Loans	9	13,000.00	13,000.00
	(iii) Other Financial Assets	9A	121.74	90.73
	(f) Other non-current assets	10	167.40	179.90
	Total Non Current Assets		42,787.57	43,023.46
(2)	Current Assets			
	(a) Inventories	11	117.04	78.96
	(b) Financial Assets			
	(i) Investments	8	-	272.78
	(ii) Trade receivables	12	330.25	539.40
	(iii) Cash and Cash Equivalents	13	51.90	111.91
	(iv) Bank Balances other than (ii) above	14	39.66	83.63
	(v) Loans	15	4,523.74	1,068.50
	(vi) Other financial assets	16	238.83	185.01
	(c) Other current assets	17	12.71	39.07
(3)	Assets classified as held-for-sale	18	62.76	52.80
	Total Current Assets		5,376.90	2,487.06
	TOTAL ASSETS		48,164.47	45,490.52
	EQUITY AND LIABILITIES			
(1)	EQUITY:			
	(a) Equity Share Capital	19	1,819.29	1,819.29
	(b) Other Equity	20	42,903.00	41,042.51
	Total Equity		44,722.29	42,861.80
(2)	LIABILITIES:			
	Non-current Liabilities			
	(a) Financial Liabilities			
	Borrowings	21	726.97	851.11
	(b) Provisions	22	21.12	29.25
	(c) Deferred Tax Liabilities(Net)	23	1,169.12	886.52
	Total Non Current Liabilities		1,917.21	1,766.88
(3)	Current Liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	24	694.18	129.27
	(ii) Trade payables	25	-	-
	- Micro & Small Enterprises		-	-
	- Other than Micro & Small Enterprises		2.38	1.07
	(iii) Other Financial Liabilities	26	360.47	402.30
	(b) Other Current Liabilities	27	431.72	244.97
	(c) Provisions	28	3.85	3.46
	(d) Current Tax Liabilities (Net)	29	32.35	80.77
	Total Current Liabilities		1,524.97	861.84
	TOTAL EQUITY AND LIABILITIES		48,164.47	45,490.52

Company Overview, Basis of preparation and Significant accounting policies
 The accompanying notes are an integral part of the standalone financial statements

(1-4)

For and on behalf of the Board of Directors

As per our report of even date
 For Lodha & Co.
 Chartered Accountants

Firm Registration no. 301051E

Godhe
 (Gaurav Lodha)
 Partner
 Membership No. 507462



Place : New Delhi
 Date : 29/05/2023

Pramod Maheshwari

Pramod Maheshwari
 Chairman, Managing Director
 & CEO
 DIN : 00185711

Om Prakash Maheshwari

Om Prakash Maheshwari
 Executive Director & CFO
 DIN: 00185677

M. Mohan Pareek

M. Mohan Pareek
 Company Secretary
 Membership No. A34858



Place : Kota (Rajasthan)
 Date : 29/05/2023

Career Point Limited Standalone Statement of Profit & Loss for the year ended on 31.03.2023 CIN: L80300PR2000PLC034497			
(₹ in Lakhs)			
Particulars	Note No.	For the year ended 31.03.2023	For the year ended 31.03.2022
Income			
Revenue from operations	30	5,189.85	2,934.24
Other Income	31	370.00	304.83
TOTAL INCOME		5,559.85	3,239.07
Expenses			
Cost of materials consumed	32	206.63	84.30
Changes in inventories of finished goods, work in progress and Trading goods	33	143.54	11.61
Employee benefits expenses	34	840.99	817.09
Finance costs	35	83.56	203.14
Depreciation and amortization expense	36	312.11	351.51
Other expenses	37	1,204.63	895.29
TOTAL EXPENSES		2,604.36	2,362.96
Profit/(Loss) before exceptional items and tax		2,955.49	1,475.91
Exceptional items - Gain/(Loss)		-	-
Profit/ (Loss) before tax		2,955.49	1,475.91
Tax expense:			
Current Tax		642.67	349.53
MAT Credit Entitlement / Reversal		-	-
Deferred Tax		94.52	37.90
Previous Year Taxation Adjustment		5.06	10.35
Profit/(Loss) for the Year		2,219.35	1,077.95
Other Comprehensive Income			
(a) (i) Items that will not be reclassified to profit or loss			
-Remeasurement benefit gain / (loss) of defined benefit plans		7.05	(3.24)
(ii) Income tax expense on items that will not be reclassified to profit or loss		(2.05)	0.94
(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		-	-
Total Other Comprehensive Income for the year		5.00	(2.30)
Total Comprehensive Income for the year		2,224.35	1,075.65
Earnings per share (in ₹)	48		
Basic		12.20	5.92
Diluted		12.20	5.93
Company Overview, Basis of preparation and Significant accounting policies		(1-4) For and on behalf of the Board of Directors	
The accompanying notes are an integral part of the standalone financial statements			
As per our report of even date			
For Lodha & Co. Chartered Accountants Firm Registration no. 301051E		 Pramod Maheshwari Chairman, Managing Director & CEO DIN: 00185711	 Om Prakash Maheshwari Executive Director & CFO DIN: 00185677
 (Gaurav Lodha) Partner Membership No. 507462		 Manishan Parakh Company Secretary Membership No. A34058	
Place : New Delhi Date : 29/05/2023		Place : Kota (Rajasthan) Date : 29/05/2023	


 CAREER POINT LIMITED

Career Point Limited Standalone Cash Flow Statement for the year ended 31.03.2023 CIN:LR0102PB2000PLC054497				
Particulars	For the Year ended 31.03.2023		For the Year ended 31.03.2022	
	A. Cash Flows from Operating Activities			
Profit/(Loss) Before Taxation		2,961.60		1,475.91
Adjustments for:				
Depreciation and Amortization Expenses	312.11		351.51	
Short/Long Term Capital Gain on shares/assets	(65.01)		(111.86)	
Interest Income	(2.83)		(6.77)	
Interest expense	83.56		203.16	
Profit on sale of Property, Plant & Equipments	(143.02)		(190.32)	
Bad debts written off	5.46		71.97	
Provision for Doubtful Debts/(reversal)	(15.62)		(22.22)	
Provision for Gratuity	7.51	181.34	8.94	304.01
Operating Profit before Working Capital Changes		3,143.94		1,779.91
(Increase)/Decrease in Trade Receivables	219.30		(28.82)	
(Increase)/Decrease in Inventories	(43.08)		12.13	
Increase/(Decrease) in Trade Payable	1.31		-	
(Increase)/Decrease in others Assets	30.90		1.87	
Loans (Given) /Repaid to related party (Net)	(3,455.24)		1,032.63	
Increase/(Decrease) in Liabilities	(225.08)	(3,471.89)	(197.84)	819.96
Cash generated from operations		(327.95)		2,199.88
Direct taxes paid		(512.16)		(278.88)
Net Cash from Operating Activities		(840.11)		2,921.00
B. Cash Flow from Investing Activities				
Purchase of Property Plant & Equipment, Investment Property and Intangible assets (including CWIP)	(90.76)		(59.14)	
Sale of Property Plant & Equipment, Investment Property and Intangible assets	129.24		272.89	
Interest Received on FDR	2.85		6.78	
Sale/(Purchase) of Investments(net)	337.79		2,352.58	
Movement in Fixed Deposits	43.97		55.96	
Net Cash (used in)/ from Investing Activities		422.89		2,609.75
C. Cash flows from Financing Activities				
Proceeds/(Repayment) of Borrowings (net)	440.77		(4,697.47)	
Interest paid	(83.36)		(201.93)	
Net Cash from Financing Activities		357.41		(4,899.40)
Net Increase/(decrease) in cash and cash equivalents (A + B + C)		(60.01)		30.65
Cash and Cash Equivalents at beginning of the year		111.91		81.26
Cash and Cash Equivalents at end of the year		51.90		111.91

Notes:

1. Changes in Liabilities arising from financing activities

(₹ 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
Total	980.38	440.77	-	1,421.15

Particulars	Balance as at 31st March 2021	Cash Flow Changes	Non Cash Flow Changes	Balance as at 31st March 2022
Long Term Borrowings (including current maturity)	2,364.40	(1,184.02)	-	980.38
Short Term Borrowings	3,513.45	(3,513.45)	-	-
Total	5,877.85	(4,697.47)	-	980.38

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.

For and on behalf of the Board of Directors

As per our report of even date
Lodha & Co.
Chartered Accountants
Firm Registration no. 301051E

(Signature)
(Gaurav Lodha)
Partner
Membership No. 507462

Place : New Delhi
Date : 29/05/2023



(Signature)
Pranoid Maheshwari
Chairman, Managing Director & CEO
DIN : 00185711

(Signature)
Anurag Pareek
Company Secretary
Membership No. A34858

Place : Kota (Rajasthan)
Date : 29/05/2023

(Signature)
Om Prakash Maheshwari
Executive Director & CFO
DIN : 00185677



Career Point Limited
Standalone Statement of changes in equity for the year ended 31.03.2023
 CIN-LR0100PR2000PLC054497

(₹ in Lakhs)					
Particulars	As at 01.04.2021	Changes during the year	As at 31.03.2022	Changes during the year	As at 31.03.2023
EQUITY SHARE CAPITAL					
Issued, Subscribed and Paid Up					
1,81,92,939 (at 31st March, 2021 + 1,81,92,939 and as at 31st April, 2021 + 1,81,92,939) Equity shares of ₹10 each	1,81,92,939	-	1,81,92,939	-	1,81,92,939
Total	1,81,92,939	-	1,81,92,939	-	1,81,92,939

(₹ in Lakhs)						
Particulars	Reserves and Surplus					Total
	Share option outstanding account	Securities premium	General Reserve	Retained Earnings		
				Surplus in P/L Statement	Other Comprehensive Income that will not be reclassified to Profit & Loss	
Balance as at 01.04.2021	6.95	17,235.38	86.58	22,578.11	59.08	39,966.80
Profit for the year	-	-	-	1,077.93	-	1,077.93
Reassessment of Net defined Benefit Plans (Net of Taxes)	-	-	-	-	(2.30)	(2.30)
ESOP Options issued	(4.95)	-	-	6.95	-	-
Balance as at 31.03.2022	-	17,235.38	86.58	23,662.99	57.56	41,042.51
Profit for the year	-	-	-	2,219.35	-	2,219.35
Reassessment of Net defined Benefit Plans (Net of Taxes)	-	-	-	-	5.00	5.00
Dividend Paid	-	-	-	(363.86)	-	(363.86)
Balance as at 31.03.2023	-	17,235.38	86.58	23,518.40	62.56	42,902.00

The accompanying notes are integral part of these standalone financial statements.

For and on behalf of the Board of Directors

As per our report of even date
 Lodha & Co.
 Chartered Accountants
 Firm Registration No. 301651E

 Gaurav Lodha
 Partner
 Membership No. 507462
 Place : New Delhi
 Date : 29/05/2023




 Pramod Maheshwari
 Chairman, Managing Director & CEO
 DIN : 00185711

 Manoj Pareek
 Company Secretary
 Membership No. A34850
 Place : Kota (Rajasthan)
 Date : 29/05/2023


 Om Prakash Maheshwari
 Executive Director & CFO
 DIN : 00185677




Career Point Limited
NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended March 31, 2023

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, 2023 are approved for issue by the Company's Board of Directors on May 29, 2023.

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 and guidelines issued by the Securities and Exchange Board of India (SEBI).

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 31.03.2023, the statement of profit & loss (including other comprehensive income), the statement of cash flows & the statement of changes in equity for the year ended 31.03.2023 and a summary of the significant 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 Significant 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 recognised through Profit or Loss.

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.



President



Career Point Limited
NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended March 31, 2023

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 recognized 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:-

Class of property, plant and equipment	Useful Life
Building	60 Years
Plant & Machinery	6-22 Years
Furniture & Fixtures	8 Years
Computer	3 Years
Vehicle	6-10 Years
Office Equipments	5 Years

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Prudhvi

Career Point Limited
NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended March 31, 2023

(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.



Prakash



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Career Point Limited
NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended March 31, 2023

(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.



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Career Point Limited
NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended March 31, 2023

(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 assets 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 recognized 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.



Career Point Limited
NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended March 31, 2023

(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 recognized 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, unrealized 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 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.



Power release
CAREER POINT LIMITED
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Career Point Limited
NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended March 31, 2023

(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 asset's recoverable amount. An asset's recoverable amount is the higher of an asset'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 financial 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.

(b) Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

Ind AS 1 - Presentation of Financial Statements - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in these financial statements.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors - This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its financial statements.

Ind AS 12 - Income Taxes - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its financial statement.



Prasanna

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Career Point Limited
NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March, 2023

Note 5 : PROPERTY, PLANT AND EQUIPMENT

Particulars	Land (leasehold)	Building*	Plant & Machinery	Furniture & Fixtures	Computer	Vehicle	Office Equipment	Total
Gross carrying value:								
As at 01.04.2021	1,539.44	9,948.17	196.21	1,002.72	45.52	154.02	117.61	13,003.69
additions	-	-	1.19	3.92	2.08	0.52	2.78	10.49
Disposal/ adjustments	-	-	-	-	-	36.33	-	36.33
As at 31.03.2022	1,539.44	9,948.17	197.40	1,006.64	47.60	118.21	120.39	12,977.85
additions	45.89	406.91	-	12.28	7.80	1.01	6.76	489.73
Disposal/ adjustments	-	-	-	-	-	-	-	-
As at 31.03.2023	1,585.33	10,355.08	197.40	1,018.92	55.48	119.22	127.15	13,458.58
Accumulated depreciation/ impairment:								
As at 01.04.2021	104.33	925.76	17.68	010.68	33.80	70.49	66.69	2,029.43
Depreciation	20.84	187.02	8.93	87.39	6.92	14.37	14.73	340.20
Disposal/ adjustments	-	-	-	-	-	36.33	-	36.33
As at 31.03.2022	125.17	1,112.78	26.61	898.07	40.72	48.53	81.42	2,333.30
Depreciation	20.88	192.21	9.02	44.76	6.61	14.42	14.39	302.29
Disposal/ adjustments	-	-	-	-	-	-	-	-
As at 31.03.2023	146.05	1,304.99	35.63	942.83	47.33	62.95	95.81	2,435.59
Net carrying value								
As at 31.03.2022	1,414.27	8,835.39	170.79	108.57	6.88	69.68	38.97	10,644.55
As at 31.03.2023	1,439.28	9,050.09	161.77	76.09	8.14	56.27	31.34	10,822.98

The company has elected to measure the items of property, plant & equipment at their previous GAAP carrying value at the date of transition 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 ₹ 6915.82 Lakhs.

Note 5 : CAPITAL WORK-IN-PROGRESS

Capital work-in-progress comprises of property, plant and equipment that are not ready for their intended use at the end of reporting period and are carried at cost comprising direct costs, related incidental expenses, other directly attributable costs and borrowing costs.

Capital work-in-progress	Building (₹ in Lakhs)
As at 31.03.2023	-
As at 31.03.2022	389.95



Career Point Limited
 NOTES TO THE STANDALONE FINANCIAL STATEMENTS
 for the year ended 31st March, 2023

CWIP aging schedule as on 31-3-2022

(₹ in Lakhs)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	
Project in Progress	-	-	-	-	-
Project temporarily suspended	Nil	Nil	Nil	Nil	Nil

CWIP aging schedule as on 31-3-2023

(₹ in Lakhs)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	
Project in Progress	48.65	281.30	57.92	-	387.87
Project temporarily suspended	Nil	Nil	Nil	Nil	Nil

There is no project of CWIP whose completion is overdue or has exceeded its cost compared to its original plan and completion schedule.

Note 6: INVESTMENT PROPERTIES

(₹ in Lakhs)

Particulars	Land (Freehold)	Land (Leasehold)	Total
Gross carrying value:			
As at 31.03.2022	1,402.55	483.59	1,886.14
Additions	-	-	-
Disposal/ adjustments	-	18.21	18.21
As at 31.03.2023	1,402.55	473.58	1,876.13
Additions	-	-	-
Disposal/ adjustments	-	37.82	37.82
As at 31.03.2023	1,402.55	435.66	1,838.21
Accumulated depreciation:			
As at 31.03.2022	-	23.46	23.46
Depreciation	-	5.23	5.23
Disposal/ adjustments	-	1.52	1.52
As at 31.03.2023	-	25.17	25.17
Depreciation	-	4.85	4.85
Disposal/ adjustments	-	4.86	4.86
As at 31.03.2023	-	27.16	27.16
Net carrying value			
As at 31.03.2022	1,402.55	460.13	1,862.68
As at 31.03.2023	1,402.55	408.50	1,811.05

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 31.03.2022	1,862.68
As at 31.03.2023	1,847.16

Fair Valuation of Investment Properties as on 31st March 2023 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
Gross carrying value:			
As at 31.03.2022	0.19	21.53	21.72
Additions	-	-	-
Disposal/ adjustments	-	-	-
As at 31.03.2023	0.19	21.53	21.72
Additions	-	-	-
Disposal/ adjustments	-	-	-
As at 31.03.2023	0.19	21.53	21.72
Accumulated amortization:			
As at 31.03.2022	-	9.04	9.04
Amortization	-	4.08	4.08
Disposal/ adjustments	-	-	-
As at 31.03.2023	-	13.12	13.12
Amortization	-	4.97	4.97
Disposal/ adjustments	-	-	-
As at 31.03.2023	-	20.11	20.11
Net carrying value			
As at 31.03.2022	0.19	6.39	6.58
As at 31.03.2023	0.19	1.42	1.61

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.



Approved.



Approved



Approved

Career Point Limited
NOTES TO THE STANDALONE FINANCIAL STATEMENTS
 for the year ended 31st March, 2023

Note B: INVESTMENTS

(₹ in Lakhs)

Particulars	No. of Shares/units end of current reporting period	As at 31.03.2023	No. of Shares/units end of current reporting period	As at 31.03.2022
NON CURRENT INVESTMENTS				
Investment in Subsidiary Companies				
Unquoted - Equity / Ordinary Shares (At cost less provision)				
(Fully Paid up unless otherwise stated)				
Career Point Edutech Limited (Face Value of ₹10 Each Fully Paid)	578,947	57.89	578,947	57.89
Career Point Infra Limited (Face Value of ₹10 Each Fully Paid)	3,978,994	13,495.00	3,978,994	13,495.00
Career Point Learning Solution Limited (Formerly Gyan Eduventure Private Limited) (Face Value of ₹10 Each Fully Paid)	419,999	48.50	419,999	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 I (Face Value of ₹10 Each Fully Paid)	6,227,000	1,808.00	6,227,000	1,808.00
Career Point Institute of Skill Development Private Limited (Face Value of ₹10 Each Fully Paid) !@	1,409,999	141.00	1,409,999	141.00
EduTiger Private Limited (Face Value of ₹10 Each Fully Paid)	75,000	7.50	75,000	7.50
Unquoted - 10% Optionally convertible non-cumulative redeemable Preference Shares				
(Fully Paid up unless otherwise stated)				
Srajan Capital Limited (Face Value of ₹10 Each Fully Paid)	972,000	855.00	972,000	855.00
Career Point Learning Solution Limited (Formerly Gyan Eduventure Private Limited) (Face Value of ₹10 Each Fully Paid)	4,000,000	400.00	4,000,000	400.00
Investment in Associates				
Unquoted Equity Shares (At cost less provision)				
Imperial Infra Private Limited (Face Value of ₹100 Each Fully Paid)	34,000	34.00	34,000	34.00
TOTAL (a)		16,852.89		16,852.89
Others				
Unquoted - Compulsory convertible preference share - classified as FVTPL				
(Fully Paid up unless otherwise stated)				
BETR TECH PRIVATE LIMITED I (Face Value of ₹10 Each Fully Paid)	146	10.10	146	10.10
TOTAL (b)		10.10		10.10
TOTAL (a+b)		16,862.99		16,862.99



P. S. Mohan

Amir



Chandrasekhar



Career Point Limited
NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March, 2023

INVESTMENTS

(₹ in Lakhs)

Particulars	No. of Shares /units end of reporting period	As at 31.03.2023	No. of Shares/units end of previous reporting period	As at 31.03.2022
CURRENT INVESTMENTS - Classified as FVTPL(Quoted)				
UTI FTIF SERIES XXVIII-X (1153 DAYS)	-	-	3,000,000	15.83
UTI FTIF SERIES XXVIII-XIII (1134 DAYS)	-	-	4,000,000	6.96
UTI TREASURY ADVANTAGE FUND- GROWTH	-	-	6,752.26	249.99
TOTAL				272.78

† 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 Pvt. Ltd. pledged with NSDC for loan facility availed for specific project.

Subnote:

(₹ in Lakhs)

Particulars(Current + Non Current)	As at 31.03.2023	As at 31.03.2022
Aggregate Carrying Value of unquoted investments	16,852.89	16,852.89
Aggregate Carrying value of unquoted Investments (FVTPL)	10.10	10.10
Aggregate Carrying Value of Quoted Investments	-	272.78
Aggregate Market Value of Quoted Investments	-	272.78



Prudhomanth

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Career Point Limited
NOTES TO THE STANDALONE FINANCIAL STATEMENTS
 for the year ended 31st March, 2023

NOTE: 9 Loans (Non-Current)

(₹ in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
(Unsecured, considered good unless otherwise stated)		
Loans to Related Parties*	13,000.00	13,000.00
Total	13,000.00	13,000.00

*Refer note no. 50 & 56 (c)

NOTE: 9A OTHER NON CURRENT FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
(Unsecured, considered good unless otherwise stated)		
Security Deposits	97.26	53.75
Bank deposits with remaining maturity of more than 12 months	24.48	36.98
Total	121.74	90.73

NOTE: 10 OTHER NON CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Deposits with Authorities	167.40	179.90
Total	167.40	179.90

NOTE: 11 INVENTORIES

(Valued at lower of cost and Net realisable value unless otherwise stated)

(₹ in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Raw Material (A)		
Paper	4.21	4.67
Finished Goods (B)		
(a) Student Kit & Material	112.83	22.15
(b) Study Material (Books)	-	47.14
Total (A+B)	117.04	73.96

Sub note:

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

Raw Material and Finished Goods contains 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.



Prakash

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Career Point Limited
 RETURN TO THE NATIONAL FINANCIAL STATEMENTS
 for the year ended 31st March, 2024

NOTE 12 TRADE RECEIVABLES

Particulars	IN Lakhs	
	As at 31.03.2023	As at 31.03.2022
Unsecured		
Trade Receivables (unsecured)	690.26	595.60
Trade Receivables which have significant increase in credit risk		
Trade Receivables - credit impaired	55.81	71.51
Less: Allowance for doubtful trade receivables	391.87	515.81
Total	354.20	151.30

*Net Amount including Trade Receivables from Related Parties FY 22-23 ₹150 IN Lakhs, (FY 21-22) ₹141 IN Lakhs

Trade Receivables aging as on 31.03.2023

Particulars	Net 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	208.81	156	26.93	27.85	0.18	61.00	324.77
(ii) Undisputed, having significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed, credit impaired	-	-	-	-	6.60	44.80	51.40
(iv) Disputed, considered good	-	-	-	-	-	-	-
(v) Disputed, having significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed, credit impaired	-	-	-	-	1.81	14.31	16.12
Total							391.87
Less: Allowance for doubtful trade receivables							(60.81)
Net							331.06

Trade Receivables aging as on 31.03.2022

Particulars	Net 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	281.07	88.11	6.13	17.91	36.31	139.62	579.04
(ii) Undisputed, having significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed, credit impaired	-	-	-	1.82	1.66	29.16	32.64
(iv) Disputed, considered good	-	-	-	-	-	-	-
(v) Disputed, having significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed, credit impaired	-	-	-	2.64	21.85	28.11	32.60
Total							644.28
Less: Allowance for doubtful trade receivables							(76.42)
Net							567.86



Prakash

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Career Point Limited
NOTES TO THE STANDALONE FINANCIAL STATEMENTS
 for the year ended 31st March, 2023

NOTE: 13 CASH & CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Cash on hand	2.08	3.51
Balances with Banks (Current A/c)	49.02	84.82
Balances with Banks (Dr. Balance Of Overdraft A/c)	-	23.58
Total	51.90	111.91

NOTE: 14 OTHER BANK BALANCES

(₹ in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Fixed Deposits with Banks*	60.09	117.10
Less: Amount disclosed under Other Financial Assets(Refer Note No. 9A)	24.48	36.98
Total (a)	35.61	80.12
Earmarked Balances with Banks		
Unclaimed dividend Bank Accounts	4.05	3.51
Total (b)	4.05	3.51
Total (a+b)	39.66	83.63

*Against margin money for bank guarantee

NOTE: 15 CURRENT ASSETS-LOANS

(₹ in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
(Unsecured, considered good unless otherwise stated)		
Loans to Related Parties*	4,523.74	1,068.50
Total	4,523.74	1,068.50

*Refer note no.50 & 56 (C)

NOTE: 16 CURRENT FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Interest Accrued	0.41	0.82
Others (DDUGKY) *	213.42	159.19
Security Deposits	25.00	25.00
Total	238.83	185.01

* Refer Note no. 40



Prakash

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Career Point Limited
 NOTES TO THE STANDALONE FINANCIAL STATEMENTS
 for the year ended 31st March, 2023

NOTE: 17 OTHER CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Advances to Employees	0.52	1.03
Others Advances	12.19	38.04
Total	12.71	39.07

NOTE: 18 ASSETS HELD FOR SALE

(₹ in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Assets held for sale *	62.76	92.80
Total	62.76	92.80

*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 2024.



Prakash Kumar

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CAREER POINT LIMITED
NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended March 31, 2023

NOTE: IN THOUSANDS

Particulars	As at 31.03.2023	As at 31.03.2022
Authorized	1,50,00,000 (Twenty Five Crores) Equity Shares of ₹10 each	1,50,00,000
Issued, Subscribed and Fully Paid up	1,50,00,000 (Twenty Five Crores) Equity Shares of ₹10 each	1,50,00,000
TOTAL	1,50,00,000	1,50,00,000

(k) Reconciliation of number of shares outstanding at the beginning and end of the year:

Particulars	No. of shares as at 31.03.2023	No. of shares as at 31.03.2022
Opening number of equity shares	15,00,000	15,00,000
Additional shares during the year	-	-
Closing number of equity shares	15,00,000	15,00,000

(l) 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 having equal rights as well as right to dividend declared/distributed by the company.

(m) Distribution of Dividends

Name of Shareholder	31.03.2023		31.03.2022	
	No. of shares at the end of reporting period	% of shares held	No. of shares at the end of reporting period	% of shares held
M/s. Prasad Kumar Maheshwari	2,16,000	1.43	2,16,000	1.43
M/s. The Prakash Maheshwari	1,38,000	0.91	1,38,000	0.91
M/s. Naval Kishore Maheshwari	1,38,000	0.91	1,38,000	0.91
M/s. Kishor Bhai	2,67,000	1.74	2,67,000	1.74
M/s. Shikha Maheshwari	1,37,500	0.90	1,37,500	0.90
M/s. Kalya Maheshwari	1,37,500	0.90	1,37,500	0.90
M/s. Nandini Maheshwari	1,37,500	0.90	1,37,500	0.90
% change during the year 2022-23				

(n) Distribution of Dividends

Name of Shareholder	31.03.2023		31.03.2022	
	No. of shares at the end of reporting period	% of shares held	No. of shares at the end of reporting period	% of shares held
M/s. Prasad Kumar Maheshwari	2,16,000	1.43	2,16,000	1.43
M/s. The Prakash Maheshwari	1,38,000	0.91	1,38,000	0.91
M/s. Naval Kishore Maheshwari	1,38,000	0.91	1,38,000	0.91
M/s. Kishor Bhai	2,67,000	1.74	2,67,000	1.74
M/s. Shikha Maheshwari	1,37,500	0.90	1,37,500	0.90
M/s. Kalya Maheshwari	1,37,500	0.90	1,37,500	0.90
M/s. Nandini Maheshwari	1,37,500	0.90	1,37,500	0.90
% change during the year 2022-23				

(o) Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting period: The company has issued equity shares of ₹10 each fully paid up during the financial year 2021-22, an exercise of options granted under the employee stock option scheme which part consideration was received in form of employee services.

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

(q) Shareholders holding more than 1% Shares

Name of Shareholder	As at 31.03.2023		As at 31.03.2022	
	No. of shares at the end of reporting period	% of shares held	No. of shares at the end of reporting period	% of shares held
M/s. Prasad Kumar Maheshwari	2,16,000	1.43	2,16,000	1.43
M/s. The Prakash Maheshwari	1,38,000	0.91	1,38,000	0.91
M/s. Naval Kishore Maheshwari	1,38,000	0.91	1,38,000	0.91
M/s. Kishor Bhai	2,67,000	1.74	2,67,000	1.74
M/s. Shikha Maheshwari	1,37,500	0.90	1,37,500	0.90
M/s. Kalya Maheshwari	1,37,500	0.90	1,37,500	0.90
M/s. Nandini Maheshwari	1,37,500	0.90	1,37,500	0.90

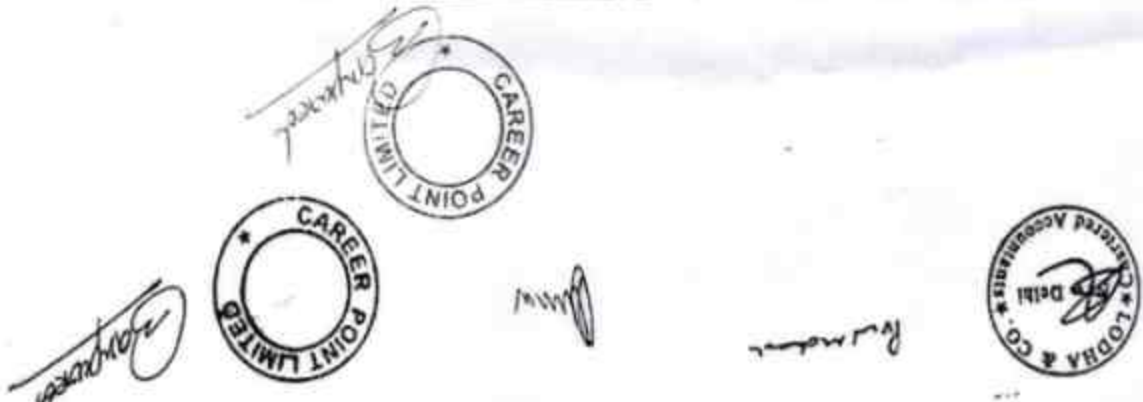


EXHIBIT FROM FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

NOTE 20 - OTHER EQUITY

Particulars	Share option outstanding account	Reserve for provision	General Reserve	Retained Earnings	
				Reserve for 7% Cumulative Dividend	Other Comprehensive Income (OCI) in retained earnings
Balance at 01.03.2022	4.95	17,335.78	64.50	13,719.13	19.96
Transfer from profit	-	-	-	1,277.93	-
Reversal of the dividend fund (net of tax)	-	-	-	-	(2.70)
Share option issued	16.92	-	-	6.92	-
Balance at 31.03.2023	21.87	17,335.78	64.50	15,002.96	17.26
Dividend at 14.09.2023	-	-	64.50	23,442.96	17.26
Profit for the period	-	-	-	2,219.33	-
Transfer to the fund	-	-	-	2,219.33	-
Reversal of the dividend fund (net of tax)	-	-	-	-	5.00
Transfer from	-	-	-	-	151.90
Balance at 31.03.2023	21.87	17,335.78	64.50	25,019.49	22.26

1 General Reserve amount transferred / apportioned expenses in accordance with (the Companies Act, 1956) where a portion of profit is apportioned to general reserve, when a company can declare dividend.

2 Other Comprehensive Income Reserve represents the balance in equity for items to be accounted in Other Comprehensive Income (OCI) in retained earnings. Items that will not be included in profit & loss.

3 Actual date and basis for dividend paid are recognized through OCI in the period in which they occur. An measurement are not restricted to profit or loss in subsequent periods.

4 Balance of General Reserve Reserve consists of provision on issue of shares over its face value. The balance will be utilized for issue of fully paid bonus shares, buy back of Company's own shares as per the provisions of the Companies Act 2013.

5 The company had an equity-linked share based payment plan for certain categories of employees of the company, refer Note No. 42 of retention financial statements.

6 In the FY 2022-2023, the Board of Directors, at its meeting declared the following dividends the kind of which are as follows:-

Date of Board Meeting	Type of Dividend	Dividend per equity share
14/09/2023	Interim Dividend	1.00
28/03/2023	Final Dividend for FY 2022-2023	1.00



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Career Point Limited
 NOTES TO THE STANDALONE FINANCIAL STATEMENTS
 for the year ended 31st March, 2023

NOTE: 21 BORROWINGS

(₹ in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Secured Loan		
From Banks	856.07	900.30
Sub Total (a)	856.07	900.30
Current Maturity of Long term borrowings (Refer Note No. 24)	129.10	129.27
Sub Total (b)	129.10	129.27
TOTAL (a+b)	726.97	851.11

Sub Note:

(a) Working Capital Term Loan (Kotak Bank) of ₹ 410.62 Lakhs @ 9.50 % p.a.(RPRR+ 3% p.a) 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, Mr. Nawal Kishore Maheshwari and Mr. Pramod Maheshwari.

(b) Term (Auto) Loan (Bank of Baroda) of ₹ 26.77 Lakhs @ 10.20 % 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.

(c) Term Loan (Indusind Bank) of ₹ 418.68 Lakhs @ 8.65 % p.a. (1 Year MCLR+15%) payable by June 2034. The loan is secured against the Security on Plot No. 9-2B & 10-B Scheme, Gopalpura by pass jaipur. Personal guarantee given by Mr. Pramod Maheshwari.

NOTE: 22 PROVISIONS

(₹ in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Provision for Employee Benefits		
Gratuity	21.12	29.25
Total	21.12	29.25

NOTE: 23 DEFERRED TAX LIABILITIES (NET)

(₹ in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Deferred Tax Asset		
Disallowance as per Income Tax Act	27.83	33.89
Others	-	0.95
Gross Deferred Tax Assets	27.83	34.84
Deferred Tax Liability		
Disallowance on account of Depreciation and others	1,267.65	1,180.13
Fair Valuation of Financial Instruments	-	-
Others	2.04	-
Gross Deferred Tax Liability	1,269.69	1,180.13
MAT Credit Entitlement	(72.74)	(258.77)
Total	1,169.12	866.52

NOTE: 24 SHORT TERM BORROWINGS

(₹ in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Secured loans		
From Bank (Overdraft Facility)	565.00	-
Current maturities of Long term Borrowings	129.10	129.27
Total	694.10	129.27

(a) Overdraft facility from Bank (ICICI Bank) of ₹ 565.00 Lakh (Previous year Nil) @10.5% (12 month MCLR+35%) against the security of Plot no. 6-B (II) Road No. 1, IPIA Kota. The Company can avail it up to ₹ 1291.5 Lakhs.



Pramod Maheshwari

Om Prakash Maheshwari



Surya Prakash



Career Point Limited
 NOTES TO THE STANDALONE FINANCIAL STATEMENTS
 for the year ended 31st March, 2023

NOTE: 25 TRADE PAYABLES

(₹ in Lakhs)

Particulars	As at	As at
	31.03.2023	31.03.2022
Total outstanding dues of micro enterprises and small enterprises (Refer Note No. 53)	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises.	2.38	1.07
Total	2.38	1.07

Trade Payables ageing schedule as on 31.3.2023

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	-	-	-	-	-	-

Trade Payables ageing schedule as on 31.3.2022

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	0.33	0.54	-	-	0.20	1.07
(3) Disputed Dues- MSME	-	-	-	-	-	-
(4) Disputed dues - others	-	-	-	-	-	-



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Career Point Limited
 NOTES TO THE STANDALONE FINANCIAL STATEMENTS
 for the year ended 31st March, 2023

NOTE: 26 OTHER FINANCIAL LIABILITIES

(₹ in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Accrued Salaries and benefits		
- Salaries and benefits	65.62	71.74
Other liabilities		
- Security deposits	224.81	128.08
- Others Payable	61.11	194.37
- Interest accrued but not due	4.88	4.60
- Unpaid Dividend	4.05	3.51
Total	360.47	402.30

NOTE: 27 OTHER CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Income received in advance	249.69	202.75
Government and Other dues	4.95	37.17
Advance for sale of plot	177.08	5.05
Total	431.72	244.97

NOTE: 28 SHORT TERM PROVISION

(₹ in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Provision for Employee Benefits		
Gratuity	3.86	3.46
Total	3.86	3.46

NOTE: 29 CURRENT TAX LIABILITIES (NET)

(₹ in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Provision for Income Tax (Net of Advance tax, TDS/TCS of Rs 424.28 Lakhs (P.Y Rs 592.11 Lakhs))	32.36	80.77
Total	32.36	80.77



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Career Point Limited
 NOTES TO THE STANDALONE FINANCIAL STATEMENTS
 for the year ended 31st March, 2023

NOTE: 30 REVENUE FROM OPERATIONS

(₹ in Lakhs)

PARTICULARS	For the year ended 31.03.2023	For the year ended 31.03.2022
(a) Revenue from Services		
Education and other related activities	2,887.54	1,909.44
(b) Sale of Study Material		
- Domestic	420.84	208.66
(c) Income From Financing & Investing Activities		
(i) Interest Income :		
- Interest From Group Companies	1,452.82	739.75
(ii) Dividend Income	363.60	-
(iii) Net gain on fair value/sale of :		
- Current/Non Current Investments	65.01	76.30
REVENUE FROM OPERATIONS (NET)	5,189.89	2,934.24

NOTE: 31 OTHER INCOME

(₹ in Lakhs)

PARTICULARS	For the year ended 31.03.2023	For the year ended 31.03.2022
(a) Lease Rent	181.80	0.61
(b) Interest Income :	2.65	625.61
(c) Net gain on fair value/sale of :		
- Current/Non Current Investments	-	35.47
(d) Other Income :		
(i) Profit on sale of Property, Plant & Equipment / Asset held for sale (net)	143.02	190.32
(ii) Miscellaneous Income	33.00	30.40
(iii) Provision Written Back	15.62	22.22
TOTAL - OTHER INCOME	376.09	904.63

NOTE: 32 COST OF MATERIAL CONSUMED

(₹ in Lakhs)

PARTICULARS	For the year ended 31.03.2023	For the year ended 31.03.2022
Opening stock	4.67	5.19
Add: Purchases during the period	206.16	83.78
Less: Closing stock	4.21	4.67
TOTAL COST OF MATERIAL CONSUMED	206.63	84.30

NOTE: 33 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND TRADING GOODS

(₹ in Lakhs)

PARTICULARS	For the year ended 31.03.2023	For the year ended 31.03.2022
Opening stock	69.29	80.90
Closing stock	112.83	69.29
(INCREASE)/DECREASE IN INVENTORY	(43.54)	11.61



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Career Point Limited
 NOTES TO THE STANDALONE FINANCIAL STATEMENTS
 for the year ended 31st March, 2023

NOTE: 34 EMPLOYEE BENEFITS EXPENSES

(₹ in Lakhs)

PARTICULARS	For the year ended 31.03.2023	For the year ended 31.03.2022
Salaries, Wages and Bonus to		
-Teaching staff	208.02	188.55
-Non Teaching Staff	594.15	593.43
Contribution to provident and other funds	21.87	22.34
Staff Welfare	16.95	12.77
TOTAL - EMPLOYEE BENEFITS EXPENSES	840.99	817.09

NOTE: 35 FINANCE COSTS

(₹ in Lakhs)

PARTICULARS	For the year ended 31.03.2023	For the year ended 31.03.2022
(a) Interest Expense	83.56	202.62
(b) Other borrowing cost	-	0.54
TOTAL - FINANCE COSTS	83.56	203.16

NOTE: 36 DEPRECIATION AND AMORTIZATION EXPENSES

(₹ in Lakhs)

PARTICULARS	For the year ended 31.03.2023	For the year ended 31.03.2022
Depreciation on Property, Plant & Equipments	302.29	340.20
Amortization of Intangible assets	4.97	6.08
Depreciation on Investment Property	4.85	5.23
TOTAL - DEPRECIATION AND AMORTIZATION EXPENSES	312.11	351.51

NOTE: 37 OTHER EXPENSES

(₹ in Lakhs)

PARTICULARS	For the year ended 31.03.2023	For the year ended 31.03.2022
Advertisement Expenses	64.40	37.87
Legal and professional charges	78.70	73.73
Repairs - Buildings	60.77	4.72
Repairs - Computers	8.76	4.68
Repairs - others	100.21	92.34
Rent	12.00	-
Travelling & Conveyance	11.26	22.25
Payments to Auditors (Refer Note 45)	8.09	5.03
Telephone, postage & internet exp.	21.27	24.49
Printing and stationery expenses	28.28	10.66
Security charges	30.20	30.91
Electricity & Water Expenses	126.57	88.30
Institute Expenses	435.43	219.09
CSR Expenses (Refer Note No. 41)	29.91	108.93
Interest, Penalty & Fine Charges	3.57	0.09
Hostel & Mess Expenditure	139.09	74.01
Miscellaneous Expenses	46.12	98.19
TOTAL - OTHER EXPENSES	1,204.63	895.29



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Career Point Limited
NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March, 2023

20 Contingent Liabilities not Provided For (As Certified by the management)
(a) In respect of:-

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2023
Service tax liability / GST Liability @	87.26	87.26
Claims against the Company not acknowledged as debts	116.12	154.70
Income Tax Liability	14.09	14.09
Value added tax liability	535.92	535.92
Total	753.39	792.97

@ Search was conducted by Senior Intelligence officer, Directorate general of goods and Service Tax Intelligence (DGSI), Jaipur Total Unit, Jaipur on 25.04.2022 at CP Tower Road no.1, IPIA, Kota (Rajasthan) and the Company has deposited demand of ₹ 24.05 lakhs. Post balance sheet date, the case has been finalized by the Department vide letter dated 02.04.2023 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 ₹1500 Lakhs and ₹1260 Lakhs on behalf of Loan Facility availed by Career Point University, Kota and Career Point Institute of Skill Development Private Limited. The management does not expect any outflow of resources in respect of corporate guarantees given.

29 Estimated amount of contracts remaining to be executed on capital account net of advances is ₹ Nil (Previous Year ₹ 5 Lakhs).

40 During the earlier years, the Company has received principal amount of 1st installment of ₹. 216.90 lakhs from Rajasthan Skill and Livelihoods Development Corporation (RSLDC) for the Deen-Dayal Upadhyaya Gramsam 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 quarter ended 30th September 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 ₹. 217.42 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 matter was listed on 28.04.2023 before the Hon'ble Rajasthan High Court, Jaipur Bench for final arguments wherein the Hon'ble Court allowed the petition in Company's favour and appointed the sole arbitrator. The Company is under process to file application before the sole arbitrator as appointed by Hon'ble Court. 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 ₹ 20.79 Lakhs and ₹ 32.49 Lakhs towards CSR activities during the year ended 31st March 2023 and 31st March 2022 respectively. The CSR Committee has been examining and evaluating suitable proposals for deployment of funds towards CSR initiatives. However, the committee expects finalization of such proposals in due course. During the year, Company has contributed the following sums towards CSR initiatives.

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
(i) Gross amount required to be spent by the during the year	28.79	32.49
(ii) Amount spent during the year	-	-
(a) Construction/ Acquisition of any assets	-	-
(b) On purposes other than (a) above	28.81	108.93

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
(i) Amount of expenditure incurred	29.91	108.93
(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	28.80	108.71
(b) Social Welfare	0.90	-
(c) Health Services	0.21	0.22
(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.	-	-



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42 CPL Employee Stock Option Plan 2013:

Pursuant to the resolution passed by the members in the AGM held on 21st Sept 2013, the company had introduced CPL Employee Stock Option Plan 2013, which provides for issue of not more than 9,06,647 equity shares of face value of ₹ 10 each fully paid up shares.

The Company had granted 5,000 employee stock options under the scheme. Each option so granted shall carry a right to subscribe one equity share of the company upon vesting and payment of exercise price of ₹100 per option. The said Stock Option vested on 2nd July, 2015 and entitled to exercise the options up to a period of 4 years from the date of vesting. These 5000 options had been exercised during 2017-18.

Further, the Company had granted 70,000 employee stock options under the scheme. Each option so granted shall carry a right to subscribe one equity share of the company upon vesting and payment of exercise price of ₹125 per option. Out of the above 40,000 stock option vested on 30th November, 2016 and 30,000 stock option shall be vested over a period of 2 years from the date of grant, 30th November, 2015 and same is entitled to be exercised up to a period of 4 years from the date of vesting. Out of these 70,000 options, 25000 options had been exercised during 2017-18 and 20000 equity shares had been allotted at an exercise price of ₹ 125 per share including premium of ₹ 115 per share to the eligible employees of the company under the scheme during 2020-21.

Further, the Company had granted 10,000 employee stock options under the scheme. Each option so granted shall carry a right to subscribe one equity share of the company upon vesting and payment of exercise price of ₹110 per option. Out of the above 5,000 stock option granted shall be vested over a period of one year and 5,000 stock option over a period of 2 years from the date of grant, 30th March, 2017 and same is entitled to be exercised up to a period of 4 years from the date of vesting. Out of these 10,000 options, 10,000 equity shares had been allotted at an exercise price of ₹ 110 per share including premium of ₹. 100 per share to the eligible employee of the company under the scheme during 2020-21.

No options were granted during the year.

No options were exercised during the year.

Further, 25000 options which were not exercised by the eligible employee have lapsed on 30th November, 2021.

The Number of Share Options under the share option plan are as follows:

Particulars	Year Ended March 31, 2023		Year Ended March 31, 2022	
	Number of options	Weighted Average exercise price per share option	Number of options	Weighted Average exercise price per share option
Options outstanding at beginning of period:	-	-	25,000	125.00
Add: Options Granted	-	-	-	-
Less: Options Exercised	-	-	-	-
Less: Options Lapsed	-	-	25,000	125.00
Options outstanding at the end of period:	-	-	-	-

43 The Board of Directors at their meeting held on 29th May 2023 has recommended final dividend of Re. 1 per share for the financial year ended March, 31 2023, subject to the approval of the members at the Annual General Meeting. This is in addition to interim dividend Rs 1 per share declared and paid by the Board of Directors during the said financial year.



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Career Point Limited
NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31.03.2023

44 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:

		(₹ in Lakhs)	
S.No.	Particulars	Year ended March 31, 2023	Year ended March 31, 2022
1	Company's contribution to provident fund	8.33	8.52
2	Company's contribution to ESI	6.02	5.27

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)	
S.No.	Particulars	Gratuity (Funded) 31.03.2023	Gratuity (Funded) 31.03.2022
1	Present value of obligation at the beginning of the year	32.71	40.29
2	Current service cost	5.14	5.62
3	Interest cost	2.37	2.92
4	Benefits paid	(8.19)	(19.36)
5	Actuarial loss/(gain)	(7.03)	3.24
6	Present value of obligation at the end of year	24.90	32.71

The components of the gratuity are as follows:

b) Expenses in recognized statement of profit & loss account

		(₹ in Lakhs)	
S.No.	Particulars	Gratuity (Funded) 31.03.2023	Gratuity (Funded) 31.03.2022
1	Current service cost	5.14	5.62
2	Interest Cost	2.37	2.92
3	Defined benefit cost recognized in statement of Profit or loss.	7.51	8.54

c) Recognized in Other Comprehensive Income

		(₹ in Lakhs)	
S.No.	Particulars	Gratuity (Funded) 31.03.2023	Gratuity (Funded) 31.03.2022
1	Actuarial loss/ (gain)- Obligation	(7.03)	3.24
2	Actuarial loss/ (gain)- Plan Assets	-	-
	Component of defined benefit costs recognized in other comprehensive income	(7.03)	3.24

d) The principal actuarial assumptions used for estimating the Company's defined benefit obligations for gratuity and leave encashment are set out below:

S.No.	Actuarial Assumptions	As at March 31, 2023	As at March 31, 2022
1	Discount Rate	7.50%	7.25%
2	Expected Rate of Increase in salary	5.00%	5.00%
3	Withdrawal rate	5.00%	5.00%
4	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.



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Career Point Limited
NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31.03.2023

e) Sensitivity analysis:

(₹ in Lakhs)

S.N.	Particulars	Change in Assumptions	Increase/(decrease) in Gratuity Obligations 31.03.2023	Increase/(decrease) in Gratuity Obligations 31.03.2022
1	Discount rate	1%	(1.99)	(2.71)
		-1%	2.33	3.16
2	Salary Growth rate	1%	2.37	3.19
		-1%	(2.05)	(2.79)
3	Withdrawal Rate	1%	0.32	0.40
		-1%	(0.38)	(0.47)

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.

f) Estimate of expected benefit payments

(₹ in Lakhs)

S.No.	Particulars	Gratuity
1	01 Apr 2023 to 31 Mar 2024	3.85
2	01 Apr 2024 to 31 Mar 2025	0.63
3	01 Apr 2025 to 31 Mar 2026	0.61
4	01 Apr 2026 to 31 Mar 2027	0.62
5	01 Apr 2026 to 31 Mar 2028	1.30
6	01 Apr 2028 Onwards	17.97

The company is depositing PF 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.

45 AUDIT FEES (EXCLUSIVE OF APPLICABLE TAXES)

(₹ in Lakhs)

S.No.	Particulars	Year ended 31.03.23	Year ended 31.03.22
i)	Statutory Auditor	6.00	5.00
ii)	Out of Pocket Expenses	0.53	0.03
iii)	Other services	1.50	-
	Total	8.03	5.03

46 EARNING PER SHARE (EPS)

S.No.	Particulars	Year ended 31.03.23	Year ended 31.03.22
1	Net profit/ (loss) for the year attributable to equity shareholders (₹ in Lakhs)	2,219.35	1,077.93
2	Weighted average number of equity shares outstanding	18,192,539	18,192,939
3	Basic/Diluted earnings per share (face value of ₹ 10 each)	12.20	5.93

47 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.

48 The annual GST return (Form 9 and 9C) for the year ended 31st, March, 2023 is pending for the filing as competent authority has extended the date of filing till 31st December 2023. 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.

49 (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. On 28.02.2023 the Career Point Limited has submitted the scheme before the Regulatory Authorities via SEBI, BSE and NSE. The scheme is, inter alia, subject to, receipt of approval from the statutory, regulatory and customary approvals, including approvals from Stock Exchanges, NCLT Chandigarh Branch.

(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.

(c) Accordingly, in view of as stated in (b) above, the Company had applied for NBFI Registration with Reserve Bank of India (RBI). In this regard, RBI has advised Company to alter the object clause of the Memorandum of Association (MOA) of the Company in order to be eligible for registration as non deposit taking (ND) NBFC and plan of the Company to obtain regulatory approvals from SEBI and NCLT in relation to the proposed scheme of arrangement (as referred in para 49(a) above). The Company has informed RBI, it is in process to file application with SEBI for their approval and after receiving their approval will file the scheme with NCLT, Chandigarh for their approval. Regarding alteration of MOA, the same has been approved by the shareholders through postal ballot on dated 10.02.2023 and accordingly, the company has received approval from the Registrar of Companies Chandigarh on 20.04.2023. Presently communication with RBI on their queries is going on and certificate of registration is awaited.



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Career Point Limited.
NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31.03.2023

50 (a) During the year the Company has given a loan of ₹ 27,153.46 Lakhs (Previous Year ₹23,104.53 Lakhs) and balance outstanding at the year end is ₹17,523.74 Lakhs (Previous Year ₹14,068.50 Lakhs) at the rate of 10.05% 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 Rs.2,663 lakhs.

(b) As at 31st March 2023, the Company's investment in and loan to subsidiary company M/s Srajan Capital Limited ("SCL") is Rs. 28,186.74 lakhs (Investment Rs. 2,663.00 lakhs and unsecured loan Rs. 17,523.74 lakhs). As per the audited financial statements of SCL for the year ended 31st March 2023, it has degraded (sub-standard and doubtful) its loans and advances to various parties amounting to Rs. 5,228.82 lakhs (upto 31.03.2022 Rs. 4,431.72 lakhs) including loans given to related party of Rs. 4,397.32 lakhs (upto 31.03.2022 Rs. 4,397.32 lakhs) against which SCL has made provision of Rs. 4,507.38 lakhs (including provision against loans given to related party of Rs. 4,397.32 lakhs) (upto 31.03.2022 Rs. 467.20 lakhs including provision on loans given to related party of Rs. 439.73 lakhs). Also, the borrower has started the payment of its outstanding dues and has paid Rs. 1,007.20 lakhs during the year. Considering the long term nature, the intrinsic value 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 in this stage.

(c) During the previous financial year 2021-2022, a loan of Rs.12,200 lakhs which was repayable on demand was converted into long term loans. The long term loan of Rs. 13,000 lakhs will be repaid after four years from FY 2022-2023 in 8 equal installments of Rs.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 31-3-2023

Type of Borrower	Amount of loan (₹ in Lakhs)	Percentage to the total loans and advances
Srajan Capital Limited	4,523.74	25.61%

As on 31-3-2022

Type of Borrower	Amount of loan (₹ in Lakhs)	Percentage to the total loans and advances
Srajan Capital Limited	1,068.50	7.59%

51 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.

(x) **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

Particulars	As at 31.03.2023	As at 31.03.2022
Change in basis point	+25.00	+25.00
Effect on profit after tax	(2.30)	(6.46)
Change in basis point	-25.00	-25.00
Effect on profit after tax	2.30	6.46

(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 31.03.2023, the Company has no investment in mutual funds and hence it has no price risk as on 31.3.2023.

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 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.



Prasad Mishra
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GAREER POINT LIMITED



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Career Point Limited.
**NOTES TO THE STANDALONE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31.03.2023**

(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 of 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 31.03.2023			Total
	Carrying Amount	< 1Year/On Demand	> 1Year	
Interest bearing borrowings	1,421.15	129.10	1,292.05	1,421.15
Trade Payable	2.38	0.44	1.92	2.38
Other Liabilities	360.47	360.47	-	360.47
Total	1,784.00	490.01	1,293.97	1,784.00
		As at 31.03.2022		
Interest bearing borrowings	980.38	129.27	851.11	980.38
Trade Payable	1.07	0.87	0.20	1.07
Other Liabilities	402.30	402.30	-	402.30
Total	1,383.75	532.44	851.31	1,383.75

52 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 maximise 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, 2023	As at March 31, 2022
Borrowings (A)	1,421.15	980.38
Less: Cash and Cash equivalents (B)	51.90	111.91
Net debt (C = A - B)	1,369.25	868.47
Equity Share Capital (D)	1,819.29	1,819.29
Other Equity (E)	42,903.00	41,042.51
Total Capital (F = D+E)	44,722.29	42,861.80
Capital and net debt (G = C+F)	46,091.54	43,730.27
Gearing ratio (C/G)	2.97%	1.99%

53 As required by section 22 of The Micro, Small and Medium Enterprises Development Act, 2006 the following information is disclosed:

(₹ in Lakhs)

Particulars	2022-23	2021-22
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 the parties have been identified of information available with the Company and as certified by the management.



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Career Point Limited.
NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended March 31, 2023

54 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 31.03.2023		As at 31.03.2022	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
(I) Financial Assets				
(a) At fair value through profit & loss				
- Non - Current Investment in Mutual Fund	-	-	-	-
- Current Investment in Mutual Fund	-	-	272.78	272.78
- Non - Current Investment in Unquoted shares	10.10	10.10	10.10	10.10
(b) At Amortised Cost / Cost				
- Investment in Subsidiaries & Associate	16,852.89	16,852.89	16,852.89	16,852.89
- Trade Receivables	330.26	330.26	539.40	539.40
- Loans	17,523.74	17,523.74	14,068.50	14,068.50
- Cash and cash equivalents	51.90	51.90	111.91	111.91
- Other bank balances	39.66	39.66	83.63	83.63
- Others	360.57	360.57	275.74	275.74
Total	35,169.12	35,169.12	32,214.95	32,214.95
(II) Financial Liabilities				
(a) At Amortised Cost				
- Borrowings	1,421.15	1,421.15	980.38	980.38
- Trade payables	2.38	2.38	1.07	1.07
- Others	360.47	360.47	402.30	402.30
Total	1,784.00	1,784.00	1,383.75	1,383.75

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, 2023 & 31st March 2022.

Assets / Liabilities measured at fair value through Profit or loss (Accounted)	As at March 31, 2023		
	Level 1	Level 2	Level 3
Financial assets			
- Investment in Mutual Funds (through P&L)	-	-	-
- Investment in Unquoted Compulsorily Convertible Preference Shares	-	-	10.10
Financial liabilities			
	-	-	-

Assets / Liabilities measured at fair value through Profit or loss (Accounted)	As at March 31, 2022		
	Level 1	Level 2	Level 3
Financial assets			
- Investment in Mutual Funds (through P&L)	272.78	-	-
- Investment in Unquoted Compulsorily Convertible Preference Shares	-	-	10.10
Financial liabilities			
	-	-	-

During the year ended March 31, 2023 and March 31, 2022, 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. There is no transaction / balance under level 3.



Ravi Mehta

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Career Point Limited.
NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended March 31, 2023

55 INCOME TAX

A) Amounts recognized in statement of profit and loss

(₹ in Lakhs)

Particulars	2022-23	2021-22
Current Income Tax		
-Current Year	642.67	349.53
-Adjustment in respect of current income tax of earlier year	5.06	10.55
MAT (Credit) Entitlement	-	-
Deferred Tax-Relating to origination and reversal of temporary differences	94.52	37.00
Income tax expense reported in the statement of profit & loss	742.25	397.08

B) Income tax recognized in other comprehensive income

(₹ in Lakhs)

Particulars	2022-23	2021-22
Income tax on Re-measurement losses on defined benefit plans	(2.05)	0.94
Total	(2.05)	0.94

C) Reconciliation of effective tax rate

(₹ in Lakhs)

Particulars	2022-23	2021-22
Accounting profit/(loss) before tax	2,961.80	1,475.91
At Statutory Income Tax rate @29.12%	862.42	429.78
Dividend income	-	-
Fair valuation/ Sale of financial assets and others	(103.94)	(59.72)
Sale of Property Plant & Equipment (Land)	(26.01)	(3.82)
Non-deductible expenses	9.79	31.75
Accounting profit/(loss) after tax	2,219.35	1,077.93



Purvinder

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Career Point Limited.
NOTES TO THE STANDALONE FINANCIAL STATEMENTS
 for the year ended March 31, 2023

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 Airttech Private Limited
 Srajan Capital Limited
 Coupler Enterprises Private Limited
 Career Point Institute of Skill Development Private Limited
 Career Point Learning Solution Ltd. (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)
 Mr. RS Choudhary (Independent Director)
 Mr. Vishal Jain (Independent Director)
 Mr. Mahesh Gupta (Independent Director)
 Mr. Jagdish Prasad Sarda (Independent Director)
 Mrs. Divya Sodani (Independent Director)
 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)
 Ms. Akshita Maheshwari (Daughter of Director)
 Smt. Kailash Bai (Mother of Director)
 Smt. Rekha Maheshwari (Wife of director)
 Smt. Radha Rani (Sister of Director)

Enterprise under same Management:

Diamond Business Solutions Private Limited
 Aditya Associates
 Veer Associates

Utkar Associates

Swastika Polylefines 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 Pvt. Ltd.
 Yash Foundation
 Career Point Foundation
 Adarsh foundation
 Sarthak Foundation
 Shakti foundation
 Progressive Foundation
 Samkalp Foundation
 Wellwin Technosoft Limited
 Srajan Venture Private Limited
 Gulab associates
 Om Associates
 Maheshwari Trading company
 Longway Business Solution Limited
 StudyBoard Education Private Limited



Career Point Limited.
 NOTES TO THE STANDALONE FINANCIAL STATEMENTS
 for the year ended March 31, 2023
 Gulab Chand Maheshwari (HUF)
 Maheshwari Agrobase Pvt. Ltd.
 Nawal Kishore Maheshwari (HUF)
 Om Prakash Maheshwari (HUF)
 Pramod Kumar Maheshwari (HUF)
 Rubymerry Enterprises Pvt. Ltd.
 Sankalp Capital Pvt. Ltd.
 Shricon Industries Ltd.
 Eduplanet Knowledge Solutions Pvt. Ltd.
 Surago Agro Pvt. Ltd.
 Soyug Pvt Ltd

(B) Table showing transactions with related parties:

(₹ in Lakhs)

Particulars	During the year ended 31.03.2023	During the year ended 31.03.2022
Sales of Study Material & Student Kit:		
Subsidiaries:		
Career Point Edutech Limited	-	6.58
Career Point Learning Solution Ltd. (Formerly known as Gyan Eduventure Private Limited)	-	1.69
Enterprises under same Management:		
Global Public School a unit of Gopi Bai Foundation	50.13	-
Service Rendered		
Career Point University, Kota	615.29	558.45
Global Public School a unit of Gopi Bai Foundation	7.71	-
Purchases of Study Material & Student Kit		
Subsidiary:		
Career Point Edutech Limited	-	37.73
Career Point Learning Solution Ltd. (Formerly known as Gyan Eduventure Private Limited)	32.50	3.48
Enterprises under same Management:		
Interest Income on Loan from		
Subsidiaries/Joint Venture(JV):		
Srajan Capital Limited	1,452.02	1,358.59
Miscellaneous Income(Rent)		
Career Point Infra Limited	-	0.03
Career Point Learning Solution Ltd. (Formerly known as Gyan Eduventure Private Limited)	-	0.03
Career Point Accessories Private Limited	-	0.03
Career Point Edutech Limited	-	0.03
Swastika Polyolefines Private Limited	-	0.03
Dividend Received		
Career Point Infra Limited	363.68	-
Rent Paid		
Enterprises under same Management:		
Diamond Business Solutions Private Limited	12.00	-
Interest Expenses on Loan from		
Subsidiaries:		
Loan & Advances received/(Payment)		
Remuneration		
Mr. Pramod Maheshwari (Chairman, Managing Director & CEO)	33.00	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	11.32
Mr. Manmohan Pareek (Company Secretary) (w.e.f 13th August 2022)	8.53	-
Director Sitting Fees	1.92	2.24



Amr Mohan -

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Amr Mohan



Career Point Limited.
NOTES TO THE STANDALONE FINANCIAL STATEMENTS
 for the year ended March 31, 2023

Particulars	(₹ in Lakhs)	
	During the year ended 31.03.2023	During the year ended 31.03.2022
Shares subscribed		
Subsidiary:		
EduTiger Pvt Ltd.	-	7.50
Reimbursement/Payment on behalf of related parties		
Subsidiaries:		
Career Point Edutech Limited	62.22	1.99
Career Point Accessories Private Limited	0.22	0.04
Srajan Agritech Private Limited	0.26	0.23
Coupler Enterprises Private Limited	15.61	5.62
Srajan Capital Limited	224.97	172.78
Career Point Institute of Skill Development Private Limited	0.02	0.04
Career Point Infra Limited	25.08	0.37
EduTiger Private Limited	0.03	0.03
Cyan Eduventure Pvt. Ltd.	0.19	10.42
Enterprises under same Management:		
Surago Agro Pvt Ltd	35.71	6.89
Aditya Associates	1.87	4.46
Veer Associates	-	1.39
Upkar Associates	-	1.78
Yash Foundation	0.01	0.01
Gopi Bai Foundation	0.03	0.04
Global Public School	17.01	6.50
Career Point Foundation	0.01	0.01
Proseed Foundation	0.19	16.85
Aadarsh foundation	-	0.01
Shakti foundation	-	2.75
StudyBoard Education Private Limited	0.01	0.02
Progressive Foundation	0.02	2.38
Sankalp Foundation	-	12.01
Career Point University, Kota	116.92	79.10
Career Point University, Hamirpur	34.90	25.53
Wellwin Technosoft Limited	138.05	35.40
Srajan Venture Private Limited	0.80	3.91
Diamond business solution Private Limited	0.07	0.02
Gulab associates	11.87	9.88
Om Associates	0.04	0.57
Maheshwari Trading company	13.51	25.94
Swastika Polyulifines Private Limited	3.61	0.53
Longway Business Solution Limited	4.14	6.33
Indo Grains Pvt. Ltd.	0.14	0.08
Maheshwari Agrobases Pvt. Ltd.	0.04	0.02
Nawal Kishore Maheshwari (Huf)	0.39	0.26
Om Prakash Maheshwari (HUF)	-	5.18
Pranod Kumar Maheshwari (HUF)	-	0.10
Rubymerry Enterprises Pvt. Ltd.	0.02	0.01
Sankalp Capital Pvt. Ltd.	7.46	12.01
Shricon Industries Ltd.	3.75	5.14
Soyug Private Limited	54.40	80.23
Eduplanet Knowledge Solutions Pvt Ltd	0.02	0.02
Associates:		
Imperial Infin Private Limited	4.03	0.07



Panduranga

Om



Chandrasekar



Chandrasekar

Career Point Limited.
 NOTES TO THE STANDALONE FINANCIAL STATEMENTS
 for the year ended March 31, 2023

Particulars	During the year ended 31.03.2023	During the year ended 31.03.2022
Key Management Personnel:		
Mr. Pramod Maheshwari (Chairman, Managing Director & CEO)	23.29	36.16
Mr. Om Prakash Maheshwari (CFD & Whole time Director)	40.57	3.19
Mr. Naval Kishore Maheshwari (Whole time Director)	41.31	41.21
Relatives of Key Managerial Personnel:		
Kallash Bai	0.59	5.81
Neelima Maheshwari	1.57	9.03
Rakha Maheshwari	2.50	9.42
Radha Rani	-	0.25
Shilpa Maheshwari	4.26	4.19
Outstanding Balances:	As at 31.03.2023	As at 31.03.2022
Receivables:		
Career Point University, Hamirpur	-	103.29
Career Point University, Kota	160.70	157.96
Global Public School	-	2.16

Details of Outstanding Guarantee

Corporate Guarantee of ₹ 3500 Lakhs on behalf of loan facility availed by Career Point University, Kota

Corporate Guarantee of ₹ 1260 Lakhs for the Loan facility availed by Career Point Institute of Skill Development Private Limited for specific project.



Pramod Maheshwari

Naval Kishore Maheshwari



Om Prakash Maheshwari



Shilpa Maheshwari

Career Point Limited.
NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended March 31, 2023

(C) Table showing transactions with related parties:

Particulars	Loans given		Loans recovered		Balance outstanding		Maximum balance	
	During the year ended 31.03.2023	During the year ended 31.03.2022	During the year ended 31.03.2023	During the year ended 31.03.2022	As at 31.03.2023	As at 31.03.2022	During the year ended 31.03.2023	During the year ended 31.03.2022
	Scigen Capital Limited	27,333.66	25,394.53	23,688.23	26,127.15	17,623.74	14,968.09	17,623.74
Total	27,333.66	25,394.53	23,688.23	26,127.15	17,623.74	14,968.09	17,623.74	15,491.62

Terms and Conditions of Loans given to related parties:
 Loans given by the Company to related parties are unsecured loan of 4,523.74 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 ₹ 13,900 lakhs. Further the borrower shall pay interest @ 10.00% 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.

57. 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 willful 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. 56 (c) above wherein company has advanced or loaned or invested in one of the subsidiary company which is registered as NDFC with RBI and whose business is to provide and service loans and provide ancillary services).
- (vi) The Company has not received any fund from any party(x) (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 subvention which is yet to be registered with Registrar of Companies beyond the statutory period.



Prakash

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Career Point Limited.
NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended March 31, 2023

58. Disclosure w.r.t. analytical ratios

Sr. No.	Ratio	Numerator	Denominator	Times/ %age	31st March 2022	31st March 2023	Percentage Variance	Reason for variance
1	Current Ratio	Current Assets	Current Liabilities	Times	1.33	2.50	21.17%	
2	Debt-equity ratio	Total Debt	Shareholder's Equity	Times	0.03	0.02	34.93%	Due to increase in borrowings in current financial year
3	Debt Service Coverage ratio	PAY-Depreciation/Amortisation + Interest on debt loan	Principal repayment of Current Maturity of Long term borrowings + Interest on term loan	Times	12.30	4.31	150.39%	Due to increase in profits as well as decrease in finance cost in current financial year
4	Return on Equity	Net Profit after tax	Average Shareholder's Equity	%age	3.07%	2.57%	2.52%	
5	Inventory Turnover	Net Sales	Average Inventory	Times	4.41	2.78	58.71%	Due to increase in sales in current year
6	Trade receivables Turnover	Net Sales	Average trade receivables	Times	7.61	3.85	97.62%	Due to increase in sales and better realisation of trade receivables
7	Trade Payables Turnover	Net purchases	Average Trade payables	Times	701.17	343.75	128.81%	The company purchases/expenses has been increased and company has negligible trade payables
8	Net Capital Turnover	Net Sales	Working Capital	Times	1.31	1.87	-29.29%	Due to increase in net working capital during the current year
9	Net Profit ratio	Net Profit after tax	Net Sales	%age	21.87%	24.08%	11.76%	
10	Return on capital employed	EBIT	Capital employed (Tangible Networth)-Total Debt-Deferred tax liability	%age	9.44%	3.77%	2.08%	
11	Return on Investment	Total Return	Cost of Investment	%age	-1.31%	-10.89%	9.78%	

59. Previous year figures have been regrouped/rearranged/revised wherever consider necessary to make them comparable with current period.

For and on behalf of the Board of Directors

As per our report of even date
 For Lodha & Co.
 Chartered Accountants
 Firm Registration no. 301051E


 (Gaurav Lodha)
 Partner
 Membership No. 507462

Place: New Delhi
 Date: 29/05/2023




 Pramod Maheshwari
 Chairman, Managing Director & CEO
 DIN : 00185711


 Manojan Pareek
 Company Secretary
 Membership No. A34853

Place: Kota (Rajasthan)
 Date: 29/05/2023


 Om Prakash Maheshwari
 Executive Director & CFO
 DIN : 00185677



M.C. Bhandari & Co.

Chartered Accountants
38, Shopping Centre,
Kota - 324007 (Raj.)

Mob: 9414189339

Independent Auditors' Report To the Members of Srajan Capital Limited Kota

Report on the Audit of Standalone Financial Statements

We have audited the accompanying standalone Ind AS financial statements of Srajan Capital Limited ("the Company"), which comprise the Balance Sheet as at March 31 2023, the Statement of Profit and Loss, including the Statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant 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 Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2023, and its losses and total other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis of 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

Attention is drawn to Note no 39 the company has granted loan to one of its Related Party, which was classified as NPA in the year 2020, and the during the year the company has made a provision of Rs 4397 Lacs (100% of Loan amount). At the same time, the party has started the payment of its outstanding dues, and during the year a total amount of Rs. 1007.20 Lacs was paid, which is treated as Income of the Company.

Our opinion is not modified in respect of above matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, 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.

Information Other than the 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 standalone 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)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system 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 sub-section (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.
- 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 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 Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 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 over financial Reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses a modified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial Reporting.
- g) 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 according to the information and explanations given to us, no remuneration paid by the Company to its directors during the current year. Therefore, it is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

- 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, in our opinion and to the best of our information and according to the explanations given to us:
- i. the Company does not have any pending litigations that will impact on its financial position in its financial statements;
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and;
 - 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 31st March, 2023.



iv. (a) The Management has represented (refer note 37) that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) 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 or entity, including foreign entity ("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;

(b) The Management has represented (refer note 37), that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("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 the audit procedures that have been 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 (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

(v) The company during the year has not declared or paid any dividend.

(vi) As proviso to rule 3 (1) of the Companies (Accounts) Rules , 2014 is applicable for the company only w.e.f. April 1 , 2023 , reporting under this clause is not applicable .

for M. C Bhandari & Co.
Chartered Accountants
FRN : 303002E

CA. S.K. Mahipal
Partner
M.N. 70366



Kota
Dated: 29.05.2023
UDIN: 23070366 662FZ T3543

ANNEXURE A TO THE AUDITOR'S REPORT

Annexure referred to in paragraph 1 under the heading of "Report on other legal and Regulatory requirements" of the independent Auditor's Report on the Financial Statements of Srajan Capital Limited ("The Company") for the year ended on 31st March 2023.

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of accounts and other records examined by us in the normal course of audit. We report that:

(a) Property, plant and equipment and intangible Assets .

(A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and investment property.

(B) The Company does not have any intangible assets. Accordingly, the provisions of clause 3(i)(a)(B) of the Order are not applicable.

(b) The company has a programme of verification to cover all the items of property, plant and equipment in a phased manner which in our opinion , is reasonable having regard to the size of the company and nature of its assets , pursuant to the programme , certain property, plant and equipment were physically verified by the management during the year . according to the information and explanation given to us, no material discrepancies were noticed on such verification as compared to books records.

(c) The title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements included in property, plant and equipment, investment properties are held in the name of the Company .

(d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year. Accordingly, the provisions of clause 3(i)(d) of the Order are not applicable.

(e) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made there under. Accordingly, the provisions of clause 3(i)(e) of the Order are not applicable.

(ii) (a) The Company does not have any tangible inventory (except equity shares). Accordingly, the provisions of clause 3(ii)(a) of the Order are not applicable.



(b) The company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets during the year. Accordingly, the provisions of clause 3(ii)(b) of the Order are not applicable.

(iii) During the year the company has not made investments in, not provided any guarantee or security or granted loans or advances in the nature of loans, secured or unsecured, to company, firm, limited liability partnership or any other parties in respect of which;

(a) The company is a Non Banking Finance Company whose principal business to give loans and advances. Accordingly clause 3(iii)(a) of the order are not applicable to the company.

(b) According to the information and explanation given to us and based on the audit procedure performed by us, we are of the opinion that terms and conditions in relation to investments made, guarantees provided, securities given and grant of all loans and advances in the nature of loans and guarantees are not prejudicial to the interest of the Company.

(c) In respect of the (aforesaid) loan/ advances in nature of the loans, the schedule of repayment of principal and payment of interest has been stipulated by the company. Considering that the Company is a Non-Banking Finance Company ('NBFC') which provides a fund based loan and advance facilities etc, the borrower-wise details of amount, due date for payment and extend of delay (that has been suggested in the guidance note on CARO 2020 issued by the Institute of Chartered Accountants of India for reporting under this clause) have not been reported because it is not practicable to furnish such detail owing to the voluminous nature of data generated in the normal course of the company's business. Further, except for the instances where there are delays or defaults in repayment of principal and / or interest and in respect of which the company has recognised necessary provisions in accordance with the principles of Indian Accounting Standards and the guidelines issued by the Reserve Bank of India for Income Recognition and Assets Classification, the parties are repaying the principle amounts, as stipulated, and are also regular in repayment of interest, as applicable except advances categorized as Non Performing Assets by the company amounting to Rs 5228.82 Lakhs.

(d) In respect of the loans / advances in nature of loans, the total amount or due for more than ninety days as at march 31, 2023 is Rs 5228.82 Lakhs. In such instances, in our opinion, based on the information and explanations provided to us, reasonable steps have been taken by the company for recovery of the principal amounts and interest thereon. Refer Note 33 & 36 & 39 in the financial statements for details of number of cases and amount of principle and interest or due as at march 31, 2023

(e) The company is a Non Banking Finance Company whose principal business to give loans and advances. Accordingly clause 3(iii)(e) of the Order are not applicable to the Company.



(f) In our opinion and according to the information and explanation provided to us, the company has outstanding at the end of the year the Loans & advances in nature of loans, repayable on demand/short term of Rs. 13193.03 Lakhs of which amount of loans outstanding of promoters or related parties as defined in clause (76) of section 2 of the Companies Act, 2013 is Rs. 5002.02 Lakhs of 7 party.

(iv) In our opinion and according to the information and explanation given to us and best on the audit procedures performed by us, the company has complied with the provisions of sections 185 and 186 of the Act, with respect to loans granted. The Company has not provided any guarantees, security or made any investments during the year to the parties covered under section 185 and 186 of the Act. Accordingly, the provisions of the para 3(iv) of the order in respect of providing guarantees, securities or investments made are not applicable to company.

(v) The Company has not accepted any deposits from the public and the directives issued by the Reserve Bank of India within the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 2014, as amended. Accordingly, the provisions of clause 3(v) of the Order are not applicable. According to the information and explanation 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) To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.

(vii) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company has been generally regular in depositing undisputed statutory dues including, goods and service tax, provident fund, employees' state insurance, income-tax, Sales Tax, service tax, duty of customs, duty of excess, value added tax, cess and any other material statutory dues applicable to the Company during the year with appropriate authorities. According to the information and explanations given to us, there were no undisputed amounts payable in respect of goods and service tax, provident fund, employees' state insurance, income-tax, Sales Tax, service tax, duty of customs, duty of excess, value added tax, cess or other material statutory dues outstanding as at 31 March 2023 for a period of more than six months from the date they became payable.

(b). There are no dues in respect of income-tax that have not been deposited with the appropriate authorities on account of any dispute.

(viii) The company has not surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, the provisions of clause 3(viii) of the Order are not applicable.



(ix) (a) The Company has not defaulted in repayment of loans or borrowings to any bank or financial institution or government during the year. The Company did not have any outstanding debentures during the year.

(b) According to the information and explanation given to us on the bases of our audit procedures, we report that the company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion and according to the information and explanations given to us, the company has utilized the money obtained by way of term loans during the year for the purposes for which they were obtained.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that no funds raised on short term basis have been utilized 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, associates or joint ventures as defined under Companies Act, 2013.

(f) According to the information and explanations given to us and procedures Performed by us, we report that the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or Associate companies.

(x) (a) As per information and explanations given to us the Company did not raise moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions of clause 3(x)(a) of the Order are not applicable.

(b) As per information and explanations given to us during the year, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible). Accordingly, the provisions of clause 3(x)(b) of the Order are not applicable.

(xi) (a) As per information and explanation given to us no fraud by the Company and no material 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 the Companies Act (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this



(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, the Company is not a Nidhi Company. Accordingly, clause 3(xii)(a), 3(xii)(b), 3(xii)(c) of the Order are not applicable.

(xiii) In our opinion all transactions with the related parties are in compliance with sections 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the financial statements etc., as required by the applicable accounting standards.

(xiv) (a) The Company is not required to have an internal audit system commensurate with the size and nature of its business. However, the company has appointed a firm of Chartered Accountants who carried out internal control verification purpose.

(b) We have considered the Internal control verification report of the company issued till date, for the period under audit.

(xv) On the basis of the information and explanations given to us, in our opinion during the year the company has not entered into any non-cash transactions with its 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)(a) xiv. The company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and such registration has been obtained by the company vide Reg. No. B. 10-00230 Dated 09.12.2014.

(b) The company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.

(c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly the clause 3(xvi)(c) is not applicable.

(d) According to the information and explanation provided by the Company that the Group does not have any CIC as part of the Group.

(xvii) As per the information and explanation given to us the company has incurred cash losses (after considering all provisions) of Rs. 1456.23 in the financial year covered by the audit report and profit in the immediately preceding financial year.

(xviii) As per information and explanation given to us there has been no resignation of the statutory auditors during the year and accordingly this clause is not applicable.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, 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 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. 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) According to the information and explanations given to us and examinations of financial statements, The company has fully spent the required amount towards Corporate Social Responsibility(CSR) and there is no unspent CSR amount for the year requiring transfer to a Fund specified in Schedule VII of the Companies Act 2013 or special account in compliance with proviso to sub-section (6) of section 135 of the said Act. Accordingly, the provisions of clause 3(xx)(a) of the Order are not applicable.

(b) There are no ongoing projects for Corporate Social Responsibility during the year or at the balance sheet date. Accordingly the provisions of clause 3(xx)(b) of the Order are not applicable.

for M. C Bhandari & Co.

Chartered Accountants

FRN : 303002E

CA. S.K. Mahipal

Partner

M.N. 70366

UDIN: 2307036686ZFZT3543

Kota

Dated: 29.05.2023



M.C. Bhandari & Co.

Chartered Accountants
38, Shopping Centre,
Kota - 324007 (Raj.).

Phone -91-94141-89339

Annexure to the Independent Auditor's Report of even date to the members of Srajan Capital Limited, on the financial statements for the year ended 31st March 2023

INDEPENDENT AUDITOR'S REPORT

Annexure B

Independent Auditor's report on the Internal Financial Controls under Clause (I) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

1. In conjunction with our audit of the standalone financial statements of Srajan Capital Limited ("the Company") as of and for the year ended 31 March 2023, we have audited the internal financial controls over financial reporting (IFCoFR) of the company of as of that date.

Management's Responsibility for Internal Financial Controls

2. The Company's Board of Directors 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 Control Over Financial Reporting (the 'Guidance Note') 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 the company's 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 Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's IFCoFR based on our audit. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India (ICAI) and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of IFCoFR, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI. 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 IFCoFR were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the IFCoFR and their operating effectiveness. Our audit of IFCoFR included obtaining an understanding of IFCoFR, 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.

- 5. 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 IFCoFR.

Meaning of Internal Financial Controls over Financial Reporting

- 6. A company's IFCoFR 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 IFCoFR 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 Over Financial Reporting

- 7. Because of the inherent limitations of IFCoFR, 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 IFCoFR to future periods are subject to the risk that IFCoFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

- 8. In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2023, 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 Control Over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (ICAI).

for M. C Bhandari & Co.
Chartered Accountants
FRN : 303002E

S.K. Mahipal
CA. S.K. Mahipal
Partner
M.N. 70366



UDIN: 23070366862FZT3543
Kota
Dated: 29.05.2023

SRAJAN CAPITAL LIMITED
CIN : U65910PB2013PLC050993
Balance Sheet as at 31st March 2023

(in ₹)

Particulars	Notes	As at 31.03.2023	As at 31.03.2022
I ASSETS			
Non-current assets			
(a) Property, plant and equipment	4	7,283,746	355,894
(b) Investment property	5	20,055,300	20,055,300
(c) Financial assets			
(i) Investments	6	2,374,541	2,272,152
(ii) Loans	7	1,567,952,002	1,401,339,062
(iii) Other non current financial assets		-	-
(d) Deferred tax assets (Net)	8	114,738,730	12,983,948
(e) Other non-current assets	9	-	15,129,002
Total non-current assets		1,712,404,319	1,452,135,358
Current assets			
(a) Inventories	10	5,624,257	5,561,972
(b) Financial assets			
(i) Cash and cash equivalents	11	72,275,294	55,759,897
(ii) Loans	12	1,319,303,071	1,104,027,543
(iii) Other Financial assets		-	-
(c) Current Tax assets	13	-	-
(d) Other current assets	14	22,025	493,582
Total current assets		1,397,224,646	1,165,842,994
Total assets		3,109,628,966	2,617,978,352
II EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	15	62,270,000	62,270,000
(b) Other equity	16	360,713,815	506,336,719
Total equity		422,983,815	588,606,719
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	17	1,554,584,750	1,610,000,000
(b) Provisions	18	456,648,935	51,876,409
Total non-current liabilities		2,011,233,685	1,661,876,409
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	19	629,013,552	374,244,640
(ii) Other financial liabilities	20	8,738,943	1,910,823
(b) Other current liabilities	21	5,124,301	4,079,114
(c) Provisions	22	32,534,672	7,260,646
Total current liabilities		675,411,468	387,495,224
Total liabilities		2,686,645,153	2,049,371,633
Total equity and liabilities		3,109,628,966	2,617,978,352

See accompanying notes to the Standalone Financial Statements

Signed in terms of our report of even date annexed

For M.C. Bhandari & Company
Firm's Registration No. 303902E
Chartered Accountants

CA S K Mahipal
Partner
M.No 070366

Place : Kota
Dated : 29.05.2023



For and on behalf of Board of Directors
Srajan Capital Ltd.

Om Prakash Maheshwari
Director
DIN : 00185677

Framod Maheshwari
Director
DIN : 00185711



SRAJAN CAPITAL LIMITED

CIN :U65910PB2013PLC050993

Statement of Profit and Loss for the year ended 31st March 2023

(In ₹)

Particulars	Note No	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Income			
I Revenue from operations	23	417,643,828	274,701,249
II Other Income	24	506,456	25,377
III Total Income		418,150,284	274,726,626
Expenses:			
Employee benefit expense	25	3,952,862	3,107,355
Financial costs	26	195,882,124	176,979,848
Depreciation and amortization expense	27	718,831	74,030
Other expenses	28	412,427,797	12,639,448
IV Total Expenses		612,981,614	192,800,681
V Profit before exceptional items and tax (III-IV)		(194,831,330)	81,925,946
VI Exceptional item		-	-
VII Profit/(loss) before tax (V-VI)		(194,831,330)	81,925,946
VIII Tax expense			
(1) Current Income Tax		50,500,000	22,000,000
(2) Deferred tax (Assets)Liability		(101,754,782)	(1,565,723)
(3) Income Tax Expenses Earlier Years		2,046,357	-
(4) Excess Provision of Tax written back		-	(16,594,909)
IX Profit/(Loss) for the year from Continuing operations		(145,622,904)	78,086,578
XI Profit for the year		(145,622,904)	78,086,578
XII Other Comprehensive Income			
A i) Items that will not be reclassified to profit or loss			
a) (i) Re-measurements of the defined benefit plans		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
Total (A)		-	-
B i) Items that will be reclassified to profit or loss			
ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Total (B)		-	-
Total Other comprehensive income / (loss) (A+B)		-	-
XIII Total comprehensive income / (loss) for the year (XI+XII)		(145,622,904)	78,086,578
Comprising profit/(loss) and other comprehensive income for the year			
Earning per equity share for continuing operations:			
(1) Basic		(23.39)	12.54
(2) Diluted		(20.56)	11.03

Significant Accounting Policies and Notes to the financial statements

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Signed in terms of our report of even date annexed

For M.C. Bhandari & Company

Chartered Accountants

Firm's Registration No. 303002E

CA S K Mahipal
Partner
M.No 070366Place : Kota
Dated : 29.05.2023For and on behalf of Board of Directors
Srajan Capital Ltd.Om Prakash Maheshwari
Director
DIN : 00185677Pranod Maheshwari
Director
DIN : 00185711

Srajan Capital Limited
Cash Flow Statement
 CIN : U65910PB1013PLC050993

Particular	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before Tax & Extraordinary Items	(194,831,330)	81,925,946
Adjustments for :		
Preliminary Expenses write off	-	-
Depreciation	718,831	74,030
Bad-debt Recovered	(491,456)	-
Contigent Provision For Standard Assets	404,772,525	1,351,347
Income from valuation of Mutual Fund	(102,389)	(658,764)
Profit on sale of Mutual fund	-	(58,600)
Loss on Sale of CAR	92,500	-
Dividend Income	(15,000)	(25,377)
Operating Profit before Working Capital Changes	210,143,681	82,608,582
(Increase)/Decrease in Long Term Loan & Advances	(166,612,940)	(500,464,306)
(Increase)/Decrease in Short Term Loan & Advances	(215,275,528)	539,713,494
(Increase)/Decrease in Other Current Financial Assets	-	-
(Increase)/Decrease in Current & Non Current Assets	13,523,665	1,131,575
(Increase)/Decrease in Inventories	(62,286)	2,690,201
(Increase)/Decrease in Unsecured Loans (Liabilities)	199,353,661	(131,141,612)
Increase/(Decrease) in Current Liabilities	1,045,187	432,932
Increase/(Decrease) in Other Current Financial Liabilities	6,828,120	787,890
Cash generated from Operations	48,943,561	(4,251,244)
Direct taxes paid (including of TDS)	(24,653,981)	(20,836,838)
Net Cash flow from Operating Activities	24,289,580	(25,088,082)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Interest Income	-	-
Purchase of Fixed Assets	(7,994,966)	-
Sale of Fixed Assets	205,783	-
Sale of Investment	-	25,529,600
Income from sale of Mutual Fund	-	58,600
Dividend Income	15,000	25,377
Net Cash flow from / Used in Investing Activities	(7,774,183)	25,613,577
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of Equity Shares Capital	-	-
Proceeds from issue of Preference Shares Capital	-	-
Proceeds from Share Premium	-	-
Expenses on increase of Authorised Equity Share Capital	-	-
Share Capital Issued including Security Premium	-	-
Net Cash flow from / Used in Financing Activities	-	-
Net Marchrease / Increase in Cash or Cash Equivalents (A+B+C)	16,515,397	525,495
Cash and Cash Equivalents at beginning of the period	55,759,897	55,234,402
Cash and Cash Equivalents at end of the period	72,275,294	55,759,897

- Cash flow statement has been prepared under the indirect method as set out in the Ind (AS) 7: " Statement of Cash Flows"
- Cash and cash equivalents represent bank balance and Bank Deposits.

As per our report of for and on behalf of the Board of Directors of
 for M.C. Bhandari & Co.
 Chartered Accountants
 FRN : 303002E

CA. S. K. Mahipal
 Partner
 M. No. : 070366
 Kota
 Dated : 29.05.2023



Srajan Capital Limited

Om Prakash Maheshwari
 Director
 DIN : 00185677

Pramod Maheshwari
 Director
 DIN : 00185711

Srajan Capital Limited
STATEMENT OF CHANGES IN EQUITY FOR THE HALF YEAR ENDED 31.03.2023

A. EQUITY SHARE CAPITAL
For the Year Ended 31.03.2023

Balance at the beginning of the current reporting period	Charges in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
62,270,000	0	62,270,000	0	62,270,000

Previous Year

Balance at the beginning of the previous reporting period	Charges in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous reporting period
62,270,000	0	62,270,000	0	62,270,000

B. OTHER EQUITY

(in ₹)

Particulars	Preference Shares	Reserves and Surplus			Total other equity
		Retained Earnings	Share Premium*	Statutory Reserves	
Previous Year					
Balance at the beginning of the previous reporting period	8,550,000	180,173,513	195,480,000	44,048,628	428,250,141
Total Comprehensive Income for the period					
Profit for the year		78,086,578			78,086,578
Transfer to Statutory Reserve @20% of profit*	0	(16,346,285)		16,346,285	0
Premium on issue of equity shares	0	0	0		0
Balance at the end of the previous reporting period	8,550,000	241,913,806	195,480,000	60,394,913	506,338,719
Current Year					
Total Comprehensive Income for the period					
Profit for the year		(145,622,904)			(145,622,904)
Transfer to Statutory Reserve @20% of profit*	0			0	0
Premium on issue of equity shares	0	0	0	0	0
Balance at the end of the current reporting period	8,550,000	96,288,902	195,480,000	60,394,913	360,713,815

*Includes premium on preference shares

Note : Amount of Statutory Reserve transfer from statement of profit and Loss @ 20% of the profit U/s 43(1) C BSE Act, 1956.

For M.C. Bhandari & Company
Firm's Registration No. 303002E
Chartered Accountants

CA S.K. Mahipal
Partner
M.No 070366

Place : Kota
Dated : 29.05.2023



For and on behalf of Board of Directors
Srajan Capital Ltd.

Dr. Prakash Maheshwari
Director
DIN : 00185677

Prasad Maheshwari
Director
DIN : 00185711

SRAJAN CAPITAL LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
as at 31st March 2023

4. Property Plant & Equipment

Particulars	(in ₹)		
	Office equipment	Vehicles	Tangibles Total
Gross Carrying value			
As at 31.03.2021	7,300	585,419	592,719
Addition			
Deduction			
As at 31.03.2022	7,300	585,419	592,719
Addition	115,246	7,829,720	7,944,966
Deduction		585,419	585,419
As at 31.03.2023	122,546	7,829,720	7,952,266
Accumulated Depreciation and Impairment			
As at 31.03.2021	3,867	158,928	162,795
depreciation expenses	911	73,119	74,030
Deduction			
As at 31.03.2022	4,778	232,047	236,825
depreciation expenses	20,424	698,407	718,831
Deduction		287,136	287,136
As at 31.03.2023	25,202	643,318	668,520
Net Carrying Value			
As at 31.03.2023	97,344	7,186,402	7,283,746
As at 31.03.2022	2,522	353,372	355,894
useful Life of the Assets (Years)	3.00	8.00	
Method of depreciation	WDV	WDV	

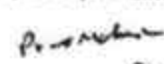
Note

- The company has elected to measure the items of property, plant and equipment at their previous GAAP carrying value at the date of transition to IND AS.
- 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 assets has been impaired and hence no impairment has been carried out.
- The Company has not revalued its Property, Plant and Equipment.
- No proceedings have been initiated or pending against the company under the Benami Transactions (Prohibitions)



For Srajan Capital Limited

Director

For Srajan Capital Limited

Director

SRAJAN CAPITAL LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
As at 31.03.2023

5. Investment property		(In ₹)
Particulars	Agriculture Land	
Gross carrying Value		
As at 31.03.2021		20,055,300
Addition		
Deduction		
As at 31.03.2022		20,055,300
Addition		
Deduction		
As at 31.03.2023		20,055,300
Accumulated depreciation and impairment		
as at 31.03.2021		-
depreciation expenses		
Deduction		
as at 31.03.2022		-
depreciation expenses		
Deduction		
As at 31.03.2023		-
Net Carrying Value		
As at 31.03.2023		20,055,300
As at 31.03.2022		20,055,300
useful Life of the Assets (Years)		
Method of depreciation		

Disclosure pursuant to Ind AS 40 "Investment Property"

a. Amount recognised in the Statement of Profit and Loss for Investment Property.

Particulars	(In ₹)	
	31.03.2023	31.03.2022
Rental Income derived from Investment property	-	-
Total	-	-

b. Fair Market Value of Investment Property not done by the Company, therefor figures are not provided.

Particulars	31.03.2023	31.03.2022
Agriculture Land, Kota		
Total	-	-

- 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.
- The title deeds of all the immovable properties are held in the name of the company.
- The Company has not revalued its Investment Properties.
- No proceedings have been initiated or pending against the company under the Benami Transactions (Prohibitions) Act, 1988.



For Srajan Capital Limited

For Srajan Capital Limited

P. S. S. S.

SRAJAN CAPITAL LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
As at 31.03.2023

6. Investments

(In ₹)

Particular	Face value	No. of Shares	As at 31.03.2023	As at 31.03.2022
<u>Non Current Investments</u>				
<u>Investment in Mutual Funds - Classified as EVTPL (Quoted)</u>				
UTI TREASURY ADVANTAGE FUND 795.50 units (Cost Price : 2,000,000/-) (Pledged to Swastika Commodities Pvt. Ltd. as a margin money)		795.50	2,374,541	2,272,152
Grand Total			2,374,541	2,272,152
Sub Note				
Quoted				
Aggregated carrying value of quoted investment			2,374,541	2,272,152
Aggregated market value of quoted investment			2,374,541	2,272,152



For Srajan Capital Limited

Director

For Srajan Capital Limited

P. V. ...

Director

SRAJAN CAPITAL LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
As at 31.03.2023

Particulars	(In ₹)	
	As at 31.03.2023	As at 31.03.2022
7 Non Current-Loans (in India)		
Loans for Financing Activities		
Standard Assets		
a) Loan Receivables considered good secured (refer sub-note 1)	1,108,035,633	990,212,242
b) Loan Receivables considered good Unsecured (refer sub-note 1)	191,806,332	220,007,905
c) Loan Receivables which have significant increase in Credit Risk		
d) Loan Receivables - credit impaired		
Substandard Assets		
a) Loan Receivables secured (refer sub-note 1)*		-
b) Loan Receivables Unsecured (refer sub-note 2)*	77,128,056	188,448,148
Doubtful Assets		
a) Loan Receivables Unsecured (refer sub-note 2)	190,981,980	2,670,767
	1,567,952,002	1,401,339,062

Sub Note 1

1) Secured Loan

a) Equitable mortgage of property, company and personal guarantee of director and POC cheques

2) Unsecured Loan

a) Personal Gaurantee and / or
b) Post dated cheques**Sub Note 2***

Includes Loans outstanding from related party

Sub standard Assets

b) Loan Receivables Unsecured

Proseed Foundation*

187,992,831

Doubtful Assets

a) Loan Receivables secured

Proseed Foundation*

b) Loan Receivables Unsecured

Proseed Foundation*

187,992,831

187,992,831 **187,992,831**

* Refer Note 39

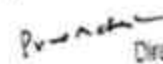
*due to diminution in value of security treated from secured to unsecured. The company has received second charge on the assets

Short term Loans classified as per management decision



For Srajan Capital Limited

 Director

For Srajan Capital Limited

 Director

SRAJAN CAPITAL LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
As at 31.03.2023

Particulars	(in ₹)	
	As at 31.03.2023	As at 31.03.2022

8 Deferred Taxes Assets

Current Year

Particulars	As at 31.03.2022	Arising during the year	Arising during the year OCI	As at 31.03.2023
Deferred Tax Assets				
Provision on Standard/Substandard Assets	13,057,292	101,881,245	-	114,938,537
Total	13,057,292	101,881,245	-	114,938,537
Deferred Tax Liability				
Fair valuation of Financial Instruments	68,501	25,771	-	94,272
Disallowance on account of Depreciation and Others	4,843	100,691	-	105,535
Total	73,344	126,462	-	199,806
Net deferred tax Assets/(Liability)	12,983,948	101,754,782	-	114,738,730

Previous Year

Particulars	As at 31.03.2021	Arising during the year	Arising during the year OCI	As at 31.03.2022
Deferred Tax Assets				
Provision on Standard/Substandard Assets	12,717,158	340,134	-	13,057,292
Disallowance as per Income Tax Act	4,149	(4,149)	-	-
Total	12,721,307	335,985	-	13,057,292
Deferred Tax Liability				
Fair valuation of Financial Instruments	1,294,490	(1,225,990)	-	68,501
Disallowance on account of Depreciation and Others	8,591	(3,748)	-	4,843
Total	1,303,081	(1,229,737)	-	73,344
Net deferred tax Assets/(Liability)	11,418,226	1,565,722	-	12,983,948

9 Other Non Current Assets

Income Tax (Net)	15,129,002
	<u>15,129,002</u>

10 INVENTORIES (at lower of cost and net realisable value)

Securities (Quoted Shares)		
- KOKUYO CAMLIN LTD SHARES (537 SHARES)	36,919	31,737
- NAVNET EDUCATION LTD SHARES (24000 SHARES)	2,383,750	2,146,800
- (275076 SHARES)	3,203,588	3,383,435
	<u>5,624,257</u>	<u>5,561,972</u>



For Srajan Capital Limited
 Director

For Srajan Capital Limited
 Director

SRAJAN CAPITAL LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET

As at 31.03.2023

Particulars	(in ₹)	
	As at 31.03.2023	As at 31.03.2022
11 CASH AND CASH EQUIVALENTS		
Balances with Banks		
On Current Account	72,236,682	54,360,809
Cash in Hand	38,612	1,399,088
	<u>72,275,294</u>	<u>55,759,897</u>
Note : Bank Balance includes Rs. 301.49 Lacs under reconciliation		
12 Current-Loans (Demand Loan)		
Loans under financing activities		
Standard Assets		
a) Loan Receivables considered good secured (refer sub-note 2)	51,438,543	26,563,197
b) Loan Receivables considered good Unsecured (refer sub-note 2)	1,013,092,944	825,410,928
c) Loan Receivables which have significant increase in Credit Risk		
d) Loan Receivables - credit impaired		
Substandard Assets		
a) Loan Receivables secured (refer sub-note 2)		
b) Loan Receivables Unsecured (refer sub-note 2)	3,031,521	252,053,418
Doubtful Assets		
b) Loan Receivables Unsecured *	251,740,063	
	<u>1,319,303,071</u>	<u>1,104,027,543</u>
* Refer Note 39		
Sub Note 1		
Loans outstanding from related party		
Standard		
a) Loan Receivables considered good secured	-	-
b) Loan Receivables considered good Unsecured		
Aaditya Associates	9,783,825	14,663,058
Career Point University	102,364,931	52,452,974
Gulsab Associate		37,854,519
Maheshwan Trading Company	85,335,889	30,696,439
Career Point University, Hamirpur	20,709,385	-
Global Public School	11,717,017	-
Swastik Polofins Pvt Ltd	18,551,668	-
Sub standard Assets		
a) Loan Receivables Unsecured		251,740,063
Proseed Foundation		
Doubtful Assets		
a) Loan Receivables Unsecured	251,740,063	
Proseed Foundation		
	<u>500,202,778</u>	<u>387,407,053</u>
Sub Note 2		
1) Secured Loan and other credit facilities		
a) Equitable mortgage of property, company and personal guarantee of director and PDC cheques		
2) Unsecured Loan		
a) Personal Gaurantee and / or		
b) Post dated cheques		
Long term & Short term Loans classified as per management decision		
13 Current Tax Assets (Net)		
Income Tax (Net)	-	-



14 Other Current assets
Advanced recoverable in cash or in kind
For value to be received



For Srajan Capital Limited

Poojita Mohan
Director

22,025	493,582
<u>22,025</u>	<u>493,582</u>

Srajan Capital Limited

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
As at 31.03.2023

15 Share Capital

(In ₹)

Particulars	Ind AS as at 31.03.2023	Ind AS as at 31.03.2022
Authorised		
80,00,000 Equity Shares of Rs. 10/- each	80,000,000	80,000,000
8,55,000 10% optionally convertible non cumulative redeemable preference share	8,550,000	8,550,000
Issued, Subscribed and Fully Paid-up		
62,27,000 Equity Shares of Rs. 10/- each	62,270,000	62,270,000
TOTAL	62,270,000	62,270,000

- a) The company has two classes of share referred to as equity shares having at par value of ₹ 10/- and as Preference shares having at par value of ₹ 10/-. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the company, the holder of equity shares will be entitled to receive remaining assets of the company, after payment of all liabilities and payment to Preference shares. Company's authorised share capital of Preference shares are Optionally Convertible Non-Cumulative Redeemable Preference Share at ₹ 10 each.

b) RECONCILIATION OF NUMBER OF SHARES:

Equity Share	No. of shares as at 31.03.2023	No. of shares as at 31.03.2022
Shares outstanding as at the beginning of the year	6,227,000	6,227,000
Additions during the year	-	-
Shares outstanding as at the end of the year	6,227,000	6,227,000

Preference shares	No. of shares as at 31.03.2023	No. of shares as at 31.03.2022
Shares outstanding as at the beginning of the year	855,000	855,000
Additions during the year	-	-
Shares outstanding as at the end of the year	855,000	855,000

c) SHAREHOLDERS HOLDING MORE THAN 5% SHARES

Particulars	No. of shares at the end of current reporting period	No. of shares at the end of previous reporting period
Career Point Limited	6,227,000	6,227,000

* As per records of the company, including its register of shareholders/members, Career Point Limited is Holding Company and 6 no. of shares are held by others jointly with the Holding Company whose beneficiary is Holding Company (Career Point Limited)

d) SHAREHOLDING OF PROMOTER

Shares held by promoters at the end of the Year

Promoter's Name

Career Point Limited

No. of Shares

6227000

% of total shares

100%

No. of Shares P. Year

6227000

% of total shares P. Year

100%

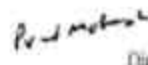
% Change P. Year

0%



For Srajan Capital Limited

 Director

For Srajan Capital Limited

 Director

Srajan Capital Limited

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
As at 31.03.2023

16 Other equity

(In ₹)

	Ind AS as at 31.03.2023	Ind AS as at 31.03.2022
RESERVES AND SURPLUS		
10% Optionally convertible non Cumulative redeemable shares 8,55,000 Preference Shares of Rs. 10/- each (held by Career Point Limited)	8,550,000	8,550,000
Securities Premium		
Opening Balance : Premium on Equity Share Capital	118,530,000	118,530,000
Addition during the year	-	-
A	118,530,000	118,530,000
Opening Balance : Premium on Preference Share Capital	76,950,000	76,950,000
Addition during the year	-	-
B	76,950,000	76,950,000
(A+B)	195,480,000	195,480,000
Statutory Reserves		
Opening Balance : Statutory Reserves	60,394,913	44,048,628
Transferred from Statement of Profit and Loss	-	16,346,285
	60,394,913	60,394,913
Surplus In Statement of Profit and Loss		
Balance Brought Forward	241,911,806	180,171,513
Add:		
Profit as per Statement of Profit and Loss	(145,622,904)	78,086,578
Less:		
Transferred to Statutory Reserves as per GAAP	-	16,346,285
Net Surplus as per Statement of Profit and Loss	96,288,902	241,911,806
TOTAL	360,713,815	506,336,719

Note:- Net Owned fund was calculated as per the Section 45IA of the RBI Act, 1934
- Statutory Reserve made as per the Section 45-IC of RBI Act, 1934 as per GAAP financial statements



For Srajan Capital Limited
[Signature]

For Srajan Capital Limited
[Signature]
Director

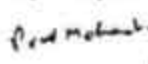
SRAJAN CAPITAL LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
as at 31st March 2023

Particulars	(In ₹)			
	As at 31.03.2023		As at 31.03.2022	
	As at 31.03.2023 Non Current	Current	As at 31.03.2022 Non Current	Current
17 Non Current Receivables				
Secured Loans				
Bob Car Loan*(See sub note 1)	4,584,750	1,716,000		
Unsecured				
From Holding Company* (refer sub note 2)	1,300,000,000	-	1,300,000,000	-
From Enterprises under same management* (refer sub note 3)	250,000,000	-	310,000,000	-
	1,584,584,750	1,716,000	1,610,000,000	-
*Including loan from related party refer note 29 and includes transfer from short term to long term for previous period				
Sub Note 1 Secured by way of hypothecation of car repayable in 60 monthly installments Rs. 141266 commencing from Aug 2022 @ rate of interest 7.8%				
Sub Note 2: Loan is repayable in 8 years commencing on 01-01-2027 of Rs. 16.25 annually and rate of interest 10.05%				
Sub Note 3: Loan is repayable to Career Point Infra Limited in 8 years commencing on 01-01-2027 of Rs. 3.88 annually and rate of interest 9%				
18 Long Term Provisions				
Contingent provision against standard/substandard assets (See note 33)			456,648,935	51,876,409
			456,648,935	51,876,409
19 Short Term Borrowings (Current)				
Unsecured Loans				
From Holding Company*			452,373,718	106,850,223
From Enterprises under same Management (repayable on demand)*			172,744,234	255,548,939
From others includes intercorporate (repayable on demand)			2,179,600	11,845,479
Current Maturity of Long term borrowings			1,716,000	-
			629,013,582	374,244,640
Subnote *Including loan from related party refer note 29 and interest bearing 9% to 10.05% and includes transfer from short term to long term for previous period.				
20 Other Financial Liabilities (Current)				
Salaries and benefits			312,650	316,402
Others Payable including EMI advance			8,426,293	1,594,421
			8,738,943	1,910,823
21 Other Current Liabilities				
Statutory Levies			5,124,301	4,079,114
			5,124,301	4,079,114
22 Provisions (Current)				
Income Tax (Net)			22,534,672	7,260,646
			22,534,672	7,260,646



For Srajan Capital Limited

 Director

For Srajan Capital Limited

 Director

SRAJAN CAPITAL LIMITED

NOTES ANNEXED TO AND FORMING PART OF
Statement of Profit and Loss for the year ended 31st March 2023

Particulars	(in ₹)	
	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
23 Revenue From Operations		
(a) Interest income from financing activity (net)*	409,736,216	274,515,695
(b) Other Income from financing activity	5,648,431	
(c) Fair Value of Investment through Profit and Loss (Mutual Fund)	102,389	658,764
(d) Profit on sale of Mutual Fund	-	58,600
(e) Net Revenue from Trading of Securities (see sub-note 1)	2,154,294	45,929
(f) Income from Jobbing of shares (intra day)	2,498	-
(g) Income from F&O	-	(577,738)
	417,643,828	274,701,249

*amount is netted with interest reversed on account of NPA and interest received on NPA of Rs. 1007.20 Lacs
includes interest from Proceeds Foundation of Rs. 1006.40 Lacs

Sub Note 1

Particular	For the Year Ended	
	31.03.2023	31.03.2022
Sales of Securities	13,670,415	23,188,245
Less : Purchase of Securities	11,407,620	20,406,082
Less : Shares Expenses	170,786	56,033
Less : Change in Inventory	(62,286)	2,680,201
Net Revenue from Securities	2,154,294	45,929

Change in Inventory

Opening Stock	5,561,972	8,242,173
Less: Closing Stock	5,624,257	5,561,972
	(62,286)	2,680,201

24 OTHER INCOME

(a) Dividend Income	15,000	25,377
(b) Misc. Income	438,331	-
(b) Baddebts Recovered	53,125	-
	506,456	25,377



For Srajan Capital Limited
[Signature]
Director

For Srajan Capital Limited
[Signature]
Director

SRAJAN CAPITAL LIMITED

NOTES ANNEXED TO AND FORMING PART OF
Statement of Profit and Loss for the year ended 31st March 2023

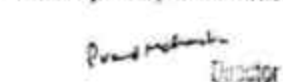
(in ₹)

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
25 EMPLOYEE BENEFITS EXPENSE		
Salaries, Wages and Bonus	3,913,794	3,087,163
Ex Gratia and Leave Encashment	39,068	20,192
	3,952,862	3,107,355
26 Finance Costs		
Bank charges	31,170	14,785
Interest Expenses		
To Parties*	195,411,140	176,965,062
To Bank	439,814	-
	195,882,124	176,979,848
*Includes Related Parties (refer note no. 29)		
27 Depreciation and amortization expense		
Depreciation on Property Plant & Equipment	718,831	74,030
	718,831	74,030
28 Other Expenses		
Audit Fees	100,000	50,000
Advertisement	37,391	-
Marketing Expenses	4,239,824	3,499,250
Contigent Provision For Standard/Substandard Assets see note 33	404,772,525	1,351,347
CSR Expenses	1,955,000	2,000,000
Legal and Professional charges	1,123,348	1,002,821
Bad Debts	-	4,653,515
Misc. Expenses	107,209	62,515
Office Rent	-	20,000
Loss on sale of car	92,500	-
	412,427,797	12,639,448



For Srajan Capital Limited

 Director

For Srajan Capital Limited

 Director

Srajan Capital Limited

Notes forming part of the Financial Statements
For the year ended as on 31st March 2023

29 Disclosures as required by Accounting Standard (AS) 18 Related Party Disclosures

The company's related parties primarily consists of its parent company, and other related parties. The company routinely enters into transactions with these related parties in the ordinary course of business on market rates and terms & conditions on which Board of Directors approved.

(a) Relationships:

List of related parties with whom transactions were carried out during the period:

- | | | |
|--|---|---|
| (i) Holding Company: | 1. Career Point Ltd. | 14. Career Point University, Ramapur |
| (ii) Key Management Personnel: | 1. Mr. Pramod Maheshwari | 15. Cougler Enterprises Private Limited |
| (iii) Entities under same Management: | 3. Career Point India Limited | 16. Gulab Associates |
| | 2. Career Point Automarves Private Limited | 17. Maheshwari Trading Company |
| | 3. Career Point Edutech Limited | 18. Prasad Foundation |
| | 4. Diamond Business Solutions Private Limited | 19. Srajan Agritech Pvt Ltd. |
| | 5. Fstarign per Ltd. | 20. Srajan Venture Private Limited |
| | 6. Global Public School (A Unit of Gopi Bai Foundation) | 21. Study Board Education Private Limited |
| | 7. Career Point Learning Solutions Limited | 22. Surajo Agro private Ltd |
| | 8. Imperial Infn Private Limited | 23. Lipkar Associates |
| | 9. Longway Business Solutions Ltd. | 24. Vast Associates |
| | 10. Longway Business Solutions LLP | 25. Wellwin Technosoft Limited |
| | 11. Om Associates | 26. Aditya Associates |
| | 12. Sruastika Polytechnic Private Limited | 27. Career Point University, Kota |
| | 13. Career Point University, Krite | |

(b) The following transactions were carried out with the related parties in the ordinary course of business:

(In ₹)

Sr No.	Nature of transaction / relationship	For the period ended as on 31.03.2023	For the period ended as on 31.03.2022
1	Reimbursement of expenses	18,001,418	17,278,130
	Total	18,001,418	17,278,130
2	Office Rent Expenses		
	Pramod Maheshwari	-	20,000
	Total	-	20,000

The details of transactions with related party are disclosed as per Annexure A

- (c) *Transaction with Material/Significant Related Parties / Material significant related parties transactions pertain to in pursuance to clause(b) of sub-section (3) of section 174 of the Companies Act and Rules 5(2) of the Companies Rules, 2014
- a) in respect of expenditure - where the amount of expenditure is more than 10% of total expenditure
- b) in respect of income - where the amount of income is more than 10% of total income or Rs.100 core, whichever is lower is as under

(d) Borrowings

₹ in Lakh

Name of party	Relationship	Current Year		Previous Year	
		Amount borrowed	Total OS	Amount borrowed	Total OS
Career Point Limited	Holding Co.	24670.00	17523.74	23815.31	14088.5
Career Point India Limited	RPT	6711.38	4227.44	4947.16	5655.49
10 Advances given		Amount Advanced		Total OS	
Prasad Foundation	RPT	0	4297.33	0	4297.33

(e) Income from Financing activity

Name of party	Relationship	Current Year	Previous Year
Prasad Foundation*	RPT	1008.4	0

For Srajan Capital Limited

[Signature]
DIRECTOR

(f) Finance Cost

Name of party	Relationship	Current Year	Previous Year
Career Point Limited	Holding Co.	1452.83	1354.39
Career Point India Limited	RPT	271.19	273.99

For Srajan Capital Limited

[Signature]
DIRECTOR

Note:
1 *Account disclosed for the year 2020, Interest received on NPA accounts for in current year
2 Details of financial transactions with related parties has been attached in Annexure A marked with (*)



Srajan Capital Limited

30 Corporate social responsibility:

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief, COVID-19 relief and rural development projects. A CSR committee has been formed by the company as per the Act. The funds were primarily allocated to a corpus and utilized through the year on these activities which are specified in Schedule VII of the Companies Act, 2013:

Particulars	31.03.2023	31.03.2022
(i) Amount required to be spent by the company during the year	10.52	17.79
(ii) Amount of expenditure incurred	19.51	20
(iii) Shortfall at the end of the year	0	0
(iv) Total of previous years shortfall	0	0
(v) Reason for shortfall	NA	NA
(vi) Nature of CSR Activities	The company gives donation to the entity which is engaged in providing education to underprivileged children and providing books, and quality education	
(vii) 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	0	0
(viii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision	NA	NA

31 Segment Reporting :

The management has considered the whole business of the company as a single segment i.e. financing activities, thus no segment reporting is required

32 Basic and Diluted Earnings per share ["EPS"] computed in accordance with Accounting Standard (AS) 20 "Earnings per Share"

(in ₹)

Particulars	Mar-2023	Mar-2022
Basic EPS-		
Net profit after prior period items and income tax (₹)	1143,622,904	78,086,578
Weighted average number of equity shares outstanding at the end of the period	8,227,960	6,227,000
Basic EPS (in ₹)	(13.39)	12.54
Diluted EPS-		
Adjusted profit for diluted earning per share (₹)	(143,622,904)	78,086,578
Weighted average number of shares outstanding for diluted earning per share	7,082,000	7,082,000
Diluted EPS (in ₹)	(20.56)	11.03

33 Provisioning for loans & advances (standard and sub-standard) as applicable in the company in terms of Non-Banking Financial (Not Systematically Important Non-Deposit Accepting) Companies Prudential Norms (Reserve Bank) during the financial year as below:

Provision for Loans and Advances

(in ₹)

Particular	31.03.2023	31.03.2022
Total Loans and Advances		
Non Current	1,567,852,002	1,401,339,062
Current	1,318,303,071	1,104,027,544
	2,887,155,073	2,505,366,606
Standard Assets		
Non Current	1,290,841,966	1,210,220,147
Current	1,064,531,487	851,934,128
	2,354,373,453	2,062,154,275
Sub Standard Assets		
Non Current	77,128,056	188,448,148
Current	3,031,523	252,053,418
	80,159,579	440,501,566
Doubtful Assets		
Non Current	190,981,980	2,670,767
Current	251,740,063	-
	442,722,043	2,670,767
Provisions		
	% of Provision	Amount
Standard Assets		
Opening Balance (0.25%)	0.25%	5,155,486
Add: Additions made in Provision during the year	0.25%	795,448
		(73,655)
		5,910,934
	% of Provision	Amount
		Amount



For Srajan Capital Limited
 For Srajan Capital Limited
 Director



Sub Standard Assets			
Opening Balance (10%)	10.00%	44,050,197	45,295,921
Add - Addition made in Provision during the year	10.00%	(38,034,190)	(1,245,764)
Total		6,015,958	44,050,197
	% of Provision	Amount	Amount
Doubtful Assets			
Opening Balance (100%)	100.00%	2,670,767	-
Add - Addition made in Provision during the year	100.00%	440,091,278	3,670,767
Total		442,721,043	2,670,767
Total Opening Provision		51,876,410	50,525,062
Add - Provision made during the Year		474,772,523	1,311,348
Total Closing Provision		456,648,933	51,876,410

24 Amount payable to Micro, Small & Medium Enterprises (MSME/MSME Act)

(a) Despite of absence of a data-base identifying creditors as Micro, Small & Medium Enterprises, the management is of the opinion that there are no parties which can be classified as Micro, Small & Medium Enterprises to whom the company owes any sum. The Auditors have accepted the representations of the management in this matter.
 (b) The company will identify the suppliers who are covered under "The Micro, Small & Medium Enterprises Development Act, 2006" on receiving the information from them, after which necessary information as required under the said Act will be compiled.

25 Impact assessment of the global health pandemic- COVID-19

In assessing the recoverability of loans, and investments, the Company has considered internal and external sources of information, including credit reports, economic forecasts and industry reports upto the date of approval of these financial statement. The Company has performed sensitivity analysis on the assumptions used and based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets. The eventual outcome of impact of the global health pandemic may be different from those estimated as on the date of approval of these financial statements and the Company will continue to monitor any material changes to the future economic conditions. The Company has developed estimates and applied management overlays for the purpose of determination of the provision for impairment of financial assets. In accordance with the Board approved moratorium policy read with the Reserve Bank of India (RBI) guidelines dated 27 March 2020, 17 April 2020 and 23 May 2020 relating to 'COVID-19 - Regulatory Package', the Company had granted moratorium up to six months on the payment of installments which became due between 01 March 2020 and 31 August 2020 to all eligible borrowers. This relaxation did not substantially trigger a significant increase in credit risk. The Company, in the previous year, continued to recognise interest income during the moratorium period and in the absence of other credit risk indicators, the granting of a moratorium period did not result in accounts becoming past due.

26 The Company has granted loans to various parties amounting to Rs 26872.55 lakhs as on 31st March 2023, out of which SCL has degraded loans (to NPA/Sub-standard/Doubtful assets) of Rs 5228.82 lakhs till 31st March 2023 in 24 accounts (upto 31.3.2022, Rs. 4471.72 lakhs in 15 accounts) including two loan accounts which relates to related party having total outstanding balance of Rs. 4,397.32 lakhs (upto 31.3.2022, Rs. 4,397.32 lakhs) who is in the business of education.

27 The management informed that the Srajan Capital being 100% subsidiary company of Cores Point Limited involved in the composite Scheme of arrangement, with its holding company where in Srajan Capital Limited will merge with its holding company. The board of company vide its board Meeting dated 14.02.2023 has considered and approved the draft Composite scheme of arrangement subject to approval of regulatory and other authorities and 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 and pending for approval from the authorities.

28 AUDIT FEES (EXCLUSIVE OF APPLICABLE TAXES)

Particulars	Current year	Previous year
Statutory Auditor	1.00	0.50
Other Services	0.20	0.20
Total	1.20	0.70



For Srajan Capital Limited
 Director

For Srajan Capital Limited
 Director

40 The company has granted a loan to one of its related party viz. Prowest Foundation (PF), which is engaged in providing education services. The outstanding amount on this loan as on 1 July 2020 was Rs. 4377 Lacs. However, the PF financials got impacted negatively due to COVID-19 outbreak. Thus, it could not meet its financial obligations pertaining to this loan. Due to the non-performance of obligation by the borrower, the company derecognized the said loan under the NPA Category and due provisions are made in the books of accounts of the year.

Nonetheless, in the improving scenario for the education business of PF, post COVID, PF approached the Company with a proposal to reduce the interest rate, modified tenure and other conditions. Also PF has paid a total amount of Rs. 5937.20 Lacs during the year. Considering the willingness and capacity and PF, the company management is evaluating the said proposal. The management of the company shall comply with all the regulatory requirements including share holder approval, if any.

41 Disclosure of financial statements - Pursuant to RBI Notification - RBI/2022-23/26, DOR.ACC.BDC No 2021 04 018/2022-23, Dated April 18, 2022, Which is application for annual financial statements of NBFC - Base Layer (Only Section I of notification is applicable). As per annexure B)

42 The annual GST return (Form 9 and 9C) for the year ended 31st, March, 2023 is pending for the filing as competent authority has exceeded the date of filing till 31st December 2023. The company is in process of reconciling the date of GSTR-2A with GSTR-3B. In the view of management on reconciliation, the impact will not be material.

Sr. No.	Particulars	2023	2022
43	C.I.F. Value of Imports	0	0
44	Raw Material	0	0
	Stores & Spares	0	0
	Machinery	0	0
45	EXPENDITURE IN FOREIGN CURRENCY (PAID OR PROVIDED) INCLUDING OVERSEAS BRANCHES	0	0
46	Income in Foreign Currency	0	0
47	Net dividend remitted in foreign currency/foreign institutional investors	0	0
	No. of NRI share holders	0	0
	No of shares held by them	0	0
	Dividend paid (Rs. In lacs)	0	0
	Year to which dividend relates	NA	NA

The Company has not borrowed from banks or financial institutions on the basis of security of current assets hence the company has not filed any quarterly return or statement with bank or financial institutions.

47 Additional Regulatory Information

a. Borrowings

The Company has not borrowed from banks or financial institutions on the basis of security of current assets hence the company has not files any quarterly return or statement with bank or financial institutions.

b. Willful Defaulter* - The company is not a willful defaulter by any bank or financial Institution or other lender

* * willful defaulter" here means a person or an issuer who or which is categorized as a willful defaulter by any bank or financial institution (as defined under the Act) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.

c. Relationship with Struck off Companies: The company has not any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

d. Registration of charges or satisfaction with Registrar of Companies

There is no charge which is pending for satisfaction with Registrar of companies

e. Compliance with Number of layers of companies: The company does not have any layers of the companies, hence the clause is not applicable to the Company. Further the Company is wholly owned subsidiary of Career Point Limited.



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For Srajan Capital Limited

Handwritten signature in blue ink.

For Srajan Capital Limited

Handwritten signature in blue ink, with the word "Director" written below it.

Srajan Capital Limited

f Disclosure of Ratios: For calculation of ratios, guidelines issued by the ICAI are considered

Sr. No.	Ratio	Numeration	Denominator	31.03.2022	31.03.2023	% of variance	Reason for change in the ratio by more than 25% as compared to the preceding year
1	Current Ratio, (in times)	Total Current Assets	Total Current Liabilities	2.87	3.01	-31.24%	Due to increase in loans from holding
2	Debt-Equity Ratio (in times)	Debt consisting of borrowings	Total Equity	5.16	3.49	47.93%	Due to increase in loans from holding
3	Debt Service Coverage Ratio (in times)	Net Profit after tax + interest + depreciation + non-cash adjustment (provision on std./substd. Assets)	Principal Repayment + Total Interest	2.33	1.43	63.54%	Due to classification of loan from sub standard to doubtful resulting increase in the
4	Return on Equity Ratio (in %)	Profit for the year less Preference dividend (if any)	Average Equity	-29.37%	14.75%	-299.12%	Due to classification of loan from sub standard to doubtful resulting
5	Inventory Turnover ratio (in times)	COGS = Opening Inventory + Purchase + Direct Expense - Closing Inventory	Average Inventory = (Opening Inventory + Closing Inventory) / 2	2.06	3.35	-38.59%	Due to decrease in purchase of securities in current year
6	Trade Receivables turnover ratio (in times)	Revenue From Operations	Average Trade Receivables	NA	NA	NA	
7	Trade payables turnover ratio (in times)	Cost of Purchase	Average Trade Payables	NA	NA	NA	
8	Net capital turnover ratio	Revenue from operations	Working Capital	0.58	0.35	63.94%	Due to increase in revenue in current
9	Net profit ratio	Profit for the year	Revenue from operations	-34.87%	28.43%	-222.66%	Due to increase in revenue & provision in
10	Return on Capital employed	Profit before tax and finance cost	CE = Net Worth + Deferred Tax Liability	0.34%	46.60%	-99.27%	Due to increase in provision, resulting decrease in profit
11	Return on investment.	Income generated from invested funds	Investments	0.00%	0.00%	NA	

- g The company has not surrendered or disclosed any income during the year. Accordingly, this clause is not applicable to company.
- h The company has not traded or invested in Crypto currency or virtual currency during the financial year. therefore this clause is not applicable to
- i Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification/disclosure.

As per our report of even date attached for M.C. Bhandari & Co Chartered Accountants FRN-303002E
 CA. S. K. Malsija Partner M No: 070366



for and on behalf of the Board of Directors of Srajan Capital Limited
 On Prasad Maheshwari Director DIN: 00185477

Prasad Maheshwari Director DIN: 00185711



Place: Kota Dated: 29.05.2023

Srajan Capital Limited

Annexure B

19 Disclosure - financial statements - Pursuant to RBI Notification - RBI/2022-23/26, DOB, ACC, REC. No. 20/21.04.018/2022-23, Dated April 19, 2023, Which is application for annual financial statement of NBFC - Base Layer (Only Section I of notification is applicable)

A) Exposure

Category	(Amount in ₹ Lacs)	
	Current year	Previous Year
1) Exposure to real estate sector		
(i) Direct exposure		
a) Residential Mortgages - Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented.	3924.54	3494.5
b) Commercial Real Estate - Lending secured by mortgages on commercial real estate (office buildings, retail space, multipurpose commercial premises, multifamily residential buildings, multi tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.).	4523.91	4583.42
c) Investments in Mortgage-Backed Securities (MBS) and other securitized exposures -		
i. Residential Plots	3146.3	2262.74
ii. Commercial Real Estate	0	0
(ii) Indirect Exposure		
Fund based and non-fund-based exposures on National Housing Bank and Housing Finance Companies	0	0
Total Exposure to Real Estate Sector	0	0
2) Exposure to capital market		
Particulars	Current Year	Previous Year
i) Direct investment in equity shares, convertible bonds, convertible debentures and units of equity oriented	0	0
ii) Advances against shares / bonds / debentures or other securities or on clean basis to individuals for	0	0
iii) Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security	0	0
iv) Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds does	0	0
v) Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers	0	0
vi) Loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising	0	0
vii) Bridge loans to companies against expected equity flows / issues	0	0
viii) Underwriting commitments taken up by the NBFCs in respect of primary issue of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds	0	0
ix) Financing to stockbrokers for margin trading	0	0
x) All exposures to Alternative Investment Funds:	0	0
(i) Category I	0	0
(ii) Category II	0	0
(iii) Category III	0	0
Total exposure to capital market	0	0



For Srajan Capital Limited
[Signature]

For Srajan Capital Limited
[Signature]
Director

2) Sectoral exposure (Rs. in Lakhs)

Sectors	Current Year			Previous Year		
	Total Exposure (includes on balance sheet) (₹ Lacs)	Gross NPAs (₹ Lacs)	Percentage of Gross NPAs to total exposure in that sector	Total Exposure (includes on balance sheet) (₹ Lacs)	Gross NPAs (₹ Lacs)	Percentage of Gross NPAs to total exposure in that sector
1. Agriculture and Allied Activities	4835.06			3169.65		
2. Industry						
i. Manufacturing	868.03	12.89	1.48%	543.07	0	0.00%
ii. Real Estate	12222.42	545.07	4.47%	10040.88	0	0.00%
iii. Traders (Retail & Wholesale)	713.11	2.68	0.38%	813.33	2.68	0.33%
Total of Industry (i+ii+iii)	13803.56	561.64	6.33%	11397.28	2.68	0.33%
3. Services						
i. Education Services	4397.32	4397.32	100.00%	4397.32	4397.32	100%
ii. Others	3714.64	102.8	2.77%	3566.14	0	0%
Total of Services	8111.96	4500.12	102.77%	7963.46	4397.32	100%
4. Personal						
i. Personal Use & Others	2321.97	51.07	2.20%	2523.24	28.55	1.13%
Total of Personal Loans (i+ii+...+Others)	2321.97	51.07	2.20%	2523.24	28.55	0.011314817
Total of Loans	28872.55			25053.63		

4) Intra-group exposures

	Current Year	Previous year
NBFCs shall make the following disclosures for the current year with comparatives for the previous years:		
(i) Total amount of intra-group exposures	5,881.96	5,754.00
(ii) Total amount of top 20 intra-group exposures	5,881.96	5,754.00
(iii) Percentage of intra-group exposures to total exposure of the NBFC on borrowings/customers	23.84%	22.97%

5) Unhedged foreign currency exposure

Current year: Nil
Previous year: Nil

8) Related Party Disclosure

Particulars/Entity	Holding co		Related Parties		Total	
	Current year	Previous year	Current year	Previous year	Current year	Previous year
Borrowings#	17523.73	14068.5	4227.45	5655.49	21751.18	19723.99
Deposits#	0	0	0	0	0	0
Placement of deposits#	0	0	0	0	0	0
Advances#	0	0	68881.96	5753.99	68881.96	5753.99
Investments#	0	0	0	0	0	0
Purchase of fixed/other assets	0	0	0	0	0	0
Sale of fixed/other assets	0	0	0	0	0	0
Interest paid	1452.82	1358.59	494.51	387.41	1947.33	1746
Interest received	0	0	1215.44	351.26	1215.44	351.26
	0	0	0	0	0	0



For Srajan Capital Limited For Srajan Capital Limited
Ravinder

UN1002E

C) Disclosure of complaints

1) Summary information on complaints received by the NBFCs from customers and from the Offices of Ombudsman

		(Amount in ₹ Lacs)	
S.No.	Particulars	Current Year	Previous Year
1	Number of complaints pending at beginning of the year	0	0
2	Number of complaints received during the year	0	0
3	Number of complaints disposed during the year	0	0
3.1	Of which, number of complaints rejected by the NBFC	0	0
4	Number of complaints pending at the end of the year	0	0
5.*	Maintainable complaints received by the NBFC from Office of Ombudsman Number of maintainable complaints received by the NBFC from Office of Ombudsman	0	0
5.1	Of 5, number of complaints resolved in favour of the NBFC by Office of Ombudsman	0	0
5.2	Of 5, number of complaints resolved through conciliation/mediation/advisories issued by Office of Ombudsman	0	0
5.3	Of 5, number of complaints resolved after passing of Awards by Office of Ombudsman against the NBFC	0	0
6.*	Number of Awards unimplemented within the stipulated time (other than those appealed)	0	0

Note: Maintainable complaints refer to complaints on the grounds specifically mentioned in Integrated Ombudsman Scheme, 2021 (Previously The Ombudsman Scheme for Non-Banking Financial Companies, 2018) and covered within the ambit of the Scheme.

* It shall only be applicable to NBFCs which are included under The Reserve Bank - Integrated Ombudsman Scheme, 2021

2) Top five grounds of complaints received by the NBFCs from customers

Grounds of complaints, (i.e. complaints relating to)	Number of complaints pending at the beginning of the year	Number of complaints received during the year	% increase/ decrease in the number of complaints received over the previous year	Number of complaints received during the year	Of 5, number of complaints pending beyond 30 days
1	2	3	4	5	6
Current year					
Ground-1	Nil	Nil	Nil	Nil	Nil
Ground-2					
Previous Year					
Ground-1	Nil	Nil	Nil	Nil	Nil
Ground-2					

7. Disclosure pursuant to RBI Notification -RBI/DOR/2021-22/86 DOR.STR.REC.51/21.04.048/2021-22 Dated 24th September, 2021

Particulars	Current Year	Previous Year
(a) The company has not transferred through assignment any loans (not in default)	Nil	Nil
(b) If the company has acquired any loans through assignment	Nil	Nil
(c) The company has not transferred any stressed loans	Nil	Nil
(d) The company has not acquired any stressed loans	Nil	Nil

8 Movement of NPA

Particulars	2023		2022	
	No. of accounts	Amount	No. of accounts	Amount
NPA to Net Advance(%)				
Net NPA	24	5,228.82	15	4,431.72
Movement of NPA(Gross)				
i) Opening Balance		4,431.72		4,431.72
ii) Addition during the year		797.10		-
iii) Reduction during the year including loans written off		-		-
iv) Closing balance		5,228.82		4,431.72

As per our report of even date attached for M.C. Bhandari & Co. Chartered Accountants FRN-303002E

CA. S. K. Mahipal Partner M. No. : 070366



for and on behalf of the Board of Directors of Srajan Capital Limited

Om Prakash Maheshwari Director DIN : 00185677

Pranod Maheshwari Director DIN : 00185711

Place : Kota Dated : 29.05.2023

Srajan Capital Limited	
Notes to Financial Statements	
For the year ended 31st March, 2023	
1	The Company overview
	Srajan Capital Limited is a RBI registered Non Systematic Important and Non-Deposit Accepting NBFC(Base layer). The main object of the Company is to originate, provide and service loans and provide ancillary services in relation to said business activity (whether short or long term loan or working capital finance, development finance, or any other debt related funding).
	Srajan Capital Limited (The Company), is a public limited Company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The registered office of the Company is situated at 112-B, Shakti Nagar Kota Kota, 324009, Rajasthan, India. These financial statements were authorized for issue by the Board of Directors on 29.05.2023
2 (a)	Basis of preparation of financial statements
(i)	Statement of compliance and basis of preparation
	The financial statements are prepared in accordance with the Indian accounting standards (IND AS) prescribed under section 133 of Companies Act 2013 read with rule 3 of the companies (Indian Accounting Standards) rules, 2015 as amended from time to time as per Division II of Schedule III for the purpose of consolidating with the financial statement of the Holding Company, as the framework is adopted by the Holding Company. The company has not adopted Ind AS framework as per Division III of Schedule III of the Companies Act, 2013 as the company neither listed nor in the process of listing and net worth of the company is less than Rs. 250 Crore.
	The Company has prepared separate set of financial statements for general purpose as per GAAP (Accounting Standards issued by ICAI) (RBI, Income Tax and Ministry of Corporate)
	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 financial statements which comprises the balance sheet as at 31.03.2023, the statement of profit & loss(including other comprehensive income), the statement of cash flows & the statement of changes in equity for the year ended 31.03.2023 and a summary of the significant 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 and explained in the ensuing policies below.



For Srajan Capital Limited

[Signature]
Director

For Srajan Capital Limited

[Signature]

Director

	The standalone financial statements are presented in Indian Rupee (Rs.) which is the company's functional and presentation currency and all amounts are rounded to the nearest Lacs (Rs.00,000) and Two decimal thereof, except as stated otherwise.
(iii)	Use of Estimates & Judgements
	1. 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. Examples of such estimates include the useful life of tangible and intangible fixed assets, provision for doubtful debts/ advances, future obligations in respect of retirement benefit plans etc. Actual results could differ from these estimates.
	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.
	2. Estimation of uncertainties relating to the global health pandemic from COVID-19 The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables, unbilled revenues and investment in subsidiaries. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial statements has used internal and external sources of information including credit reports and related information, economic forecasts. The Company has performed sensitivity analysis on the assumptions used and based on current estimates expects the carrying amount of these assets will be recovered. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements.
2 (b)	Significant Accounting policies
(i)	Functional and presentation currency
	These financial statements are presented in Indian rupees, the national currency of India, which is the functional currency of the company.
(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

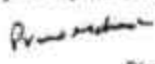


For Srajan Capital Limited
 For Srajan Capital Limited
 Director
 Director

	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. The company derecognizes a 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 Mutual Funds Investments in Mutual Funds are initially measured at fair value. Any subsequent fair value gain or loss is recognized through Profit or Loss.
	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 shortterm 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.
	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.
	Other payables 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 and Depreciation
A	<i>Recognition and measurement</i>
(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)	Item of property, plant and equipment is derecognised upon disposal. Any gain or loss



For Srajan Capital Limited


For Srajan Capital Limited

 Director

	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.						
ii	Depreciation/ Amortisation						
(a)	Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight-line method.						
(b)	Depreciation on tangible assets is provided as per the provisions of Part C of schedule II of the Companies Act, 2013 based on useful life and residual value.						
	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-						
	<table border="1"> <thead> <tr> <th>Class of property, plant and equipment</th> <th>Useful Life</th> </tr> </thead> <tbody> <tr> <td>Office Equipment</td> <td>8 Years</td> </tr> <tr> <td>Vehicle</td> <td>8-10 years</td> </tr> </tbody> </table>	Class of property, plant and equipment	Useful Life	Office Equipment	8 Years	Vehicle	8-10 years
Class of property, plant and equipment	Useful Life						
Office Equipment	8 Years						
Vehicle	8-10 years						
(vi)	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. Agriculture Land is stated at historical cost.						
(iv)	Loan and advance						
	Loans and advance have been classified in accordance with the RBI Guidelines and classified under current and non-current based on terms of repayment and classification is as under: Assets Classification The company, after taking into account the degree of well-defined credit weaknesses and extent of dependence on collateral security for realization, classify its loans and advances and any other forms of credit into the following classes, namely: (i) Standard assets; (ii) Sub-standard assets; (iii) Doubtful assets; and (iv) Loss Assets; The provision made for non-performing assets has been separately disclosed under respective provisions. The company has adopted policy regarding provisioning norms as specified and required by RBI. The Company has made certain provision, which cover identified account and a general						



For Srajan Capital Limited For Srajan Capital Limited
 Director

	<p>provision in order to cover unanticipated credit risks that may be inherent in the portfolio. The general provision is maintained as a percentage of the un provided customers risk asset portfolio.</p> <p>Income tax deducted by the borrowers is considered upon confirmation and verification of other relevant documents, till that time same is treated as loans and advance.</p>
(vi)	<p>Inventories</p> <p>The company is dealing in securities (equity shares). Hence, the inventory majorly comprises of equity shares only. Inventories are valued at lower of cost or net estimated realizable value. The cost of securities comprises of the amount paid to purchase the security and direct expenses and other costs incurred for bringing the inventories to their present location and condition. Cost is determined using the FIFO method.</p>
(vi)	<p>Impairment of Assets</p> <p>At each Balance Sheet date, the carrying amount of assets is tested for impairment so as to determine:</p> <p>(a) The provision for impairment loss required, if any, or</p> <p>(b) The reversal required of impairment loss recognized in previous periods, if any.</p> <p>An impairment loss is recognized whenever the carrying amount of an asset or its cash generating units exceed its recoverable amount.</p> <p>Recoverable amount is determined:</p> <p>(a) In the case of an individual asset, at higher of the net selling price or value in use.</p> <p>(b) In the case of cash generating unit, at higher of the cash generating unit's net selling price or value in use.</p>
(vii)	<p>Provisions, Contingent Liabilities and Contingent Assets</p> <p>(a) 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."</p> <p>(b) 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</p>



For Srajan Capital Limited

For Srajan Capital Limited

P. S. Mohan

Director

(viii)	Revenue Recognition			
	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.			
	Dividend income on Equity Shares is recognised when the right to receive the dividend is unconditional as at the Balance Sheet date.			
	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.			
(ix)	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.			
(x)	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.			
(a)	Current income tax			
	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.			
(b)	Deferred income tax			
	*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			



For Srajan Capital Limited

For Srajan Capital Limited

 Director

	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 not applicable to the Company as the Company is paying tax u/s 115BAA of the Income Tax Act, 1961."
(xi)	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. However optionally convertible preference shares are not considered for basic/diluted EPS.
(xii)	Cash flow Statements
	Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.
3	Critical accounting estimates, assumptions and judgements:-
(i)	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.
(ii)	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.
(iii)	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.



For Srajan Capital Limited

 Director

For Srajan Capital Limited
 Pramodhan
 Director


KAMAL GUPTA & COMPANY

(Chartered Accountants)

 Address : House No. 16, Rangvihar, Mahaveer Nagar 3rd, Kota (Rajasthan)
 Mob. 8109105271, Email: cakamal38@gmail.com

INDEPENDENT AUDITOR'S REPORT

 To the Members of
Career Point Edutech Limited
Report on the Audit of Standalone Financial Statements

We have audited the accompanying standalone Ind AS financial statements of Career Point Edutech Limited ("the Company"), which comprise the Balance Sheet as at March 31 2023, the Statement of Profit and Loss, including the Statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant 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 Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2023, and its loss and total other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Emphasis on Matters

Note 29 to the accompanying Statement in respect of scheme of Arrangement (scheme) approved NCLT Jaipur and NCLT Mumbai w.e.f 01 April 2019 (Appointed Date) entered between Planceess Edusolutions Pvt. Ltd. (Demerged Company) and Career Point Edutech Ltd. (Subsidiary of Career Point Limited) (Resulting Company) as detailed in the said note. The company has restated comparative financial information for the previous/ corresponding year in its financial statements to give effect to the Scheme from the appointed date, being 01 April 2019 in accordance with Ind AS 103 - Business Combinations.

Our opinion is not modified in respect of above matters.

Basis of 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.





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(Chartered Accountants)

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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.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, 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.

Information Other than the 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, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

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, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including 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.





KAMAL GUPTA & COMPANY

(Chartered Accountants)

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Mob. 8109105271, Email: cakamal38@gmail.com

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.

The 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)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system 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.




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(Chartered Accountants)

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- 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.




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Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (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.
 - 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 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 Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 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 over financial Reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g) 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.

- 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, in our opinion and to the best of our information and according to the explanations given to us:




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- i. the Company does not have any pending litigations that will impact on its financial position in its financial statements.
- ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and;
- iii. There was no amount required to be transferred to the Investor Education and Protection Fund by the Company.
- iv.
 - a) The management has represented that, 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
 - b) The management has represented that, 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 (i) and (ii) contain any material misstatement.
- v. The Company has not declared or paid dividend during the year, accordingly the provisions of section 123 of the Companies Act, 2013 are not applicable.





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- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.



for **KAMAL GUPTA & COMPANY**

Chartered Accountants

ICAI Registration No. 031182C

CA. Kamal Gupta

Proprietor

M. No.: 439177

Date: 25/05/2023

Place: Kota

UDIN : 23439177BGYUMY9367




KAMAL GUPTA & COMPANY
(Chartered Accountants)

Address : House No. 16, Rangvihar, Mahaveer Nagar 3rd, Kota (Rajasthan)
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ANNEXURE TO THE AUDITOR'S REPORT

Annexure referred to in paragraph 1 under the heading of "Report on other legal and Regulatory requirements" of the independent Auditor's Report on the Financial Statements of Career Point Edutech Limited ("The Company") for the year ended on 31st March 2023.

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of accounts and other records examined by us in the normal course of audit, we report that:

(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 is maintaining proper records showing full particulars of intangible assets;

(b) The property, plant and equipment were physically verified during the year by the management in accordance with a program of verification, the frequency of verification is reasonable having regard to the size of the company and the nature of its property, plant and equipment. According to the information and explanations given to us, no material discrepancies were noticed on such verification as compared to books records.

(c) The Company does not have any immovable properties. Accordingly, the provisions of clause 3(ii)(c) of the Order are not applicable.

(d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year. Accordingly, the provisions of clause 3(i)(d) of the Order are not applicable.

(e) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made there under. Accordingly, the provisions of clause 3(i)(e) of the Order are not applicable.

(ii) (a) The Company does not have any inventory. Accordingly, the provisions of clause 3(ii)(a) of the Order are not applicable.

(b) The company does not have any working capital limits from banks or financial institutions. Accordingly, the provisions of clause 3(ii)(b) of the Order are not applicable.




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(iii) (a) (A) During the year the company has not made investments in, not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to Subsidiaries, Joint Ventures and Associates

(B) During the year the company has provided any loans or advances in the nature of loans, secured or unsecured to other parties.

- o the terms and conditions of the grant of such loans are not prejudicial to the company's interest.
- o the schedule of repayment of principal and payment of interest has been stipulated and the repayments or receipts are regular.

Rs. in Lacs

Particular	Aggregate amount given during the year (Net Addition in Loan Amount)	Aggregate balance outstanding at end of the year	Security
Loans to Enterprises Under Same Management (Srajan Capital Limited)	298.48	610.70	Nil
Bank guarantee	Nil	Nil	Nil
Security deposit	Nil	Nil	Nil
Advance in the nature of loans	Nil	Nil	Nil

(b) During the year the company has not made any investment, provided guarantees, given any security and grant any loans and advances in the nature of loans and guarantees. Accordingly, this clause is not applicable provided are not prejudicial to the company's interest.

(c) the terms and conditions of the grant of such loans are not prejudicial to the company's interest.

(d) the schedule of repayment of principal and payment of interest has been stipulated and the repayments or receipts are regular.

(iv) In our opinion, the company has complied with the provisions of sections 185 and 186 of the Act in respect of loans, investments, guarantees, and security.

(v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 2015 with regard to the deposits. Accordingly, the provisions of clause 3(v) of the Order are not applicable.




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(vi) To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.

(vii) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company has been generally regular in depositing undisputed statutory dues including, goods and service tax, provident fund, employees' state insurance, income-tax, Sales Tax, service tax, duty of customs, duty of excess, value added tax, cess and any other material statutory dues applicable to the Company during the year with appropriate authorities. According to the information and explanations given to us, there were no undisputed amounts payable in respect of goods and service tax, provident fund, employees' state insurance, income-tax, Sales Tax, service tax, duty of customs, duty of excess, value added tax, cess or other material statutory dues outstanding as at 31 March 2023 for a period of more than six months from the date they became payable.

b. The dues outstanding in respect of income Tax and VAT on account of disputes are as under:

Name of the Statute	Nature of Dues	Demand (Rs. In Lakhs)	Amount paid against demand (Rs. In Lakhs)	Period to which the amount relates	Forum where dispute is pending
Nil					

(viii) The company has not surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, the provisions of clause 3(viii) of the Order is not applicable.

(ix) (a) The Company has not defaulted in repayment of loans or borrowings to any bank or financial institution or government during the year. The Company did not have any outstanding debentures during the year.

(b) In our opinion and according to the information and explanations given to us the company is not a declared wilful defaulter by any bank or financial institution or other lender.

(c) In our opinion and according to the information and explanations given to us the term loans were applied for the purpose for which the loans were obtained.




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(d) In our opinion and according to the information and explanations given to us and on overall examination of balance sheet of the company funds raised on short term basis have not been utilised for long term purposes.

(e) According to the information and explanations given to us and on an overall examination of the balance sheet of the company/ examination of the cash flow statement 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, associates or joint ventures as defined under Companies Act, 2013

(f) According to the information and explanations given to us and procedures performed by us, we report that the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

(x) (a) As per information and explanations given to us the Company did not raise moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions of clause 3(x)(a) of the Order are not applicable.

(b) As per information and explanations given to us during the year, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible). Accordingly, the provisions of clause 3(x)(b) of the Order are not applicable.

(xi) (a) As per information and explanation given to us no fraud by the Company or on the company by its officers or employees has been noticed or reported during the period covered by our audit.

(b) As not fraud has been noticed or reported during the year the provisions of clause 3(xi)(b) are not applicable to file any report under section 143(12) of the Act in form ADT - 4.

(c) As represented to us by the management, there are no whistle blower complaints received by the company during the year

(xii) In our opinion, the Company is not a Nidhi Company. Accordingly, clause 3(xii)(a), 3(xii)(b), 3(xii)(c) of the Order are not applicable.

(xiii) In our opinion all transactions with the related parties are in compliance with sections 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the financial statements etc., as required by the applicable accounting standards.





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(xiv) (a) The company has adopted a proper internal control system considering its size and business. However, the provisions of section 138 of Companies Act, 2013 is not applicable to the company.

(xv) On the basis of the information and explanations given to us, in our opinion during the year the company has not entered into any non-cash transactions with its 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)(a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

(b) The Company has not conducted any activity of NBFC nature and therefore is not required to obtain Certificate of registration for RBI.

(c) The Company is not a core investment company as defined in regulations issued by RBI. Therefore paragraph 3 sub-clause (xvi)(c) of the order is not applicable to the company.

(d) the Group does not have any CIC as part of the Group.

(xvii) As per the information and explanation given to us the company has not incurred cash losses in the financial year covered by the audit report and in the immediately preceding financial year, the company does not have any cash losses.

(xviii) As per the information and explanation given to us there has been resignation of the statutory auditors during the year, There were no issues, objections or concerns raised by the outgoing auditor.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, 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 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. 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.



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(xx) (a) The Company is not liable to section 135 of Companies Act, 2013. Therefore paragraph 3 sub-clause (xx) of the order is not applicable to the company.

(xxi) The Company is wholly owned by CAREER POINT LIMITED as also mentioned in the aforesaid Financial Statements. Therefore, the provisions of paragraph 3 sub-clause (xxi) of the order is not applicable to the company.



Date: 25/05/2023

Place: Kota

UDIN: 23439177BGYUMY9367

for **KAMAL GUPTA & COMPANY**

Chartered Accountants

ICAI Registration No. 031182C

CA. Kamal Gupta

Proprietor

M. No.: 439177





KAMAL GUPTA & COMPANY

(Chartered Accountants)

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ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) of our report of even date)

We have audited the internal financial controls over financial reporting of **Career Point Edutech Limited** (the 'Company') as of 31st March 2023 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 (the 'Guidance Note') 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 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 (the 'Act').

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable, to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. 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 over financial reporting 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 over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 is sufficient and appropriate to provide a basis for our opinion on the Company's internal financial controls system over financial reporting.




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Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting 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 over financial reporting 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 Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting 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, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2023, 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 issued by the ICAI.



Date: 25/05/2023

Place: Kota

UDIN: 23439177BGYUMY9367

for KAMAL GUPTA & COMPANY

Chartered Accountants

ICAI Registration No. 031182C

CA. kamal gupta

Proprietor

M. No.: 439177



Career Point Edutech Limited

INDAS Balance Sheet as at 31.03.2023

CIN : U80302RJ2006PLC023306

(₹ in Lakh)

Particulars	Note No.	As at 31.03.2023	As at 31.03.2022 (Restated)
ASSETS			
(1) Non-current Assets			
(a) Property, plant and equipment	2	4.89	5.07
(b) Other intangible assets	2	42.32	63.46
(c) Deferred tax assets(Net)	3	0.10	0.10
(d) Other Non-Current Assets	4	0.10	-
		47.41	68.63
(2) Current Assets			
(a) Inventories	5	45.26	-
(b) Financial Assets			
(i) Trade Receivables	6	48.91	36.69
(ii) Cash and Cash Equivalents	7	12.68	26.61
(iii) Loans	8	610.70	312.22
(c) Other Current Assets	9	35.38	26.52
		752.93	402.04
		800.34	470.67
TOTAL ASSETS			
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	10	57.89	57.89
(b) Equity Share Capital Suspense	10A	3.40	3.40
(c) Other Equity	11	694.50	406.94
		755.79	468.23
LIABILITIES			
(1) Non-current Liabilities			
(a) Deferred Tax Liabilities(Net)		-	-
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	12	-	-
(ii) Trade payables	13	-	-
- Micro & Small Enterprises		-	0.46
- Other than Micro & Small Enterprises		-	0.11
(iii) Other Financial liabilities	14	19.02	1.48
(b) Other Current Liabilities	15	25.28	0.37
(c) Short Term Provision	16	0.25	0.02
(d) Current Tax Liabilities (Net)	17	-	-
		44.55	2.44
		800.34	470.67
TOTAL EQUITY AND LIABILITIES			

The accompanying notes 1 to 31 are an integral part of the Financials Statements.

As per our report of even date attached
for **KAMAL GUPTA & COMPANY**
Chartered Accountant
FRN : 031182C

CA. Kamal Gupta
Proprietor
M. No. : 439177



Kota
Date : 25/05/2023

for and on behalf of the Board of Directors of
Career Point Edutech Limited

Pramod Maheshwari
Director
DIN : 00185711

Shilpa Maheshwari
Director
DIN : 08305104



Career Point Edutech Limited
Profit and Loss statement for the Quarter Ended 31.03.2023
 CIN : U00302RJ2006PLC023306

(₹ in Lakh)

Sr. No.	Particulars	Note No.	For the period ended as on 31.03.2023	For the period ended as on 31.03.2022 (Restated)
I	Revenue from Operations	18	779.48	465.71
II	Other Income	19	35.91	21.87
III	Total Revenue (I+II)		815.39	487.58
IV	Expenses			
	Cost of Material Purchase	20	216.72	100.08
	Change in Inventory	21	(43.26)	137.89
	Employee Benefit Expenses	22	9.92	9.84
	Depreciation and amortization expense	2	21.33	21.33
	Other expenses	23	325.12	192.93
	Total expenses		527.83	462.07
V	Profit before exceptional and extraordinary items and tax (III-IV)		287.56	25.51
VI	Exceptional items		-	-
VII	Profit before tax after exceptional items(V-VI)		287.56	25.51
VIII	Tax expense:			
	(a) Provision for tax		-	-
	(b) Earlier year Taxes (TT)		-	-
	(c) Deferred Tax Assets		-	0.02
				0.02
IX	Profit/ (Loss) after tax for the period (VII - VIII)		287.56	25.49
X	Minority Interest in income		-	-
XI	Share of Profit / Loss in associate companies		-	-
XII	Profit available for distribution		287.56	25.49
	Other Comprehensive Income			
	A. Items that will not be reclassified to profit or loss		-	-
	B. Items that will be reclassified to profit or loss		-	-
	Total Other Comprehensive Income for the period		-	-
	Total Comprehensive Income for the period		287.56	25.49
XIII	Earnings per equity share:			
	(1) Basic		49.67	4.40
	(2) Diluted		49.67	4.40

As per our report of even date attached
 for KAMAL GUPTA & COMPANY
 Chartered Accountant
 FRN : 031182C

CA. Kamal Gupta
 Proprietor
 M. No. : 439177

Kota
 Date : 25/05/2023



For and on behalf of the Board of Directors of
 Career Point Edutech Limited

Pranod Maheshwari
 Pranod Maheshwari
 Director
 DIN : 00185711

Shilpa Maheshwari
 Shilpa Maheshwari
 Director
 DIN : 08305104



Career Point Edutech Limited

Cash Flow Statement

CIN : U80302RJ2006PLC023306

(₹ in Lakh)

Particulars	For the period ended as on 31.03.2023	For the period ended as on 31.03.2022 (Restated)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before Tax & Extraordinary items	287.56	25.49
Adjustments for:		
Depreciation	21.33	21.33
Interest Income	(35.29)	(21.57)
Operating Profit before Working Capital Changes	273.60	25.25
Increase/(Decrease) in Current Liabilities	42.68	(2.25)
Increase/(Decrease) in Trade Payables	(0.57)	(0.62)
(Increase)/Decrease in Inventories	(45.26)	137.89
(Increase)/Decrease in Trade Receivables	(12.23)	(24.24)
(Increase)/Decrease in Other Current Assets	(6.86)	13.10
Cash generated from Operations	249.36	149.13
Direct taxes paid		-
Net Cash flow from Operating Activities	249.36	149.13
B. CASH FLOW FROM INVESTING ACTIVITIES		
Fixed Assets Purchase	(0.10)	
Investment Purchase		
Net Cash flow from / Used in Investing Activities	(0.10)	
C. CASH FLOW FROM FINANCING ACTIVITIES		
Unsecured Loan Given	(298.48)	(146.05)
Interest Income	35.29	21.57
Net Cash flow from / Used in Financing Activities	(263.19)	(124.48)
Net Decrease / Increase in Cash or Cash Equivalents (A+B+C)	(13.93)	24.65
Cash and Cash Equivalents at beginning of the period	26.61	1.96
Cash and Cash Equivalents at end of the period	12.68	26.61

- Statement of cash flows has been prepared under the indirect method as set out in the Ind AS 7 "Statement of Cash Flows" as specified in the Companies (Indian Accounting Standards) Rules, 2015.
- Cash and cash equivalents represent bank balance.
- Previous year's figures have been regrouped/reclassified wherever applicable.

As per our report of even date attached
for KAMAL GUPTA & COMPANY
Chartered Accountant
FRN : 031182C

CA. Kamal Gupta
Proprietor
M. No. : 439177

Note
Date : 25/05/2023



for and on behalf of the board of Directors of
Career Point Edutech Limited

Pramod Maheshwari
Director
DIN : 00185711

Shilpa Maheshwari
Director
DIN : 08305104



Career Point Edutech Limited
STATEMENT OF CHANGES IN EQUITY

A. EQUITY SHARE CAPITAL

(1) Current reporting period

(₹ in Lakh)

Balance as at 01.04.2022	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting Period	Changes in equity share capital during the year	Balance as at 31.03.2023
57.89	0	0	3.40	61.29

(2) Previous reporting period				
Balance as at 01.04.2021	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting Period	Changes in equity share capital during the year	Balance as at 31.03.2022
57.89	0	0	-	57.89

B. OTHER EQUITY

Particulars	Securities Premium	Preference Share Capital	Retained Earnings	Total other equity
Previous Reporting Period Pursuant to the Scheme**	131.58		(45.92)	85.66
Balance as at 01.04.2021	0	0	295.79	295.79
Profit for the period			25.49	25.49
Total Comprehensive Income for the period			25.49	25.49
Issue of Preference Shares	0	0	-	-
Balance as at 31.03.2022	131.58		275.36	406.94
Balance as at 01.04.2022		0	321.28	321.28
Pursuant to the Scheme**	131.58		(45.92)	85.66
Profit for the period	0	0	287.56	287.56
Total Comprehensive Income for the period			241.64	241.64
Balance as at 31.03.2023	131.58	0	562.92	694.50

As per our report of even date attached for KAMAL GUPTA & COMPANY

Chartered Accountant
FRN : 031182C

CA. Kamal Gupta
Proprietor
M. No. : 439177

Kota
Date : 25/05/2023



for and on behalf of the Board of Directors of

Career Point Edutech Limited

Pramod Maheshwari
Pramod Maheshwari
Director

DIN : 00185711

Shilpa Maheshwari
Shilpa Maheshwari
Director

DIN : 08305104



Career Point Edutech Limited
Notes to Financial Statements
For the Period ended 31, March 2023

Note - 1

i The Company overview

Career Point Edutech Limited is engaged in the business of selling of Video Lecture of physics, chemistry, math and Biology in pen drive and memory card, Books of IIT/JEE. Company also developed the software for online test series and maintaining of student data and provide the software on fixed price to educational institutions.

Career Point Edutech Limited (The Company), is a public limited Company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The registered office of the Company is situated at B-28, 10-B Scheme, Gopalpura Bypass Jaipur 302018, Rajasthan, India. These financial statements were authorized for issue by the Board of Directors on 25.05.2023

ii Basis of preparation of financial statements

(i) Statement of compliance and basis of preparation

In accordance with the notification issued by the ministry of corporate affairs, the companies required to prepare its financial statements as per the Indian accounting standards (IND AS) prescribed under section 133 of Companies Act 2013 read with rule 3 of the companies (Indian Accounting Standards) rules, 2015 as amended by the companies (Indian Accounting Standards) amendment rules, 2016 with effect from 01.04.2017.

Accordingly the company has prepared these financial statements which comprises the balance sheet as at 31.03.2023, the statement of profit & loss, the statement of cash flows & the statement of changes in equity for the period ended 31.03.2023 and a summary of the significant 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. IV 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.

iii Significant Accounting policies

(i) Functional and presentation currency

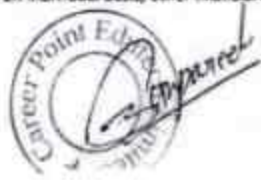
These financial statements are presented in Indian rupees, the national currency of India, which is the functional currency of the company.

(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 risk characteristics.



Shrip

For CAREER POINT EDUTECH LIMITED

Pr... Director

The company derecognizes a 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 (other than investment in Subsidiaries, Associates & Joint Venture)

Investments in Equity Instruments (Other Than investment in Subsidiaries & 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"

(iv) **Equity**

(a) *Share Capital and security premium*

The authorized share capital of the Company as of 31.03.2023 and 31.03.2023 is Rs. 50,000,000 divided into 5,000,000 equity shares of Rs. 10 each. Par value of equity shares is recorded as share capital and amount received in excess of par value is classified as share premium.

(b) *Retained Earnings*

Retained earnings comprises of the Company's undistributed earnings after taxes.

(c) *Other Comprehensive Income*

Changes in the fair value of financial instruments measured at fair value through other comprehensive income and actuarial gains and losses on defined benefit plans are recognized in other comprehensive income (net of taxes), and presented within equity as other comprehensive income.

(v) **Property, Plant and Equipment**

(a) *Recognition and measurement*

Assets reduced to zero after depreciation but are in use are kept at nominal value. No further depreciation is charged on such assets. Assets discarded, damaged or abandoned are measured at net realisable value.

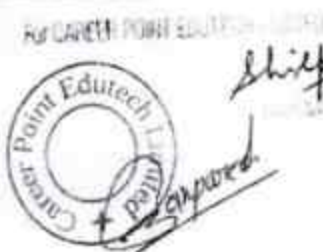
A. The cost of an item of property, plant and equipment is recognized as an asset if, and only if:

It is probable that future economic benefits associated with the item will flow to the Company; and
The cost of the item can be measured reliably.

B. 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.

C. 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.

D. 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.



For CAREER POINT EDUTECH LIMITED

Shilpa

Panduranga

Director

- E. 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
 - A. Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight-line method.
 - B. Depreciation on tangible assets is provided as per the provisions of Part C of schedule II of the Companies Act, 2013 based on useful life and residual value.

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-

Class of property, plant and equipment	Useful Life
Furniture & Fixtures	8 Years
Office Equipment	8 Years
Computer	3 Years
Intangible Assets (Video Content)	6 Years

- (vi) Intangible Assets
 - (a) Leasehold land is stated at historical cost less amortisation. Amortisation is recognised on a straight-line basis over their estimated useful lives. Leasehold land is amortised over the period of lease as per lease agreement.
 - (b) Certain computer software costs are capitalized and recognised as intangible assets based on materiality, accounting prudence and significant benefits expected to flow therefrom for a period longer than one year.

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses. Intangible assets with indefinite useful lives are carried at cost less accumulated impairment losses.

- (c) Software is amortised over an estimated useful life of 3 years.
- (vii) Inventories
 - Inventories are valued at lower of cost or net estimated realizable value, mainly comprises of publication and printed material. Cost is determined using the FIFO method.

- (viii) 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.

- (ix) Provisions, Contingent Liabilities and Contingent Assets
 - (a) Provisions are recognized, when -
 - The company has a present obligation as a result of past event;
 - A probable outflow of resources is expected to settle the obligation;
 - The amount of the obligation can be reliably estimated.
 - The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risk and uncertainties surrounding the obligation.



For CAREER POINT EDUCATION LTD
 Director

- (b) **Contingent liability :**
 A contingent liability is a potential liability that may occur, depending on the outcome of an uncertain future event. A contingent liability is recorded in the accounting records if the contingency is probable and the amount of the liability can be reasonably estimated.
 Contingent liability is disclosed in the case of :
 A present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation;
 A present obligation when no reliable estimate is possible; and
 A possible obligation arising from past events where the probability of outflow of resources is not remote.
- (c) **Contingent Asset :**
 A Contingent Asset is a possible asset that arise from past events and whose existence will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the entity.
- (d) Provisions, Contingent liabilities and Contingent assets are reviewed at each reporting date and adjusted accordingly.
- (x) **Revenue Recognition**
 Income considered receivable is accounted for on accrual basis except those, which cannot be, ascertain with certainty in the respective accounting period.
- (xi) **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.
- (xii) **Other Income**
- (a) **Interest**
 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.
- (xiii) **Income tax**
 Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss.
- (a) **Current income tax**
 Current tax is the amount of tax payable based on the taxable profit for the year. Taxable profit differs from profit before tax as reported in the statement of profit & loss account because of items of income or expenses that are taxable or deductible in other years and items that are never taxable or deductible. The companies current tax is calculated using tax rates enacted by the end of the reporting period related to current period subject to provisions of MAT as per IT Act.
- (b) **Deferred income tax**
 Deferred Tax is recognized on temporary timing differences between the tax bases of assets & liabilities & their carrying amounts, at the rates that have been enacted at the reporting date. The ultimate realisation of deferred tax assets depends upon the generation of future taxable profits during the period in which those temporary differences & tax loss carry forward become deductible. The company considers the expected reversal of deferred tax liabilities & projected future taxable income in making this assessment. The amount of deferred tax assets considered realizable, however could be reduced in the next term if estimates of future taxable income during the carry forward period are reduced.
- (xiv) **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.



FOR CAREER POINT EDATECH LIMITED
 For CAREER POINT EDATECH LIMITED
 Director

IV 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 require 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 financial 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.



For CAREER POINT EDUTECH LIMITED

Director

For CAREER POINT EDUTECH LIMITED

[Signature]
Director



Career Point Edutech Limited
Notes to Accounts Forming the part of Balance Sheet

2 Property, Plant and Equipment

(₹ in Lakh)

	Furniture & Fixtures	Office Equipment	Computer	Server	Total
Gross carrying value:					
As at 01.04.2022	0.27	1.17	0.37	-	1.81
Pursuant to Scheme*	-	-	-	8.18	8.18
Addition	-	-	-	-	-
Disposal/ adjustments	-	-	-	-	-
As at 31.03.2023	0.27	1.17	0.37	8.18	9.99
Accumulated depreciation/ impairment:					
As at 01.04.2022	0.27	0.57	0.37	-	1.21
Pursuant to Scheme*	-	-	-	3.71	3.71
Additions	-	0.18	-	-	0.18
Disposal/ adjustments	-	-	-	-	-
As at 31.03.2023	0.27	0.75	0.37	3.71	5.10
Net carrying value					
As at 31.03.2022	0.00	0.60	0.00	4.48	5.07
As at 31.03.2023	0.00	0.42	0.00	4.48	4.89

2 Other intangible assets

(₹ in Lakh)

	Software	Trademark	Video Content	Total
Gross carrying value:				
As at 01.04.2022	89.27	0.03	-	89.29
Pursuant to Scheme*	-	-	126.88	126.88
Additions	-	-	-	-
Disposal/ adjustments	-	-	-	-
As at 31.03.2023	89.27	0.03	126.88	216.17
Accumulated depreciation/ impairment:				
As at 01.04.2022	89.27	-	-	89.27
Pursuant to Scheme* 01.04.2022	-	-	63.44	63.44
Additions	-	-	-	-
Pursuant to Scheme* Addition	-	-	21.15	21.15
Disposal/ adjustments	-	-	-	-
As at 31.03.2023	89.27	-	84.59	173.85
Net carrying value				
As at 31.03.2022	0.00	0.03	63.44	63.46
As at 31.03.2023	0.00	0.03	42.29	42.32

* Refer Note 31 of the Scheme of Demerger.



For CAREER POINT EDUTECH LIMITED
Praveen
 Director

For CAREER POINT EDUTECH LIMITED
Director
 Director



The changes in the carrying value of property, plant and equipment for the period ended March 31, 2022 are as follows:

(₹ in Lakh)

Furniture & Fixtures	Furniture & Fixtures	Computer	Computer	Server	Total
Gross carrying value:					
As at 01.04.2021	0.27	1.17	0.37	-	1.81
Pursuant to Scheme*	-	-	-	8.18	8.18
Additions	-	-	-	-	-
Disposal/ adjustments	-	-	-	-	-
As at 31.03.2022	0.27	1.17	0.37	8.18	9.99
Accumulated depreciation/ impairment:					
As at 01.04.2021	0.27	0.39	0.37	-	1.03
Pursuant to Scheme*	-	-	-	3.71	3.71
Additions	-	0.18	-	-	0.18
Disposal/ adjustments	-	-	-	-	-
As at 31.03.2022	0.27	0.57	0.37	3.71	4.92
Net carrying value					
As at 31.03.2021	0.00	0.78	0.00	4.48	5.25
As at 31.03.2022	0.00	0.60	0.00	4.48	5.07

The changes in the carrying value of property, plant and equipment for the period ended March 31, 2022 are as follows:

(₹ in Lakh)

Software	Trademark	Trademark	Video Content	Total
Gross carrying value:				
As at 01.04.2021	89.27	0.03	-	89.28
Pursuant to Scheme*	-	-	126.88	126.88
Additions	-	-	-	-
Disposal/ adjustments	-	-	-	-
As at 31.03.2022	89.27	0.03	126.88	216.17
Accumulated depreciation/ impairment:				
As at 01.04.2021	89.27	-	-	89.27
Pursuant to Scheme* 01.04.2021	-	-	42.29	42.29
Additions	-	-	-	-
Pursuant to Scheme* Addition	-	-	21.15	21.15
Disposal/ adjustments	-	-	-	-
As at 31.03.2022	89.27	-	63.44	152.71
Net carrying value				
As at 31.03.2021	0.00	0.03	84.59	84.61
As at 31.03.2022	0.00	0.03	63.44	63.46

* Refer Note 31 of the Scheme of Demerger



For CAREER POINT EDUTECH LIMITED
 For CAREER POINT EDUTECH LIMITED
 Director



Career Point Edutech Limited
Notes to Accounts forming the part of Balance Sheet

(₹ in Lakh)		
	As at 31.03.2023	As at 31.03.2022 (Restated)
3 Deferred tax assets (Net)		
Deferred tax asset		
Disallowance/c.f. loss as per Income Tax Act	-	-
Deferred tax Liability		
Disallowance on account of Depreciation and others	0.10	0.10
MAT Credit Entitlement	-	-
	0.10	0.10

	As at 31.03.2023	As at 31.03.2022 (Restated)
4 Other Non Current Assets		
Security Deposit (NSDL)	0.10	-
	0.10	-

	As at 31.03.2023	As at 31.03.2022 (Restated)
5 Inventories		
Inventories of Books	45.26	-
	45.26	-

	As at 31.03.2023	As at 31.03.2022 (Restated)
6 Trade Receivables		
Trade Receivables considered good - Secured	-	-
Trade Receivables considered good - Unsecured	48.91	36.69
	48.91	36.69

(₹ in Lakh)

Due Ageing of Trade Receivables					Total
Particulars	Up to 6 months	6 months - 1 Year	1-2 Years	More than 3 Year	
Trade Receivables					
As at 31 March 2023					
(i) Undisputed Trade Receivable- Considered	48.12	-	-	-	48.12
(ii) Undisputed Trade Receivable- Which have	-	-	-	-	-
(iii) Undisputed Trade Receivable- Credit Impaired	-	-	-	-	-
(iv) Disputed Trade Receivable- Considered	-	-	-	0.79	0.79
Net Total	48.12	-	-	0.79	48.91



For CAREER POINT EDUTECH LIMITED
[Signature]
Director

As at 31 March 2022					
(i) Undisputed Trade Receivable- Considered	35.90	-	-	-	35.90
(ii) Undisputed Trade Receivable- Which have	-	-	-	-	-
(iii) Undisputed Trade Receivable- Credit Impaired	-	-	-	-	-
(iv) Disputed Trade Receivable- Considered	-	-	-	0.79	0.79
Net Total	35.90	-	-	0.79	36.69

(₹ in Lakh)

7 Cash & Bank Balance	As at 31.03.2023	As at 31.03.2022 (Restated)
	Cash & Cash Equivalents	
Cash on hand	2.26	0.50
Balances with Banks :		
a) On Current Accounts	10.42	26.11
	12.68	26.61

(₹ in Lakh)

8 Current Loans and Advances	As at 31.03.2023	As at 31.03.2022 (Restated)
	Loans Receivables considered good - Secured	-
Loans Receivables considered good - Unsecured	610.70	312.22
	610.70	312.22

Loan granted by Company to its related party Repayable on Demand

Name of Party	Type of Borrower	Amount of Loan	% of Total Loan
Srajan Capital Limited	Related Party	610.70	100%

(₹ in Lakh)

9 Other current assets	As at 31.03.2023	As at 31.03.2022 (Restated)
	Balance with Authorities	
- GST Input Credit	31.21	18.15
- Income Tax Refund	-	6.11
- TDS Receivable	4.17	2.22
- Advances to creditors	-	0.04
	35.38	26.52



For CAREER POINT EDUTECH LIMITED

Praveen Kumar

Director

For CAREER POINT EDUTECH LIMITED

Shilpa

Director



Career Point Edutech Limited
Notes to Accounts forming the part of Balance Sheet

10 Equity Share Capital		(₹ in Lakh)	
Share Capital		As at 31.03.2023	As at 31.03.2022 (Restated)
Authorised			
5,000,000 Equity Shares of Rs. 10/- each		500.00	500.00
Issued, Subscribed and Fully Paid-up			
578,947 Equity Shares of Rs. 10/- each		57.89	57.89
Subscribed and paid-up:			
578,947 Equity Shares of Rs. 10/- each		57.89	57.89
TOTAL		57.89	57.89

10A Equity Share Capital Suspense			
34000 Equity Share @ Rs. 10/- Each** (Pursuant to the Scheme)		3.40	3.40
TOTAL		3.40	3.40

** Refer Note 21 of the Scheme of Demerger

RECONCILIATION OF NUMBER OF SHARES

Particulars	No. of shares as at 31.03.2023	No. of shares as at 31.03.2022
Opening number of equity shares	578,947	578,947
Additions during the year	-	-
Closing number of equity shares	578,947	578,947

SHAREHOLDERS HOLDING MORE THAN 5% SHARES

Particulars	No. of shares at the end of current reporting period	No. of shares at the end of previous reporting period
Career Point Limited	578,941	578,941

SHAREHOLDING OF PROMOTER

Shares held by promoters at the end of the year 31.03.2023

S.No.	Name of Promoter	No. Of Shares	% of Total Shares	% Change During the year
Equity Share Capital				
1	Career Point Limited	578,941	99.999%	0%
2	Om Prakash Maheshwari	1	0.000%	0%
3	Pramod Maheshwari	1	0.000%	0%
4	Nawal Kishore Maheshwari	1	0.000%	0%
5	Rekha Maheshwari	1	0.000%	0%
6	Shilpa Maheshwari	1	0.000%	0%
7	Neelima Maheshwari	1	0.000%	0%

11 Other Equity		(₹ in Lakh)	
Particular		As at 31.03.2023	As at 31.03.2022 (Restated)
Security Premium on Shares (34000 Shares for Placess Edu-Solutions Pvt Ltd)**		131.58	131.58
Retained Earnings			
(Pursuant to the Scheme)**		(45.92)	(45.92)
Surplus in Statement Of Profit & Loss			
Balance Brought Forward		321.28	295.79
Add:			
Profit as per Statement of Profit and Loss		287.56	25.49
Net Surplus		608.84	321.28
TOTAL		694.50	406.94

Refer Note 31 of the Scheme of Demerger For CAREER POINT EDUTECH LIMITED For CAREER POINT EDUTECH LIMITED



Ravi Maheshwari

Director

Career Point Edutech Limited
Notes to Accounts forming the part of Balance Sheet

(₹ in Lakh)

12 Short-Term Borrowings - Unsecured and considered good	As at 31.03.2023	As at 31.03.2022 (Restated)
	-	-
	-	-

13 Trade payables Payable to Micro Enterprises and small enterprises Unsecured and considered good	As at 31.03.2023	As at 31.03.2022 (Restated)
	-	0.46
	-	0.11
	-	0.57

Due Aging of Trade Payable

(₹ in Lakh)

Particulars	As at 31.03.2023				
	Upto 1 Year	1-2 Years	2-3 Years	More than 3 Year	Total
Trade Payable					
MSME :	-	-	-	-	-
Other :	-	-	-	-	-
Total	-	-	-	-	-
Particulars	As at March 31, 2022				
	Upto 1 Year	1-2 Years	2-3 Years	More than 3 Year	Total
Trade Payable					
MSME :	0.03	0.43	-	-	0.46
Other :	0.12	-	-	-	0.12
Total	0.15	0.43	-	-	0.58

14 Other financial liabilities Accrued Salaries and benefits - Salaries and benefits Others Other - Withholding and other taxes - Cheques in hand - Others Payable	As at 31.03.2023	As at 31.03.2022 (Restated)
	0.85	0.81
	-	0.47
	11.74	-
	6.43	0.20
	19.02	1.48

15 Other Current liabilities - TDS Payable - Advance from Debtors	As at 31.03.2023	As at 31.03.2022 (Restated)
	0.41	-
	24.87	0.37
	25.28	0.37

16 Short term provisions - Provision for expenses	As at 31.03.2023	As at 31.03.2022 (Restated)
	0.25	0.02
	0.25	0.02

17 Current Tax liabilities (Net) - Provision for Income Tax (Net)	As at 31.03.2023	As at 31.03.2022 (Restated)
	-	-
	-	-

For CAREER POINT EDUTECH LIMITED

Pravin Kumar

DIRECTOR

For CAREER POINT EDUTECH LIMITED



Career Point Edutech Limited

Notes to Accounts Forming the part of Profit & Loss Account

18. Revenue from Operations

(₹ in Lakhs)

Particulars	For the period ended as on 31.03.2023	For the period ended as on 31.03.2022 (Restated)
a) Sales	779.48	462.14
b) Other related receipts	-	3.57
Total	779.48	465.71

19. Other Income

Particulars	For the period ended as on 31.03.2023	For the period ended as on 31.03.2022 (Restated)
Interest on IT Refund	0.57	-
Interest Income	35.29	21.57
Other Income (Misc Write off)	0.05	0.30
Total	35.91	21.87

20. Cost of Material Purchase

Particular	For the period ended as on 31.03.2023	For the period ended as on 31.03.2022 (Restated)
Cost of Materials Purchase -Books & Other Material	216.72	100.08
Total	216.72	100.08

21. Change in Inventory

Particular	For the period ended as on 31.03.2023	For the period ended as on 31.03.2022 (Restated)
Opening stock	-	137.89
Less : Closing Stock	45.26	-
Total	(45.26)	137.89

22. Employee Benefit Expenses

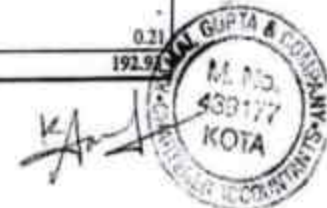
Particulars	For the period ended as on 31.03.2023	For the period ended as on 31.03.2022 (Restated)
Salary Expenses	9.92	9.84
Total	9.92	9.84

23. Other Expenses

Particulars	For the period ended as on 31.03.2023	For the period ended as on 31.03.2022 (Restated)
Advertisement Expenses, business promotion exp.	0.01	0.09
Audit Fees	0.30	0.10
Bank Charges	0.01	0.01
Courier & Packing Expenses	237.38	98.79
Donation Expenses	0.25	-
Foreign Exchange Loss	7.25	6.52
Institute Expenses	-	0.06
Legal & Professional Expenses	2.15	0.23
Marketplace Expenses	75.67	85.13
Packing Exp	-	1.09
Printing & Stationary Expenses	0.07	0.04
Rent	-	0.03
Telephone, Internet exp & Software Exp.	0.68	0.63
Travelling Exp.	1.34	-
Misc. Exp.	0.01	0.21
Total	325.12	192.94

FOR CAREER POINT EDUTECH LIMITED

FOR CAREER POINT EDUTECH LIMITED



24 EARNING PER SHARE (EPS)

Particulars	(₹ IN LAKH)	
	Mar-23	Mar-22
Net profit/(loss) after prior period items and income tax ()	207.56	25.48
Weighted average number of	578,347	578,347
Basic EPS and Diluted EPS (in ₹)	0.36	0.04

25 Segment Reporting :

The management has considered the whole business of the company as a single segment, thus no segment reporting is required.

25 (i) 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 credit risk and liquidity risk. The company's overall risk management policy seeks to minimize potential adverse effects on company's financial performance.

(a) 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 balances with banks, loans and other receivables.

Trade Receivables: - The maximum exposure to credit risk is primarily from trade receivable. 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.

Where financial assets 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 in Profit or loss.

(Amount in ₹ Lakh)

Particulars	Due Aging					Total
	Up to 6 months	6 months - 1 Year	1-2 Years	2-3 Years	More than 3 Year	
Trade Receivables						
As at 31 March 2023						
(i) Undisputed Trade Receivable- Considered Good	48.12	-	-	-	-	48.12
(ii) Undisputed Trade Receivable- Which have significant increase in credit	-	-	-	-	-	-
(iii) Undisputed Trade Receivable- Credit Impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivable- Considered Good	-	-	-	-	0.79	0.79
Net Total	48.12	-	-	-	0.79	48.91
As at 31 March 2022						
(i) Undisputed Trade Receivable- Considered	35.90	-	-	-	-	35.90
(ii) Undisputed Trade Receivable- Which have significant increase in credit	-	-	-	-	-	-
(iii) Undisputed Trade Receivable- Credit Impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivable- Considered Good	-	-	-	-	0.79	0.79
Net Total	35.90	-	-	-	0.79	36.69



For CAREER POINT EDUTECH LIMITED

Ramesh

For CAREER POINT EDUTECH LIMITED

Shilpa

Director



(b) **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:-

Particulars	As at March 31, 2023					
	Carrying Amount	Upto 1 Year	1-2 Years	2-3 Years	More than 3 Year	Total
Interest bearing borrowings	-	-	-	-	-	-
Trade Payable	-	-	-	-	-	-
MSME :	-	-	-	-	-	-
Other :	-	-	-	-	-	-
Other Liabilities	19.02	19.02	-	-	-	19.02
Total	19.02	19.02	-	-	-	19.02

Particulars	As at 31 March 2022					
	Carrying Amount	Upto 1 Year	1-2 Years	2-3 Years	More than 3 Year	Total
Interest bearing borrowings	-	-	-	-	-	-
Trade Payable	-	-	-	-	-	-
MSME :	0.45	0.03	0.43	-	-	0.45
Other :	0.12	0.12	-	-	-	0.12
Other Liabilities	1.48	1.48	-	-	-	1.48
Total	2.05	1.63	0.43	-	-	2.05

25 (ii) **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 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.

(Amount in ₹ Lakh)

Particulars	Mar-23	Mar-22
Borrowings	-	-
Less: Cash and Cash	12.58	26.51
Net debt	(12.58)	(26.43)
Equity Share Capital	57.89	57.89
Other Equity	694.50	406.94
Total Capital	752.39	464.84
Capital and net debt	739.71	438.23
Gearing ratio	(0.02)	(0.06)

25 (iii) **Amount payable to Micro, Small & Medium Enterprises (MSME Act)**

(a) In spite of absence of a data-base identifying creditors as Micro, Small & Medium Enterprises, the management is of the opinion that there are no parties which can be classified as Micro, Small & Medium Enterprises to whom the company owes any sum. The Auditors have accepted the representation of the management in this matter.

(b) The company will identify the suppliers who are covered under "The Micro, Small & Medium Enterprises Development Act, 2006" on receiving the information from them, after which necessary information as required under the said Act will be compiled.



For CAREER POINT EDUTECH LIMITED
[Signature]
 Director

For CAREER POINT EDUTECH LIMITED
[Signature]
 Director



As Required by section 22 of the Micro, small and medium Enterprises development Act, 2006 the following information is disclosed :

Particulars	Mar-23	Mar-22
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 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 dues above are actually paid	-	-

The above information regarding Micro, small and medium enterprises has been determined of the extent such parties have been

26 (IV) 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 (Amount in ₹ Lakh)

Particular	Mar-23		Mar-22	
	Carrying amount	Fair Value	Carrying Amount	Fair Value
(I) Financial Assets				
At Amortized Cost				
Trade Receivable	48.91	48.91	36.69	36.69
Others	623.39	623.39	338.83	338.83
Total	672.30	672.30	375.51	375.51
(II) Financial Liabilities				
At Amortized Cost				
Borrowing	-	-	-	-
Trade payable	-	-	0.57	0.57
Others	19.02	19.02	1.48	1.48
Total	19.02	19.02	2.05	2.05

The following methods and assumptions were used to estimate the fair values:

Fair value of cash and deposits, trade receivables, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.



For CAREER POINT EDUTECH LIMITED

Prudhanshu

DIRECTOR

For CAREER POINT EDUTECH LIMITED

Shilpa

DIRECTOR



27 Disclosures as required by Indian Accounting Standard (IND AS) 24 Related Party Disclosures

- (A) Relationships:
 List of related parties with whom transactions were carried out during the period:
 (i) Holding Company:-
 (ii) Subsidiary companies:-
 (iii) Associates:-
 (iv) Relatives of Key Management Personnel:-
 (v) Enterprises under the same management:-
1. Career Point Ltd.
 N.A.
 N.A.
 N.A.
 1. Career Point Accessories Pvt. Ltd.
 2. Career Point Learning Solutions Ltd.
 3. Srajan Capital Ltd.
 4. Global Public School (Gopi Bai Foundation)

(B) The following transactions were carried out with the related parties in the ordinary course of business:

(₹ in Lakh)

Sr No.	Nature of transaction / relationship	For the period ended as on 31.03.2023	For the period ended as on 31.03.2022
1	Loans and advances given Enterprises under the same management Srajan Capital Ltd.	772.50	245.00
	Total	772.50	245.00
2	Repayment of Loans & Advances Enterprises under the same management Srajan Capital Ltd.	505.78	118.03
	Total	505.78	118.03
3	Interest income Holding Company Career Point Limited Enterprises under the same management Srajan Capital Ltd.	-	-
	Total	35.29	19.08
4	Purchase Holding Company Career Point Limited Enterprises under the same management Career Point Learning Solutions Ltd. Career Point Accessories P. Ltd.	-	6.58
	Total	-	6.58
5	Sales Holding Company Career Point Limited Enterprises under the same management Career Point Learning Solutions Ltd. Career Point Accessories P. Ltd. Global Public School (Gopi Bai Foundation)	9.11 238.49 75.00	37.73 - 14.69 1.40
	Total	322.60	53.82
6	Settlement of liabilities on behalf of the entity or by the entity on behalf of that Holding Company Career Point Limited	62.22	1.99
	Total	62.22	1.99

(C) Amount due to / from related parties:

Sr No.	Nature of transaction / relationship	31.03.2023	31.03.2022
1	Advance From Customer Enterprises under the same management Career Point Accessories P. Ltd.	24.87	-
	Total	24.87	-
2	Loans and advances receivable Enterprises under the same management Srajan capital Ltd.	610.70	312.22
	Total	610.70	312.22

28 Income Tax

Amounts recognized in Statement of Profit and Loss (₹ in Lakh)

Particulars	31.03.2023	31.03.2022
Current Income Tax	-	-
- Current year	-	-
- Adjustment in respect of current income tax of earlier year	-	-
MAT (Credit) Entitlement	-	-
Deferred Tax-Relating to origination and reversal of temporary	0.00	0.02
Income tax expense reported in the statement of profit & loss	0.00	0.02

For CAREER POINT EDUTECH LIMITED

Dr. ...

Director

CAREER POINT EDUTECH LIMITED

Shilpa



30. Other Additional information related to financial statements.

- a **Title deed of immovable property not held in the name of Company.**
The company does not have any immovable property as on date 31.03.2023
- b **Borrowings**
The Company has not borrowed from banks or financial institutions on the basis of security of current assets hence the company has not filed any quarterly return or statement with bank or financial institutions.
- c **Utilization of Borrowed funds and Share Premium or any other fund**
The Company has neither given loans & advances to any person with the understanding 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 company (Ultimate Beneficiaries) nor provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- d **Willful Defaulter* - The company is not a willful defaulter by any bank or financial Institution or other lender**
* "willful defaulter" here means a person or an issuer who or which is categorized as a willful defaulter by any bank or financial institution (as defined under the Act) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.
- e **Relationship with Struck off Companies:** The company has not any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- f **Registration of charges or satisfaction with Registrar of Companies**
No Charge was created on the assets of the company and the securities held by the company for the FY 2022-23
- g **Compliance with number of layers of companies:** The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017. Further the company is wholly owned subsidiary of Career Point Limited.
- h **Disclosure of Ratios:** For calculation of ratios, guidelines issued by the ICAI are considered

Sr. No.	Ratio	FY 2022-23	FY 2021-22	% of Variation	Reason for change in the ratio by more than 25% as compared to the preceding year and other remarks
1	Current Ratio,(Current assets / Current liabilities)	16.90	164.75	-90%	Current assets of the company decreased due to high turnover in current reporting period as compared to previous year.
2	Debt-Equity Ratio,(Total liabilities /Share holder funds)	0.06	0.01	1031%	This ratio change due to advance given for material purchase.
3	Debt Service Coverage Ratio (net operating income /debt service) debt service =interest & lease payments +principal repayments	NA	NA	NA	Company has no term loan , therefore not applicable .
4	Return on Equity Ratio,(net income /share holders fund)	0.38	0.05	599%	Net income in current period high as compared to previous reporting period
5	Inventory turnover ratio,(inventory turnover =COGS*/opening + closing) / 2 *COGS = Opening Inventory+ Purchases+ Direct Expenses - Closing Inventory	18.07	6.12	195%	The Company has sold all inventory during the year end. So Avg Inventory decreased in current year as compared to previous year.
6	Trade Receivables turnover ratio, = Net Sales / Avg Trade Receivable	18.21	18.96	-4%	NA
7	Trade payables turnover ratio,	0.00	0.00	0%	NA
8	Net capital* turnover ratio = Sales Turnover / Net Capital* net capital=CA-CL	1.10	1.17	-6%	Turnover in current period high as compared to previous reporting period
9	Net profit* ratio = PAT/Total Revenue,* profit after tax	0.35	0.05	575%	Revenue in current period high as compared to previous reporting period.
10	Return on Capital employed, (EBIT/ Capital Emp)(Capital Emp = Share Holder Fund + NCL)	0.38	0.10	280%	Revenue in current period high as compared to previous reporting
11	Return on Investment.	NA	NA	NA	The company does not held / sold any Shares, hence this ratio cannot be calculated in the company.

[Signature]


FOR CAREER POINT EDUTECH LIMITED
[Signature]
 Director

FOR CAREER POINT EDUTECH LIMITED
[Signature]
 Director



h Scheme of Arrangement under section 230-232 of the Companies Act, 2013 : The Board of Directors of the Company in their meeting held on 14th February 2023, has approved a complete scheme of arrangement ("Scheme") under Section 230 to 232, read with Section 68 and other applicable provisions of the Companies Act, 2013 and the provisions of other applicable laws, amongst 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). The appointed date for the purpose of giving scheme effect is 1 April 2023. The scheme is, inter alia, approval from the statutory, regulatory and customary approvals, including approvals from Stock Exchanges, NCLT Chandigarh Branch. The Company has submitted the Scheme before the Regulatory Authorities on dated 28.02.2023 and pending for approval from the authorities.

i The company does not have any undisclosed income which requires disclosure or surrender in the tax assessments under the Income Tax Act, 1961 during the FY 22-23. Accordingly, this clause is not applicable to company.

j The company has not traded or invested in Crypto currency or virtual currency during the financial year, therefore this clause is not applicable to company.

21 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 attached

for KAMAL GUPTA & COMPANY
Chartered Accountant
FRN : 031182C

CA, Kamal Gupta
Proprietor
M. No. : 439177



Date : 25/05/2023
Place : Kota

for and on behalf of the Board of Directors of
Career Point Edutech Limited

Pramod Maheshwari
Pramod Maheshwari
Director
DIN : 00185711

Shilpa Maheshwari

Shilpa Maheshwari
Director
DIN : 08305104



Career Point Edutech Limited

Note for year ended 31.03.2023

Note No. 31

The Scheme of Demerger

The Board of Directors of Career Point Edutech Limited had approved a Scheme of Arrangement between Planceess Edusolutions Private Limited and Career Point Edutech Limited and their respective Shareholders for (a) Demerger of competitive course division of Demerged undertaking Planceess Edusolutions Private Limited (PEPL) with Career Point Edutech Limited (Resulting Company, herein after referred as "CPEL") with effect from the Appointed Date, i.e, 1st April, 2019 under Section 230 and 232 of the Companies Act, 2013 and (b) exchange of Shares of Planceess Edusolutions Private Limited for Shares of Career Point Edutech Limited at the option of shareholders of Planceess Edusolutions Private Limited. The Scheme has since been sanctioned by the Hon'ble Bench of the National Company Law Tribunal (NCLT) at Jaipur & Mumbai by their respective orders dated 28th April, 2022 and 3rd February, 2023. The certified copies of the Orders have been filed with the respective Registrar of Companies on 10th March, 2023. The Scheme has come into effect accordingly. Due effect of the Demerger of PEPL with CPEL from the orders dated 10th March 2023 have been given in the financial statements of Career Point Edutech Limited. Pursuant to the Scheme:

Amount ₹ in Lacs

Particulars – Appointed Date	As at 01/04/2019
	Planceess Edusolutions Private Limited
Liabilities	
Trade Payable	0.08
Total Liabilities (B)	0.08
Intangible Assets	126.88
Tangible Assets	8.18
Trade Receivables	0.00
Deferred Tax Assets	
Total Assets (A)	135.06
Total Liabilities (B) – Total Assets (A)	134.98
No. of Share : 34000	
Share Capital @ 10 Rs. Per Share	3.40
Securities Premium @ 387/- Per Share	131.58

The difference between the assets and liabilities so recorded in the books of account of the Company (the Resulting Company or CPEL) as reduced by the aggregate face value of Equity Shares to be issued by the Company as also the difference between the face value of the Equity Shares of the Company held by PEPL and the carrying amount thereof in the books of PEPL has been adjusted/Credited to Capital Reserve in the books of account of the Company:



Ravi Shankar
Director

Ravi Shankar
Director

Shilpa
Director



Director

✓

Independent Auditor's Review Report on Quarterly and Year to Date Unaudited Consolidated Financial Results of Career Point Limited pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To
The Board of Directors
Career Point Limited

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of Career Point Limited ("the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together hereinafter referred to as the "Group") and its associate for the quarter ended 30th September 2023 and Year to date from 1st April 2023 to September 30, 2023 ("the Statement"), attached herewith, being submitted by the holding company pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("the Listing Regulations").
2. This Statement which is the responsibility of the Holding Company's Management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 (as amended) read with Rules made thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.
3. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statement is free of material misstatement. A review of interim financial information consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.

4. The statement includes the results of the following entities:

Subsidiary Companies:

- a. Srajan Capital Limited
- b. Career Point Infra Limited
- c. Coupler Enterprises Private Limited (Subsidiary of Career Point Infra Limited)
- d. Srajan Agritech Private Limited (Subsidiary of Career Point Infra Limited)
- e. Career Point Accessories Private Limited



- f. Career Point Institute of Skill Development Private Limited
- g. Career Point Learning Solutions Limited (Formerly Gyan Eduventures Private Limited)
- h. Career Point Edutech Limited
- i. Edutiger Private Limited

Associate

- a. Imperial Infin Private Limited

5. Based on our review conducted as above, and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of other auditors referred to in paragraph 7 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the aforesaid Indian Accounting Standard ('Ind AS') specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. Emphasis of Matter

Attention is drawn to:

(a) The auditors of Srujan Capital Limited ('SCL'), a subsidiary company have drawn attention on loans granted by SCL to one of its related party (as stated in note no. 5 of the accompanying Statement) of amounting to Rs. 4,397.33 lakhs as on 30th September 2023, which was classified as NPA in the year 2020. The management has made provisioning in accordance with relevant prudential norms issued by the Reserve Bank of India in respect of Income recognition, Assets classification and Provisioning.

The above stated related party has started the payments of its outstanding dues. From the date of NPA to till date a total amount of Rs. 1,544.24 lakhs was received. This prompted the management to put on abeyance the recovery proceedings. The auditor of the subsidiary Company have not modified its conclusion in this regard.

(b) Note no. 6 of the accompanying statement which describes the uncertainties relating to legal action pursued by the Holding 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 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. 6 of the accompanying 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 conclusion is not modified in respect of above matters.

7. Other Matters

We did not review the financial results of 9 subsidiaries included in the unaudited consolidated financial results, whose financial results/information reflect total assets of Rs. 51,985.13 lakhs as at 30th September 2023, total revenue of Rs. 1339.07 lakhs and Rs.3162.35 lakhs, total net profit after tax of Rs. 195.63 lakhs and Rs.1110.87 lakhs and total comprehensive income of Rs. 195.63 lakhs and Rs. 1110.87 lakhs for the quarter and half year ended 30th September 2023, as considered in the unaudited consolidated financial results. The unaudited consolidated



financial results also include the Group's share of net profit/(loss) of Rs. 1.22 lakhs and 6.03 lakhs and total comprehensive income of Rs.1.22 lakhs and 6.03 lakhs for the quarter and half year ended 30th September 2023 as considered in the unaudited consolidated financial results in respect of an associate company. These financial results have been reviewed by other auditors whose reports have been furnished to us by the management and our report on the consolidated results, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries & associate is based solely on the report of other auditors and the procedures performed by us as stated in paragraph 3 above.

Our conclusion is not modified in respect of above matter.

For Lodha & Co.
Chartered Accountants
Firm's Registration No. 301051E



(Gaurav Lodha)
Partner

Membership No.: 507462

UDIN: 23507462B6VDZ44647

Place: New Delhi
Date: 08-11-2023



CAREER POINT LIMITED Registered Office: Career Point Ltd., Village Tanpori, Banur, (Punjab)-140601 CIN: L80100PB2006PLC054487 Tel : 0744-6800500 Email : investors@cpil.in Website : www.cpil.in UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED ON 30.09.2023 (Rs. in Lakhs)						
Particulars	Quarter ended			Half Year Ended		Year Ended
	30/09/2023	30/09/2022	30/09/2022	30/09/2023	30/09/2022	30/09/2022
	(Audited)	(Unaudited)	(Unaudited & Re-audited) - Refer Note no. 7	(Unaudited)	(Unaudited & Re-audited) - Refer Note no. 7	(Audited)
Revenue						
I Income from Operations	2,044.18	2,899.08	1,801.80	4,943.24	1,822.50	8,036.80
II Other Income	324.35	187.85	80.86	692.18	177.87	587.84
B Total Income (B+I)	2,368.53	3,086.93	1,882.66	5,635.42	2,000.37	8,624.64
IV Expenses						
Cost of Material Consumed	86.94	81.30	81.33	180.26	220.32	360.80
Changes in Inventories	43.64	36.40	(18.27)	83.04	(8.27)	(84.17)
Employees Benefit Expenses	251.00	243.82	235.28	488.00	458.47	613.54
Finance Cost	33.70	29.22	41.86	73.01	98.11	181.91
Depreciation & Amortisation	96.60	88.55	106.48	187.15	210.52	416.41
Other expenses	728.18	428.46	451.47	1,158.84	700.42	5,700.04
Total Expenses	1,244.23	948.27	909.24	2,188.10	1,698.71	7,618.41
V Profit before tax (B-IV)	1,124.30	2,138.66	1,000.93	3,450.32	2,301.66	1,006.23
Share of profit (Loss) in Associate	1.22	4.81	2.75	6.63	5.71	8.44
Profit before tax	1,125.52	2,143.47	1,003.68	3,456.95	2,307.37	1,014.67
VI Tax Expenses						
as Current tax	234.64	499.25	217.94	725.69	500.80	1,156.24
by MAT Credit Entitlement	0.72	0.89	(6.04)	1.61	(4.29)	3.19
(c) Deferred tax	(83.07)	10.22	25.56	(42.85)	50.03	(882.34)
(d) Income tax for earlier years	1.34	(4.87)	3.25	(3.20)	1.25	26.30
Total taxes	173.63	905.79	240.74	679.42	608.82	296.35
Profit after tax (V-VI)	1,181.88	1,825.08	812.60	2,776.93	1,757.85	1,218.17
VII Other Comprehensive Income (net of taxes)						
(A) Items that will not be Reclassified to Profit or Loss	-	-	-	-	-	7.65
Income tax on Items that will not be Reclassified to Profit or Loss	-	-	-	-	-	(2.06)
(B) Items that will be Reclassified to Profit or Loss	-	-	-	-	-	-
Total Other Comprehensive Income	-	-	-	-	-	5.59
VIII Total Comprehensive Income for the period	1,181.88	1,825.08	812.60	2,776.93	1,757.85	1,223.76
IX Profit for the Period attributable to						
Owner of the parent	1,152.26	1,825.36	808.02	2,777.63	1,750.56	1,193.47
Non Controlling interest	(30.42)	(30.27)	6.58	(30.70)	6.89	23.70
X Other Comprehensive Income for the period attributable to						
Owner of the parent	-	-	-	-	-	5.00
Non Controlling interest	-	-	-	-	-	-
XI Total Comprehensive Income attributable to						
Owner of the parent	1,152.26	1,825.36	808.02	2,777.63	1,750.56	1,200.47
Non Controlling interest	(30.42)	(30.27)	6.58	(30.70)	6.89	23.70
XII Other Equity						48,531.98
XIII Paid-up Equity Share Capital (Face value of Rs. 10/- each)	1,819.29	1,819.29	1,819.29	1,819.29	1,819.29	1,819.29
XIV Earnings Per Share (EPS) (Rs./ Share) (EPS for the quarter are not Annualized)						
(a) Basic EPS	5.34	8.93	4.43	15.27	9.62	6.57
(b) Diluted EPS	5.34	8.93	4.43	15.27	9.62	6.57

CAREER POINT LIMITED

(Signature)

MANAGING DIRECTOR



STATEMENT OF CONSOLIDATED ASSETS & LIABILITIES

Particulars	As at 30.09.2023	As at 31.03.2023
	Amount (Rs. in Lakhs)	Amount (Rs. in Lakhs)
	(Unaudited)	(Audited)
ASSETS		
(I) Non-current Assets		
Property, plant and equipment	30,816.62	10,911.79
Investment Property	8,651.38	9,784.75
Other Intangible assets	32.42	43.95
Financial Assets		
(i) Investments	151.92	144.94
(ii) Loans	22,523.00	15,879.52
(iii) Other Financial Assets	72.89	140.46
Other non-current assets	276.18	211.04
(II) Current Assets		
Inventories	112.45	218.53
Financial Assets		
(i) Trade Receivables	1,395.15	1,426.04
(ii) Cash and Cash Equivalents	456.14	1,046.20
(iii) Bank balances Other than (ii) above	69.07	39.66
(iv) Loans	11,055.06	16,021.43
(v) Other Financial Assets	218.24	238.93
Other current assets	164.84	49.36
Current tax assets (Net)	43.62	80.37
Assets held-for-sale	48.65	62.76
TOTAL ASSETS	58,886.63	56,169.63
EQUITY AND LIABILITIES		
EQUITY		
Equity Share Capital	1,819.20	1,819.29
Other Equity	48,727.76	46,131.05
NON CONTROLLING INTEREST	26.08	64.13
LIABILITIES		
(I) Non-current Liabilities		
Financial Liabilities		
(i) Borrowings	948.60	854.95
Provisions	4,902.36	4,587.01
Deferred Tax Liabilities (Net)	167.90	109.02
(II) Current Liabilities		
Financial Liabilities		
(i) Borrowings	191.47	1,231.66
(ii) Trade payables		
- Micro & Small Enterprises		
- Other than Micro and Small enterprises	272.53	2.38
(iii) Other Financial liabilities	842.55	487.59
Other Current Liabilities	197.38	507.66
Provisions	3.86	4.11
Current Tax Liabilities (Net)	586.92	369.28
TOTAL EQUITY AND LIABILITIES	58,886.63	56,169.63

CAREER POINT LIMITED

MANAGING DIRECTOR



UNAUDITED CONSOLIDATED STATEMENT OF CASH FLOW

(Ru. in Lakhs)

Particulars	FOR THE HALF YEAR ENDED	
	30.09.2023	30.09.2022
	(Unaudited)	(Unaudited & Restated) - Refer Notes 7
A Cash Flows from Operating Activities		
Profit/(Loss) Before Taxation	3,456.35	2,316.37
Adjustments for:		
Depreciation and Amortisation Expenses	197.15	210.52
Short/Long Term Capital Gain on shares/assets	(58.14)	-
Interest Income	(1.41)	(51.28)
Interest expense	73.01	99.11
Profit on sale of investment property and asset held for sale	(337.98)	(57.01)
Contingent Provision for Substandard Assets	311.85	28.88
Provision for Doubtful Debts (reversal)	(7.59)	17.35
Bad debts written off	13.43	3.01
Provision for Gratuity	3.76	2.76
Operating Profit before Working Capital Changes	3,670.43	2,569.73
(Increase)/Decrease in Trade Receivables	25.05	218.59
(Increase)/Decrease in Inventories	106.08	18.18
(Increase)/Decrease in other assets	(292.36)	(240.76)
Increase/(Decrease) in Trade Payables	270.15	88.63
Increase/(Decrease) in Liabilities	233.15	346.59
(Increase)/Decrease in Loans (discharged back) (net)	(4,718.96)	(1,406.68)
Cash generated from operations	(706.46)	1,594.28
Direct taxes paid	(467.93)	(198.35)
Net Cash from Operating Activities	(1,174.39)	1,395.93
B Cash Flow from Investing Activities		
Sale/(purchase) of Property Plant & Equipment, Investment Property, Intangible assets and assets held for sale	1,394.97	17.22
Interest Received	1.41	51.28
Movement of fixed deposit	(28.41)	47.93
Sale/(Purchase) of Investments (net)	31.15	(1,561.77)
Net Cash (used in)/ from Investing Activities	1,399.12	(1,545.34)
C Cash Flows from Financing Activities		
Proceeds/(Repayment) of Borrowings	(796.59)	(470.49)
Interest paid	(68.20)	(99.11)
Net Cash from Financing Activities	(864.79)	(569.60)
Net (Increase)/decrease) in cash and cash equivalents (A + B + C)	(590.06)	(719.01)
Cash and Cash Equivalents at the beginning of the period	1,046.20	1,866.91
Cash and Cash Equivalents at end of the period	456.14	647.90

CAREER POINT LIMITED



MANAGING DIRECTOR



Segment Wise Revenue, Results, Segment Assets & Segment Liabilities

S.No.	Particulars	Quarter Ended			Half Year Ended		Year Ended 31/03/2023 (Audited)
		30/09/2023 (Unaudited)	30/06/2023 (Unaudited)	30/09/2022 (Unaudited and Restated)	30/06/2022 (Unaudited and Restated)		
1	Segment Revenue (Net Sales Income from Segment)						
	Education & Related Activities Division	1,074.54	1,326.38	1,095.54	2,401.02	2,273.44	4,202.23
	Financing (NBFC) Division	945.23	1,547.75	741.12	2,492.98	1,507.90	4,241.45
	Infra Division	24.29	24.95	25.32	49.24	41.16	93.01
	Net Sales / Income from Operation	2,044.16	2,899.08	1,861.98	4,943.24	3,822.60	8,536.69
2	Segment Results (Profit/(Loss) before interest and Tax)						
	Education & Related Activities Division	878.57	516.17	483.86	1,394.74	971.95	1,678.44
	Financing (NBFC) Division*	30.85	993.13	495.92	1,023.98	777.57	(1,883.31)
	Infra Division	(2.45)	3.19	(14.55)	0.74	(22.54)	(58.82)
	Total	906.97	1,512.49	965.23	2,419.46	1,726.98	(262.69)
	Less: Finance Cost	33.79	39.72	41.95	73.01	98.11	181.73
	Add: Other Un-allocable Income Net of Un-allocable Expenditure	452.30	657.60	130.06	1,103.90	688.50	1,959.98
	Profit before Tax (Including share of profit/(loss) of Associates)	1,325.48	2,130.87	1,053.34	3,456.35	2,316.37	1,515.56
3	Segment Assets						
	Education & Related Activities Division	12,329.43	13,793.59	14,355.38	12,329.43	14,355.38	13,513.70
	Financing (NBFC) Division	32,040.16	31,287.14	28,465.36	32,040.16	28,465.36	29,948.90
	Infra Division	8,689.55	9,544.88	10,982.07	8,689.55	10,982.07	12,479.94
	Total	58,886.53	59,215.18	53,969.00	58,886.63	53,969.60	56,169.63
4	Segment Liabilities						
	Education & Related Activities Division	1,751.92	3,371.06	2,563.87	1,751.92	2,563.87	2,367.54
	Financing (NBFC) Division	5,696.80	5,351.18	1,095.46	5,696.80	1,095.46	5,171.15
	Infra Division	145.20	175.13	382.72	145.20	382.72	162.11
	Total	7,496.60	7,146.60	1,195.89	7,496.60	1,195.89	453.46
	Total	8,313.52	9,812.13	6,238.94	8,313.52	5,238.94	8,154.26

* Profit Before Tax

CAREER POINT LIMITED

MANAGING DIRECTOR



Career Point Limited**Notes to Consolidated Results**

1. Previous period figures have been regrouped/ rearranged wherever considered necessary to make them comparable with current period.
2. The Group has identified Reportable segments namely: Education & Related Activities, Financing & Investing (NBFC) and Infra Division.
3. The unaudited consolidated financial results of the Group have been reviewed by the Audit Committee and have been approved and taken on record by the Board of Directors of Career Point Limited ('the Holding Company' 'CPL') at their respective meetings held on 08th November 2023. Limited Review of these unaudited consolidated results has been carried out by auditor.
4.
 - (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. The Holding Company has submitted the draft Scheme with the Regulatory Authorities viz stock exchanges (National Stock Exchange of India Limited and BSE Limited). The Holding Company has received no objection from the stock exchanges subsequent to the quarter ended June 30, 2023 to enable the Holding Company to file the draft Scheme with NCLT. The Holding Company has filed the draft Scheme with the NCLT Chandigarh Bench for their approval on 8th November 2023.
 - (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 NBF1 Registration with Reserve Bank of India (RBI), for which approval is awaited.

CAREER POINT LIMITED

MANAGING DIRECTOR

5.

(a) One of the Subsidiary Company Srajan Capital Limited ("SCL"), has granted loans and advances to various parties amounting to Rs. 31,428.93 lakhs as on 30th September, 2023, out of which SCL has degraded its loans (to NPA/Sub-standard assets) of Rs. 5,930.12 lakhs till 30th September, 2023 (as at 31.3.2023, Rs. 5,228.82 lakhs) including two loan accounts which relates to related party having total outstanding balance of Rs. 4,397.33 lakhs (as at 31.3.2023, Rs. 4,397.33 lakhs) who is in the business of education.

(b) SCL has made provisions of Rs. 4,814.59 lakhs till 30th September 2023 (Rs. 4,507.38 lakhs till 31st March, 2023) against the Non Performing Assets (NPA) of Rs. 5,930.12 lakhs (as stated in note 5(a) above) which includes the 100% provision made to related party i.e., Rs. 4,397.33 lakhs. During the half year ended 30th September 2023, the related party had made payment of Rs. 593.51 lakhs (Rs. 1,544.24 lakhs upto 30th September 2023) to SCL against its outstanding dues and interest.

6. During the earlier years, the Holding Company has received principal amount of 1st installment 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 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 quarter ended 30th September 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. 213.42 lakhs (including Rs. 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.

CAREER POINT LIMITED



MANAGING DIRECTOR



7. A Scheme of Arrangement (Scheme) was entered between Plancess Edusolutions Pvt. Ltd. (Demerged Company) and Career Point Eductech Ltd. (Subsidiary of Career Point Limited) (Resulting Company) and their respective shareholders under section 230-232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 for demerger of competitive course division of the Demerged Company to the Resulting Company. NCLT Jaipur and NCLT Mumbai have approved the Scheme, w.e.f. 1st April 2019 (Appointed Date), vide their orders dated 28th April 2022 and 3rd February 2023 respectively and has been made effective from 10th March 2023 with filing with ROC. The Subsidiary Company has restated the comparative numbers for the half year ended 30th September, 2022 to give effect to the Scheme from the aforementioned appointed date, using Acquisition method of accounting in accordance with the requirements of Ind AS 103 "Business Combinations".

Key financial information of the company excluding acquired undertaking by the Subsidiary Company is as under:

(Rs. in lakhs)

Particulars	For the half year ended
	30th September, 2022
Total Income from operations	323.61
Profit Before Taxes	108.59
Profit after Taxes (PAT)	108.59

8. The Board of Directors of the Holding Company, at their meeting held on 08th November 2023, have declared an interim dividend of Re. 1 per equity share of par value of Rs.10/- each.

CAREER POINT LIMITED


MANAGING DIRECTOR



Independent Auditor's Review Report on Quarterly and Year to Date Unaudited Standalone Financial Results of Career Point Limited pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To
The Board of Directors of Career Point Limited

1. We have reviewed the accompanying statement of unaudited standalone financial results of Career Point Limited ("the Company") for the quarter ended 30th September 2023 and year to date from 01st April 2023 to 30th September 2023 ("the Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations").
2. This Statement which is the responsibility of the Company's management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 (Ind AS 34) "Interim Financial Reporting", prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statement is free of material misstatement. A review of interim financial information consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in all material respects in accordance with the applicable Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognised accounting practices and policies generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.




5. **Emphasis of Matters**

Attention is drawn to:-

- (a) Note no. 5 of the accompanying Statement regarding total exposure in subsidiary company M/s Srajan Capital Limited ('SCL') amounting to Rs. 22,713.81 lakhs (Investment Rs. 2,663.00 lakhs and unsecured loan Rs. 20,050.81 lakhs). As per the unaudited financial statements of SCL as at and for the quarter and half year ended 30th September 2023, it has degraded (sub-standard and doubtful) its loans and advances to various parties amounting to Rs. 5,930.12 lakhs (as at 31.03.2023 Rs. 5,228.82 lakhs) including loans given to related party of Rs. 4,397.33 lakhs (as at 31.03.2023 Rs. 4,397.33 lakhs) against which SCL has made provision of Rs. 4,814.59 lakhs (including provision against loans given to related party of Rs. 4,397.33 lakhs) (as at 31.03.2023 Rs. 4,507.38 lakhs including provision on loans given to related party of Rs. 4,397.33 lakhs). During the half year ended 30th September 2023, the related party has made payment of Rs. 593.51 lakhs (Total Rs 1,544.24 lakhs upto 30th September 2023) to SCL against its outstanding dues and interest. Considering the long term nature, the intrinsic value, repayments made by 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. 6 of the accompanying Statement 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. 6 of the accompanying Statement for the amount receivable as stated in the said note.

Our conclusion is not modified in respect of above matters.

For Lodha & Co.
Chartered Accountants
Firm's Registration No. 301051E


(Gaurav Lodha)
Partner

Membership No.: 507462
UDIN: 23507462BQV D2X 3545



Place: New Delhi
Date: 08th November, 2023

CAREER POINT LTD
 Registered Office: Career Point Limited, Village Tempal, Baran, Odisha, Purviah - 760001, India
 CIN-180109GUP2909P, C084487
 Tel : +91-744-6600500 Email : investors@cpil.in Website: www.cpl.in
UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED ON 30.09.2023
 (Rs. in Lakhs.)

Particulars	Quarter Ended		Half Year Ended		Year Ended 31-03-2023 (Audited)
	30-09-2023 (Unaudited)	30-09-2023 (Unaudited)	30-09-2023 (Unaudited)	30-09-2023 (Unaudited)	
Revenue					
I Income from Operations	1,669.65	1,693.97	3,253.82	2,798.42	5,189.89
II Other Income	414.23	89.52	503.25	113.95	376.09
III Total Income (I+II)	1,984.88	1,772.99	3,787.97	2,912.10	5,665.98
IV Expenses					
Cost of Material Consumed	32.89	70.02	102.71	183.91	306.63
Changes in inventories of finished goods, work in progress and trading goods	(1.62)	36.40	37.78	(30.89)	(43.54)
Employee Benefit Expenses	222.14	215.89	438.02	412.87	840.99
Finance Cost	20.86	25.33	46.18	40.81	83.99
Depreciation & Amortisation	71.61	71.85	143.24	159.90	312.11
Other expenses	346.01	383.74	709.75	482.92	1,204.63
Total Expenses	691.89	786.01	1,477.10	1,278.07	2,604.38
V Profit/(+)/Loss (-) before tax & exceptional items (III-IV)	1,292.33	986.98	2,279.37	1,883.02	2,061.60
VI Exceptional Items	-	-	-	-	-
VII Profit before tax (V +/- VI)	1,292.35	986.98	2,279.37	1,883.02	2,061.60
VIII Tax Expenses					
(A) Current tax	137.53	263.99	481.42	385.11	642.87
(B) MAT Credit Entitlement	-	-	-	-	-
(C) Deferred tax	17.27	17.81	35.18	44.17	84.52
(D) Income tax for earlier years	0.23	0.17	0.30	-	2.06
Total tax expenses	165.53	281.97	437.58	429.28	742.35
IX Profit after Tax (VII-IX)	1,136.86	704.01	1,841.87	1,253.75	2,219.25
X Other Comprehensive Income (net of taxes)					
(A) (i) Items that will not be reclassified to Profit or Loss	-	-	-	-	7.05
(ii) Income tax relating to items that will not be reclassified to Profit or Loss	-	-	-	-	(2.04)
(B) (i) Items that will be reclassified to Profit or Loss	-	-	-	-	-
(ii) Income tax relating to items that will be reclassified to Profit or Loss	-	-	-	-	-
Total Other Comprehensive Income (net of income tax)	-	-	-	-	5.00
XI Total Comprehensive Income for the period (IX +/- X)	1,136.86	704.01	1,841.87	1,253.75	2,224.25
XII Paid-up Equity Share Capital (Face value of Rs. 10/- each)	1,819.29	1,819.29	1,819.29	1,819.29	1,819.29
XIII Other Equity					42,993.00
XIV Earnings Per Share (EPS) (Rs./ Share) (EPS for the quarter are not Annualized)					
(a) Basic EPS	6.24	3.88	10.12	6.88	12.20
(b) Diluted EPS	6.24	3.88	10.12	6.88	12.20

CAREER POINT LIMITED
 MANAGING DIRECTOR



STATEMENT OF STANDALONE ASSETS & LIABILITIES

Particulars	As at 30.09.2023	As at 31.03.2023
	Amount (Rs. in Lakhs)	Amount (Rs. in Lakhs)
	(Unaudited)	(Audited)
ASSETS		
(1) Non-current Assets		
Property, plant and equipment	10,733.36	10,822.98
Capital work-in-progress	-	-
Investment Property	626.82	1,810.85
Other Intangible assets	0.68	1.61
Financial Assets		
(i) Investments	16,900.25	16,862.99
(ii) Loans	13,000.00	13,000.00
(iii) Other Financial Assets	54.17	121.74
Other non-current assets	167.40	167.40
Total Non Current Assets	41,482.68	42,787.57
(2) Current Assets		
Inventories	78.79	117.04
Financial Assets		
(i) Trade receivables	309.28	330.26
(ii) Cash and Cash Equivalents	10.25	51.90
(iii) Bank Balances other than (iii) above	49.33	39.66
(iv) Loans	7,050.81	4,523.74
(v) Others	218.24	238.83
Other current assets	207.55	12.71
Assets held-for-sale	48.65	62.76
Total Current Assets	7,972.90	5,376.90
TOTAL ASSETS	49,455.58	48,164.47
EQUITY AND LIABILITIES		
(1) EQUITY:		
Equity Share Capital	1,819.29	1,819.29
Other Equity	44,562.94	42,903.00
Total Equity	46,382.23	44,722.29
LIABILITIES:		
(2) Non-current Liabilities		
Financial Liabilities		
Borrowings	795.35	726.97
Provisions	24.02	21.12
Deferred Tax Liabilities(Net)	1,239.24	1,169.12
Total Non Current Liabilities	2,058.61	1,917.21
(3) Current Liabilities		
Financial Liabilities		
(i) Borrowings	48.45	694.18
(ii) Trade payables		
- Micro & Small Enterprises	-	-
- Other than Micro & Small Enterprises	270.53	2.38
(iii) Other Financial liabilities	425.30	360.47
Other Current Liabilities	129.03	431.72
Provisions	3.86	3.86
Current Tax Liabilities (Net)	137.57	32.36
Total Current Liabilities	1,014.74	1,524.97
TOTAL EQUITY AND LIABILITIES	49,455.58	48,164.47

CAREER POINT LIMITED



MANAGING DIRECTOR


UNAUDITED STANDALONE STATEMENT OF CASH FLOWS

Particulars	For the Half Year ended	
	Amount (in Rs. Lakhs)	
	30.09.2023	30.09.2022
	Unaudited	Unaudited
A Cash Flows from Operating Activities		
Profit/(Loss) Before Taxation	2,279.37	1,683.03
Adjustments for:		
Depreciation and Ammortization Expenses	143.24	159.90
Short/Long Term Capital Gain on shares/assets	(37.18)	-
Interest Income	(1.41)	(1.61)
Interest expense	46.19	40.81
Profit on sale of Investment property and asset held for sale	(314.10)	(51.65)
Bad debts written off	13.43	3.01
Provision for Doubtful Debts/(reversal)	(7.59)	17.39
Provision for Gratuity	3.76	2.76
Operating Profit before Working Capital Changes	2,125.71	1,853.64
(Increase)/Decrease in Trade Receivables	15.14	(44.12)
(Increase)/Decrease in Inventories	38.25	(30.42)
Increase/(Decrease) in Trade Payable	268.15	(0.71)
(Increase)/Decrease in Other Assets	(76.09)	(247.04)
Loans (Given)/Repaid to related party (net)	(2,527.07)	(240.00)
Increase/(Decrease) in Liabilities	(350.76)	277.69
Cash generated from operations	(506.67)	1,569.04
Direct taxes paid	(332.06)	(215.61)
Net Cash from Operating Activities	(838.73)	1,353.43
B Cash Flow from Investing Activities		
Purchase of Property Plant & Equipment, Investment Property and Intangible assets	(50.69)	(30.93)
Sale of Property Plant & Equipment, Investment Property and Intangible assets (including assets held for sale)	1,475.35	92.93
Interest Received	1.15	1.61
Sale/(Purchase) of Investment (net)	37.18	(1,655.64)
Investment in Subsidiary	(37.26)	-
Movement in Fixed Deposits	(9.67)	47.93
Share application money given	4.56	-
Net Cash (used in)/ from Investing Activities	1,420.62	(1,544.10)
C Cash Flows from Financing Activities		
Proceeds/(Repayment) of Borrowings (Net)	(577.35)	179.93
Interest paid	(46.19)	(41.09)
Net Cash from Financing Activities	(623.54)	138.84
Net Increase/(decrease) in cash and cash equivalents (A + B + C)	(41.65)	(51.83)
Cash and Cash Equivalents at beginning of the period	51.90	111.91
Cash and Cash Equivalents at end of the period	10.25	60.08

CAREER POINT LIMITED



MANAGING DIRECTOR



Notes to Standalone Results

1. Previous period figures have been regrouped/ rearranged wherever considered necessary to make them comparable with current period.
2. In accordance with IND AS 108, Operating Segments, segment information has been provided in the unaudited consolidated financial results of the Company and therefore no separate disclosure on segment information is given in these unaudited standalone financial results.
3. The unaudited standalone financial results of Career Point Limited ('the Company' or 'CPL') have been reviewed by the Audit Committee and have been approved and taken on record by the Board of Directors at their respective meetings held on 8th November 2023. Limited Review of these results has been carried out by auditor.
4.
 - (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. The Company has submitted the draft Scheme with the Regulatory Authorities viz stock exchanges (National Stock Exchange of India Limited and BSE Limited). The Company has received No objection from the stock exchanges on August 09, 2023 to enable the Company to file the draft Scheme with NCLT. The Company has filed the draft Scheme with the NCLT Chandigarh Bench for their approval on 8th November, 2023.
 - (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.

CAREER POINT LIMITED


MANAGING DIRECTOR



5. As at 30th September 2023, the Company's investment in and loan to subsidiary company M/s Srajan Capital Limited (SCL) is Rs. 22,713.81 lakhs (Investment Rs. 2,663.00 lakhs and Unsecured Loan Rs. 20,050.81 lakhs). SCL has degraded (sub-standard and doubtful) its loans and advances to various parties as on 30th September 2023 amounting to Rs. 5,930.12 lakhs (as at 31.03.2023 Rs. 5,228.82 lakhs) including loans given to related party of Rs. 4,397.33 lakhs (as at 31.03.2023 Rs. 4,397.33 lakhs) against which SCL has made provision of Rs. 4,814.59 lakhs (including provision against loans given to related party of Rs. 4,397.33 lakhs) (as at 31.03.2023 Rs. 4,507.38 lakhs including provision on loans given to related party of Rs. 4,397.33 lakhs). During the half year ended 30th September 2023, the related party has made payment of Rs. 593.51 lakhs (Total Rs. 1,544.24 lakhs upto 30th September 2023) to SCL against its outstanding dues and interest. Considering the long term nature, the intrinsic value, 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.
6. During the earlier years, the 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 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 Company has pursued the invocation of Bank Guarantee and other receivable of Rs. 213.42 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 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.
7. The Board of Directors, at their meeting held on 08th November 2023, have declared an interim dividend of Re. 1 per equity share of par value of Rs.10/- each.

CAREER POINT LIMITED


MANAGING DIRECTOR



M.C. Bhandari & Co.

Chartered Accountants
38, Shopping Centre,
Kota - 324007 (Raj.).

Phone +91-9414189339

LIMITED REVIEW REPORT OF INDEPENDENT AUDITOR ON THE QUARTERLY UN-AUDITED STANDALONE FINANCIAL RESULTS OF SRAJAN CAPITAL LIMITED PURSUANT TO THE REGULATION 33 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (AS AMENDED)

To
The Board of Directors
Srajan Capital Limited
Kota, Rajasthan

1. We have reviewed the accompanying Statement of Un-audited Standalone Financial Results of Srajan Capital Ltd. ("the Company") for the half year ended as at 30th Sept. 2023 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended read with SEBI Circular No. CIR/CFD/CMDI/80/2019 dated 19.07.2019 (the "Listing Regulations").
2. This Statement which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards (Ind AS 34) for "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report and express a conclusion on these Financial Statements based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement.

A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.



- 4. Based on our review, with the exception of the matter described in the preceding paragraph conducted as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement of Un-audited Financial Results, prepared in accordance with applicable accounting standards and other recognized accounting practices and principles laid down in the aforesaid Ind AS and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time read with circular, including the manner in which it is to be disclosed, or that it contains any material misstatement except following:

Emphasis of Matter:

- 1. The Company has granted loan to one of its Related party (note :7 & 12) (Proseed foundation) , which was classified as NPA in the year 2020. The management has made provisioning in accordance with relevant prudential norms issued by the Reserve Bank of India in respect of Income recognitions, Assets classification and Provisioning.
The Party has started the payments of its outstanding dues , from the date of NPA to till date a total amount of Rs. 1544.24 lacs was received, this prompted the management to put on abeyance the recovery proceedings.

Our opinion is not modified in respect of above matter.

- 2. With pursuant to Company's Business restructuring plans, merger of Srajan Capital Limited with Career Point Limited (Parent Company) was approved by the board. RBI has given No Objection Letter dated 14 Sep 2022 for merger of Srajan Capital Ltd. in Career Point Ltd. BSE and NSE have also advised with letters dated 9 Aug 2023 to go ahead for filing the scheme with Hon'ble NCLT. The scheme is yet to be filed with NCLT bench Chandigarh.

Our opinion is not modified in respect of above matter.

For M.C. Bhandari & Company
Chartered Accountants
FRN: 303002E


CA S.K. Mahipal
(Partner)
M. No. 070366



Date: 07.11.2023
Place: Kota
UDIN: 23070366BGZGDD9121

SRAJAN CAPITAL LIMITED
CIN : U65910PB2013PLC050993
Balance Sheet as at 30th Sept., 2023

(Rs. in Lacs)

Particulars	Notes	As at 30.09.2023	As at 31.03.2023
I ASSETS			
Non-current assets			
(a) Property, plant and equipment	4	69.48	72.84
(b) Investment property	5	200.55	200.55
(c) Financial assets			
(i) Investments	6	24.70	23.75
(ii) Loans	7	22,517.80	15,679.52
(iii) Other non current financial assets		-	-
(d) Deferred tax assets (Net)	8	1,225.24	1,147.39
(e) Other non-current assets	9	-	-
Total non-current assets		24,037.77	17,124.05
Current assets			
(a) Inventories	10	33.66	56.24
(b) Financial assets			
(i) Cash and cash equivalents	11	281.81	722.75
(ii) Loans	12	8,911.14	13,193.03
(iii) Other Financial assets	13	-	-
(c) Current Tax assets	14	-	-
(d) Other current assets		1.05	0.22
Total current assets		9,227.66	13,972.24
Total assets		33,265.43	31,096.29
II EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	15	622.70	622.70
(b) Other equity	16	4,393.73	3,607.14
Total equity		5,016.43	4,229.84
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	17	13,639.73	15,545.85
(b) Provisions	18	4,878.33	4,566.49
Total non-current liabilities		18,518.06	20,112.34
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	19	8,864.30	6,290.14
(ii) Other financial liabilities	20	361.33	87.39
(b) Other current liabilities	21	65.67	51.24
(c) Provisions	22	439.64	325.34
Total current liabilities		9,730.94	6,754.11
Total liabilities		28,249.00	26,866.45
Total equity and liabilities		33,265.43	31,096.29

See accompanying notes to the Standalone Financial Statements

Signed in terms of our report of even date annexed

For M.C. Bhandari & Company
 Firm's Registration No. 303002E
 Chartered Accountants

CA S K Mahipal
 Partner
 M.No 070366

Place : Kota
 Dated : 07.11.2023



For and on behalf of Board of Directors
 Srajan Capital Ltd.

Om Prakash Maheshwari
 Director
 DIN : 00185577

Pramod Maheshwari
 Director
 DIN : 00185711

SRAJAN CAPITAL LIMITED

CIN :U65910PB2013PLC050993

Statement of Profit and Loss for the Half Year ended 30th Sept., 2023

(Rs.in Lacs)

Particulars	Note No	For the Half Year Ended 30.09.2023	For the Year Ended 31.03.2023
Income			
I Revenue from operations	23	2,492.98	4,176.44
II Other Income	24	0.00	5.06
III Total Revenue		2,492.98	4,181.51
Expenses:			
Employee benefit expense	25	28.39	39.53
Financial costs	26	1,073.97	1,958.82
Depreciation and amortization expense	27	5.07	7.19
Other expenses	28	361.57	4,124.28
IV Total Expenses		1,468.99	6,129.82
V Profit before exceptional items and tax (III-IV)		1,023.98	(1,948.32)
VI Exceptional item		-	-
VII Profit/(loss) before tax (V-VI)		1,023.98	(1,948.32)
VIII Tax expense			
(1) Current Income Tax		320.00	505.00
(2) Deferred tax (Assets)Liability		(77.85)	(1,017.55)
(3) Income Tax Expenses Earlier Periods		-	20.46
(4) Excess Provision of Tax written back		(4.75)	-
IX Profit/(Loss) for the Period from Continuing operations		786.58	(1,456.22)
XI Profit for the Period		786.58	(1,456.22)
XII Other Comprehensive Income			
A i) Items that will not be reclassified to profit or loss			
a) (i) Re-measurements of the defined benefit plans		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
Total (A)		-	-
B i) Items that will be reclassified to profit or loss			
ii) Income tax relating to items that will be reclassified to profit or loss			
Total (B)		-	-
Total Other comprehensive income / (loss) (A+B)		-	-
XIII Total comprehensive income / (loss) for the Period (XI+XII) Comprising profit(loss) and other comprehensive income for the Period		786.58	(1,456.22)
Earning per equity share for continuing operations:			
(1) Basic		12.63	(23.39)
(2) Diluted		11.11	(20.56)

Significant Accounting Policies and Notes to the financial statements
Signed in terms of our report of even date annexed

For M.C. Bhandari & Company

Firm's Registration No. 303002E

Chartered Accountants

CA S K Mahipal
Partner
M.No 070366

Place : Kota

Dated : 07.11.2023



For and on behalf of Board of Directors
Srajan Capital Ltd.

Om Prakash Maheshwari
Director
DIN : 00185677

Pramod Maheshwari
Director
DIN : 00185711

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Srajan Capital Limited
Cash Flow Statement
CIN : U65910PB2013PLC050993

(₹ in Lakh)

Particular	For the Half Year Ended 30.09.2023	For the Year Ended 31.03.2023
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before Tax & Extraordinary Items	1,023.98	(1,948.31)
Adjustments for :		
Preliminary Expenses write off	-	-
Depreciation	5.07	7.19
Bad-debt Recovered	-	(4.91)
Contingent Provision For Standard Assets	311.85	4,047.73
Income from valuation of Mutual Fund	(0.95)	(1.02)
Profit on sale of Mutual fund	-	-
Loss on Sale of CAR	-	0.93
Dividend Income	(0.00)	(0.15)
Operating Profit before Working Capital Changes	1,339.95	2,101.44
(Increase)/Decrease in Long Term Loan & Advances	(6,838.27)	(1,666.13)
(Increase)/Decrease in Short Term Loan & Advances	4,281.90	(2,152.76)
(Increase)/Decrease in Other Current Financial Assets	-	-
(Increase)/Decrease in Current & Non Current Assets	(0.83)	135.24
(Increase)/Decrease in Inventories	22.58	(0.62)
(Increase)/Decrease in Unsecured Loans (Liabilities)	668.05	1,993.54
Increase/(Decrease) in Current Liabilities	14.43	10.45
Increase/(Decrease) in Other Current Financial Liabilities	273.94	68.28
Cash generated from Operations	(238.27)	489.44
Direct taxes paid (including of TDS)	(200.97)	(246.54)
Net Cash flow from Operating Activities	(439.24)	242.90
B. CASH FLOW FROM INVESTING ACTIVITIES		
Interest Income	-	-
Purchase of Fixed Assets	(1.71)	(79.95)
Sale of Fixed Assets	-	2.06
Sale of Investment	-	-
Income from sale of Mutual Fund	-	-
Dividend Income	0.00	0.15
Net Cash flow from / Used in Investing Activities	(1.70)	(77.74)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of Equity Shares Capital	-	-
Proceeds from issue of Preference Shares Capital	-	-
Proceeds from Share Premium	-	-
Expenses on increase of Authorised Equity Share Capital	-	-
Share Capital Issued including Security Premium	-	-
Net Cash flow from / Used in Financing Activities	-	-
Net Marchrease / Increase in Cash or Cash Equivalents (A+B+C)	(440.94)	165.15
Cash and Cash Equivalents at beginning of the period	722.75	557.60
Cash and Cash Equivalents at end of the period	281.81	722.75

1. Cash flow statement has been prepared under the indirect method as set out in the Ind (AS) 7: "Statement of Cash Flows"
2. Cash and cash equivalents represent bank balance and Bank Deposits.

As per our report of even date attached
for M.C. Bhandari & Co.
Chartered Accountants
FRN : 303002E

CA. S. K. Mahipal
Partner
M. No. : 070366
Kota
Dated : 07.11.2023



for and on behalf of the Board of Directors of
Srajan Capital Limited

Om Prakash Maheshwari
Director
DIN : 00185677

Pramod Maheshwari
Director
DIN : 00185711

Srajan Capital Limited

STATEMENT OF CHANGES IN EQUITY FOR THE HALF YEAR ENDED 30.09.2023

A. EQUITY SHARE CAPITAL
For the Half Year Ended 30.09.2023

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current Period	Balance at the end of the current reporting period
622.70	-	622.70	-	622.70

Previous Period

Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous Period	Balance at the end of the previous reporting period
622.70	-	622.70	-	622.70

B. OTHER EQUITY

(Rs. in Lacs)

Particulars	Preference Shares	Reserves and Surplus			Total other equity
		Retained Earnings	Share Premium*	Statutory Reserves	
Previous Period					
Balance at the beginning of the previous reporting period	85.50	2,419.12	1,954.80	603.95	5,063.37
Total Comprehensive Income for the period					
Profit for the Period		(1,456.22)			(1,456.22)
Transfer to Statutory Reserve @20% of profit* Premium on issue of equity shares					
Balance at the end of the previous reporting period	85.50	962.89	1,954.80	603.95	3,607.14
Current Period					
Total Comprehensive Income for the period					
Profit for the Period		786.58			786.58
Transfer to Statutory Reserve @20% of profit* Premium on issue of equity shares		(157.32)		157.32	
Balance at the end of the current reporting period	85.50	1,592.16	1,954.80	761.27	4,393.73

*Includes premium on preference share

Note : Amount of Statutory Reserve transfer from statement of profit and Loss @ 20% on the profit 1% of 43 I C RII Act, 1954

For M.C. Bhandari & Company
Firm's Registration No. 303002E
Chartered AccountantsCA S K Mahipal
Partner
M.No 070366Place : Kota
Dated : 07.11.2023For and on behalf of Board of Directors
Srajan Capital Ltd.Om Praakash Maheshwari
Director
DIN : 00185677Pranod Maheshwari
Director
DIN : 00185711

SRAJAN CAPITAL LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
As at 30.09.2023

5. Investment property		(₹ in Lacs)
Particulars	Agriculture Land	
Gross carrying Value		
As at 31.03.2021		200.55
Addition		
Deduction		
As at 31.03.2022		200.55
Addition		
Deduction		
As at 31.03.2023		200.55
Addition		
Deduction		
As at 30.09.2023		200.55
Accumulated depreciation and impairment		
as at 31.03.2021		-
depreciation expenses		
Deduction		
as at 31.03.2022		-
depreciation expenses		
Deduction		
As at 31.03.2023		-
depreciation expenses		
Deduction		
As at 30.09.2023		-
Net Carrying Value		
As at 30.09.2023		200.55
As at 31.03.2023		200.55
As at 31.03.2022		200.55
useful Life of the Assets (Periods)		
Method of depreciation		

Disclosure pursuant to Ind AS 40 "Investment Property"

a. Amount recognised in the Statement of Profit and Loss for Investment Property.

Particulars	(₹ in Lacs)	
	30.09.2023	31.03.2023
Rental Income derived from investment property	-	-
Total	-	-

b. Fair Market Value of Investment Property not done by the Company, therefor figures are not provided.

Particulars	30.09.2023	31.03.2023
Agriculture Land, Kota		
Total	-	-

1. 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.

2. The title deeds of all the immovable properties are held in the name of the company :

3. The Company has not revalued its Investment Properties .

4. No proceedings have been initiated or pending against the company under the Benami Transactions (Prohibitions) Act, 1988. For Srajan

For Srajan Capital Limited



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Director

SRAJAN CAPITAL LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
As at 30.09.2023

6. Investments

(₹ in Lacs)

Particular	Face value	No. of Shares	As at 30.09.2023	As at 31.03.2023
Non Current Investments				
Investment in Mutual Funds - Classified as FVTPL (Quoted)				
UTI TREASURY ADVANTAGE FUND				
795.50 units (Cost Price : 2,000,000/-) (Pledged to Swastika Commodities Pvt. Ltd. as a margin money)		795.50	24.70	23.75
Grand Total			24.70	23.75
Sub Note				
Quoted				
Aggregated carrying value of quoted investment			24.70	23.75
Aggregated market value of quoted investment			24.70	23.75



For Srajan Capital Limited

Director

For Srajan Capital Limited

Director

SRAJAN CAPITAL LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
As at 30.09.2023

Particulars	(₹ in Lacs)	
	As at 30.09.2023	As at 31.03.2023
7 Non Current-Loans (in India)		
Loans for Financing Activities		
Standard Assets		
a) Loan Receivables considered good secured (refer sub-note 1)	17,911.36	11,080.36
b) Loan Receivables considered good Unsecured (refer sub-note 1)	1,224.04	1,918.06
c) Loan Receivables which have significant increase in Credit Risk		
d) Loan Receivables - credit impaired		
Substandard Assets		
a) Loan Receivables secured (refer sub-note 1)*		-
b) Loan Receivables Unsecured (refer sub-note 2)*	1,209.16	771.28
Doubtful Assets		
a) Loan Receivables Unsecured (refer sub-note 2)	2,173.24	1,909.82
	22,517.80	15,679.52
As per Management Representation)		
Sub Note 1		
1) Secured Loan		
a) Equitable mortgage of property, company and personal guarantee of director and PDC cheques		
2) Unsecured Loan		
a) Personal Gaurantee and / or		
b) Post dated cheques		
Sub Note 2*		
Includes Loans outstanding from related party		
Sub standard Assets		
b) Loan Receivables Unsecured		
Proseed Foundation*		-
Doubtful Assets		
a) Loan Receivables secured		
Proseed Foundation*		-
b) Loan Receivables Unsecured		
Proseed Foundation*	1,879.93	1,879.93
	1,879.93	1,879.93

*due to diminution in value of security treated from secured to unsecured. The company has received second charge on the assets

Long term & Short term Loans classified as per management decision



For Srajan Capital Limited

For Srajan Capital Limited

Director

SRAJAN CAPITAL LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
As at 30.09.2023

	(₹ in Lacs)	
Particulars	As at 30.09.2023	As at 31.03.2023

8 Deferred Taxes Assets**Current Period**

Particulars	As at 31.03.2023	Arising during the Period	Arising during the Period OCI	As at 30.09.2023
Deferred Tax Assets				
Provision on Standard/Substandard Assets	1,149.39	78.49	-	1,227.88
Total	1,149.39	78.49	-	1,227.88
Deferred Tax Liability				
Fair valuation of Financial Instruments	0.94	0.24	-	1.18
Disallowance on account of Depreciation and Others	1.06	0.40	-	1.46
Total	2.00	0.64	-	2.64
Net deferred tax Assets/(Liability)	1,147.39	77.85	-	1,225.24

Previous Period				
Particulars	As at 31.03.2022	Arising during the Period	Arising during the Period OCI	As at 31.03.2023
Deferred Tax Assets				
Provision on Standard/Substandard Assets	130.57	1,018.81	-	1,149.39
Disallowance as per Income Tax Act	-	-	-	-
Total	130.57	1,018.81	-	1,149.39
Deferred Tax Liability				
Fair valuation of Financial Instruments	0.69	0.26	-	0.94
Disallowance on account of Depreciation and Others	0.05	1.01	-	1.06
Total	0.73	1.26	-	2.00
Net deferred tax Assets/(Liability)	129.84	1,017.55	-	1,147.39

9 Other Non Current Assets

Income Tax (Net)

	-
	-

10 INVENTORIES (at lower of cost and net reliable value)

Securities (Quoted Shares)		
- KOKUYO CAMLIN LTD SHARES (537 SHARES)	0.74	0.37
- NAVNEET EDUCATION LTD SHARES (24000 SHARES)	-	23.84
- YES BANK (275076 SHARES)	32.92	32.03
	33.66	56.24



For Srajan Capital Limited
[Signature]
Director

For Srajan Capital Limited
[Signature]
Director

SRAJAN CAPITAL LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET

As at 30.09.2023

Particulars	(₹ in Lacs)	
	As at 30.09.2023	As at 31.03.2023
11 CASH AND CASH EQUIVALENTS		
Balances with Banks		
On Current Account	281.42	722.37
Cash in Hand	0.39	0.38
	281.81	722.75
12 Current-Loans (Demand Loan)		
Loans under financing activities		
Standard Assets		
a) Loan Receivables considered good secured (refer sub-note 2)	431.10	514.38
b) Loan Receivables considered good Unsecured (refer sub-note 2)	5,932.32	10,130.93
c) Loan Receivables which have significant increase in Credit Risk		
d) Loan Receivables - credit impaired		
Substandard Assets		
a) Loan Receivables secured (refer sub-note 2)		
b) Loan Receivables Unsecured (refer sub-note 2)	30.32	30.32
Doubtful Assets		
b) Loan Receivables Unsecured *	2,517.40	2,517.40
	8,911.14	13,193.03
As per Management Representation)		
Sub Note 1		
Loans outstanding from related party		
Standard		
a) Loan Receivables considered good secured	-	-
b) Loan Receivables considered good Unsecured		
Aaditya Associates	62.99	97.84
Career Point University KOTA	345.62	1,023.65
Gulaab Associate		
Maheshwari Trading Company	1,550.36	853.36
Career Point University, Hamirpur	0.66	207.09
Global Public School	131.21	117.17
Swastik Polofins Pvt Ltd	277.54	185.52
Sub standard Assets		
a) Loan Receivables Unsecured		
Proseed Foundation		
Doubtful Assets		
a) Loan Receivables Unsecured		
Proseed Foundation	2,517.40	2,517.40
	4,885.78	5,002.03
Sub Note 2		
1) Secured Loan and other credit facilities		
a) Equitable mortgage of property, company and personal guarantee of director and PDC cheques		
2) Unsecured Loan		
a) Personal Gaurantee and / or		
b) Post dated cheques		
Long term & Short term Loans classified as per management decision		
13 Current Tax Assets (Net)		
Income Tax (Net)	-	-
	-	-
14 Other Current assets		
Advances recoverable in cash or or in kind or for value to be received	1.05	0.22
	1.05	0.22



For Srajan Capital Limited

For Srajan Capital Limited

 Director

Srajan Capital Limited

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
As at 30.09.2023

15 Share Capital

(₹ in Lacs)

Particulars	Ind AS as at 30.09.2023	Ind AS as at 31.03.2023
Authorised		
80,00,000 Equity Shares of Rs. 10/- each	800.00	800.00
8,55,000 10% optionally convertible non cumulative redeemable preference share	85.50	85.50
Issued, Subscribed and Fully Paid-up		
62,27,000 Equity Shares of Rs. 10/- each	622.70	622.70
TOTAL	622.70	622.70

- a) The company has two classes of share referred to as equity shares having at par value of ₹ 10/- and as Preference shares having at par value of ₹ 10/-. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the company, the holder of equity shares will be entitled to receive remaining assets of the company, after payment of all liabilities and payment to Preference shares. Company's authorised share capital of Preference shares are Optionally Convertible Non-Cumulative Redeemable Preference Share at ₹ 10 each.

b) RECONCILIATION OF NUMBER OF SHARES

Equity Share	No. of shares as at 30.09.2023	No. of shares as at 31.03.2023
Shares outstanding as at the beginning of the Period	6,227,000	6,227,000
Additions during the Period	-	-
Shares outstanding as at the end of the Period	6,227,000	6,227,000

Preference shares	No. of shares as at 30.09.2023	No. of shares as at 31.03.2023
Shares outstanding as at the beginning of the Period	855,000	855,000
Additions during the Period	-	-
Shares outstanding as at the end of the Period	855,000	855,000

c) SHAREHOLDERS HOLDING MORE THAN 5% SHARES

Particulars	No. of shares at the end of current reporting period	No. of shares at the end of previous reporting period
Career Point Limited	6,227,000	6,227,000

* As per records of the company, including its register of shareholders/members. Career Point Limited is Holding Company and 6 no. of shares are held by others jointly with the Holding Company whose beneficiary is Holding Company (Career Point Limited)

d) SHAREHOLDING OF PROMOTER

Shares held by promoters at the end of the Period

Promoter's Name	Career Point Limited
No. of Shares	6227000
% of total shares	100%
No. of Shares P. Period	6227000
% of total shares P. Period	100%
% Change during the Period	0%



For Srajan Capital Limited

For Srajan Capital Limited

Director

Srajan Capital Limited

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
As at 30.09.2023

16 Other equity

(₹ in Lacs)

	Ind AS as at 30.09.2023	Ind AS as at 31.03.2023
RESERVES AND SURPLUS		
10% Optionally convertible non Cumulative redeemable shares 8,55,000 Preference Shares of Rs. 10/- each (held by Career Point Limited)	85.50	85.50
Securities Premium		
Opening Balance : Premium on Equity Share Capital	1,185.30	1,185.30
Addition during the Period	-	-
A	1,185.30	1,185.30
Opening Balance : Premium on Preference Share Capital	769.50	769.50
Addition during the Period	-	-
B	769.50	769.50
(A+B)	1,954.80	1,954.80
Statutory Reserves		
Opening Balance : Statutory Reserves	603.95	603.95
Transferred from Statement of Profit and Loss	157.32	-
	761.27	603.95
Surplus in Statement of Profit and Loss		
Balance Brought Forward	962.89	2,419.12
Add:		
Profit as per Statement of Profit and Loss	786.58	(1,456.22)
Less:		
Transferred to Statutory Reserves as per GAAP	157.32	-
Net Surplus as per Statement of Profit and Loss	1,592.16	962.89
TOTAL	4,393.73	3,607.14

Note:- Net Owned fund was calculated as per the Section 45IA of the RBI Act, 1934

- Statutory Reserve made as per the Section 45-IC of RBI Act, 1934 as per GAAP financial statements



For Srajan Capital Limited

For Srajan Capital Limited

Director

SRAJAN CAPITAL LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
as at 30.09.2023

Particulars	(₹ in Lacs)			
	As at 30.09.2023		As at 31.03.2023	
	As at 30.09.2023 Non Current	Current	As at 31.03.2023 Non Current	Current
17 Non Current Borrowings				
Secured Loans				
Bob Car Loan*(See sub note 1)	39.73	17.16	45.85	17.16
Unsecured				
From Holding Company* (refer sub note 2)	13,000.00	-	13,000.00	-
From Enterprises under same management	600.00	-	2,500.00	-
	13,639.73	17.16	15,545.85	17.16
Sub Note 1 Secured by way of hypothecation of car repayable in 60 monthly installments Rs 141266 commencing from Aug 2022 @ rate of interest 7.8%				
Sub Note 2: Loan is repayable in 8 Periods commencing on 01-01-2027 of Rs. 16.25 annually and rate of interest 10.05%				
18 Long Term Provisions				
Contingent provision against standard/substandard assets (See note 31)			4,878.33	4,566.49
			4,878.33	4,566.49
19 Short Term Borrowings (Current)				
Unsecured Loans				
From Holding Company			7,050.81	4,523.74
From Enterprises under same Management (repayable on demand)			1,796.33	1,727.44
From others includes intercorporate (repayable on demand)			-	21.80
Current Maturity of Long term borrowings			17.16	17.16
			8,864.30	6,290.14
20 Other Financial Liabilities (Current)				
Salaries and benefits			4.51	3.13
Others Payable including EMI advance			356.82	84.26
			361.33	87.39
21 Other Current Liabilities				
Statutory Levies			65.67	51.24
			65.67	51.24
22 Provisions (Current)				
Income Tax (Net) 2022-23			247.03	325.34
Income Tax (Net) 2023-24			192.61	-
			439.64	325.34



For Srajan Capital Limited

For Srajan Capital Limited

Director

SRAJAN CAPITAL LIMITED

NOTES ANNEXED TO AND FORMING PART OF
Statement of Profit and Loss for the Half Year ended 30th Sept., 2023

(₹ in Lacs)

Particulars	For the Half Year Ended 30.09.2023	For the Year Ended 31.03.2023
23 Revenue From Operations		
(a) Interest income from financing activity (net)*	2,334.38	4,097.36
(b) Other Income from financing activity	149.60	56.49
(c) Fair Value of Investment through Profit and Loss (Mutual Fund)	0.95	1.02
(d) Net Revenue from Trading of Securities (see sub-note 1)	8.05	21.54
(e) Income from Jobbing of shares (intra day)	-	0.03
	2,492.98	4,176.44

*amount is netted with interest reversed on account of NPA and interest received on NPA, Int. received on NPA includes interest from Proseeds Foundation of Rs. 537.84 Lacs

Sub Note 1

Particular	For the Half Year Ended 30.09.2023	For the Year Ended 31.03.2023
Sales of Securities	42.86	136.71
Less: Purchase of Securities	12.06	114.08
Less: Shares Expenses	0.17	1.71
Less: Change in Inventory	22.58	(0.62)
Net Revenue from Securities	8.05	21.54

Change in Inventory

Opening Stock	56.25	55.62
Less: Closing Stock	33.67	56.24
	22.58	(0.62)

24 OTHER INCOME

(a) Dividend Income	0.00	0.15
(b) Misc. Income		4.38
(c) Baddebts Recovered	-	0.53
Total	0.00	5.06



For Srajan Capital Limited
[Signature]

For Srajan Capital Limited
[Signature]
Director

SRAJAN CAPITAL LIMITED

NOTES ANNEXED TO AND FORMING PART OF
Statement of Profit and Loss for the Half Year ended 30th Sept., 2023

(₹ in Lacs)

Particulars	For the Half Year Ended 30.09.2023	For the Year Ended 31.03.2023
25 EMPLOYEE BENEFITS EXPENSE		
Salaries, Wages and Bonus	28.39	39.14
Ex Gratia and Leave Encashment	-	0.39
	28.39	39.53
26 Finance Costs		
Bank charges	0.08	0.31
Interest Expenses		
To Parties*	1,071.54	1,954.11
To Bank	2.35	4.40
	1,073.97	1,958.82
*Includes Related Parties (Refer note no. 29)		
27 Depreciation and amortization expense		
Depreciation on Property Plant & Equipment	5.07	7.19
	5.07	7.19
28 Other Expenses		
Audit Fees	-	1.00
Advertisement	-	0.37
Marketing Expenses	42.68	42.40
Contigent Provision For Standard/Substandard Assets	311.84	4,047.73
Legal and Professional charges	3.94	19.55
Bad Debts	-	11.23
Misc. Expenses	3.10	1.07
Loss on sale of car	-	0.93
	361.57	4,124.28



For Srajan Capital Limited

For Srajan Capital Limited

Director

Srajan Capital Limited

Notes forming part of the Financial Statements
For the Period ended as on 30th Sept., 2023

29 The company's related parties primarily consists of its parent company, and other related parties. The company routinely enters into transactions with these related parties in the ordinary course of business as market rates and terms & conditions upon which Board of directors approved.

(a) Relationships:

List of related parties with whom transactions were carried out during the period:

- | | | |
|--|---|---------------------------------------|
| (i) Holding Company: | 1. Career Point Ltd. | |
| (ii) Key Management Personnel: | | |
| (iii) Enterprises under same Management: | 1. Career Point Infra Limited | 12. Gulab Associates |
| | 2. Career Point Accessories Private Limited | 13. Maheshwari Trading Company |
| | 3. Career Point Edustech Limited | 14. Prasad Foundation |
| | 4. Diamond Business Solutions Private Limited | 15. Surajo Agro private Ltd. |
| | 5. Edutiger Pvt Ltd | 16. Aditya Associates |
| | 6. Global Public School (A Unit of Gopi Bai Foundation) | 17. Career Point University, Hamirpur |
| | 7. Career Point Learning Solutions Limited | 18. Om Associates |
| | 8. Imperial Info Private Limited | |
| | 9. Longway Business Solutions LLP | |
| | 10. Swanika Polyolefins Private Limited | |
| | 11. Career Point University, Kota | |

(b) The following transactions were carried out with the related parties in the ordinary course of business:

(Rs. in Lakhs)

Sr No.	Nature of transaction / relationship	For the period ended as on 30.09.2023	For the period ended as on 31.03.2023
1	Reimbursement of expenses Holding Company Career Point Limited	72.82	180.01
	Total	72.82	180.01

The details of transactions with related party are disclosed as per annexure A

30 Basic and Diluted Earnings per share ["EPS"] computed in accordance with Ind (AS)

(Rs. in Lakhs)

Particulars	Sep-2023	Mar-2023
Basic EPS:-		
Net profit after prior period items and income tax (₹)	786.58	(1,436.27)
Weighted average number of equity shares outstanding at the end of the period	62,27,000	62,27,000
Basic EPS (in ₹)	12.63	(23.39)
Diluted EPS:-		
Adjusted profit for diluted earning per share (₹)	786.58	(1,436.22)
Weighted average number of shares outstanding for diluted earning per share	70,82,000	70,82,000
Diluted EPS (in ₹)	11.11	(20.56)



31 Provisioning for loans & advances (standard and sub-standard) as applicable in the company in terms of Non-Banking Financial (Not Systematically Important Non-Deposit Accepting) Companies Prudential Norms (Reserve Bank) during the financial Period as below:

Provision for Loan and Advances		(Rs. in Lakhs)	
Particular		30.09.2023	31.03.23
Total Loans and Advances			
Non Current		22,517.80	15,679.57
Current		8,911.18	13,193.03
		31,428.98	28,872.55
Standard Assets			
Non Current		19,155.40	12,968.42
Current		6,363.47	10,645.51
		25,498.82	23,613.73
Sub Standard Assets			
Non Current		1,209.15	771.28
Current		30.32	30.32
		1,239.47	801.60
Doubtful Assets			
Non Current		2,175.24	1,809.82
Current		2,517.40	2,517.40
		4,690.64	4,427.22
Provisions			
	% of Provision	Amount	Amount
Standard Assets			
Opening Balance (0.25%)	0.25%	39.11	51.56
Add - Addition made in Provision during the Period	0.25%	4.64	7.55
Total		63.75	59.11
	% of Provision	Amount	Amount
Sub Standard Assets			
Opening Balance (10%)	10.00%	80.18	140.50
Add - Addition made in Provisions during the Period	10.00%	43.79	(160.34)
Total		123.95	80.16
	% of Provision	Amount	Amount
Doubtful Assets			
Opening Balance (100%)	100.00%	4,427.22	26.71
Add - Addition made in Provision during the Period	100.00%	263.42	4,400.51
Total		4,690.64	4,427.22
Total Opening Provision		4,566.49	518.77
Add - Provision made during the Period		311.84	4,047.72
Total Closing Provision		4,878.33	4,566.49

32 Previous Period's figures have been regrouped / reclassified wherever necessary to correspond with the current Period's classification/disclosure.

For M.C. Bhandari & Company
Firm's Registration No. 303002E
Chartered Accountants

CA S K Mahipal
Partner
M.No 070366

Place : Kota
Dated : 07.11.2023



For and on behalf of Board of Directors
Srajan Capital Ltd.

Om Prakash Maheshwari
Director
DIN : 00185677

Pramod Maheshwari
Director
DIN : 00185711

Srajan Capital Limited
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30.09.2023

The following transactions were carried out with the related parties in the ordinary course of business:

Annexure A
 (7 of 128)

S.No.	Particulars	Loans Given		Loans Received including Interest & TDS			Interest Income			Balance Outstanding	
		During the period ended 30.09.2023	During the period ended 31.03.2023	TDS Recovered on Interest	Interest & Principal Received	Total Loans Received During period ended 30.09.2023	During the period ended 31.03.2023	During the period ended 30.09.2023	During the period ended 31.03.2023	As at 30.09.2023	As at 31.03.2023
				(a)	(b)	(c) = (a) + (b)					
	Enterprises under same Management										
1	Aditya Associates	4.00	39.20	3.65	44.70	48.35	101.98	8.50	15.70	92.95	97.84
2	Career Point University, Ramnagar	244.90	1,127.50	1.82	570.45	572.27	936.00	50.28	15.94	946	207.06
3	Career Point University, Kota	664.00	2,871.54	4.33	1,170.90	1,205.23	2,194.23	40.96	41.40	345.42	1,023.49
4	Galaxy Associates	-	-	-	-	-	318.00	-	14.46	0	0
5	Maheshwari Trading Company	560.00	1,122.00	8.86	120.30	240.26	693.60	90.73	115.90	1,200.00	851.94
6	Prasad Foundation	-	-	36.84	501.50	237.34	1,086.40	237.34	1,086.40	4,300.33	4,307.23
7	Global Public School (A unit of Goyal Bro. Foundation)	119.50	317.50	0.27	102.80	103.07	206.60	2.71	6.46	101.21	117.17
8	Sweetika Polytechnic Pvt. Ltd.	117.27	185.34	1.74	41.00	42.74	0.02	17.28	0.11	232.34	285.22
	TOTAL	2,408.17	8,642.42	53.39	3,134.95	3,247.74	6,526.89	796.34	1,215.44	6,788.69	6,881.96

* Material Related Party



For Srajan Capital Limited: For Srajan Capital Limited

[Signature]

[Signature]

Director

Srajan Capital Limited
NOTES TO THE FINANCIAL STATEMENTS
FOR THE Period ENDED 30.09.2023

(B) Loans Received or Taken (Liabilities)

Amount in
 (₹ in Lakhs)

S.No.	Particulars	Loans Taken		Loans Repayment including Interest & TDR			Interest Expenses		Balance outstanding		
		During the period ended 30.09.2023	During the period ended 31.03.2023	Full Payment Interest	Repayment of Interest & Principal	Total Loans Repaid During period ended 30.09.2023	During the period ended 31.03.2023	During the period ended 30.09.2023	During the period ended 31.03.2023	As at 30.09.2023	As at 31.03.2023
				(A)	(B)	(C+D+E)					
A	Holding Company	14,626.50	14,470.00	52.84	14,524.94	15,027.78	22,467.38	928.37	1,452.82	20,000.00	17,523.74
1	Cancer Point Ltd.	14,626.50	14,470.00	52.84	14,524.94	15,027.78	22,467.38	928.37	1,452.82	20,000.00	17,523.74
1.1	Cancer Point Ltd. LT	-	-	-	-	-	-	-	-	13,500.00	13,500.00
1.2	Cancer Point Ltd. ST	14,626.50	14,470.00	52.84	14,524.94	15,027.78	22,467.38	928.37	1,452.82	7,500.00	4,023.74
B	Enterprises under same Management	8,090.00	6,711.29	14.27	6,799.09	7,094.27	8,833.94	142.60	494.02	2,796.28	4,227.44
1	Cancer Point India Limited	4,730.50	4,066.80	6.72	4,026.79	4,227.42	5,877.97	87.23	271.19	996.79	2,796.80
1.1	Cancer Point India Limited LT	-	-	-	1,960.00	1,960.00	-	-	-	600.00	2,560.00
1.2	Cancer Point India Limited ST	4,730.50	4,066.80	6.72	4,026.79	4,227.42	5,877.97	87.23	271.19	396.79	286.80
2	Cancer Point Associates Pvt. Ltd	23.00	208.10	0.14	2.20	2.34	207.97	1.38	6.17	47.84	25.87
3	Cancer Point EduTech Ltd	190.00	772.50	3.84	102.10	105.94	508.30	38.37	35.29	438.14	610.30
4	Diamond Business Solutions Limited	-	7.00	0.34	0	0.64	4.30	9.40	6.04	69.56	67.20
5	Edgewise Private Limited	-	-	0.02	-	0.02	0.04	0.25	0.43	0.20	0.00
6	Gyan Education Pvt. Ltd.	4	33.00	1.89	11.20	13.09	22.94	12.88	15.63	427.90	319.14
7	Imperial Info Pvt. Ltd.	30.00	38.00	3.33	1.00	1.30	4.44	3.07	4.41	118.43	65.89
8	Langney Business Solution LLP	47.50	-	0.82	136.30	171.12	8.19	8.17	19.90	108.96	228.12
9	Om Associates	-	-	-	-	-	1.02	-	0.12	0	0
10	Swaastika Petrochemical Pvt. Ltd	-	109.18	-	-	-	331.83	-	13.30	0	0
	TOTAL (A+B)	21,997.00	21,381.38	107.10	21,524.94	22,821.04	31,301.32	1,971.24	1,947.23	22,447.15	21,751.98

** Material Related Party



For Srajan Capital Limited

[Signature]
 Director

For Srajan Capital Limited

[Signature]
 Director



KAMAL GUPTA & COMPANY

(Chartered Accountants)

Address : House No. 16, Rangvihār, Mahaveer Nagar 3rd, Kota (Rajasthan)
Mob. 8109105271, Email: cakamal38@gmail.com

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Limited Review Report on Unaudited financial results of Career Point Edutech Limited for the Quarter ended 30th Sept. 2023 pursuant to the Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

To the Board of Directors of CAREER POINT EDUTECH LIMITED.

1. We have reviewed the accompanying Statement of unaudited financial results of Career Point Edutech Limited (the Company) for the Half year ended 30th Sept. 2023 (the "Statement"), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulation")
2. This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

for KAMAL GUPTA & COMPANY

Chartered Accountant

FRN : 031182C

CA. Kamal Gupta

Proprietor

M. No. : 439177

UDIN : 23439177BGYUOO3090

DATE : 06/11/2023



Career Point Edutech Limited

INDAS Balance Sheet as at 30.09.2023

CIN : U80302RJ2006PLC023306

(₹ in Lakh)

Particulars	Note No.	As at 30.09.2023	As at 30.09.2022
ASSETS			
(1) Non-current Assets			
(a) Property, plant and equipment	2	4.80	4.98
(b) Other intangible assets	2	31.75	52.89
(c) Deferred tax assets(Net)	3	12.94	0.10
(d) Other Non-Current Assets	4	0.10	-
		49.59	57.97
(2) Current Assets			
(a) Financial Assets			
(i) Trade Receivables	5	81.97	48.14
(ii) Cash and Cash Equivalents	6	21.18	99.55
(iii) Loans	7	659.14	364.61
(b) Other Current Assets	8	48.75	41.05
		811.05	553.35
		860.64	611.32
TOTAL ASSETS			
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	9	61.29	57.89
(b) Equity Share Capital Suspense	9A	-	3.40
(c) Other Equity	10	773.55	504.95
		834.84	566.24
LIABILITIES			
(1) Non-current Liabilities			
(a) Deferred Tax Liabilities(Net)		-	-
		-	-
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	11	-	-
(ii) Trade payables	12	-	-
- Micro & Small Enterprises		-	-
- Other than Micro & Small Enterprises		1.71	43.77
(iii) Other Financial liabilities	13	24.00	0.97
(b) Other Current Liabilities	14	0.09	0.34
(c) Short Term Provision	15	-	-
(d) Current Tax Liabilities (Net)	16	-	-
		25.80	45.08
		860.64	611.32
TOTAL EQUITY AND LIABILITIES			

The accompanying notes 1 to 28 are an integral part of the Financials Statements.

As per our report of even date attached
for KAMAL GUPTA & COMPANY


Chartered Accountants
FRN : 03118


CA. Kamal Gupta
Proprietor
M. No. : 439177

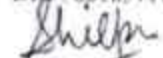
UDIN: 23439177BgyV003090

Kota
Date : 06/11/2023

for and on behalf of the Board of Directors of
Career Point Edutech Limited


Pramod Maheshwari
Director

DIN : 00185711


Shilpa Maheshwari
Director

DIN : 08305104

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Career Point Edutech Limited
Profit and Loss statement for the Quarter Ended 30.09.2023
 CIN : 180302RJ2006PLC023306

(₹ in Lakh)

Sr. No.	Particulars	Note No.	For the period ended as on 30.09.2023	For the period ended as on 30.09.2022
I	Revenue from Operations	17	247.44	307.37
II	Other Income	18	38.37	16.24
III	Total Revenue (I+II)		285.81	323.61
IV	Expenses			
	Cost of Material Purchase	19	77.55	90.13
	Change in Inventory	20	45.26	-
	Employee Benefit Expenses	21	6.13	4.86
	Financial Costs	22	-	-
	Depreciation and amortization expense	2	10.66	10.66
	Other expenses	23	79.09	119.94
	Total expenses		219.59	225.59
V	Profit before exceptional and extraordinary items and tax (III-IV)		66.22	98.02
VI	Exceptional items		-	-
VII	Profit before tax after exceptional items(V-VI)		66.22	98.02
VIII	Tax expense:			
	(a) Provision for tax		-	-
	(b) Earlier Period Taxes (IT)		-	-
	(c) Deferred Tax Assets		(12.84)	-
			(12.84)	-
IX	Profit/ (Loss) after tax for the period (VII - VIII)		79.06	98.02
X	Minority interest in income		-	-
XI	Share of Profit/ Loss in associate companies		-	-
XII	Profit available for distribution		79.06	98.02
	Other Comprehensive Income			
	A. Items that will not be reclassified to profit or loss			
	B. Items that will be reclassified to profit or loss			
	Total Other Comprehensive Income for the period			
	Total Comprehensive Income for the period		79.06	98.02
XIII	Earnings per equity share:			
	(1) Basic		12.90	16.93
	(2) Diluted		12.90	16.93

As per our report of even date attached

for KAMAL GUPTA & COMPANY
 Chartered Accountants
 FRN : 031185

 CA. Kamal Gupta
 Proprietor
 M. No. : 439177

UDIN:
 Kota
 Date : 06/11/2023

For and on behalf of the Board of Directors of
 Career Point Edutech Limited


 Pramod Maheshwari
 Director
 DIN : 00185711

 Shilpa Maheshwari
 Director
 DIN : 08305104

Career Point Edutech Limited

Cash Flow Statement

CIN : U80302RJ2006PLC023306

(Amount in ₹ Lakh)

Particular	For the period ended as on 30.09.2023	For the period ended as on 30.09.2022
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before Tax & Extraordinary Items	66.21	98.01
Adjustments for:	-	-
Interest Expenses	-	-
Depreciation	10.66	10.66
Gain on sale of Investment	-	-
Interest Income	(38.37)	(15.81)
Operating Profit before Working Capital Changes	38.50	92.86
Increase/(Decrease) in Current & Non Current Liabilities	(20.47)	(0.56)
Increase/(Decrease) in Trade Payables	1.71	43.20
(Increase)/Decrease in Inventories	45.26	-
(Increase)/Decrease in Trade Receivables	(33.06)	(11.45)
(Increase)/Decrease in Loan and Advances	-	-
(Increase)/Decrease in Other Current Assets	(13.38)	(14.53)
Cash generated from Operations	18.56	109.52
Direct taxes paid	-	-
Net Cash flow from Operating Activities	18.56	109.52
B. CASH FLOW FROM INVESTING ACTIVITIES		
Fixed Assets Purchase		
Investment Sale		
Net Cash flow from / Used in Investing Activities		
C. CASH FLOW FROM FINANCING ACTIVITIES		
Interest Paid		
Unsecured Loan Given	(48.43)	(52.39)
Interest Income	38.37	15.81
Net Cash flow from / Used in Financing Activities	(10.06)	(36.58)
Net Decrease / Increase in Cash or Cash Equivalents (A+B+C)	8.50	72.94
Cash and Cash Equivalents at beginning of the period	12.68	26.61
Cash and Cash Equivalents at end of the period	21.18	99.55

- Statement of cash flows has been prepared under the indirect method as set out in the Ind AS 7 "Statement of Cash Flows" as specified in the Companies (Indian Accounting Standards) Rules, 2015.
- Cash and cash equivalents represent bank balance.
- Previous year's figures have been regrouped/reclassified wherever applicable.

As per our report of even date attached

for KAMAL GUPTA & COMPANY

Chartered Accountants

FRN : 031182C

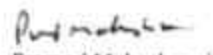
CA. Kamal Gupta

Proprietor

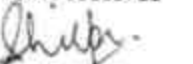
M. No. : 439177

Kota

Date : 06/11/2023

for and on behalf of the board of Directors of
Career Point Edutech Limited

Pramod Maheshwari
Director

DIN : 00185711


Shilpa Maheshwari
Director

DIN : 08305104

Career Point Edutech Limited

Notes to Accounts Forming the part of Balance Sheet

2 Property, Plant and Equipment

(₹ in Lakh)

Particular	Furniture & Fixtures	Office Equipment	Computer	Server	Total
Gross carrying value:					
As at 01.04.2023	0.00	1.17	0.00	8.18	9.35
Additions	-	-	-	-	-
Disposal/ adjustments	-	-	-	-	-
As at 30.09.2023	0.00	1.17	0.00	8.18	9.35
Accumulated depreciation/					
As at 01.04.2023	-	0.75	-	3.71	4.46
Additions	-	0.09	-	-	0.09
Disposal/ adjustments	-	-	-	-	-
As at 30.09.2023	-	0.84	-	3.71	4.55
Net carrying value					
As at 31.03.2023	-	0.42	0.00	4.47	4.89
As at 30.09.2023	0.00	0.33	0.00	4.47	4.80

2 Other intangible assets

Particular	Software	Trademark	Video Content	Total
Gross carrying value:				
As at 01.04.2023	0.00	0.03	126.87	126.90
Additions	-	-	-	-
Disposal/ adjustments	-	-	-	-
As at 30.09.2023	0.00	0.03	126.87	126.90
Accumulated depreciation/ impairment:				
As at 01.04.2023	-	-	84.59	84.59
Additions	-	-	10.56	10.56
Disposal/ adjustments	-	-	-	-
As at 30.09.2023	-	-	95.15	95.15
Net carrying value				
As at 31.03.2023	0.00	0.03	42.28	42.31
As at 30.09.2023	0.00	0.03	31.72	31.75



KAREER POINT EDUTECH LIMITED

Prakash

Director

KAREER POINT EDUTECH LIMITED

Shilpa

Director

The changes in the carrying value of property, plant and equipment for the period ended 30.09.2022 are as follows:

(₹ in Lakh)

2 Property, Plant and Equipment

	Furniture & Fixtures	Office Equipment	Computer	Server	Total
Gross carrying value:					
As at 01.04.2022	0.27	1.17	0.37	8.18	9.99
Additions	-	-	-	-	-
Disposal/ adjustments	-	-	-	-	-
As at 30.09.2022	0.27	1.17	0.37	8.18	9.99
Accumulated depreciation/ impairment:					
As at 01.04.2022	0.27	0.57	0.37	3.71	4.92
Additions	-	0.09	-	-	0.09
Disposal/ adjustments	-	-	-	-	-
As at 30.09.2022	0.27	0.66	0.37	3.71	5.01
Net carrying value					
As at 31.03.2022	0.00	0.60	0.00	4.47	5.07
As at 30.09.2022	0.00	0.51	0.00	4.47	4.98

The changes in the carrying value of investment properties for the period ended 30.09.2022 are as follows:

2 Other intangible assets

	Software	Trademark	Video Content	Total
Gross carrying value:				
As at 01.04.2022	89.27	0.03	126.88	216.17
Additions	-	-	-	-
Disposal/ adjustments	-	-	-	-
As at 30.09.2022	89.27	0.03	126.88	216.17
Accumulated depreciation/ impairment:				
As at 01.04.2022	89.27	-	63.44	152.71
Additions	-	-	10.57	10.57
Disposal/ adjustments	-	-	-	-
As at 30.09.2022	89.27	-	74.01	163.28
Net carrying value				
As at 31.03.2022	0.00	0.03	63.43	63.46
As at 30.09.2022	0.00	0.03	52.86	52.89



For CAREER POINT EDUCATIONAL

R. Prasad

DIRECTOR

For CAREER POINT EDUCATIONAL

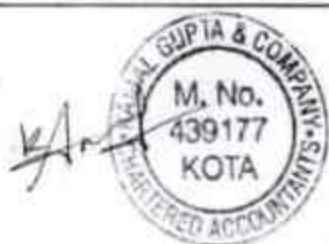
Shilpa

DIRECTOR

Career Point Edutech Limited
Notes to Accounts forming the part of Balance Sheet

(₹ in Lakh)

	As at 30.09.2023	As at 30.09.2022	
3 Deferred tax assets (Net)			
Deferred tax asset			
Disallowance/c.f. loss as per Income Tax Act	-		
Deferred tax Assets			
Disallowance on account of Depreciation and others	12.94	0.10	
MAT Credit Entitlement	-	-	
	12.94	0.10	
4 Other Non Current Assets			
Security Deposit (NSDL)	0.10	-	
	0.10	-	
5 Trade Receivables			
Trade Receivables considered good - Secured	-	-	
Trade Receivables considered good - Unsecured	81.97	48.14	
	81.97	48.14	
6 Cash & Bank Balance			
Cash & Cash Equivalents			
Cash on hand	1.87	0.74	
Balances with Banks :			
a) On Current Accounts	19.31	98.81	
	21.18	99.55	
7 Current Loans and Advances			
Loans Receivables considered good - Secured			
Loans Receivables considered good - Unsecured	659.14	364.61	
	659.14	364.61	
Loan granted by Company of to its related party Repayable on Demand			
Name of Party	Type of Borrower	Amount of Loan	% of Total Loan
Srajan Capital Limited	Related Party	659.14	100%
8 Other current assets			
Balance with Authorities			
- GST Input Credit	40.52	30.83	
- Income Tax Refund	4.17	10.22	
- TDS Receivable	4.06	-	
	48.75	41.05	



For Career Point Edutech Limited

For Career Point Edutech Limited

Director

Career Point Edutech Limited
Notes to Accounts forming the part of Balance Sheet

9 Equity Share Capital (₹ in Lakh)

Share Capital	As at 30.09.2023	As at 30.09.2022
Authorised		
5,000,000 Equity Shares of Rs. 10/- each	500.00	500.00
Issued, Subscribed and Fully Paid-up		
578,947 Equity Shares of Rs. 10/- each	61.29	57.89
Subscribed and paid-up:		
578,947 Equity Shares of Rs. 10/- each	61.29	57.89
TOTAL	61.29	57.89

9A Equity Share Capital Suspense Account (₹ in Lakh)

Share Capital	As at 30.09.2023	As at 30.09.2022
Eq. Share Capital Suspense Account		3.40
TOTAL	-	3.40

RECONCILIATION OF NUMBER OF SHARES

Particulars	No. of shares as at 30.09.2023	No. of shares as at 30.09.2022
Opening number of equity shares	578,947	578,947
Additions during the Period	34,000	-
Closing number of equity shares	612,947	578,947

SHAREHOLDERS HOLDING MORE THAN 5% SHARES

Particulars	No. of shares at the end of current reporting period	No. of shares at the end of Previous reporting period
Career Point Limited	609,233	578,941

SHAREHOLDING OF PROMOTER
Shares held by promoters at the end of the Period 30.09.2023

S.No.	Name of Promoter	No. Of Shares	% of Total Shares	% Change During the Period
	Equity Share Capital			
1	Career Point Limited	609,233	99.394%	0%
2	Om Prakash Maheshwari	1	0.000%	0%
3	Pramod Maheshwari	1	0.000%	0%
4	Nawal Kishore Maheshwari	1	0.000%	0%
5	Rekha Maheshwari	1	0.000%	0%
6	Shilpa Maheshwari	1	0.000%	0%
7	Neelima Maheshwari	1	0.000%	0%



For CAREER POINT EDUTECH LIMITED
Pr. Maheshwari

For CAREER POINT EDUTECH LIMITED
Shilpa
Director

10 Other Equity

(₹ in Lakh)

	As at 30.09.2023	As at 30.09.2022
Security Premium on Shares for Placess Edu-Solutions Pvt Ltd.**	131.58	131.58
Retained Earnings		
(Pursuant to the Scheme)** Merger of Placess Edu-Solutions Pvt Ltd.	(45.92)	(45.92)
Balance Brought Forward	608.83	321.28
Add:		
Profit as per Statement of Profit and Loss	79.06	98.00
Net Surplus	641.97	373.37
TOTAL	773.55	504.95

** Figures Recasted for 30.09.2022



FORWARDED

Per m.d.

FOR DIRECTOR PLACESS EDUCATION LIMITED

Director

Career Point Edutech Limited
Notes to Accounts forming the part of Balance Sheet

(₹ in Lakh)

11 Short -Term Borrowings - Unsecured and considered good	As at 30.09.2023	As at 30.09.2022
	-	-
	-	-

12 Trade payables Payable to Micro Enterprises and small enterprises Unsecured and considered good	As at 30.09.2023	As at 30.09.2022
	-	-
	1.71	43.77
	1.71	43.77

Due Aging of Trade Payable

(₹ in Lakh)

Particulars	As at 30.09.2023				
	Upto 1 Period	1-2 Periods	2-3 Periods	More than 3 Period	Total
Trade Payable					
MSME :	-	-	-	-	-
Other :	1.71	-	-	-	1.71
Total	1.71	-	-	-	1.71
Particulars	As at 30.09.2022				
	Upto 1 Period	1-2 Periods	2-3 Periods	More than 3 Period	Total
Trade Payable					-
MSME :			-	-	-
Other :	43.77	-	-	-	43.77
Total	43.77	-	-	-	43.77

(₹ in Lakh)

13 Other financial liabilities Accrued Salaries and benefits -Salaries and benefits Others Other - Others Payable	As at 30.09.2023	As at 30.09.2022
	0.52	0.87
	23.48	0.10
	24.00	0.97

14 Other Current liabilities - TDS Payable	As at 30.09.2023	As at 30.09.2022
	0.09	0.34
	0.09	0.34

15 Short term provisions - Provision for expenses	As at 30.09.2023	As at 30.09.2022
	-	-
	-	-

16 Current Tax Liabilities (Net) - Provision for Income Tax (Net)	As at 30.09.2023	As at 30.09.2022
	-	-
	-	-



For Career Point Edutech Limited
P. S. Mahajan

Shubh
 For Career Point Edutech Limited

Career Point Edutech Limited

Notes to Accounts Forming the part of Profit & Loss Account

17 Revenue from Operations

(₹ in Lakh)

Particulars	For the period ended as on 30.09.2023	For the period ended as on 30.09.2022
a) Sales	247.44	307.37
b) Other related receipts	-	-
Total	247.44	307.37

18 Other Income

Particulars	For the period ended as on 30.09.2023	For the period ended as on 30.09.2022
Interest Income	38.37	15.81
Other Income (Misc Write off)	-	0.43
Total	38.37	16.24

19 Cost of Material Purchase

Particular	For the period ended as on 30.09.2023	For the period ended as on 30.09.2022
Cost of Materials Purchase		
-Books & Other Material	77.55	90.13
Total	77.55	90.13

20 Change in Inventory

Particular	For the period ended as on 30.09.2023	For the period ended as on 30.09.2022
Opening stock	45.26	-
Less : Closing Stock	-	-
Total	45.26	-

21 Employee Benefit Expenses

Particulars	For the period ended as on 30.09.2023	For the period ended as on 30.09.2022
Salary Expenses	6.13	4.86
Total	6.13	4.86

22 Financing Expenses

Particulars	For the period ended as on 30.09.2023	For the period ended as on 30.09.2022
Interest Expenses	-	-
Total	-	-

23 Other Expenses

Particulars	For the period ended as on 30.09.2023	For the period ended as on 30.09.2022
Bank Charges	-	-
Courier & Packing Expenses	40.29	90.08
Administration expenses	0.10	2.98
Legal & Professional Expenses	0.74	-
Marketplace Expenses Export	38.48	26.69
Marketplace Expenses	-	0.18
Printing & Stationary Expenses	0.37	-
Misc Expenses (W/off)	0.01	-
Total	79.99	119.93



For Career Point Edutech Limited

P. Mohan

For Career Point Edutech Limited

Shilpa

Director

24 EARNING PER SHARE (EPS)

(₹ in Lakh)		
Particulars	Sep-23	Sep-22
Net profit/(loss) after prior period items and income tax (₹)	79.04	98.02
Weighted average number of	612,947	578,947
Basic EPS and Diluted EPS	12.90	16.93

25 Segment Reporting :

The management has considered the whole business of the company as a single segment, thus no segment reporting is required.

26 Disclosures as required by Indian Accounting Standard (IND AS) 24 Related Party Disclosures

(a) Relationships:

List of related parties with whom transactions were carried out during the period:

- (i) Holding Company:- 1. Career Point Ltd.
- (ii) Subsidiary companies :- N.A.
- (iii) Associates :- N.A.
- (iv) Relatives of Key Management Personnel :- N.A.
- (v) Enterprises under the same management :-
 1. Career Point Accessories Pvt. Ltd.
 2. Career Point Learning Solutions Ltd.
 3. Srajan Capital Ltd.

(b) The following transactions were carried out with the related parties in the ordinary course of business:

(₹ in Lakh)			
Sr No.	Nature of transaction / relationship	For the period ended as on 30.09.2023	For the period ended as on 30.09.2022
1	Loans and advances given		
	Enterprises under the same management Srajan Capital Ltd.	196.00	173.42
	Total	196.00	173.42
2	Repayment of Loans & Advances		
	Enterprises under the same management Srajan Capital Ltd.	185.94	210.00
	Total	185.94	210.00
3	Interest income		
	Enterprises under the same management Srajan Capital Ltd.	38.37	15.81
	Total	38.37	15.81
4	Sales		
	Enterprises under the same management		
	Career Point Learning Solutions Ltd.	11.20	6.50
	Career Point Accessories P. Ltd.	3.26	87.87
	Global Public School (Gopi Bai Foundation)	-	75.00
	Total	14.46	169.37
5	Settlement of liabilities on behalf of the entity or by the entity on behalf of that related party		
	Holding Company Career Point Limited	0.90	13.34
	Total	0.90	13.34



For CAREER POINT EDUCATION LIMITED
Ramesh

For CAREER POINT EDUCATION LIMITED
Shikha
 Director

(c) Amount due to / from related parties

Sr No.	Nature of transaction / relationship	(₹ in Lakh)	
		Sept-23	Sept-22
1	Sundry Debtors Enterprises under the same management Career Point Accessories P. Ltd.	-	-
	Total	-	-
2	Advance From Customer Enterprises under the same management Career Point Accessories P. Ltd.	-	46.14
	Total	-	46.14
3	Loans and advances receivable Enterprises under the same management Srajan Capital Ltd.	659.14	304.61
	Total	659.14	354.61

27 Income Tax:

Amounts recognized in Statement of Profit and Loss

(₹ in Lakh)

Particulars	30.09.2023	30.09.2022
Current Income Tax		
- Current Period	-	-
- Adjustment in respect of current income tax of earlier Period	-	-
MAT (Credit) Entitlement	-	-
Deferred Tax- Relating to origination and reversal of temporary	(12.84)	0.00
Income tax expense reported in the statement of profit & loss	(12.84)	0.00

28 Previous Period figures have been regrouped/rearranged/recasted wherever consider necessary to make them comparable with current period.

As per our report of even date attached
for KAMAL GUPTA & COMPANY
Chartered Accountants
FRN : 031182C

CA. Kamal Gupta
Proprietor
M. No. : 439177

Date : 06/11/2023
Place : Kota
UDIN:



for and on behalf of the Board of Directors of
Career Point Edutech Limited

P. Maheshwari
Pranod Maheshwari
Director
DIN : 00185711

Shilpa Maheshwari
Shilpa Maheshwari
Director
DIN : 08305104

To,
The Board of Directors,
Career Point Limited
Village Tangori, Mohali,
Punjab 140601
India

Sub: Independent Auditor's Certificate certifying the proposed accounting treatment in the books of accounts of Career Point Limited contained in the proposed Scheme of Arrangement

1. This certificate is issued in accordance with the terms of our engagement letter dated 10th February 2023.
2. We, the statutory auditors of Career Point Limited (hereinafter referred to as the "Company"), have examined the proposed Accounting Treatment specified in paragraphs 7 and 19.1 of the Draft Composite Scheme of Arrangement ("Scheme") between *Srajan Capital Limited* (Transferor Company) and *Career Point Limited* (Transferee Company/ Demerged Company) and *Career Point Edutech Limited* (Resulting Company) and their respective shareholders in terms of the provisions of Section 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder, with reference to its compliance with the applicable Indian Accounting Standards (IND AS) (hereinafter referred to as "Indian Accounting Standards") notified under Section 133 of the Companies Act, 2013 read along with the rules made thereunder, as amended and other generally accepted accounting principles in India.

Management's responsibility

3. The responsibility for the preparation of the Scheme and ensuring its compliance with the relevant laws and regulations, including the applicable Indian Accounting Standards and other generally accepted accounting principles as aforesaid, is that of the Board of Directors of the Transferee Company / Demerged Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Scheme and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

Auditor's responsibility

4. Our responsibility pursuant to the requirements prescribed under section 232 of the Companies Act, 2013 and part I(A)(5) of SEBI Master Circular No. SEBI/HO/CFI/DIL1/CIR/P/2021/000000665 dated November 23, 2021 is limited to examine and report whether the accounting treatment specified in paragraphs 7 and 19.1 of the proposed Scheme comply with the applicable Indian Accounting Standards and other generally accepted accounting principles in India. Nothing contained in this certificate, nor anything said or done in the course of, or in connection with the services that are subject to this certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.
5. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.



- 6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements. Further, our examination did not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid Scheme.
- 7. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

Opinion

- 8. Based on our examination and according to the information, explanations and representation provided to us by the management of the Company, in our opinion, accounting treatment in the books of Transferee Company/demerged Company, as specified in paragraphs 7 and 19.1 of the proposed Scheme, is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and the applicable Indian Accounting Standards notified under section 133 of the Companies Act, 2013 read with rules made thereunder and other generally accepted accounting principles in India, as applicable.
- 9. For the ease of reference, copy of proposed Scheme, duly authenticated on the behalf of the Transferee Company, is reproduced in **Annexure I** of this Certificate, and is initialed by us only for the purpose of identification.

Restriction on use

- 10. The Certificate is issued at the request of the Transferee Company pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, for onward submission by the Transferee Company to the Stock Exchanges, SEBI, NCLT and such other statutory or regulatory authorities as may be required in connection with the proposed Scheme. This certificate should not be used for any other purpose without our prior written consent. Accordingly, we 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 Lodha & Co
 Chartered Accountants
 Firm Registration No.: 301051E



Lodha
 (Gaurav Lodha)
 Partner
 Membership No: 507462
 UDIN: 28507462B6VDES6928
 Place: New Delhi
 Date: 14-02-2023

COMPOSITE SCHEME OF ARRANGEMENT
BETWEEN
SRAJAN CAPITAL LIMITED
(TRANSFEROR COMPANY)
AND
CAREER POINT LIMITED
(TRANSFeree COMPANY/ DEMERGED COMPANY)
AND
CAREER POINT EDUTECH LIMITED (RESULTING COMPANY)
AND
THEIR RESPECTIVE SHAREHOLDERS

(UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS
OF THE COMPANIES ACT, 2013)

CAREER POINT LIMITED

DIRECTOR



A. PREAMBLE

This Composite Scheme of Arrangement ("Scheme") provides for

- a) amalgamation of Srajan Capital Limited into Career Point Limited, and
- b) demerger of Demerged Undertaking of Career Point Limited into Career Point Edutech Limited

pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.

B. DESCRIPTION OF COMPANIES

a) Srajan Capital Limited ("SCL") was incorporated as a public limited company on December 09, 2013 under the provisions of the Companies Act, 2013. The registered office of SCL has been shifted from Rajasthan to the State of Punjab vide the Order of the Regional Director dated February 07, 2020 and the fresh certificate of incorporation was issued by the Registrar of Companies, Chandigarh on April 03, 2020 with U65910PB2013PLC050993 as its CIN. The registered office of SCL is now situated at Village Tangori, Mohali, Punjab 140601. SCL is registered with the Reserve Bank of India as a non-deposit accepting Non-Banking Financial Company under Section 45 IA of Reserve Bank of India Act, 1934 vide certificate dated December 09, 2014 [Certificate No. B-10.00230]. Post shifting of registered office of SCL to the state of Punjab, Reserve Bank of India, Chandigarh has issued a fresh certificate of NBFC registration bearing certificate no. B-06.00624 on July 31, 2020. SCL is primarily engaged in the business of providing loans, including educational loans, institutional loans, personal loans and business loans (trade finance and term loans to regional SMEs). SCL is a wholly owned subsidiary of Career Point Limited.

b) Career Point Limited ("CPL") was incorporated as a public limited company on March 31, 2000 under the provisions of the Companies Act, 1956 under the name of "Career Point Infosystems Limited". The name has been changed to Career Point Limited on September 30, 2011. The registered office of CPL has been shifted from Rajasthan to the State of Punjab vide the Order of the Regional Director dated August 19, 2021 and the fresh certificate of incorporation was issued by the Registrar of Companies, Chandigarh on October 20, 2021 with L80100PB2000PLC054457 as its CIN. The registered office of CPL is now situated at Village Tangori, Mohali, Punjab 140601. The shares of CPL are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). CPL is primarily engaged in the education business includes offering the diversified products and integrated services in education segments including pre-school, school education (K-12), test preparation (tutorial services), higher education (universities), e-Learning and vocational education. CPL also carries on education



CAREER POINT LIMITED

[Signature]
DIRECTOR

business through its subsidiaries including Career Point Edutech Limited. Further, CPL holds investments in its subsidiaries which are engaged in non-education business.

- c) Career Point Edutech Limited ("CP Edutech") was incorporated as a public limited company on November 09, 2006 under the provisions of the Companies Act, 1956. The CIN of CP Edutech is U80302RJ2006PLC023306. The registered office of CP Edutech is situated at B-28, 10-B Scheme, Gopalpura Bypass Jaipur, Rajasthan 302016. CP Edutech is primarily engaged in the business of selling of Video Lecture of Physics, Chemistry, Math and Biology in pen drive and memory cards, books of IITJEE. CP Edutech also developed the software for online test series and maintaining of student data and provide the software on fixed price to educational institutions. Currently, CPL holds 5,78,947 equity shares having face value of INR 10 each in CP Edutech.

SCL, CPL and CP Edutech are together referred as "Parties"

C. RATIONALE FOR THE SCHEME

- a) **Consolidation of education business** – Management intends to consolidate education business in CP Edutech. Accordingly, demerger of education business of CPL into CP Edutech is being envisaged which will help in consolidation of education business in one single entity i.e. CP Edutech.
- b) **Consolidation of financial services business** – SCL is providing financial services. Merger of SCL into CPL will achieve consolidation of financial service business into CPL. CPL will become a non-banking financial company post effectiveness of Scheme and hence CPL is in the process of applying for NBFC registration with Reserve Bank of India.

In view of above, the Scheme provides the flexibility to future investors to invest in core education business and/or non-education business

- c) **Streamlining group structure and operations** – The Scheme ensures simplified and streamlined group structure by reducing the number of entities in the group. The Scheme ensures better synergy of operations by way of focused operational efforts, standardization & simplification of processes and productivity improvements which will entails the following advantages:

- Improve the overall operational efficiency and effectiveness of the respective businesses;
- Reduction in the overall operational and compliance cost



CAREER POINT LIMITED

DIRECTOR

- d) **Improve management control** – Ensures better management control on the respective businesses. Independent management of each of the education and non-education division will ensure adoption of strategies necessary for growth of respective businesses.

D. PARTS

This Scheme is divided into following parts and further details thereunder:

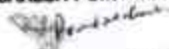
Part 1 – Definitions and share capital

Part 2 – Amalgamation of SCL into CPL

Part 3 – Demerger of Demerged Undertaking of CPL into CP Edutech

Part 4 – General terms and conditions applicable to this Scheme

CAREER POINT LIMITED



DIRECTOR



PART 1 – DEFINITIONS AND SHARE CAPITAL

1. DEFINITIONS

In this Part 1 of the Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the following meaning:

- (a) "Act" or "the Act" means the Companies Act, 2013 and rules made thereunder or any statutory modification, amendment or re-enactment thereof.
- (b) "Appointed Date" means April 1, 2023 or such other date as may be approved by the Hon'ble NCLT.
- (c) "Board of Directors" of SCL, CPL and CP Edutech shall include any committee thereof.
- (d) "Composite Scheme of Arrangement" or "this Scheme" or "the Scheme" means this Composite Scheme of Arrangement in its present form containing amendment in the Clause 32 with other consequential changes made under the Scheme.
- (e) "CP Edutech" or "Resulting Company" means Career Point Edutech Limited, a company incorporated under the Companies Act, 1956 and having its registered office at B-28, 10-B Scheme, Gopalpura Bypass Jaipur, Rajasthan 302018. The registered office of CP Edutech will be shifted from the state of Rajasthan to the state of Punjab prior to filing the Scheme with the Hon'ble NCLT.
- (f) "CPL" or "Transferee Company" or "Demerged Company" means Career Point Limited, a company incorporated under the Companies Act, 1956 and having its registered office at Village Tangori, Mohali, Punjab 140601.
- (g) "Demerged Undertaking" means "Education Undertaking" of the Demerged Company on a going concern basis, other than Remaining Business, and including the business activity of Education Undertaking covering all related assets, investments, liabilities, rights and obligations, investments in its subsidiaries including CP Edutech which are engaged in education business and shall include (without limitation):

- any and all the properties and assets whether movable or immovable, real or personal, in possession or reversion, corporeal or incorporeal, tangible or intangible, present or contingent and including but without being limited to land and building, all fixed and movable plant and machinery, leasehold or freehold, tangible or intangible, including all computers and accessories, software and related data,



CAREER POINT LIMITED
 [Signature]
 DIRECTOR

leasehold improvements, plant and machinery, offices, capital work-in-progress, raw materials, finished goods, vehicles, stores and spares, loose tools, sundry debtors furniture, fixtures, fittings, office equipment, telephone, facsimile and other communication facilities and equipments, electricals, appliances, accessories, deferred tax assets and investments related to Demerged Undertaking of the Demerged Company;

- any and all liabilities present and future including the contingent liabilities related to Demerged Undertaking of the Demerged Company;
- any and all rights and licenses including, all assignments and grants thereof, all permits, quotas, holidays, benefits, clearances and registrations whether under Central, State or other laws, rights (including rights/ obligations under any agreement, contracts, applications, letters of intent, or any other contracts), subsidies, grants, tax credits (including MODVAT/ CENVAT, Service Tax credits, GST credits), tax deferrals, advance tax credit, deferred tax assets, incentives or schemes of central/ state/ local governments, certifications and approvals, regulatory approvals, entitlements, other licenses, environmental clearances, municipal permissions, approvals, consents, tenancies, investments and/ or interest (whether vested, contingent or otherwise), cash balances, bank balances, bank accounts, reserves, deposits, advances, recoverable, receivables, benefit of insurance claims, easements, advantages, financial assets, hire purchase and lease arrangements, the benefits of bank guarantees issued by the Demerged Company, funds belonging to or proposed to be utilised by the Demerged Company, privileges, all other claims, rights and benefits (including under any powers of attorney issued by the Demerged Company or any powers of attorney issued in favour of the Demerged Company or from or by virtue of any proceeding before a legal, quasi-judicial authority or any other statutory authority, to which the Demerged Company was a party), powers and facilities of every kind, nature and description whatsoever, rights to use and avail of telephones, telexes, facsimile connections and installations, utilities, electricity, water and other services, provisions, funds, benefits duties and obligations of all agreements, contracts and arrangements and all other interests related to the Demerged Undertaking of the Demerged Company;
- all employees who are on the payroll of the Demerged Company, related to the Demerged Undertaking of the Demerged Company, immediately preceding the Effective Date;
- any and all deposits and balances with Government, Semi-Government, local and other authorities and bodies, customers and other persons, share application money, earnest moneys and/ or security deposits paid or received by the



CAREER POINT LIMITED

[Signature]
DIRECTOR

Demerged Company related to the Demerged Undertaking of the Demerged Company

- any and all books, records, files, papers, product specifications and process information, records of standard operating procedures, computer programs along with their licenses, manuals and back up copies, drawings, other manuals, data catalogues, quotations, sales and advertising materials, and other data and records whether in physical or electronic form related to the Demerged Undertaking of the Demerged Company
- all intellectual property rights including all trademarks, trademark applications, trade names, patents and patent applications, domain names, logo, websites, internet registrations, copyrights, trade secrets, service marks, quality certifications and approvals and all other interests exclusively relating to the Demerged Company related to Demerged Undertaking of the Demerged Company.

It is intended that the definition of Demerged Undertaking under this clause would enable the transfer of all property, assets, rights, liabilities, employees etc of the Demerged Company to the Resulting Company pursuant to this Scheme except the Remaining Business.

- (h) "Effective Date" means the last of the dates on which all the conditions and matters referred to in Clause 30 hereof have been fulfilled. References in this Scheme to the date of "coming into effect of this Scheme" or "effectiveness of this Scheme" shall mean the Effective Date.
- (i) "Merged Undertaking" means and includes the whole of the business of Transferor Company and shall mean all assets, properties and liabilities and shall include (without limitation):
- all secured and unsecured debts, present and future liabilities, contingent liabilities, duties and obligations (including duties/ rights/ obligations imposed by any authority or under any agreement, contracts, applications, letters of intent or any other contracts) and land and building, leasehold assets and other properties, real, in possession or reversion, present and contingent assets (whether tangible or intangible) of whatsoever nature and including but without being limited to all plant and machinery, computers and accessories, software, leasehold improvements, vehicles, fixed assets, work in progress, appliances, accessories, sundry debtors, inventories, current assets, investments of all kinds [shares, scrips, stocks, bonds, debentures etc.], reserves, provisions, funds, as on the Appointed Date;

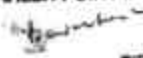
CAREER POINT LIMITED

DIRECTOR



- offices, import entitlements, import licenses, other licenses, approvals, permissions, registrations, copyrights, patents, titles, trade names, trademarks, applications for copyrights, patents, trade names and trademarks, any other intellectual property whether registered or otherwise, labels, label designs, quality certifications, leases, licenses, tenancy rights, no objection certificate from any authorities (including the Municipal Authorities, Department of Town & Country Planning, Development Authority, Electricity Board), power of attorney, premises, hire purchase and lease arrangements, office equipment, electrical fittings, furniture and fittings, capital work in progress, telephones, telexes, email and facsimile connections, communication facilities, equipment and installations and utilities, electricity, water and other service connections, benefits of agreements, contracts and arrangements including customer contracts, powers, authorities, permits, Central government/ State government incentives/ schemes/ benefits under any law in force including all single window clearances, prospecting licenses, environmental clearances, allotments, approvals, certifications, consents, privileges, balances with all regulatory authorities, liberties, advantages, easements and all the rights, titles, interest, goodwill, benefit and advantage, deposits, receivables, funds, cash, bank balances and bank accounts, bills of exchange, benefits of assets or properties or other interest held in trusts, benefit of any deposits, financial assets, benefit of any bank guarantees, loans and advances, accounts, subsidies, grants, tax credits (including MODVAT/ CENVAT, Service Tax credits, GST credits, MAT credits), advance tax credits, withholding tax credits and other tax refund and credits and any other tax incentives and benefits, advantages, exemptions, tax holidays, remissions and reductions and all other rights, claims and powers, of whatsoever nature and wheresoever situated belonging to or in the possession of or granted in favour of or enjoyed by Transferor Company, as on the Appointed Date and all earnest money and/ or deposits including security deposits paid by Transferor Company;
- right to any claim not preferred or made by Transferor Company in respect of any refund of tax, duty, cess or other charge and in respect of set-off, carry-forward of unabsorbed losses and unabsorbed tax depreciation under rebates, tax holidays, Income credits etc.
- all employees of Transferor Company on the date immediately preceding the Effective Date;
- all other obligations of whatsoever kind, including liabilities of the Transferor Company regarding their employees with respect to the payment of compensation, gratuity, provident fund etc and benefits or obligations of any kind whether insurances, retirement etc.



CAREER POINT LIMITED

 DIRECTOR

- all necessary records, files, papers, engineering and process information, computer programme, manuals, data, catalogues, quotations, sales and advertising materials, list of present and former customers and suppliers, customer credit information, customer pricing information and other records in connection with or relating to Transferor Company.

It is intended that the definition of Merged Undertaking under this clause would enable the transfer of all property, assets, liabilities, employees etc of Transferor Company to the Transferee Company pursuant to this Scheme.

- (j) "NCLT" shall mean the Hon'ble National Company Law Tribunal at Chandigarh.
- (k) "Remaining Business" shall mean the Demerged Company post demerger of the Education Undertaking in accordance with this Part 3.
- (l) "SCL" or "Transferor Company" means Srajan Capital Limited, a company incorporated under the Companies Act, 2013 and having its registered office at Village Tangori, Mohali, Punjab 140601.
- (m) "SEBI" means the Securities and Exchange Board of India, constituted under the Securities and Exchange Board of India Act, 1992;
- (n) "SEBI Circular" means the circular issued by the SEBI, being Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 and any amendments thereof issued pursuant to Regulations 11, 37 and 94 of the SEBI LOOR Regulations or any other circulars issued by SEBI applicable to schemes of amalgamation or arrangement;
- (o) "SEBI LOOR Regulations" means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;
- (p) "Specified Date" means the date to be fixed by the Board of Directors of the Resulting Company for the purpose of determining the shareholders of the Demerged Company for the purpose of issuance of shares upon demerger of Demerged Undertaking of Demerged Company into the Resulting Company;
- (q) "Stock Exchanges" means BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and any other recognized stock exchange, as the case may be;



CAREER POINT LIMITED

P. Srinivas

Director

EXPRESSIONS NOT DEFINED IN THIS PART

The expressions which are used in this Scheme and not defined, shall, unless repugnant or contrary to the context or meaning hereof, have the same meaning ascribed to them under the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and other applicable laws, rules, regulations, bye-laws, as the case may be, or any statutory modification or re-enactment thereof from time to time.

2. DATE OF COMING INTO EFFECT

The Scheme set out herein in its present form or with such modifications or amendments as directed by the NCLT or other appropriate authority shall be effective from the Appointed Date herein, although it shall be operative from the Effective Date.

3. SHARE CAPITAL

- (a) The authorized, issued, subscribed and paid up share capital of SCL as on September 30, 2022 as per audited financial statements is as follows:

PARTICULARS	AMOUNT (Rs)
AUTHORIZED CAPITAL	
80,00,000 Equity shares of Rs. 10/- each	8,00,00,000
8,55,000 Preference shares of Rs. 10 each	85,50,000
Total	88,550,000
ISSUED, SUBSCRIBED AND PAID-UP CAPITAL	
62,27,000 Equity Shares of Rs. 10 each	6,22,70,000
8,55,000 Preference shares of Rs. 10 each	85,50,000
Total	7,08,20,000

- (b) The authorized, issued, subscribed and paid up share capital of CPL as on September 30, 2022 as per audited financial statements is as follows:

PARTICULARS	AMOUNT (Rs)
AUTHORIZED CAPITAL	
2,50,00,000 Equity Shares of Rs 10/- each	25,00,00,000
Total	25,00,00,000
ISSUED, SUBSCRIBED AND PAID-UP CAPITAL	



CAREER POINT LIMITED
 Director
 Director

1,81,92,939 Equity Shares of Rs 10/- each	18,19,29,390
Total	18,19,29,390

- (c) The authorized, issued, subscribed and paid up share capital of CP Edutech as on September 30, 2022 as per audited financial statements is as follows:

PARTICULARS	AMOUNT (Rs)
AUTHORIZED CAPITAL	
50,00,000 Equity shares of Rs.10/- each	5,00,00,000
Total	5,00,00,000
ISSUED, SUBSCRIBED AND PAID-UP CAPITAL	
5,78,947 equity shares of Rs.10/- each	57,89,470
Total	57,89,470



CAREER POINT LIMITED

[Signature]
DIRECTOR

PART 2 – AMALGAMATION OF SCL INTO CPL

4. COMPLIANCE WITH TAX LAWS

- 4.1 The proposed amalgamation of SCL into CPL has been drawn up to comply with the conditions relating to "Amalgamation" as specified under the tax laws, including Section 2(1B) of the Income Tax Act, 1961 and all other relevant Sections (including Section 47 and Section 72A) of the Income Tax Act, 1961.
- 4.2 If any terms or provisions of this Part 2 are found to be or interpreted to be inconsistent with any of the said provisions at a later date, whether as a result of any amendment of law or any judicial or executive interpretation or for any other reason whatsoever, the aforesaid provisions of the tax laws shall prevail. This Part 2 shall then stand modified to the extent determined necessary to comply with the said provisions. Such modification will however not affect other parts of this Part 2 and the power to make any such amendments shall vest with the Board of Directors of CPL and SCL.

5. AMALGAMATION OF TRANSFEROR COMPANY INTO THE TRANSFEREE COMPANY

- 5.1 Upon coming into effect of this Scheme and with effect from the Appointed Date, the Merged Undertaking of the Transferor Company shall, pursuant to the provisions contained in Section 230 to 232 of the Act and other provisions of law for the time being in force and without any further act or deed, be transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company, in accordance with Section 2(1B) of the Income Tax Act, 1961, so as to become as and from the Appointed Date, the assets and liabilities of the Transferee Company and to vest in the Transferee Company all the rights, titles, interests or obligations of the Transferor Company therein.
- 5.2 All assets acquired by the Transferor Company after the Appointed Date and prior to the Effective Date shall also stand transferred to and vested in the Transferee Company upon the Scheme coming into effect. Where any of the assets of the Transferor Company as on the Appointed Date deemed to be transferred to the Transferee Company have been sold or transferred by the Transferor Company after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Transferee Company.
- 5.3 In respect of the assets of the Transferor Company (mentioned in Clause 5.1 and 5.2 above) as are movable in nature or are otherwise capable of transfer by manual delivery,



CAREER POINT LTD.

 DIRECTOR

by paying over or by endorsement and delivery, the same may be so delivered, paid over, or endorsed and delivered, by the Transferor Company and shall become the property of the Transferee Company as an integral part of the Transferee Company. The aforesaid transfer shall be deemed to take effect from the Appointed Date without requiring any deed or instrument of conveyance for the same. Such delivery shall be made on a date mutually agreed upon between the Board of Directors of the Transferor Company and the Transferee Company.

- 5.4 In respect of movables of the Transferor Company other than those specified in Clause 5.3 above, including sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances, deposits and balances, if any, with Government, Semi-Government, local and other authorities and bodies, customers and other persons, it shall not be necessary to obtain the consent of any third party or other person in order to give effect to the provisions of this sub-clause, and such transfer shall be effected by notice to the concerned persons, or in any manner as may be mutually agreed by the Transferor Company and the Transferee Company.
- 5.5 In respect of the assets of the Transferor Company other than those referred to in Clause 5.3 and 5.4 above, the same shall without any further act, instrument or deed be transferred to and vested in and/ or be deemed to be transferred to and vested in the Transferee Company pursuant to the Act and other applicable provisions of law. The mutation of the title to the immovable properties, if any, in favour of the Transferee Company shall be made and duly recorded by the appropriate authorities pursuant to the sanction of the Scheme and it becoming effective in accordance with the terms hereof.
- 5.6 Subject to the other provisions of this Scheme, any ongoing lease, all licenses, permissions, approvals, consents, registrations and no-objection certificates obtained by the Transferor Company in terms of the various statutes and/ or schemes of Union and State Governments, shall be available to and vest in the Transferee Company, without any further act or deed and shall be appropriately mutated by the statutory authorities concerned therewith in favour of the Transferee Company.
- 5.7 All loans raised and used and all liabilities and obligations incurred by the Transferor Company after the Appointed Date and prior to the Effective Date and all duties, losses and obligations of the Transferor Company, whether or not recorded in its books of accounts shall be deemed to have been raised, used or incurred for and on behalf of the Transferee Company and to the extent they are outstanding on the Effective Date, shall also without any further act or deed be and stand transferred to the Transferee Company and shall become its liabilities and obligations on the same terms and conditions as were applicable to the respective Transferor Company.



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- 5.8 Loans or other obligations, if any, due between and amongst Transferor Company and the Transferee Company shall stand discharged and there shall be no liability in that behalf.
- 5.9 Upon coming into effect of this Scheme, it is hereby clarified that any reference in any security documents or arrangements (to which the Transferor Company is a party) to the assets of the Transferor Company offered or agreed to be offered as security for any financial assistance or obligations shall be construed as reference only to the assets pertaining to the Transferor Company as are vested in the Transferee Company by virtue of the aforesaid Clauses, to the end and intent that such security, charge and mortgage shall not extend or be deemed to extend, to any of the other assets of the Transferor Company or any of the assets of the Transferee Company.
- Provided that the securities, charges and mortgages (if any subsisting) over and in respect of the assets or any part thereof of the Transferee Company shall continue with respect to such assets or part thereof and this Scheme shall not operate to enlarge such securities, charges or mortgages to the end and intent that such securities, charges and mortgages shall not extend or be deemed to extend, to any of the assets of the Transferor Company vested in the Transferee Company.
- Provided always that this Scheme shall not operate to enlarge the security for any loan, deposit or facility created by the Transferor Company which shall vest in the Transferee Company pursuant to the Scheme and the Transferee Company shall not be obliged to create any further or additional security thereof after the Scheme has become operative.
- 5.10 Without prejudice to the provisions of the foregoing clauses and upon the effectiveness of this Scheme, the Transferee Company and the Transferor Company shall execute instruments or documents or do all the acts and deeds as may be required, including the filing of necessary particulars and/ or modification(s) of charge, with the Registrar of Companies, to give formal effect to the above provisions, if required.

6. ISSUE OF SHARES

- 6.1 The entire share capital (equity shares and preference shares) of Transferor Company is held by the Transferee Company. Accordingly, the Transferor Company is a wholly owned subsidiary of the Transferee Company. Hence, upon the Scheme becoming an effective, no shares of the Transferee Company shall be allotted in lieu or exchange of the holding of the Transferee Company in the Transferor Company and all the shares held by the Transferee Company in the share capital of the Transferor Company as on the Effective Date shall stand cancelled, without any further act or deed. The said



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cancellation of existing share capital of the Transferor Company shall be effected as an integral part of this scheme.

7. ACCOUNTING TREATMENT

Upon the Scheme becoming effective, the Transferee Company shall account for the amalgamation of the Transferor Company in its books of accounts in accordance with 'Pooling of Interest Method' of accounting as laid down in Appendix C of IND-AS 103 notified under section 133 of the Companies Act, 2013 such that:

- 7.1 All the assets and liabilities recorded in the books of the Transferor Company shall stand transferred to and vested in the Transferee Company pursuant to the Scheme and shall be recorded by the Transferee Company at their respective carrying values as appearing in the books of the Transferor Company, as on the Appointed Date.
- 7.2 The identity of the reserves of the Transferor Company, if any, shall be preserved and they shall appear in the financial statements of the Transferee Company in the same form and manner, in which they appeared in the financial statements of the Transferor Company, prior to this Scheme becoming effective. All the reserves of the Transferor Company under different heads shall become the corresponding reserves of the Transferee Company.
- 7.3 To the extent that there are inter-corporate loans, inter-company payables, receivables (including loans, advances or debentures, deposits, balances etc.) and other obligations or balances between the Transferor Company and the Transferee Company, the obligations in respect thereof shall come to an end and corresponding effect shall be given in the books of account and records of the Transferee Company for the reduction of any assets or liabilities, as the case may be.
- 7.4 Upon the coming into effect of this Scheme, inter Company investment in the books of Transferor Company and the Transferee Company, representing shares of Transferor Company and/ or the Transferee Company will stand cancelled and no shares or consideration shall be issued by the Transferee Company in respect of such cancelled shares.



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- 7.5 Upon this Scheme becoming effective and with effect from the Appointed Date, the difference, if any, between the value of total assets and total liabilities as recorded in the books of the Transferee Company, pursuant to paragraph 7.1 above, and after making adjustments as stated in paragraphs 7.2, 7.3 and 7.4 shall be recorded as and credited to or debited to the Capital Reserve, as the case may be, available in the financial statements of the Transferee Company.
- 7.6 The financial information in the financial statements of the Transferee Company in respect of prior periods should be restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination. However, if business combination had occurred after that date, the prior period information shall be restated only from that date.
- 7.7 In case of any differences in the accounting policies between the Transferor Company and the Transferee Company, the accounting policies followed by the Transferee Company will prevail and the impact of the same till the Appointed Date will be quantified and the same shall be appropriately adjusted and reported in accordance with applicable accounting rules and principles, so as to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policies.
- 7.8 Notwithstanding the above, the Board of Directors of the Transferee Company, in consultation with its Statutory Auditors, is authorised to account for any of these balances in any manner whatsoever, as may be deemed fit, in accordance with the prescribed Ind AS specified as per section 133 of the Companies Act, 2013 read with the relevant rules issued thereunder.

8. AMALGAMATION OF AUTHORIZED SHARE CAPITAL OF TRANSFEROR COMPANY

- 8.1 Upon this Scheme becoming effective and with effect from the Appointed Date, the authorized share capital of the Transferor Company shall stand transferred to and be amalgamated with the authorized share capital of the Transferee Company, without any liability for payment of any additional fees (including registrar of companies fees) or stamp duty. Consequently, clause V of the Memorandum of Association of the Transferee Company shall without any further act or deed shall stand altered, modified, and amended accordingly.
- 8.2 It is hereby clarified that the consent of the shareholders of the Transferor Company and the Transferee Company to this Scheme shall be sufficient for the purposes of effecting this amendment in the Memorandum and Articles of Association of the Transferee



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Company and that no further resolution under Section 13, and Sections 61 and 64 or any other applicable provisions of the Act, would be required to be separately passed, nor any additional registration fee, stamp duty, etc. be payable by the Transferee Company.

GENERAL TERMS AND CONDITIONS APPLICABLE TO THE AMALGAMATION OF TRANSFEROR COMPANY

9. BUSINESS AND PROPERTY IN TRUST

9.1 Upon the coming into effect of this Scheme, as and from the Appointed Date and upto and including the Effective Date, the Transferor Company shall be deemed to have been carrying on all the activities relating to the Transferor Company and stand possessed of all the related assets, for and on account of, and in trust for the Transferee Company.

9.2 Any profits accruing to the Transferor Company, or losses, charges, costs, expenses arising or incurred by it including the effect of taxes, if any, thereon, including but not limited to advance tax, tax deducted at source, Minimum Alternate Tax credit etc. shall for all purposes, be treated as the profits, taxes or losses, as the case may be, of the Transferee Company.

9.3 The Transferor Company undertake that they will from the date of approval of this Scheme by their Board of Directors and up to and including the Effective Date preserve its assets and investments and agree that they shall not, in any material respect, without the prior written consent of the Transferee Company, alienate, charge or otherwise deal with or dispose off any assets and investments or part thereof except in the ordinary course of business or pursuant to any pre-existing obligation undertaken prior to the date of approval of this Scheme by the Board of Directors of the Transferor Company.

10. LEGAL PROCEEDINGS

10.1 Upon the coming into effect of this Scheme, all proceedings by or against the Transferor Company under any statute, whether or not pending on the Appointed Date, or which may be instituted any time in the future (relating to any period prior to the Appointed Date) and in each case relating to the Transferor Company shall be continued and enforced by or against the Transferee Company after the Effective Date and shall not abate or be discontinued nor be in any way prejudicially affected by reason of the amalgamation of the Transferor Company or anything contained in this Scheme.

11. STAFF AND EMPLOYEES

11.1 On this Scheme coming into effect, all staff and employees of the Transferor Company, in service on such date shall be deemed to have become staff and employees of the



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Transferee Company without any break in their service and on the basis of continuity of service, the terms and conditions of their employment with the Transferee Company shall not be less favourable than those applicable to them with reference to the Transferor Company on the day immediately preceding the Effective Date. Further, the existing Provident Fund, Gratuity Fund, Superannuation Fund etc of the employees of the Transferor Company in relation to the Transferor Company shall be transferred to the Transferee Company. It is clarified that the services of the employees of the Transferor Company shall be treated as having been continuous for the purpose of the said Fund or Funds.



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12. TREATMENT OF TAXES

12.1 Any tax liabilities under the Income-tax Act, 1961, Customs Act, 1962, Central Excise Act, 1944, Service Tax, Sales Tax laws, Goods and Services Tax or other applicable laws/ regulations dealing with taxes/ duties/ levies (hereinafter in this Clause referred to as "Tax Laws") allocable or related to the business of Transferor Company to the extent not provided for or covered by tax provision in the accounts made as on the date immediately preceding the Appointed Date shall be transferred to the Transferee Company. Any surplus in the provision for taxation/ duties/ levies account including advance tax, MAT and withholding tax as on the date immediately preceding the Appointed Date will also be transferred to the account of the Transferee Company. Any refund under the Tax Laws due to Transferor Company consequent to the assessments made on Transferor Company and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Transferee Company.

12.2 All taxes (including income tax, sales tax, excise duty, customs duty, service tax, goods and services tax, VAT, GST etc) paid or payable by Transferor Company in respect of the operations and/or the profits of the business before the Appointed Date, shall be on account of Transferor Company and, insofar as it relates to the tax payment (including, without limitation, sales tax, excise duty, custom duty, income tax, service tax, VAT etc.), whether by way of deduction at source, advance tax or otherwise howsoever, by Transferor Company in respect of the profits or activities or operation of the business after the Appointed Date, the same shall be deemed to be the corresponding item paid by the Transferee Company, and, shall, in all proceedings, be dealt with accordingly.

Upon the Scheme becoming effective, the Transferee Company is also expressly permitted to revise its income tax returns and other returns filed under the tax laws and to claim refunds, advance tax and withholding tax credits, etc, pursuant to the provisions of this Scheme.

12.3 Any tax incentives, benefits [including claims for unabsorbed tax losses and unabsorbed tax depreciation], advantages, privileges, exemptions, credits, tax holidays which would have been available to any of the Transferor Company shall be available to the Transferee Company.

12.4 All compliances w.r.t. taxes between the Appointed Date and the Effective Date, undertaken by Transferor Company shall upon effectiveness of this scheme, be deemed to have been complied with, by the Transferee Company. Any Taxes deducted by the Transferee Company from payments made to the Transferor Company shall be deemed to be advance tax paid by the Transferee Company.

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13. SAVING OF CONCLUDED TRANSACTIONS

13.1 The transfer and vesting of the assets, liabilities, rights and obligations of the Transferor Company and continuance of the proceedings by or against the Transferor Company shall not in any manner affect any transaction or proceedings already completed by the Transferor Company on or before the Appointed Date to the end and intent that the Transferee Company shall accept all such acts, deeds and things done and executed by and/ or on behalf of the Transferor Company as acts, deeds and things done and executed by and on behalf of the Transferee Company.

14. COSTS, CHARGES AND EXPENSES

14.1 Except in the circumstances mentioned in Clause 31 below and the withdrawal of this Scheme as mentioned in Clause 32 above, all costs, charges, taxes including duties (including the stamp duty and/ or transfer charges, if any, applicable in relation to Part 2 of this Scheme), levies and all other expenses, if any (save as expressly otherwise agreed) of the Transferor Company and the Transferee Company arising out of or incurred in carrying out and implementing Part 2 of this Scheme and matters incidental thereto shall be borne and paid by the Transferee Company. All the aforesaid expenses shall be referred as 'Expenses of Amalgamation'.



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PART 3 – DEMERGER OF DEMERGED UNDERTAKING OF CPL INTO CP EDUTECH

15. COMPLIANCE WITH TAX LAWS

15.1 The demerger of Demerged Undertaking of CPL into CP Edutech has been drawn up to comply with the conditions relating to "Demerger" as specified under the tax laws, including Section 2(19AA) of the Income Tax Act, 1961 and all other relevant Sections (including Section 47 and Section 72A) of the Income Tax Act, 1961.

If any terms or provisions of the Part 3 are found to be or interpreted to be inconsistent with any of the said provisions at a later date, whether as a result of any amendment of law or any judicial or executive interpretation or for any other reason whatsoever, the aforesaid provisions of the tax laws shall prevail. This Part shall then stand modified to the extent determined necessary to comply with the said provisions. Such modification will however not affect other parts of the Part, and the power to make any such amendments shall vest with the Board of Directors of CP Edutech and CPL.

16. DEMERGER OF DEMERGED UNDERTAKING OF THE DEMERGED COMPANY INTO THE RESULTING COMPANY

16.1 Upon coming into effect of this Scheme and with effect from the Appointed Date, the Demerged Undertaking shall, pursuant to the provisions contained in Section 230 to 232 of the Act and other provisions of law for the time being in force and without any further act or deed, be demerged from the Demerged Company and be transferred to and vested in or be deemed to have been transferred to and vested in the Resulting Company, on a going concern basis at book values, so as to become as and from the Appointed Date, the undertaking of the Resulting Company, and to vest in the Resulting Company all the rights, title, interest or obligations of the Demerged Company therein.

16.2 All assets acquired by the Demerged Company after the Appointed Date and prior to the Effective Date in relation to or pertaining to Demerged Undertaking shall also stand transferred to and vested in the Resulting Company upon the coming into effect of the Scheme. Where any of the assets of the Demerged Company as on the Appointed Date deemed to be transferred to the Resulting Company have been sold or transferred by the Demerged Company after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Resulting Company.

16.3 In respect of the assets of the Demerged Undertaking (mentioned in Clause 16.1 and Clause 16.2 above) as are movable in nature or are otherwise capable of transfer by manual delivery, by paying over or by endorsement and delivery, the same may be so



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delivered, paid over, or endorsed and delivered, by the Demerged Company and shall become the property of the Resulting Company as an integral part of the Demerged Undertaking of the Demerged Company transferred to it. The aforesaid transfer shall be deemed to take effect from the Appointed Date without requiring any deed or instrument of conveyance for the same. Such delivery shall be made on a date mutually agreed upon between the Board of Directors of the Demerged Company and the Board of Directors of the Resulting Company.

16.4 In respect of movables of the Demerged Undertaking other than those specified in Clause 16.3 above, including sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances, deposits and balances, if any, with Government, Semi-Government, local and other authorities and bodies, customers and other persons, it shall not be necessary to obtain the consent of any third party or other person in order to give effect to the provisions of this sub-clause, and such transfer to the Resulting Company shall be effected by notice to the concerned persons, or in any manner as may be mutually agreed by the Resulting Company and the Demerged Company.

16.5 In respect of the assets of the Demerged Undertaking other than those referred to in Clause 16.3 and 16.4 above, the same shall without any further act, instrument or deed be transferred to and vested in and/ or be deemed to be transferred to and vested in the Resulting Company pursuant to the Act and other applicable provisions of law. The mutation of the title to the immovable properties, if any, in favour of the Resulting Company shall be made and duly recorded by the appropriate authorities pursuant to the sanction of the Scheme and it is becoming effective in accordance with the terms hereof.

16.6 Subject to the other provisions of this Scheme, all licenses, permissions, approvals, consents, registrations and no-objection certificates obtained by the Demerged Company for the operations of the Demerged Undertaking in terms of the various statutes and/ or schemes of Union and State Governments, shall be available to and vest in the Resulting Company, without any further act or deed and shall be appropriately mutated by the statutory authorities concerned therewith in favour of the Resulting Company. Since the Demerged Undertaking will be transferred to and vested in the Resulting Company as a going concern without any break or interruption in the operations thereof, the Resulting Company shall be entitled to the benefit of all such licenses, permissions, approvals, consents, registrations and no-objection certificates and to carry on and continue the operations of the Demerged Undertaking on the basis of the same upon this Scheme becoming effective.

Further, it is clarified that upon the coming into effect of this Scheme, in accordance with the provisions of relevant laws, consents, permissions, licenses, certificates, authorities, powers of attorneys given by, issued to or executed in favour of the Demerged



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Company, and the rights, benefits, subsidies, special status under the same shall, in so far as they relate to the Demerged Undertaking and all other interests relating to activities carried on by the Demerged Undertaking, and all certifications and approvals, trademarks, patents and domain names, copyrights, industrial designs, trade secrets, product registrations and other intellectual property and all other interests relating to the Demerged Undertaking, be transferred to and vested in the Resulting Company.

- 16.7 It is clarified that, upon the coming into effect of the Scheme, the liabilities and obligations of the Demerged Company, as decided by the Board of Directors, as on the Appointed Date and being a part of the Demerged Undertaking shall, without any further act or deed be and shall stand transferred to the Resulting Company.
- 16.8 All loans raised and all liabilities and obligations incurred by the Demerged Company for the operations of the Demerged Undertaking after the Appointed Date and prior to the Effective Date shall be deemed to have been raised or incurred for and on behalf of the Resulting Company and to the extent they are outstanding on the Effective Date, shall also without any further act or deed be and stand transferred to the Resulting Company and shall become its liabilities and obligations.
- 16.9 Upon the coming into effect of this Scheme, in so far as the security in respect of the liabilities of the Demerged Company for Demerged Undertaking as on the Appointed Date is concerned, it is hereby clarified that the Demerged Company and the Resulting Company shall, subject to confirmation by the concerned creditor(s), mutually agree upon and arrange for such security as may be considered necessary to secure such liabilities, and obtain such consents under law as may be prescribed.

Provided further that the securities, charges and mortgages (if any subsisting) over and in respect of the assets or any part thereof of the Resulting Company shall continue with respect to such assets or part thereof and this Scheme shall not operate to enlarge such securities, charges or mortgages to the end and intent that such securities, charges and mortgages shall not extend or be deemed to extend, to any of the assets of the Demerged Company vested in the Resulting Company.

Provided always that this Scheme shall not operate to enlarge the security for any loan, deposit or facility created by the Demerged Company which shall vest in the Resulting Company by virtue of the demerger of the Demerged Undertaking into the Resulting Company and the Resulting Company shall not be obliged to create any further or additional security thereof after the Scheme has become operative.

- 16.10 Without prejudice to the provisions of the foregoing clauses and upon the effectiveness of this Scheme, the Resulting Company and the Demerged Company shall execute



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instruments or documents or do all the acts and deeds as may be required, including the filing of necessary particulars and/ or modification(s) of charge, with the Registrar of Companies, to give formal effect to the above provisions, if required.

17. REMAINING BUSINESS

- 17.1 The Remaining Business shall continue to belong to and be vested in and be managed by Demerged Company.
- 17.2 Further, all proceedings, by or against the Demerged Company under any statute, whether pending on the Appointed Date or which may be instituted at any time thereafter, and in each case relating to the Remaining Business shall be continued and enforced by or against the Demerged Company after the Effective Date.
- 17.3 With effect from the Appointed Date and up to and including the Effective Date:
- a) all profits accruing to the Demerged Company or losses arising or incurred by it (including the effect of taxes, if any, thereon) relating to the Remaining Business shall, for all purposes, be treated as the profits or losses, as the case may be, of the Demerged Company; and
 - b) all assets and properties acquired by the Demerged Company in relation to the Remaining Business on and after the Appointed Date shall belong to and continue to remain vested in the Demerged Company.

18. ISSUE OF SHARES ON DEMERGER OF DEMERGED UNDERTAKING

- 18.1 Upon this scheme coming into effect, in consideration of the transfer of the Demerged Undertaking by the Demerged Company to the Resulting Company, in terms of this Scheme, the Resulting Company shall, without any further act or deed, issue and allot to every member of the Demerged Company holding fully paid up equity shares in the Demerged Company and whose names appear in the Register of Members of the Demerged Company on the Specified Date in the following ratio:

- 1 equity share (face value of INR 10/- per share) of CP Edutech to be issued for every 1 equity share (face value of INR 10/- per share) of CPL

- 18.2 The share entitlement specified in Clause 18.1 shall be suitably adjusted for changes in the capital structure of either the Demerged Company or the Resulting Company post the date of the Board Meeting approving the Scheme provided the changes relate to matters such as bonus issue, split of shares, consolidation of shares and any increase in paid up equity share capital. All such adjustments to the share entitlement ratio shall be



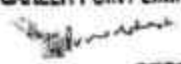
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deemed to be carried out as an integral part of this Scheme upon agreement in writing by the Board of Directors of the Demerged Company and the Resulting Company.

- 18.3 The equity shares issued and allotted by the Resulting Company in terms of this Scheme shall rank *pari passu* in all respects with the existing equity shares of the Resulting Company.
- 18.4 The shares issued to the members of the Demerged Company pursuant to clause 18.1 above shall be issued in dematerialized form by the Resulting Company, unless otherwise notified in writing by the shareholders of the Demerged Company to the Resulting Company on or before such date as may be determined by the Board of Directors of the Resulting Company or a committee thereof. In the event that such notice has not been received by the Resulting Company in respect of any of the members of the Demerged Company, the shares shall be issued to such members in dematerialized form provided that the members of the Demerged Company shall be required to have an account with a depository participant and shall provide details thereof and such other confirmations as may be required it is only thereupon that the Resulting Company shall issue and directly credit the dematerialized securities to the account of such member with the shares of the Resulting Company. In the event that the Resulting Company has received notice from any member that shares are to be issued in certificate form or if any member has not provided the requisite details relating to the account with depository participant or other confirmations as may be required, then the Resulting Company shall issue shares in certificate form to such member.
- 18.5 The new equity shares to be issued in respect of the shares of the Demerged Company held in the unclaimed suspense account, if any, shall be issued to a new unclaimed suspense account created for the shareholders of the Resulting Company.
- 18.6 New equity shares to be issued by the Resulting Company pursuant to Clause 18.1 above in respect of such of the equity shares of the Demerged Company which are held in abeyance under the provisions of Section 126 of the Act or otherwise shall, pending allotment or settlement of dispute by order of Court or otherwise, also be kept in abeyance by the Resulting Company.
- 18.7 In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholder of the Demerged Company, the Board of Directors or any committee thereof of the Demerged Company shall be empowered in appropriate cases, prior or even subsequent to the Specified Date, to effectuate such a transfer in the Demerged Company as if such changes in registered holder were operative as on the Specified Date, in order to remove any difficulties arising to the transferor of the shares in the Resulting Company and in relation to the shares issued by the Resulting Company after




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the effectiveness of this Scheme. The Board of Directors of the Demerged Company shall be empowered to remove such difficulties as may arise in the course of implementation of this Scheme and registration of new members in Resulting Company on account difficulties faced in the transition period.

- 18.8 If any eligible member becomes entitled to any fractional shares, entitlements or credit on the issue and allotment of equity shares by the Resulting Company in accordance with this Scheme, the Board of Directors of the Resulting Company shall consolidate all such fractional entitlement and shall, without any further application, act, instrument or deed issue and allot such consolidate shares directly to an individual trustee in a separate account nominated by the Resulting Company ("The Trustee"), who shall hold such equity shares with all additions or accretions thereto in trust for the benefit of the respective shareholders, to whom they belong and their respective heir, executors, administrators, successors for the specific purpose of selling such shares in the open market at such price or prices within such timelines as allowed under SEBI Circular, as the trustee may in its sole discretion decide and on such sale, pay to the Resulting Company, the net sale proceeds (after deducting the applicable taxes and cost incurred) thereof and any additions and accretions, whereupon the Resulting Company shall subject to the withholding tax, if any, distribute such sale proceeds to the concerned eligible members in proportion to their respective fractional entitlement.
- 18.9 Pursuant to and upon this Scheme becoming effective, the Resulting Company shall take necessary steps to increase and alter its authorized share capital suitably to enable the Resulting Company to issue and allot the equity shares in the Resulting Company to the shareholders of the Demerged Company in terms of this Scheme and as an integral part of this Scheme, the share capital of the Resulting Company shall be increased in the manner set out in Clause 20 below.
- 18.10 Equity shares of the Resulting Company issued in terms of clause 18.1 above shall pursuant to the SEBI Circular and in accordance with compliance with requisite formalities under applicable laws, be listed and/ or admitted to trading on Stock Exchanges where the existing equity shares of the Demerged Company are listed and / or admitted to trading in accordance with the compliance with requisite formalities under applicable laws and the Demerged Company and the Resulting Company shall enter into such agreement/ arrangement and give confirmations and/ or undertakings as may be necessary in accordance with the applicable laws or regulations for complying with the formalities of the Stock Exchanges.



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- 18.11 The equity shares of the Resulting Company allotted pursuant to the scheme shall remain frozen in the depositories system till listing/ trading permission is given by the designated Stock Exchange.
- 18.12 Approval of the Scheme by the shareholders of Resulting Company shall be deemed to be due compliance of the provisions of section 42, 52 if any and other relevant or applicable provisions of the Companies Act, 2013 and Rules made thereunder, the SEBI LODR Regulations and the Articles of Association of the Resulting Company and no other consent shall be required under the Act or the Articles of Association of the Resulting Company for the issue and allotment of the equity shares by Resulting Company to the shareholders of Demerged Company as provided hereinabove.

19. ACCOUNTING TREATMENT ON DEMERGER OF DEMERGED UNDERTAKING

19.1 Treatment in the books of the Demerged Company

On the Scheme becoming effective and with effect from the Appointed Date, the Demerged Company shall account for demerger of Demerged Undertaking in its books as under:

- (a) All the assets (including investment in CP Edutech) and liabilities and reserves of the Demerged Company pertaining to the Demerged Undertaking, being transferred to the Resulting Company, shall be reduced from the books of accounts of the Demerged Company at their respective carrying values.
- (b) The excess/ deficit of the net assets of the Demerged Undertaking standing in the books of accounts of the Demerged Company and transferred to the Resulting Company on the Appointed Date and subject to Expenses of Demerger of Demerged Undertaking as referred in clause 27 below, shall be recorded in accordance with applicable Ind AS notified under section 133 of the Companies Act, 2013.

19.2 Treatment in the books of the Resulting Company

On the Scheme becoming effective and with effect from the Appointed Date, the Resulting Company shall account for demerger of Demerged Undertaking in its books as under:

- (a) Demerger of Demerged Undertaking of the Demerged Company into Resulting Company shall be accounted for in the books of account of the Resulting Company in accordance with Ind AS notified under section 133 of the Companies Act, 2013.



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DIRECTOR

- (b) The Resulting Company shall record the assets, liabilities and reserves pertaining to the Demerged Undertaking vested in it pursuant to this Scheme, at their respective book values thereof appearing in the books of accounts of the Demerged Company as on the Appointed Date.
- (c) The identity of the reserves shall be preserved, and they shall appear in the financial statements of the Resulting Company in the same form in which they appeared in the financial statements of the Demerged Company.
- (d) The inter-corporate balances, if any, between the Resulting Company and the Demerged Undertaking of the Demerged Company shall be eliminated.
- (e) Upon the Scheme becoming effective, the entire shareholding of CPL in CP Edutech shall stand cancelled ("CP Edutech Cancelled Shares"). Upon cancellation, CP Edutech shall debit its CP Edutech Cancelled Shares capital account.
- (f) The face value of new equity shares issued by the Resulting Company pursuant to Clause 18 shall be credited to the Equity Share Capital Account of the Resulting Company.
- (g) The cancellation, as mentioned under Clause 19.2(e) shall be effected as an integral part of the Scheme under Section 230 to Section 232 of the Act and the Order of the NCLT approving the scheme shall be deemed to be the Order confirming such capital reduction and the same shall also be considered as due compliance of Section 66 read with Section 52 of the Act. Further, the Resulting Company shall not be required to add the words "and reduced" as a suffix to its name post the reduction.
- (h) The surplus/ deficit, if any, arising after taking the effect of Clause 19.2(b), Clause 19.2(c), Clause 19.2 (d), Clause 19.2 (e), Clause 19.2(f) shall be transferred to "Capital Reserve" in the books of Resulting Company in accordance with the accounting principles prescribed under Appendix C of IND AS 103 (Business combinations of entities under common control).
- (i) In case of any difference in the accounting policies between the Demerged Company and the Resulting Company, the accounting policies followed by the Resulting Company shall prevail and the difference, if any, will be quantified and shall be adjusted in the capital reserve, to ensure that the financial statements of the Resulting Company reflect the financial position on the basis of consistent accounting policy.
- (j) Notwithstanding the above, the Board of the Resulting Company in consultation with its statutory auditors, is authorized to account for any of these balances in any manner whatsoever, as may be deemed fit in accordance with the prescribed accounting standards as applicable to the Resulting Company.



CAREER POINT LIMITED
 [Signature]
 DIRECTOR

20. INCREASE IN THE AUTHORIZED SHARE CAPITAL OF RESULTING COMPANY

- 20.1 The Authorized Share Capital of Resulting Company shall be increased and reorganized, in the required manner, to cover the fresh issue of equity shares by Resulting Company to the shareholders of the Demerged Company in terms of Clause 18 of this Scheme in accordance with provisions of the Companies Act, 2013. Consequently, clause V of the Memorandum of Association of the Resulting Company shall stand altered, modified, and amended accordingly.
- 20.2 It is further clarified that the Resulting Company shall not be required to pass any resolution under section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 for increase in the Authorised Share Capital of the Resulting Company, as envisaged above and that the members of the Resulting Company shall be deemed to have accorded their consent under various provisions of the Companies Act, 2013 and Rules made there under to the increase in the share capital in terms of this Scheme.

GENERAL TERMS AND CONDITIONS FOR DEMERGER OF DEMERGED UNDERTAKING

21. BUSINESS AND PROPERTY IN TRUST

- 21.1 Upon the coming into effect of the Scheme, as and from the Appointed Date and upto and including the Effective Date, the Demerged Company:
 - (a) shall be deemed to have been carrying on all the business and activities relating to Demerged Undertaking and stand possessed of all the assets, rights, title, interest and authorities of Demerged Undertaking for and on account of, and in trust for, the Resulting Company; and
 - (b) Any profits accruing to the Demerged Company, or losses, charges, costs, expenses arising or incurred by it (including the effect of taxes, if any, thereon, including but not limited to advance tax, tax deducted at source, Minimum Alternate Tax credit, taxes withheld/paid in a foreign country, tax credits etc) relating to Demerged Undertaking shall for all purposes, be treated as the profits, taxes or losses, as the case may be, of the Resulting Company.
- 21.2 The Demerged Company undertake that it will from the date of approval of the Scheme by its Board of Directors and also from approval of the Board of Directors of the Resulting Company, or the Appointed Date, whichever is later, and up to and including the Effective Date preserve and carry on Demerged Undertaking with diligence and prudence and agree that it will not, in any material respect, without the prior written consent of the Resulting Company as the case may be, alienate, charge or otherwise



CAHEER P...
 DIRECTOR

deal with or dispose off Demerged Undertaking or any part thereof except in the ordinary course of business or undertake substantial expansion of Demerged Undertaking, other than expansions which have already been commenced or declare any dividend or vary or alter (except in the ordinary course of its business or pursuant to any pre-existing obligation undertaken prior to the date of acceptance of the Scheme by the Board of Directors of the Demerged Company) the terms and conditions of employment of any of its employees, nor shall it conclude settlement with employees.

22. LEGAL PROCEEDINGS

- 22.1 Upon the coming into effect of this Scheme, all legal or other proceedings (including before any statutory or quasi-judicial authority or tribunal) by or against the Demerged Company under any statute, whether pending on the Appointed Date, or which may be instituted any time in the future (relating to any period prior to the Appointed Date) and in each case relating to the relevant Demerged Undertaking shall be continued and enforced by or against the Resulting Company after the Effective Date and shall not abate or be discontinued nor be in any way prejudicially affected by reason of the demerger of the relevant Demerged Undertaking or anything contained in the Scheme. In the event of any difference or difficulty in determining whether any specific legal or other proceeding relates to a given Demerged Undertaking or not, the decision of the Board of Directors of the Demerged Company in this regard shall be conclusive evidence of the relationship with the relevant Demerged Undertaking.
- 22.2 The Resulting Company shall undertake to have all legal proceedings initiated by or against the Demerged Company in relation to Demerged Undertaking as mentioned in Clause 22.1 above transferred into its name and to have the same continued, prosecuted and enforced by or against the Resulting Company to the exclusion of the Demerged Company. The Demerged Company and Resulting Company shall make relevant applications in that behalf to the extent permissible. All costs and consequences of such proceeding shall be borne by the Resulting Company.
- 22.3 Notwithstanding the above, in case the proceedings in relation to Demerged Undertaking referred to in Clause 22.1 above cannot be transferred for any reason, or the transfer takes time, till such transfer the Demerged Company shall defend the same in accordance with the advice, cost and consequences of the Resulting Company and the Resulting Company shall respectively reimburse, indemnify and hold harmless the Demerged Company against all liabilities and obligations incurred by the Demerged Company in respect thereof.
- 22.4 On and from the Effective Date, the Resulting Company shall and may, if required, initiate any legal proceedings in relation to the rights, title, interest, obligations or liabilities of any nature whatsoever, whether under contract or law or otherwise, of the



CAREER POINT LIMITED

[Signature]

DIRECTOR

Demerged Company in relation to Demerged Undertaking in the same manner and to the same extent as would or might have been initiated by the Demerged Company in relation to Demerged Undertaking.

22. CONTRACTS AND DEEDS

22.1 Subject to other provisions of this Scheme, all contracts, deeds, bonds, agreements, insurance policies and other instruments, if any, of whatsoever nature to which any of the Demerged Company is a party and subsisting or having effect on the Effective Date shall be in full force and effect against or in favour of the Resulting Company (in relation to Demerged Undertaking) and may be enforced by or against the Resulting Company as fully and effectually as if, instead of the Demerged Company, the Resulting Company have been a party thereto. The Resulting Company (in relation to Demerged Undertaking) may enter into and/ or issue and/ or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novations, to which the Demerged Company will, if necessary, also be party in order to give formal effect to the provisions of this Scheme, if so required or if so considered necessary. The Resulting Company shall be deemed to be authorized to execute any such deeds, writings or confirmations on behalf of the Demerged Company in relation to Demerged Undertaking and to implement or carry out all formalities required on the part of the Demerged Company to give effect to the provisions of this Scheme. It is clarified that any inter-se contracts between the Demerged Company and the Resulting Company (relating to the Demerged Undertaking) as on the Effective Date shall stand cancelled and cease to operate in the Resulting Company.

24. STAFF AND EMPLOYEES

24.1 On the Scheme coming into effect, all staff and employees of the Demerged Company, relating to the Demerged Undertaking, in service on such date shall be deemed to have become staff and employees of the Resulting Company without any break in their service and on the basis of continuity of service and the terms and conditions of their employment with the Resulting Company shall not be less favourable than those applicable to them with reference to the Demerged Company on the Effective Date.

24.2 Upon the Scheme coming into effect, the existing Provident Fund, Gratuity Fund, Superannuation Fund and/ or schemes and trusts, including employee's welfare trust, created by the Demerged Company for its employees in relation to the Demerged Undertaking shall be transferred to the Resulting Company. The Demerged Company shall take all steps necessary for the transfer, where applicable, of the Provident Fund, Gratuity Fund, Superannuation Fund and/ or schemes and trusts, including employee's welfare trust, pursuant to the Scheme in respect of employees pertaining to the Demerged Undertaking to the Resulting Company. All obligations of the Demerged



CAREER POINT LIMITED

DIRECTOR

Company with regard to the said fund or funds as defined in the respective trust deed and rules shall be taken over by the Resulting Company from the Effective Date to the end and intent that all rights, duties, powers and obligations of the Demerged Company in relation to such Fund or Funds shall become those of the Resulting Company and all the rights, duties and benefits of the employees employed in the Demerged Company under such Funds and Trusts shall be fully protected, subject to the provisions of law for the time being in force. It is clarified that the services of the staff, workmen and employees of the Demerged Company will be treated as having been continuous for the purpose of the said Fund or Funds.

25. TREATMENT OF TAXES

25.1 All taxes (including any income tax, minimum alternate tax, sales tax, excise duty, customs duty, service tax, VAT, Goods and Services Tax etc) paid or payable by the Demerged Company in respect of the operations and/or the profits of the Demerged Undertaking before the Appointed Date, shall be on account of the Demerged Company and, insofar as it relates to the tax payment (including, without limitation, sales tax, excise duty, custom duty, any income tax, minimum alternate tax, service tax, VAT, Good and Service Tax etc.), whether by way of deduction at source, advance tax or otherwise howsoever, by the Demerged Company in respect of the profits or activities or operation of the business after the Appointed Date, the same shall be deemed to be the corresponding item paid by the Resulting Company (in relation to the Demerged Undertaking) and shall, in all proceedings, be dealt with accordingly.

25.2 Any tax incentives, benefits [including claims for unabsorbed tax losses and unabsorbed tax depreciation], advantages, privileges, exemptions, credits, tax holidays pertaining to Demerged Undertaking of Demerged Company shall be available to the Resulting Company.

25.3 Upon the Scheme becoming effective, the Resulting Company and the Demerged Company are also expressly permitted to revise their income tax, withholding tax, service tax, sales tax/ value added tax, excise, customs and other statutory returns and filings under the tax laws notwithstanding that the period of filing/ revising such returns and to claim refunds, advance tax and withholding tax credits, etc. may have lapsed, pursuant to the provisions of this Scheme.

26. SAVING OF CONCLUDED TRANSACTIONS

26.1 Transfer and vesting of the assets, liabilities, rights and obligations of the Demerged Company and continuance of the proceedings by or against the Demerged Company (in relation to Demerged Undertaking) shall not in any manner affect any transaction or proceedings already completed by the Demerged Company on or before the Appointed



CAREER POINT LIMITED



DIRECTOR

Date to the end and intent that the Resulting Company accept all such acts, deeds and things done and executed by and/ or on behalf of the Demerged Company (in relation to Demerged Undertaking) as acts, deeds and things done and executed by and on behalf of the Resulting Company.

27. COSTS, CHARGES AND EXPENSES FOR DEMERGER OF DEMERGED UNDERTAKING

27.1 Except in the circumstances mentioned in Clause 31 below and withdrawal of Scheme as mentioned in Clause 32 below, all costs, charges, taxes including duties (including the stamp duty and/ or transfer charges, if any, applicable in relation to Part 3 of this Scheme), levies and all other expenses, if any (save as expressly otherwise agreed) of the Demerged Company and the Resulting Company arising out of or incurred in carrying out and implementing Part 3 of this Scheme and matters incidental thereto shall be borne and paid by the Demerged Company for the demerger of Demerged Undertaking. All the aforesaid expenses shall be referred to as 'Expenses of Demerger of Demerged Undertaking'.



CAREER POINT LIMITED
[Signature]
DIRECTOR

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PART 4 – GENERAL TERMS AND CONDITIONS APPLICABLE TO THIS SCHEME

28. CHANGE IN THE CAPITAL STRUCTURE

28.1 From the date of acceptance of the present Scheme by the respective Board of Directors of the Parties, the Parties are expressly authorized to raise capital for the purpose of funding growth or any other purpose, in any manner as considered suitable by their Board of Directors, whether by means of rights issue, preferential issue, public issue or any other manner whatsoever.

29. APPLICATIONS TO NCLT

29.1 The Parties shall make necessary applications before the NCLT for the sanction of this Scheme under Sections 230 to 232 of the Act.

30. CONDITIONALITY OF SCHEME

The Scheme is conditional upon and subject to:

- 30.1 the amalgamation of SCL into CPL as contemplated under Part 2 of this Scheme being approved by the Reserve Bank of India;
- 30.2 obtaining NBFC registration by CPL;
- 30.3 the Parties, as applicable, complying with the provisions of SEBI Circular;
- 30.4 obtaining no-objection/ observation letter from the Stock Exchanges in relation to the Scheme under Regulation 37 of SEBI LODR Regulations;
- 30.5 approval of the Scheme by the requisite majority of each class of shareholders and creditors of the Parties and such other classes of persons of the said Parties, if any, as applicable or as may be required under the Act and as may be directed by the NCLT;
- 30.6 the Scheme being approved by the NCLT;
- 30.7 such other sanctions and approvals including sanctions of any statutory or regulatory authority, as may be required in respect of the Scheme, being obtained;
- 30.8 filing by Parties of the certified copies of the order of the NCLT sanctioning the Scheme with the respective jurisdictional Registrar of Companies.



CAREER POINT LIMITED

DIRECTOR

31. EFFECT OF NON-APPROVALS

- 31.1 In the event any of the said approvals or sanctions referred to in Clause 30 above not being obtained or conditions enumerated in the Scheme not being complied with, or for any other reason, the Scheme cannot be implemented, the Boards of Directors of the Parties shall by mutual agreement waive such conditions as they consider appropriate to give effect, as far as possible, to this Scheme and failing such mutual agreement, the Scheme shall become null and void and shall stand revoked, cancelled and be of no effect and each party shall bear and pay their respective costs, charges and expenses in connection with the Scheme.
- 31.2 The Boards of Directors of the Parties shall be entitled to revoke, cancel and declare the Scheme of no effect if they are of the view that the coming into effect of the Scheme could have adverse implications on the respective party.

32. MODIFICATION OR AMENDMENT

- 32.1 The Board of Directors of Parties reserve the right to withdraw the Scheme at any time before the 'Effective Date' and may assent to any modification(s) or amendment(s) in this Scheme which the NCLT and/ or any other authorities may deem fit to direct or impose or which may otherwise be considered necessary or desirable for settling any question or doubt or difficulty that may arise for implementing and/ or carrying out the Scheme. The Board of Directors of the Parties are hereby authorised to take such steps and do all acts, deeds and things as may be necessary, desirable or proper to give effect to this Scheme and to resolve any doubts, difficulties or questions whether by reason of any order of the NCLT or of any directive or orders of any other authorities or otherwise howsoever arising out of, under or by virtue of this Scheme and/ or any matters concerning or connected therewith. It is hereby clarified that in the event of withdrawal of the Scheme, each party shall bear and pay their respective costs, charges and expenses in connection with the Scheme.
- 32.2 It is hereby clarified that after the dissolution of the Transferor Company, the Board of Directors of the Transferee Company are hereby authorised to take steps mentioned in Clause 32.1 on behalf of Transferor Company.

33. DISSOLUTION WITHOUT WINDING UP

- 33.1 On the Scheme becoming effective, the Transferor Company shall be dissolved without going through the process of winding up and no person shall make assert or take any claims, demands or proceeding against a director or officer thereof in his capacity as



CAREER POINT LIMITED
[Handwritten Signature]
 DIRECTOR

such director or officer except in so far be necessary for enforcing the provisions of this order.

CAREER POINT LIMITED

P. J. ...
Director



**MC Bhandari & Co.
CHARTERED ACCOUNTANTS**

**38, Shopping Centre
KOTA 324007 (Raj.)
Phone : 9414189339**



THE BOARD OF DIRECTORS
SRAJAN CAPITAL LIMITED
VILLAGE TANGORI, MOHALI,
PUNJAB 140601

Statutory Auditors certificate on the proposed accounting treatment as per the Draft Scheme of Arrangement between Srajan Capital Limited ('SCL' or 'Transferor Company') and Career Point Limited ('CPL' or 'Transferee Company') in terms of the provisions of section(s) 230 - 232 of the Companies Act, 2013 pursuant to the requirements of Master Circular SEBI/HO/CFD/DIL1/CIR/P/ 2021/ 0000000665 Dated 23 November 2021 issued by Security and Exchange Board of India (SEBI)

We, the Statutory Auditors of Srajan Capital Limited, (hereinafter referred to as 'the Company'), have examined the proposed accounting treatment specified in Clause 7 of the Draft Scheme of Arrangement between the Company, Srajan Capital limited ('Transferor Company') and Career Point Limited ('CPL' or 'Transferee Company') in terms of the provisions of section(s) 230 - 232 and other applicable provisions of the Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles, nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the Statutory Auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and all the applicable Accounting Standards notified by the Central Government under the Companies Act,



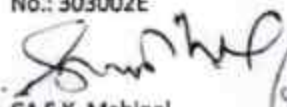
**MC Bhandari & Co.
CHARTERED ACCOUNTANTS**

**38, Shopping Centre
KOTA 324007 (Raj.)
Phone : 9414189339**




This Certificate is issued at the request of the Company pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to SEBI, the BSE, the NSE, the jurisdictional National Company Law Tribunal and other regulatory authorities. This Certificate should not be used for any other purpose without our prior written consent.

For M.C Bhandari & Co
Chartered Accountant Firm Registration
No.: 303002E


CA S.K. Mahipal
Partner
Membership Number: 070366
UDIN : 220703668FFEIA3699



Place: - Kota
Date: - November 15, 2022

MC Bhandari & Co. CHARTERED ACCOUNTANTS	
38, Shopping Centre KOTA 324007 (Raj.) Phone : 9414189339	

ANNEXURE - 1

CERTIFIED TRUE COPY OF CLAUSE 7 OF DRAFT SCHEME OF ARRANGEMENT OF SRAJAN CAPITAL LIMITED ('SCL' OR 'TRANSFEROR COMPANY') AND CAREER POINT LIMITED ('CPL' OR 'TRANSFeree COMPANY')

AMALGAMATION OF SCL INTO CPL

7. ACCOUNTING TREATMENT

Upon the Scheme becoming effective, the Transferee Company shall account for the amalgamation of the Transferor Company in its books of accounts in accordance with 'Pooling of Interest Method' of accounting as laid down in Appendix C of IND-AS 103 notified under section 133 of the Companies Act, 2013 such that:


- 7.1 All the assets and liabilities recorded in the books of the Transferor Company shall stand transferred to and vested in the Transferee Company pursuant to the Scheme and shall be recorded by the Transferee Company at their respective carrying values as appearing in the books of the Transferor Company, as on the Appointed Date.

- 7.2 The identity of the reserves of the Transferor Company, if any, shall be preserved and they shall appear in the financial statements of the Transferee Company in the same form and manner, in which they appeared in the financial statements of the Transferor Company, prior to this Scheme becoming effective. All the reserves of the Transferor Company under different heads shall become the corresponding reserves of the Transferee Company.

- 7.3 To the extent that there are inter-corporate loans, inter-company payables, receivables (including loans, advances or debentures, deposits, balances etc.) and other obligations or balances between the Transferor Company and the Transferee Company, the obligations in respect thereof shall come to an end and corresponding effect shall be given in the books of account and records of the Transferee Company for the reduction of any assets or liabilities, as the case may be.

7.4 Upon the coming into effect of this Scheme, inter Company investment in the books of Transferor Company and the Transferee Company, representing shares of



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38, Shopping Centre KOTA 324007 (Raj.) Phone : 9414189339	

Transferor Company and/ or the Transferee Company will stand cancelled and no shares or consideration shall be issued by the Transferee Company in respect of such cancelled shares.

- 7.5 Upon this Scheme becoming effective and with effect from the Appointed Date, the difference, if any, between the value of total assets and total liabilities as recorded in the books of the Transferee Company, pursuant to paragraph 7.1 above, and after making adjustments as stated in paragraphs 7.2, 7.3 and 7.4 shall be recorded as and credited to or debited to the Capital Reserve, as the case may be, available in the financial statements of the Transferee Company.

- 7.6 The financial information in the financial statements of the Transferee Company in respect of prior periods should be restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination. However, if business combination had occurred after that date, the prior period information shall be restated only from that date.*

- 7.7 In case of any differences in the accounting policies between the Transferor Company and the Transferee Company, the accounting policies followed by the Transferee Company will prevail and the impact of the same till the Appointed Date will be quantified and the same shall be appropriately adjusted and reported in accordance with applicable accounting rules and principles, so as to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policies.

- 7.8 Notwithstanding the above, the Board of Directors of the Transferee Company, in consultation with its Statutory Auditors, is authorised to account for any of these balances in any manner whatsoever, as may be deemed fit, in accordance with the prescribed Ind AS specified as per section 133 of the Companies Act, 2013 read with the relevant rules issued thereunder.





KAMAL GUPTA & COMPANY
(Chartered Accountants)

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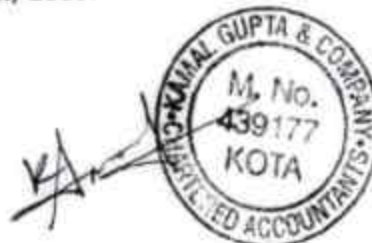
TO
THE BOARD OF DIRECTORS
CAREER POINT EDUTECH LIMITED
B-28, 10-B SCHEME, GOPALPURA BYEPASS
JAIPUR, RAJASTHAN 302018

Statutory Auditors certificate on the proposed accounting treatment as per the Draft Scheme of Arrangement between Career Point Edutech Limited ('Company' or 'CP Edutech' or 'Resulting Company'), Srajan Capital Limited ('SCL' or 'Transferor Company') and Career Point Limited ('CPL' or 'Transferee Company' or 'Demerged Company') in terms of the provisions of section(s) 230 - 232 of the Companies Act, 2013 pursuant to the requirements of Master Circular SEBI/HO/CFD/DIL1/CIR/P/2021/ 000000665 Dated 23 November 2021 issued by Securities and Exchange Board of India (SEBI)

We, the Statutory Auditor of Career Point Edutech Limited, (hereinafter referred to as 'the Company'), have examined the proposed accounting treatment specified in Clause 19.2 of the Draft Scheme of Arrangement between the Company, Srajan Capital Limited ('SCL' or 'Transferor Company') and Career Point Limited ('CPL' or 'Transferee Company' or 'Demerged Company') in terms of the provisions of section(s) 230 - 232 and other applicable provisions of the Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles, nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the Statutory Auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013.

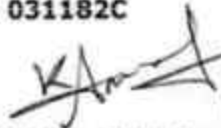


**KAMAL GUPTA & COMPANY****(Chartered Accountants)**

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This Certificate is issued at the request of the Company pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to SEBI, the BSE, the NSE, the jurisdictional National Company Law Tribunal and other regulatory authorities. This Certificate should not be used for any other purpose without our prior written consent.

For: **KAMAL GUPTA & COMPANY**
(Chartered Accountants)
FRN 031182C


CA. KAMAL GUPTA
(Proprietor)
M. No. 439177



DATE : 11.02.2023
UDIN : 23439177BGYUMJ9737



KAMAL GUPTA & COMPANY

(Chartered Accountants)

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Mob. 8109105271, Email: cakamal38@gmail.com

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ANNEXURE - 1

CERTIFIED TRUE COPY OF CLAUSE 19.2 OF DRAFT SCHEME OF ARRANGEMENT OF CAREER POINT EDUTECH LIMITED ('CP EDUTECH' OR 'RESULTING COMPANY') AND SRAJAN CAPITAL LIMITED ('SCL' OR 'TRANSFEROR COMPANY') AND CAREER POINT LIMITED ('CPL' OR 'TRANSFeree COMPANY' OR 'DEMERGED COMPANY')

DEMERGER OF DEMERGED UNDERTAKING OF CPL INTO CP EDUTECH

19. ACCOUNTING TREATMENT ON DEMERGER OF DEMERGED UNDERTAKING

19.1 Treatment in the books of the Resulting Company

On the Scheme becoming effective and with effect from the Appointed Date, the Resulting Company shall account for demerger of Demerged Undertaking in its books as under:

- (a) Demerger of Demerged Undertaking of the Demerged Company into Resulting Company shall be accounted for in the books of account of the Resulting Company in accordance with Ind AS notified under section 133 of the Companies Act, 2013.
- (b) The Resulting Company shall record the assets, liabilities and reserves pertaining to the Demerged Undertaking vested in it pursuant to this Scheme, at their respective book values thereof appearing in the books of accounts of the Demerged Company as on the Appointed Date.
- (c) The identity of the reserves shall be preserved, and they shall appear in the financial statements of the Resulting Company in the same form in which they appeared in the financial statements of the Demerged Company.
- (d) The inter-corporate balances, if any, between the Resulting Company and the Demerged Undertaking of the Demerged Company shall be eliminated.
- (e) Upon the Scheme becoming effective, the entire shareholding of CPL in CP Edutech shall stand cancelled ("CP Edutech Cancelled Shares"). Upon cancellation, CP Edutech shall debit its CP Edutech Cancelled Shares capital account.





KAMAL GUPTA & COMPANY
(Chartered Accountants)

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- 399
- (f) *The face value of new equity shares issued by the Resulting Company pursuant to Clause 18 shall be credited to the Equity Share Capital Account of the Resulting Company.*
- (g) *The cancellation, as mentioned under Clause 19.2(e) shall be effected as an integral part of the Scheme under Section 230 to Section 232 of the Act and the Order of the NCLT approving the scheme shall be deemed to be the Order confirming such capital reduction and the same shall also be considered as due compliance of Section 66 read with Section 52 of the Act. Further, the Resulting Company shall not be required to add the words "and reduced" as a suffix to its name post the reduction.*
- (h) *The surplus/ deficit, if any, arising after taking the effect of Clause 19.2(b), Clause 19.2(c), Clause 19.2 (d), Clause 19.2 (e), Clause 19.2(f) shall be transferred to "Capital Reserve" in the books of Resulting Company in accordance with the accounting principles prescribed under Appendix C of IND AS 103 (Business combinations of entities under common control).*
- (i) *In case of any difference in the accounting policies between the Demerged Company and the Resulting Company, the accounting policies followed by the Resulting Company shall prevail and the difference, if any, will be quantified and shall be adjusted in the capital reserve, to ensure that the financial statements of the Resulting Company reflect the financial position on the basis of consistent accounting policy.*
- (j) *Notwithstanding the above, the Board of the Resulting Company in consultation with its statutory auditors, is authorized to account for any of these balances in any manner whatsoever, as may be deemed fit in accordance with the prescribed accounting standards as applicable to the Resulting Company.*





To,

The Board of Directors
Srajan Capital Limited
 Village Tangori, Mohali, Punjab 140601

Subject: Due Diligence Certificate on adequacy and accuracy of disclosures of information pertaining to Srajan Capital Limited ("SCL") in the format of Abridged Prospectus dated January 11, 2024 in relation to proposed Composite Scheme of Arrangement amongst Srajan Capital Limited ("SCL" or "Transferor Company"), Career Point Limited ("CPL" or "Transferee Company" or "Demerged Company") and Career Point Edutech Limited ("CP Edutech" or "Resulting Company") and their respective shareholders and creditors ("the Scheme") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act")

Dear Sir / Madam,

Brief of the Scheme:

The Board of Directors of Srajan Capital Limited in its meeting held on February 14, 2023 has approved the Scheme, which inter-alia provides for:

(i) amalgamation of Srajan Capital Limited ("SCL" or "Transferor Company") into Career Point Limited ("CPL" or "Transferee Company" or "Demerged Company")

(ii) Demerger of Demerged Undertaking of the Demerged Company into Career Point Edutech Limited ("CP Edutech" or "Resulting Company") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (collectively the "Act") and all other applicable rules and regulations, (hereinafter referred to as the "Scheme").

About the Engagement:

We, Srujan Alpha Capital Advisors LLP, SEBI Registered Category I Merchant Banker, having registration No. INM000012829 have been appointed by Srajan Capital Limited vide engagement letter dated January 8, 2024 to provide a due diligence certificate with respect to adequacy and accuracy of disclosures made in the Abridged Prospectus dated January 11, 2024 ("the Abridged Prospectus") in relation to proposed Composite Scheme of Arrangement amongst Srajan Capital Limited ("SCL" or "Transferor Company") and Career Point Limited ("CPL" or "Transferee Company" or "Demerged Company") and Career Point Edutech Limited ("CP Edutech" or "Resulting Company") and their respective shareholders and creditors under Sections 230-232 of the Companies Act, 2013 ("the Scheme").

Scope and purpose of Report:

Securities and Exchange Board of India ("SEBI") vide circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as amended, to the extent applicable ("SEBI Master Circular") inter-alia prescribed that the listed entity shall include the applicable information pertaining to the unlisted entity/ies involved in the scheme in the format as specified for abridged prospectus as provided in Part



E of Schedule VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”), as amended (“**Abridged Prospectus**”) in the explanatory statement or notice or proposal accompanying resolution to be passed, sent to the shareholders while seeking their approval on the Scheme. SEBI, vide its circular no. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated February 04, 2022, (“**SEBI Circular 2022**”), replaced the prescribed format as specified for abridged prospectus as provided in Part E of Schedule VI of the SEBI ICDR Regulations.

Further, as per SEBI Master Circular, the accuracy and adequacy of the disclosures on the unlisted entities made in the Abridged Prospectus prepared in the format as mentioned above shall be certified by a SEBI registered Merchant Banker after following the due diligence process.

The purpose of Abridged Prospectus is to inform the shareholders about the information / details of unlisted company, to the extent applicable, involved in the Scheme.

Further, the adequacy and accuracy of such Abridged Prospectus is required to be certified by SEBI Registered Merchant Banker.

Sources of information and documents relied upon:

With regards to the Abridged Prospectus, we have relied on the information, undertakings, certificates, confirmations, documents and explanations provided by the Company.

- i. Draft Composite Scheme of Arrangement;
- ii. Disclosure in the format of Abridged Prospectus dated January 11, 2024 prepared pursuant to SEBI Circulars;
- iii. Information / documents provided by the Management pertaining to the disclosures made in Abridged Prospectus dated January 11, 2024.

Certification:

We state and confirm as follows;

- i. We have examined various documents and other materials in connection with finalisation of disclosure of information pertaining to Srajan Capital Limited (Abridged Prospectus), which shall form part of the explanatory statement to the Notice to be issued by Career Point Limited to its Equity Shareholders at the time of seeking their consent to the proposed Scheme;
- ii. Accordingly, we confirm that the information disclosed in the Abridged Prospectus is in conformity with the relevant documents, materials and other papers related to Srajan Capital Limited and contains all applicable information required in respect of Career Point Limited, as required in terms of SEBI circulars which, in our view are fair, adequate and accurate to enable the Equity Shareholders of Srajan Capital Limited to make a well-informed decision on the proposed Scheme.



Limitations

The above confirmation is based on the information furnished and explanations provided to us by the Company and the entities mentioned hereinabove, assuming the same is complete and accurate in all material aspects on an as is basis. We have relied on the financials, information and representations furnished to us on an as is basis and have not carried out an audit of such information. Our scope of work does not constitute an audit of financial information and accordingly we are unable to and do not express an opinion on the fairness of any such financial information referred to in the Abridged Prospectus dated January 11, 2024. This certificate is based on information available in the Scheme documents as provided by the Management of the Company. This certificate is a specific purpose certificate issued in terms with the SEBI Circulars and hence it should not be used for any other purpose or transaction. This certificate is not, nor should it be construed to be, a certification of compliance of the Scheme with the provisions of applicable law including company, taxation and securities markets related laws or as regards any legal implications or issues arising thereon, except for the purpose expressly mentioned herein.

We express no opinion whatsoever and make no recommendation at all about the underlying decision to effect of the Composite Scheme of Arrangement or as to how the holders of equity shares of the Company should vote at their meeting held in connection with the Scheme. We do not express and should not be deemed to have expressed any views on any other terms of the Scheme or its success. We also express no opinion, and accordingly, accept no responsibility for or as to the price at which the equity shares of Career Point Limited will trade following the Scheme. We shall not be liable for any losses whether financial or otherwise or expenses arising directly or indirectly out of the use of or reliance on the information set out in this certificate. Our opinion is not and nor should it be construed as our opining or certifying the compliance of the proposed Scheme with provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon, in their respective jurisdiction.

For Srujan Alpha Capital Advisors LLP

JINESH ROHIT
KUMAR DOSHI

Jinesh Doshi
Authorised Signatory
SEBI Registration No. INM000012829

Mumbai, January 11, 2024

THIS IS AN ABRIDGED PROSPECTUS COMPRISING OF APPLICABLE INFORMATION IN ACCORDANCE WITH PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED READ WITH SEBI CIRCULAR NO. SEBI/HO/CFD/SSEP/CIR/P/2022/14 DATED FEBRUARY 4, 2022 READ WITH MASTER CIRCULAR BEARING NUMBER SEBI/HO/CFD/POD-2/P/CIR/2023/93 DATED JUNE 20, 2023 AND SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 DATED NOVEMBER 23, 2021 ("SEBI CIRCULARS") ISSUED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI).

This Abridged Prospectus ("Abridged Prospectus") is being issued by Srajan Capital Limited, an public limited company incorporated under the provisions of the Companies Act, 2013 and a wholly owned subsidiary of Career Point Limited, in relation to

(i) amalgamation of Srajan Capital Limited ("SCL" or "Transferor Company") into Career Point Limited ("CPL" or "Transferee Company" or "Demerged Company")

(ii) Demerger of Demerged Undertaking of the Demerged Company into Career Point Edutech Limited ("CP Edutech" or "Resulting Company") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (collectively the "Act") and all other applicable rules and regulations, (hereinafter referred to as the "Scheme").

This Disclosure Document has been prepared in the format specified for the Abridged Prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, to the extent applicable.

You are encouraged to read the Scheme in detail and may download the Scheme from the website of Career Point Limited i.e. www.cpil.in or the website of the stock exchange where the equity shares of Career Point Limited are listed i.e. BSE Limited ("BSE") at www.bseindia.com and National Stock Exchange of India Limited ("NSE") at www.nseindia.com. (hereinafter BSE and NSE collectively referred as "Stock Exchanges").

**THIS DOCUMENT CONTAINS 9 PAGES.
PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES**

This Document should be read in conjunction with the Scheme and the Notice issued to the Equity Shareholders of Career Point Limited for approval of the Scheme.

(Capitalised words not defined herein shall mean the words as defined in the Scheme)

SRAJAN CAPITAL LIMITED

CIN: U65910PB2013PLC050993 | Date of Incorporation: December 09, 2013

Registered office	Corporate office	Contact Person	Email and Telephone	Website
Village Tangori, Mohali, Punjab 140601	CP Tower-1 IPIA Road No-1 Kota Rajasthan, Kota, Rajasthan, India, 324005	Mr. Manmohan Pareek	E-mail: investors@cpil.in Tel: +91-8657445544	www.cpil.in

PROMOTERS OF SRAJAN CAPITAL LIMITED

CAREER POINT LIMITED

DETAILS OF THE SCHEME

The Scheme of Arrangement is amongst Srajan Capital Limited ("SCL" or "Transferor Company") and Career Point Limited ("CPL" or "Transferee Company" or "Demerged Company") and Career Point Edutech Limited ("CP Edutech" or "Resulting Company") and their respective shareholders and creditors under Sections 230-232 of the Companies Act, 2013 ("the Scheme").

The Scheme provides for

- amalgamate Transferor Company into Transferee Company and
- demerge the Demerged Undertaking of the Demerged Company into the Resulting Company and cancellation of all the existing issued share capital of the Transferor Company and Resulting Company which shall be affected as a part of the Scheme and not in accordance with Section 66 of the Act.



In consideration of amalgamation of the Transferor Company into Transferee Company, *no shares will be issued since entire share capital of the Transferor Company is held by the Transferee Company.*

In consideration of demerger of Demerged Undertaking of the Demerged Company into Resulting Company, *1 equity share (face value of INR 10/- per share) of the Resulting Company will be issued for every 1 equity share (face value of INR 10/- per share) of the Demerged Company.*

The Scheme is subject to approval of relevant regulatory authorities, such as, amongst others, Reserve Bank of India, SEBI/ Stock Exchanges and the Chandigarh Bench of the Hon'ble National Company Law Tribunal ("NCLT"). The Transferor Company has received no-objection certificate vide letter dated September 14, 2022 for amalgamation of the Transferor Company into Transferee Company. The Demerged Company has received the Observation Letters dated August 9, 2023 from BSE and NSE, including SEBI comments on the Scheme.

The Appointed Date of the Scheme is defined to mean April 1, 2023, or such other date as may be approved by the Hon'ble NCLT. The Effective Date of the Scheme is defined to mean the dates on which all the conditions and matters referred to in Clause 30 of the Composite Scheme of Arrangement.

The Object of the Scheme is provided on page number 7 of this Abridged Prospectus.

PROCEDURE

The Board of Directors of SCL, CPL and CP Edutech in their respective meetings held on February 14, 2023 approved the Composite Scheme of Arrangement which provides for:

- (i) amalgamation of the Transferor Company pursuant to which all the assets and liabilities of the Transferor Company become the assets and liabilities of the Transferee Company.
- (ii) demerger of the Demerged Undertaking of the Demerged Company into the Resulting Company pursuant to which Demerged Undertaking shall be transferred to and vested in the Resulting Company.

For amalgamation of the Transferor Company into the Transferee Company, no shares will be issued since the entire share capital of the Transferor Company is held by the Transferee Company. Pursuant to the amalgamation, shares held by the Transferee Company in the Transferor Company will be cancelled as a part of the Scheme.

For demerger of the Demerged Undertaking of the Demerged Company into the Resulting Company, 1 equity share (face value of INR 10/-) of the Resulting Company for every 1 equity share (face value of INR 10/-) of the Demerged Company will be issued by the Resulting Company to the shareholders of the Demerged Company. Pursuant to the demerger, all the shares held by the Demerged Company in the Resulting Company will be cancelled as a part of the Scheme.

The Appointed Date of the Scheme is defined to mean opening of business hours of April 1, 2023, or such other date as may be approved by the Hon'ble NCLT

The Scheme also provides for various other matters consequent and incidental thereto.

The Scheme is further subject to approval from the shareholders and creditors of the aforesaid companies, NCLT and other statutory/ regulatory authorities, as may be applicable.

The procedure with respect to public issue/ offer would not be applicable as the Scheme does not involve issue of any equity shares to the public at large. Hence, the procedure with respect to General Information Document (GID) is not applicable to this Disclosure Document.

RISK IN RELATION TO THE FIRST OFFER

SCL is not offering any securities/ equity share through an initial public offer to the public at large, pursuant to the Scheme.

Hence, risk(s) in relation to first offer is **NOT APPLICABLE**

GENERAL RISKS

Not applicable as the offer is not for public at large. Specific attention of the investors is invited to the section "Internal Risk Factors" at page 8 of this Abridged Prospectus.



PRICE INFORMATION OF BOOK RUNNING LEAD MANAGER(S)	
Not Applicable	
Name of BRLM and contact details (telephone and email id) of each BRLM:	Not Applicable
Name of Statutory Auditors:	R S Dani & Co, Chartered Accountants Kothari Complex, Near GPO, Bhilwara, Rajasthan-311001 Mob no: 9414189339
Name of Syndicate Members:	Not Applicable
Name of Registrar to the Issue and contact details (telephone and email id):	Not Applicable
Name of Credit Rating Agency and the rating or grading obtained, if any:	Not Applicable
Non-Syndicate Registered Broker:	Not Applicable
Name of Debenture Trustee, if any:	Not Applicable
Self-Certified Syndicate Banks:	Not Applicable
Details regarding website address(es)/ link(s) from which the investor can obtain list of registrars to issue and share transfer agents, depository participants and stock brokers who can accept application from investor (as applicable):	Not Applicable

PROMOTER OF SRAJAN CAPITAL LIMITED

Name	Individual / corporate	Details including business activities
Career Point Limited	Corporate	<p>Career Point Limited ("CPL") was incorporated as a public limited company on March 31, 2000 under the provisions of the Companies Act, 1956 under the name of "Career Point Infosystems Limited". The name has been changed to Career Point Limited on September 30, 2011. The shares of CPL are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").</p> <p>CPL is primarily engaged in the education business includes offering the diversified products and integrated services in education segments including pre-school, school education (K-12), test preparation (tutorial services), higher education (universities), e-Learning and vocational education.</p> <p>CPL also carries on education business through its subsidiaries. Further, CPL holds investments in its subsidiaries which are engaged in non-education business.</p>

BUSINESS OVERVIEW AND STRATEGY

Company Overview:

Srajan Capital Limited ("SCL") was incorporated as a public limited company on December 09, 2013 under the provisions of the Companies Act, 2013. The CIN of SCL is U65910PB2013PLC050993. The registered office of SCL is situated at Village Tangori, Mohali, Punjab 140601. SCL is a wholly owned subsidiary of CPL. Presently, the equity shares of SCL are not listed on BSE and NSE. SCL is registered with the Reserve Bank of India as a non-deposit accepting Non-Banking Financial Company under Section 45 IA of Reserve Bank of India Act, 1934

Product/service offering: SCL is primarily engaged in the business of providing loans, including educational loans, institutional loans, personal loans and business loans (trade finance and term loans to regional SMEs).

Revenue Segmentation by product/service offering: There are no separate business segments as per IND AS 108 "Operating Segment".



Geographies Served: India

Revenue segmentation by geographies: There are no separate geographical segments as per IND AS 108 "Operating Segment".

Key Performance Indicators: Revenue was INR 41.7 crores for FY23 and INR 27.47 crores for FY22.

Client Profile or Industries Served: SCL is engaged in financial activities

Revenue segmentation in terms of top 5/10 clients or Industries: 100% revenue earned from financial services which includes advancing loans

Intellectual Property, if any: Not Applicable

Market Share: Not Applicable

Manufacturing Plant, if any: Not applicable

Employee Strength: 14 (Fourteen)

Upon the Scheme becoming effective, all the employees of the Transferor Company will become employees of the Transferee Company.

BOARD OF DIRECTORS OF SRAJAN CAPITAL LIMITED

Sr. No.	Name of Directors	Designation	Educational Qualifications & Experience	Other Directorships*
1	Mr. Pramod Maheswari DIN: 00185711	Director	Founder Director of Career Point Limited, Mr. Pramod Maheswari 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.	Indian Companies: 1. Josts Engineering Company Limited 2. Career Point Learning Solutions Limited 3. Career Point Accessories Private Limited 4. Eduplanet Knowledge Solutions Private Limited 5. Coupler Enterprises Private Limited 6. Career Point Infra Limited 7. Career Point Edutech Limited 8. Sankalp Capital Private Limited 9. Career Point Limited 10. Srajan Ventures Private Limited 11. Studyboard Education Private Limited 12. Career Point Institute of Skill Development Private Limited 13. Wellwin Technosoft Limited 14. Edutiger Private Limited 15. Indo Grains Private Limited 16. Soyug Private Limited 17. Srajan Agritech Private



				<p>Limited</p> <p>Section 8 Companies#:</p> <ol style="list-style-type: none"> 1. CPUH Institute Of Incubation and Innovation Council 2. Career Point Foundation 3. Aadhaar Foundation 4. Yash Foundation <p>LLP:</p> <ol style="list-style-type: none"> 1. QALA Store LLP 2. Longway Business Solutions LLP <p>Foreign Companies: NIL</p>
2	<p>Mr. Nawal Kishore Maheswari</p> <p>DIN: 00185762</p>	Director	<p>Mr. Nawal Kishore Maheswari is in charge of the day-to-day affairs of Career Point Limited, being responsible for several key functions, including administration and liaising with important stakeholders, including government bodies. 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</p>	<p>Indian Companies:</p> <ol style="list-style-type: none"> 1. Classic Comptech Pvt Ltd 2. Surago Agro Private Limited 3. Soyug Private Limited 4. Indo Grains Private Limited 5. Eduplanet Knowledge Solutions Private Limited 6. Swastika Polyolefins Private Limited 7. Coupler Enterprises Private Limited 8. Career Point Infra Limited 9. Career Point Edutech Limited 10. Sankalp Capital Private Limited <p>LLP:</p> <ol style="list-style-type: none"> 1. Longway Business Solutions LLP <p>Foreign Companies: NA</p>
3.	<p>Mr. Om Prakash Maheswari</p> <p>DIN: 00185677</p>	Director	<p>A founder member of Career Point Limited, Mr. Om Prakash Maheswari 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</p>	<p>Indian Companies:</p> <ol style="list-style-type: none"> 1. Career Point Learnings Solutions Limited 2. Career Point Accessories Private Limited 3. Surago Agro Private Limited 4. Soyug Private Limited 5. Indo Grains Private Limited 6. Eduplanet Knowledge Solutions Private Limited 7. Swastika Polyolefins Private Limited 8. Coupler Enterprises Private Limited 9. Shricon Industries Limited



				<p>10. Career Point Infra Limited 11. Sankalp Capital Private Limited 12. Imperial Infin Private Limited 13. Diamond Business Solutions Private Limited 14. Career Point Limited 15. Srajan Ventures Private Limited 16. Studyboard Education Private Limited 17. Wellwin Technosoft Limited 18. Edutiger Private Limited 19. Maheshwari Agrobases Private Limited 20. Rubymerry Enterprises Private Limited</p> <p>Section 8 Company#: 1. Career Point Foundation 2. Aadhaar Foundation 3. Yash Foundation 4. CPUH Institute Of Incubation And Innovation Council</p> <p>LLP: 1. Longway Business Solutions LLP</p> <p>Foreign Companies: NA</p>
4.	Mr. Ram Swaroop Choudary DIN: 00711599	Director	With more than 32 years of experience of working with the Department of Atomic Energy, Government of India, where he started his career as a Scientific Engineer, Mr. Chaudhary is a guiding force for the Company. During his tenure with the Department of Atomic Energy, he held senior positions, including Superintendent Engineer (Mechanical), Maintenance Superintendent and Additional Chief Engineer. A Bachelor's degree holder in Mechanical Engineering from Vikram University, Ujjain, he is certified by the Nuclear Power Corporation as a professionally qualified engineer for the erection and maintenance of nuclear power plants.	<p>Indian Companies: 1. Career Point Learnings Solutions Limited</p> <p>Foreign Companies: NA</p>

*As on the date of this Disclosure Document

Pursuant to Non-applicability of Section 165(1) of the Companies Act, Section 8 Companies are not reckoned for the purpose of calculating total number of Directorship held by an individual Director.



OBJECTS OF SRAJAN CAPITAL LIMITED

Rationale of the Scheme:

The proposed Scheme would result in the following synergies:

- (a) **Consolidation of education business** - Demerger of the education business of CPL into CP Eductech which will help in the consolidation of the education business into one single entity i.e. CP Eductech.
- (b) **Consolidation of financial services business** - SCL is providing financial services. Merger of SCL into CPL will achieve consolidation of financial service business into CPL.
- (c) **Streamlining group structure and operations** - The Scheme ensures a simplified and streamlined group structure by reducing the number of entities in the group. The Scheme ensures better synergy of operations by way of focused operational efforts, standardization & simplification of processes, and productivity improvements which will entail the following advantages:
 - Improve the overall operational efficiency and effectiveness of the respective businesses.
 - Reduction in the overall operational and compliance cost
- (d) **Improve management control** - Ensures better management control of the respective businesses. independent management of each of the education and non-education divisions will ensure the adoption of strategies necessary for the growth of respective businesses

Thus, the proposed Scheme is beneficial, advantageous and not prejudicial to the interests of the shareholders, creditors and other stakeholders.

For further details, please refer to the Scheme.

Details of means of finance	Not Applicable
Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/ rights issues, if any, of the company in the preceding 10 years	Not Applicable
Name of monitoring agency, if any	Not Applicable
Terms of issuance of convertible security, if any	Not Applicable

PRE-SCHEME SHAREHOLDING PATTERN OF SRAJAN CAPITAL LIMITED (AS ON SEPTEMBER 30, 2023)

Particulars	No. of shareholders	Number of Equity Shares	% of total share capital
Promoter and Promoter Group	7*	62,27,000	100.00
Public	0	0	0
Total	7*	62,27,000	100.00

*Note: Srajan Capital Limited is Wholly Owned Subsidiary of Career Point Limited holding 62,26,994 Equity shares the remaining shares are held by other 6 shareholders jointly with Career Point Limited.

Number / amount of equity proposed to be sold by the selling shareholders, if any: Not applicable

AUDITED FINANCIALS

Standalone Financial:

The financial information (Ind-AS) of the Transferor Company is provided below:

(INR crore except per share data)

Sr. No	Particulars	For the period ended 30.09.2023 (Audited)	FY 2022-23 (Audited)	FY 2021-22 (Audited)	FY 2020-21 (Audited)
1.	Total income from operations (net)	24.93	41.82	27.47	28.03
2.	Net Profit / (Loss) before tax and	10.24	(19.48)	8.19	4.25



	extraordinary items				
3.	Net Profit / (Loss) after tax and extraordinary items	7.87	(14.56)	7.81	1.74
4.	Equity Share Capital	6.23	6.23	6.23	6.23
5.	Reserves and Surplus	43.94	36.07	50.63	42.82
6.	Net worth	50.16	42.30	56.86	49.05
7.	Basic earnings per share (INR)	12.63	(23.39)	12.54	3.12
8.	Diluted earnings per share (INR)	11.11	(20.56)	11.03	3.12
9.	Return on net worth (%)	15.7%	(34.4%)	13.7%	3.55%
10.	Net asset value per share (INR)	80.55	67.93	91.31	78.77

Notes:

1. Net worth is calculated as a sum of Equity Share Capital and Other equity (including Optionally Convertible Preference share capital)
2. Basic & Diluted earnings per share is computed by dividing the profit for the year after tax by the weighted average number of equity shares outstanding during the year.
3. Return on net worth (%) is computed by dividing the net profit/ (loss) after tax by the Net worth.
4. Net asset value per share is computed by dividing the Net worth by the outstanding number of equity shares.
5. SCL is not required to prepare any consolidated financial statements as it does not have any subsidiary.

Consolidated Financial:

Srajan Capital Limited does not have any consolidating entity and thus Consolidated Financials are not applicable.

INTERNAL RISK FACTORS

The Internal Risk Factors as identified by the Company are below.

1. The completion of implementation of the Scheme is subject to receipt of various approvals, including approval from shareholders and creditors (if applicable), regulatory authorities and NCLT. In the event that these approvals are not received, SCL will not be able to amalgamate into CPL, which will result in its inability to complete the Scheme.
2. The Company is engaged in financial service sector which is regulated by the Reserve Bank of India. Further any radical changes in regulations and structure of financial markets in India may adversely impact the business.
3. Economic slow down, recession, down grade in credit ratings would adversely impact the business of the Company.
4. The Company's inability to effectively manage credit, market and liquidity risk may have an adverse effect on its earnings, capitalization, credit ratings and cost of funds.
5. The Company's ability to operate its business effectively could be impaired if it fails to attract, retain or develop key personnel and other employees relative to the scale and range of its operations

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against Srajan Capital Limited and amount involved:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved (Rs. In Crores)@
Srajan Capital Limited						
By the Company	-	-	-	-	29	2.34
Against the Company	-	-	-	-	-	-
Directors of Srajan Capital Limited						
By our Directors	-	-	-	-	-	-



Against our Directors	-	-	-	-	-	-
Promoters of Srajan Capital Limited						
By Promoters	-	-	-	-	108	6.96
Against Promoters	-	-	-	-	9	1.17
Subsidiaries of Srajan Capital Limited*						
By Subsidiaries	Not Applicable					
Against Subsidiaries						

* Transferor Company does not have any subsidiary;
 @ to the extent ascertainable

- B. Brief details of top 5 material outstanding litigations against the Company and amount involved: NIL**
- C. Regulatory Action, if any – disciplinary action taken by SEBI or stock exchange against the Promoters in last 5 financial years including outstanding action, if any:**
- D. Brief details of outstanding criminal proceedings against Promoters: NIL**

ANY OTHER IMPORTANT INFORMATION OF SRAJAN CAPITAL LIMITED

The Scheme was approved by the Board of Directors of Srajan Capital Limited on February 14, 2023.

DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act 1992, as the case may be, have been complied with and no statement made in this Abridged Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all statements in this Abridged Prospectus are true and correct.

For SRAJAN CAPITAL LIMITED

Pramod Maheshwari
 (Pramod Maheshwari)
 Director
 DIN: 00185711



Date: 11.01.2024
 Place: Kota

To,

The Board of Directors
Career Point Edutech Limited
Village Tangori, Banur Mohali, Karala,
Patiala, Rajpura, Punjab, India, 140601

Subject: Due Diligence Certificate on adequacy and accuracy of disclosures of information pertaining to Career Point Edutech Limited ("CPL") in the format of Abridged Prospectus dated January 11, 2024 in relation to proposed Composite Scheme of Arrangement Srajan Capital Limited ("SCL" or "Transferor Company"), Career Point Limited ("CPL" or "Transferee Company" or "Demerged Company") and Career Point Edutech Limited ("CP Edutech" or "Resulting Company") and their respective shareholders and creditors ("the Scheme") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act")

Dear Sir / Madam,

Brief of the Scheme:

The Board of Directors of Career Point Edutech Limited in its meeting held on February 14, 2023 has approved the Scheme, which inter-alia provides for:

(i) amalgamation of Srajan Capital Limited ("SCL" or "Transferor Company") into Career Point Limited ("CPL" or "Transferee Company" or "Demerged Company")

(ii) Demerger of Demerged Undertaking of the Demerged Company into Career Point Edutech Limited ("CP Edutech" or "Resulting Company") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (collectively the "Act") and all other applicable rules and regulations, (hereinafter referred to as the "Scheme").

About the Engagement:

We, Srujan Alpha Capital Advisors LLP, SEBI Registered Category I Merchant Banker, having registration No. INM000012829 have been appointed by Career Point Edutech Limited vide engagement letter dated January 8, 2024 to provide a due diligence certificate with respect to adequacy and accuracy of disclosures made in the Abridged Prospectus dated January 11, 2024 ("the Abridged Prospectus") in relation to proposed Composite Scheme of Arrangement amongst Srajan Capital Limited ("SCL" or "Transferor Company") and Career Point Limited ("CPL" or "Transferee Company" or "Demerged Company") and Career Point Edutech Limited ("CP Edutech" or "Resulting Company") and their respective shareholders and creditors under Sections 230-232 of the Companies Act, 2013 ("the Scheme").

Scope and purpose of Report:

Securities and Exchange Board of India ("SEBI") vide circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as amended, to the extent applicable ("SEBI Master Circular") inter-alia prescribed that the listed entity shall include the applicable information pertaining to the unlisted entity/ies involved in the scheme in the format as specified for abridged prospectus as provided in Part



E of Schedule VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), as amended ("Abridged Prospectus") in the explanatory statement or notice or proposal accompanying resolution to be passed, sent to the shareholders while seeking their approval on the Scheme. SEBI, vide its circular no. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated February 04, 2022, ("SEBI Circular 2022"), replaced the prescribed format as specified for abridged prospectus as provided in Part E of Schedule VI of the SEBI ICDR Regulations.

Further, as per SEBI Master Circular, the accuracy and adequacy of the disclosures on the unlisted entities made in the Abridged Prospectus prepared in the format as mentioned above shall be certified by a SEBI registered Merchant Banker after following the due diligence process.

The purpose of Abridged Prospectus is to inform the shareholders about the information / details of unlisted company, to the extent applicable, involved in the Scheme.

Further, the adequacy and accuracy of such Abridged Prospectus is required to be certified by SEBI Registered Merchant Banker.

Sources of information and documents replied upon:

With regards to the Abridged Prospectus, we have relied on the information, undertakings, certificates, confirmations, documents and explanations provided by the Company.

- i. Draft Composite Scheme of Arrangement;
- ii. Disclosure in the format of Abridged Prospectus dated January 11, 2024 prepared pursuant to SEBI Circulars;
- iii. Information / documents provided by the Management pertaining to the disclosures made in Abridged Prospectus dated January 11, 2024.

Certification:

We state and confirm as follows;

- i. We have examined various documents and other materials in connection with finalisation of disclosure of information pertaining to Career Point Edutech Limited (Abridged Prospectus), which shall form part of the explanatory statement to the Notice to be issued by Career Point Limited to its Equity Shareholders at the time of seeking their consent to the proposed Scheme;
- ii. Accordingly, we confirm that the information disclosed in the Abridged Prospectus is in conformity with the relevant documents, materials and other papers related to Career Point Edutech Limited and contains all applicable information required in respect of Career Point Edutech Limited, as required in terms of SEBI circulars which, in our view are fair, adequate and accurate to enable the Equity Shareholders of Career Point Limited to make a well-informed decision on the proposed Scheme.



Limitations

The above confirmation is based on the information furnished and explanations provided to us by the Company and the entities mentioned hereinabove, assuming the same is complete and accurate in all material aspects on an as is basis. We have relied on the financials, information and representations furnished to us on an as is basis and have not carried out an audit of such information. Our scope of work does not constitute an audit of financial information and accordingly we are unable to and do not express an opinion on the fairness of any such financial information referred to in the Abridged Prospectus dated January 11, 2024. This certificate is based on information available in the Scheme documents as provided by the Management of the Company. This certificate is a specific purpose certificate issued in terms with the SEBI Circulars and hence it should not be used for any other purpose or transaction. This certificate is not, nor should it be construed to be, a certification of compliance of the Scheme with the provisions of applicable law including company, taxation and securities markets related laws or as regards any legal implications or issues arising thereon, except for the purpose expressly mentioned herein.

We express no opinion whatsoever and make no recommendation at all about the underlying decision to effect of the Composite Scheme of Arrangement or as to how the holders of equity shares of the Company should vote at their meeting held in connection with the Scheme. We do not express and should not be deemed to have expressed any views on any other terms of the Scheme or its success. We also express no opinion, and accordingly, accept no responsibility for or as to the price at which the equity shares of Career Point Limited will trade following the Scheme. We shall not be liable for any losses whether financial or otherwise or expenses arising directly or indirectly out of the use of or reliance on the information set out in this certificate. Our opinion is not and nor should it be construed as our opining or certifying the compliance of the proposed Scheme with provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon, in their respective jurisdiction.

For Srujan Alpha Capital Advisors LLP

JINESH ROHIT
KUMAR DOSHI

Jinesh Doshi
Authorised Signatory
SEBI Registration No. INM000012829

Mumbai, January 11, 2024

THIS IS AN ABRIDGED PROSPECTUS COMPRISING OF APPLICABLE INFORMATION IN ACCORDANCE WITH PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED READ WITH SEBI CIRCULAR NO. SEBI/HO/CFD/SSEP/CIR/P/2022/14 DATED FEBRUARY 4, 2022 READ WITH MASTER CIRCULAR BEARING NUMBER SEBI/HO/CFD/POD-2/P/CIR/2023/93 DATED JUNE 20, 2023 AND SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 DATED NOVEMBER 23, 2021 ("SEBI CIRCULARS") ISSUED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI).

This Abridged Prospectus ("Abridged Prospectus") is being issued by Career Point Edutech Limited, an public limited company incorporated under the provisions of the Companies Act, 2013 and a wholly owned subsidiary of Career Point Limited, in relation to

(i) amalgamation of Srajan Capital Limited ("SCL" or "Transferor Company") into Career Point Limited ("CPL" or "Transferee Company" or "Demerged Company")

(ii) Demerger of Demerged Undertaking of the Demerged Company into Career Point Edutech Limited ("CP Edutech" or "Resulting Company") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (collectively the "Act") and all other applicable rules and regulations, (hereinafter referred to as the "Scheme").

This Disclosure Document has been prepared in the format specified for the Abridged Prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, to the extent applicable.

You are encouraged to read the Scheme in detail and may download the Scheme from the website of Career Point Limited i.e. www.cpil.in or the website of the stock exchange where the equity shares of Career Point Limited are listed i.e. BSE Limited ("BSE") at www.bseindia.com and National Stock Exchange of India Limited ("NSE") at www.nseindia.com (hereinafter BSE and NSE collectively referred as "Stock Exchanges").

**THIS DOCUMENT CONTAINS 8 PAGES.
PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES**

This Document should be read in conjunction with the Scheme and the Notice issued to the Equity Shareholders of Career Point Limited for approval of the Scheme.

(Capitalised words not defined herein shall mean the words as defined in the Scheme)

CAREER POINT EDUTECH LIMITED

CIN: U80302PB2006PLC059674 | Date of Incorporation: November 09, 2006

Registered office	Corporate office	Contact Person	Email and Telephone	Website
Village Tangori, Banur Mohali, Karala, Patiala, Rajpura, Punjab, India, 1406QJ	CP Tower-1 IPJA Road No-1 Kota Rajasthan, Kota, Rajasthan, India, 324005	Mr. Manmohan Pareek	E-mail: investors@cpil.in Tel: +91 70146 93540	www.cpil.in

PROMOTERS OF CAREER POINT EDUTECH LIMITED

CAREER POINT LIMITED

DETAILS OF THE SCHEME

The Scheme of Arrangement is amongst Srajan Capital Limited ("SCL" or "Transferor Company") and Career Point Limited ("CPL" or "Transferee Company" or "Demerged Company") and Career Point Edutech Limited ("CP Edutech" or "Resulting Company") and their respective shareholders and creditors under Sections 230-232 of the Companies Act, 2013 ("the Scheme").

The Scheme provides for

- amalgamate Transferor Company into Transferee Company and
- demerge the Demerged Undertaking of the Demerged Company into the Resulting Company and cancellation of all the existing issued share capital of the Transferor Company and Resulting Company which shall be affected as a part of the Scheme and not in accordance with Section 66 of the Act.

In consideration of amalgamation of the Transferor Company into Transferee Company, ~~no shares will be issued since entire share capital of the Transferor Company is held by the Transferee Company.~~



In consideration of demerger of Demerged Undertaking of the Demerged Company into Resulting Company, 1 equity share (face value of INR 10/- per share) of the Resulting Company will be issued for every 1 equity share (face value of INR 10/- per share) of the Demerged Company.

The Scheme is subject to approval of relevant regulatory authorities, such as, amongst others, Reserve Bank of India, SEBI/ Stock Exchanges and the Chandigarh Bench of the Hon'ble National Company Law Tribunal ("NCLT"). The Transferor Company has received no-objection certificate vide letter dated September 14, 2022 for amalgamation of the Transferor Company into Transferee Company. The Demerged Company has received the Observation Letters dated August 9, 2023 from BSE and NSE, including SEBI comments on the Scheme.

The Appointed Date of the Scheme is defined to mean April 1, 2023, or such other date as may be approved by the Hon'ble NCLT. The Effective Date of the Scheme is defined to mean the dates on which all the conditions and matters referred to in Clause 30 of the Composite Scheme of Arrangement.

The Object of the Scheme is provided on page number 6 of this Abridged Prospectus.

PROCEDURE

The Board of Directors of SCL, CPL and CP Edutech in their respective meetings held on February 14, 2023 approved the Composite Scheme of Arrangement which provides for:

- (i) amalgamation of the Transferor Company pursuant to which all the assets and liabilities of the Transferor Company become the assets and liabilities of the Transferee Company.
- (ii) demerger of the Demerged Undertaking of the Demerged Company into the Resulting Company pursuant to which Demerged Undertaking shall be transferred to and vested in the Resulting Company.

For amalgamation of the Transferor Company into the Transferee Company, no shares will be issued since the entire share capital of the Transferor Company is held by the Transferee Company. Pursuant to the amalgamation, shares held by the Transferee Company in the Transferor Company will be cancelled as a part of the Scheme.

For demerger of the Demerged Undertaking of the Demerged Company into the Resulting Company, 1 equity share (face value of INR 10/-) of the Resulting Company for every 1 equity share (face value of INR10/-) of the Demerged Company will be issued by the Resulting Company to the shareholders of the Demerged Company. Pursuant to the demerger, all the shares held by the Demerged Company in the Resulting Company will be cancelled as a part of the Scheme.

The Appointed Date of the Scheme is defined to mean opening of business hours of April 1, 2023, or such other date as may be approved by the Hon'ble NCLT

The news shares issued by the Resulting Company will be listed on the stock exchanges (BSE and NSE) pursuant to the Scheme.

The Scheme also provides for various other matters consequent and incidental thereto.

The Scheme is further subject to approval from the shareholders and creditors of the aforesaid companies, NCLT and other statutory/ regulatory authorities, as may be applicable.

The procedure with respect to public issue/ offer would not be applicable as the Scheme does not involve issue of any equity shares to the public at large. Hence, the procedure with respect to General Information Document (GID) is not applicable to this Disclosure Document.

RISK IN RELATION TO THE FIRST OFFER

SCL is not offering any securities/ equity share through an initial public offer to the public at large, pursuant to the Scheme. Hence, risk(s) in relation to first offer is **NOT APPLICABLE**

GENERAL RISKS

Not applicable as the offer is not for public at large. Specific attention of the investors is invited to the section "Internal Risk Factors" at page 7 of this Abridged Prospectus.

PRICE INFORMATION OF BOOK RUNNING LEAD MANAGER(S)

Not Applicable

Name of BRLM and contact details (telephone and email id) of each BRLM:	Not Applicable
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Name of Statutory Auditors:	Kamal Gupta & Company, Chartered Accountants House no. 16, Rangvihar, Mahaveer Nagar 3 rd , Kota, Rajasthan-324005 Email: ca_kamal38@gmail.com Mob no: 8109105271
Name of Syndicate Members:	Not Applicable
Name of Registrar to the Issue and contact details (telephone and email id):	Not Applicable
Name of Credit Rating Agency and the rating or grading obtained, if any:	Not Applicable
Non-Syndicate Registered Broker:	Not Applicable
Name of Debenture Trustee, if any:	Not Applicable
Self-Certified Syndicate Banks:	Not Applicable
Details regarding website address(es)/ link(s) from which the investor can obtain list of registrars to issue and share transfer agents, depository participants and stock brokers who can accept application from investor (as applicable):	Not Applicable

PROMOTER OF CAREER POINT EDUTECH LIMITED

Name	Individual / corporate	Details including business activities
Career Point Limited	Corporate	<p>Career Point Limited ("CPL") was incorporated as a public limited company on March 31, 2000 under the provisions of the Companies Act, 1956 under the name of "Career Point Infosystems Limited". The name has been changed to Career Point Limited on September 30, 2011. The shares of CPL are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").</p> <p>CPL is primarily engaged in the education business includes offering the diversified products and integrated services in education segments including pre-school, school education (K-12), test preparation (tutorial services), higher education (universities), e-Learning and vocational education.</p> <p>CPL also carries on education business through its subsidiaries. Further, CPL holds investments in its subsidiaries which are engaged in non-education business.</p>

BUSINESS OVERVIEW AND STRATEGY

Company Overview:

Career Point Edutech Limited ("CP Edutech") was incorporated as a public limited company on November 09, 2006 under the provisions of the Companies Act, 1956. The CIN of CP Edutech is U80302PB2006PLC059674. The registered office of CP Edutech is situated at Village Tangori, Banur, Mohali, Karala, Patiala, Rajpura, Punjab, India, 140601. CP Edutech is a wholly owned subsidiary of CPL. Presently, the equity shares of CP Edutech are not listed on BSE and NSE.

Product/service offering: CP Edutech is primarily engaged in the business of selling of Video Lecture of Physics, Chemistry, Math and Biology in pen drive and memory cards, books of IITJEE. CP Edutech also developed the software for online test series and maintaining of student data and provide the software on fixed price to educational institutions.

Revenue Segmentation by product/service offering: There are no separate business segments as per IND AS 108 "Operating Segment".

Geographies Served: India



Revenue segmentation by geographies: There are no separate geographical segments as per IND AS 108 "Operating Segment".

Key Performance Indicators: Revenue was INR 7.80 crores for FY23 and INR 4.6 crores for FY22.

Client Profile or Industries Served: CP Edutech is engaged in the education business

Revenue segmentation in terms of top 5/10 clients or Industries: 100% revenue earned from education business which comprises selling of books etc via online portal

Intellectual Property, if any: Not Applicable

Market Share: Not Applicable

Manufacturing Plant, if any: Not applicable

Employee Strength: Three (3)

Upon the Scheme becoming effective, all the employees of the Demerged Undertaking of CPL will become employees of CP Edutech.

BOARD OF DIRECTORS OF CAREER POINT EDUTECH LIMITED

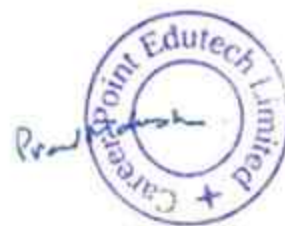
Sr. No.	Name of Directors	Designation	Educational Qualifications & Experience	Other Directorships
1	Mr. Pramod Maheswari DIN: 00185711	Director	Founder Director of Career Point Limited, Mr. Pramod Maheswari is a visionary with over two decades of rich and holistic experience in developing and implementing 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.	Indian Companies: <ol style="list-style-type: none"> 1. Josts Engineering Comapny Limited 2. Career Point Learning Solutions Limited 3. Career Point Accessories Private Limited 4. Eduplanet Knowledge Solutions Private Limited 5. Coupler Enterprises Private Limited 6. Career Point Infra Limited 7. Career Point Edutech Limited 8. Sankalp Capital Private Limited 9. Career Point Limited 10. Srajan Ventures Private Limited 11. Studyboard Education Private Limited 12. Career Point Institute of Skill Development Private Limited 13. Wellwin Technosoft Limited 14. Edutiger Private Limited 15. Indo Grains Private Limited 16. Soyug Private Limited 17. Srajan Agritech Private Limited Section 8 Companies#: <ol style="list-style-type: none"> 1. CPUH Institute Of Incubation and Innovation



				Council 2. Career Point Foundation 3. Aadhaar Foundation 4. Yash Foundation LLP: 1. QALA Store LLP 2. Longway Business Solutions LLP Foreign Companies: NIL
2	Mr. Nawal Kishore Maheswari DIN: 00185762	Director	Mr. Nawal Kishore Maheswari is in charge of the day-to-day affairs of Career Point Limited, being responsible for several key functions, including administration and liaising with important stakeholders, including government bodies. 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	Indian Companies: 1. Classic Comptech Pvt Ltd 2. Surago Agro Private Limited 3. Soyug Private Limited 4. Indo Grains Private Limited 5. Eduplanet Knowledge Solutions Private Limited 6. Swastika Polyolefins Private Limited 7. Coupler Enterprises Private Limited 8. Career Point Infra Limited 9. Career Point Edutech Limited 10. Sankalp Capital Private Limited LLP: 1. Longway Business Solutions LLP Foreign Companies: NA
3.	Ms. Shilpa Maheswari DIN: 08305104	Director	Mrs. Shilpa Maheswari is Director of the Company since December, 2018. Mrs. Maheswari is actively involved in various social welfare activities, especially in the area of education and healthcare for the last two decades. She holds a degree in Bachelor of Science.	Indian Companies: 1. Career Point Learnings Solutions Limited 2. Career Point Accessories Private Limited LLP: 1. Longway Business Solutions LLP Foreign Companies: NA

*As on the date of this Disclosure Document

Pursuant to Non-applicability of Section 165(1) of the Companies Act, Section 8 Companies are not reckoned for the purpose of calculating total number of Directorship held by an individual Director.



OBJECTS OF CAREER POINT EDUTECH LIMITED

Rationale of the Scheme:

The proposed Scheme would result in the following synergies:

- (a) **Consolidation of education business** - Demerger of the education business of CPL into CP Edutech which will help in the consolidation of the education business into one single entity i.e. CP Edutech.
- (b) **Consolidation of financial services business** - SCL is providing financial services. Merger of SCL into CPL will achieve consolidation of financial service business into CPL.
- (c) **Streamlining group structure and operations** - The Scheme ensures a simplified and streamlined group structure by reducing the number of entities in the group. The Scheme ensures better synergy of operations by way of focused operational efforts, standardization & simplification of processes, and productivity improvements which will entail the following advantages:
 - Improve the overall operational efficiency and effectiveness of the respective businesses.
 - Reduction in the overall operational and compliance cost
- (d) **Improve management control** - Ensures better management control of the respective businesses. Independent management of each of the education and non-education divisions will ensure the adoption of strategies necessary for the growth of respective businesses

Thus, the proposed Scheme is beneficial, advantageous and not prejudicial to the interests of the shareholders, creditors and other stakeholders.

For further details, please refer to the Scheme.

Details of means of finance	Not Applicable
Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/ rights issues, if any, of the company in the preceding 10 years	Not Applicable
Name of monitoring agency, if any	Not Applicable
Terms of issuance of convertible security, if any	Not Applicable

PRE-SCHEME SHAREHOLDING PATTERN OF CAREER POINT EDUTECH LIMITED (AS ON SEPTEMBER 30, 2023)

Particulars	No. of shareholders	Number of Equity Shares	% of total share capital
Promoter and Promoter Group	7*	6,12,947	100.00
Public	0	0	0
Total	7*	6,12,947	100.00

Note: Career Point Edutech Limited is Wholly Owned Subsidiary of Career Point Limited holding 6,12,941 Equity shares the remaining shares are held by other 6 shareholders as nominee of Career Point Limited.

Number / amount of equity proposed to be sold by the selling shareholders, if any: Not applicable



AUDITED FINANCIALS

Standalone Financial:

The financial information (Ind-AS) of the Career Point Edutech Limited is provided below:

(INR crore except per share data)

Sr. No	Particulars	For the period ended 30.09.2023 (Audited)	FY 2022-23 (Audited)	FY 2021-22 (Audited)	FY 2020-21 (Audited)
1.	Total income from operations (net)	2.85	8.15	4.88	1.1
2.	Net Profit / (Loss) before tax and extraordinary items	0.66	2.87	0.46	0.4
3.	Net Profit / (Loss) after tax and extraordinary items	0.79	2.87	0.46	0.4
4.	Equity Share Capital	0.61	0.58	0.58	0.58
5.	Reserves and Surplus	7.74	6.98	3.42	2.96
6.	Net worth	8.35	7.56	4.00	3.54
7.	Basic earnings per share (INR)	12.9	49.67	8.05	13.28
8.	Diluted earnings per share (INR)	12.9	49.67	8.05	13.28
9.	Return on net worth (%)	9.46%	37.96%	5.56%	11.3%
10.	Net asset value per share (INR)	136.23	130.58	80.84	61.15

Notes:

- Net worth is calculated as a sum of Equity Share Capital and Other equity (including Optionally Convertible Preference share capital)
- Basic & Diluted earnings per share is computed by dividing the profit for the year after tax by the weighted average number of equity shares outstanding during the year.
- Return on net worth (%) is computed by dividing the net profit/ (loss) after tax by the Net worth.
- Net asset value per share is computed by dividing the Net worth by the outstanding number of equity shares.
- SCL is not required to prepare any consolidated financial statements as it does not have any subsidiary.

Consolidated Financial:

Career Point Edutech Limited does not have any consolidating entity and thus Consolidated Financials are not applicable.

INTERNAL RISK FACTORS

The Internal Risk Factors as identified by the Company are below.

- The completion of implementation of the Scheme is subject to receipt of various approvals, including approval from shareholders and creditors (if applicable), regulatory authorities and NCLT. In the event that these approvals are not received, CPL will not be able to transfer its Demerged Undertaking to CP Edutech, which will result in its inability to complete the Scheme.
- In accordance with Indian law, permission for listing and trading of Equity Shares shall be granted only after completion of issue and allotment of the equity shares pursuant to the Scheme. The timelines for listing of equity shares issued by CP Edutech may vary according to the completion of the actions as listed in the Scheme.
- Listing of the equity shares issued by CP Edutech does not guarantee that a trading market for the equity shares would develop. Accordingly, prospective shareholders should be prepared to hold their equity shares for indeterminate period of time.
- The Company's ability to operate its business effectively could be impaired if it fails to attract, retain or develop key personnel and other employees relative to the scale and range of its operations
- The Company's performance and growth are dependent on the performance of the Indian economy, which in turn, depends on various external factors. The Indian economy has been affected by global economic uncertainties, volatility in interest rates, currency exchange rates and various other macroeconomic factors as well as regulatory changes. Any downturn in the macroeconomic environment in India could materially and adversely affect the business, prospects, financial condition, result of operations and cash flow of the Company.



SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against Career Point Edutech Limited and amount involved:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved (Rs. In Crores)@
Career Point Edutech Limited						
By the Company	-	-	-	-	-	-
Against the Company	-	-	1	-	-	0.14
Directors of Career Point Edutech Limited						
By our Directors	-	-	-	-	-	-
Against our Directors	-	-	-	-	-	-
Promoters of Career Point Edutech Limited						
By Promoters	-	-	-	-	108	6.96
Against Promoters	-	-	-	-	9	1.17
Subsidiaries of Career Point Edutech Limited*						
By Subsidiaries	Not Applicable					
Against Subsidiaries	Not Applicable					

* Career Point Edutech Limited does not have any subsidiary;

@ to the extent ascertainable

B. Brief details of top 5 material outstanding litigations against the Company and amount involved: NIL

C. Regulatory Action, if any – disciplinary action taken by SEBI or stock exchange against the Promoters in last 5 financial years including outstanding action, if any:

D. Brief details of outstanding criminal proceedings against Promoters: NIL

ANY OTHER IMPORTANT INFORMATION OF CAREER POINT EDUTECH LIMITED

The Scheme was approved by the Board of Directors of Career Point Edutech Limited on February 14, 2023.

DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 1956 & the Companies Act, 2013 and the guidelines / regulations issued by the Government of India or the guidelines / regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act 1992, as the case may be, have been complied with and no statement made in this Abridged Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all statements in this Abridged Prospectus are true and correct.

For CAREER POINT EDUTECH LIMITED

Pramod Maheshwari
(Pramod Maheshwari)
Director
DIN: 00185711



Date: 11.01.2024
Place: Kota



DCS/AMAL/TL/R37/2866/2023-24

August 09, 2023

The Company Secretary,
CAREER POINT LTD.
Village Tangori, Banur,
Mohali, Punjab, 140601

Dear Sir,

Sub: Observation letter regarding the Composite Scheme of Arrangement between Srajan Capital Limited and Career Point Limited and Career Point Edutech Limited and their respective shareholders

We are in receipt of the Composite Scheme of Arrangement between Srajan Capital Limited and Career Point Limited and Career Point Edutech Limited and their respective shareholders filed by Career Point Limited as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/665 dated November 23, 2021 and June 20, 2023 and Regulation 94(2) of SEBI (LODR) Regulations 2015; SEBI vide its letter dated August 08, 2023 has inter alia given the following comment(s) on the draft Scheme of Arrangement:

- a. "Company shall disclose all details of ongoing adjudication & recovery proceedings, prosecution initiated and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the scheme."
- b. "Company shall ensure that additional information, if any, submitted by the Company after filing the scheme with the stock exchange, from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges."
- c. "Company shall ensure compliance with the SEBI circulars issued from time to time."
- d. "The entities involved in the Scheme shall duly comply with various provisions of the Circular and ensure that all the liabilities of Transferor Company are transferred to the Transferee Company and liabilities of Demerged Company are transferred to the Resulting Company."
- e. "Company is advised that the information pertaining to all the Unlisted Companies involved, if any, in the Scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval."
- f. "Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old."
- g. "Company is advised that the details of the proposed scheme under consideration as provided by Company to the Stock Exchange shall be prominently disclosed in the notice sent to the shareholders."
- h. "Company is advised to disclose the following as a part of the explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the Company to its shareholders while seeking approval u/s 230 to 232 of the Companies Act, 2013:
 - Need for the merger and demerger, Rationale of the scheme, Synergies of business of the entities involved in the scheme, Impact of the scheme on the shareholders and cost benefit analysis of the scheme
 - Value of Assets and Liabilities of SCL that are being transferred to CPL and Post-Merger Balance Sheet of CPL
 - Impact of the Scheme on revenue generating capacity of CPL
 - Details of Carved out Assets and Liabilities of Demerged Undertaking that are being transferred to Resulting Company."

S&P  BSE
SENSEX

BSE Limited (Formerly Bombay Stock Exchange Ltd.)
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T: +91 22 2272 1233/34 E: ccp@bseindia.com www.bseindia.com
Corporate Identity Number: L87120M42005PLC15535



- l. "Company is advised that the proposed equity shares to be issued in terms of the 'Scheme' shall mandatorily be in demat form only."
- j. "Company shall ensure that the "Scheme" shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document."
- k. "Company shall ensure that no changes to the draft scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI."
- l. "Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before Hon'ble NCLT and the Company is obliged to bring the observations to the notice of Hon'ble NCLT."
- m. "Company is advised to comply with all applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme."
- n. "It is to be noted that the petitions are filed by the company before Hon'ble NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the Company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

However, the listing of equity shares of Career Point Edutech Limited shall be subject to SEBI granting relaxation under Rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957 and compliance with the requirements of SEBI circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017. Further, Career Point Edutech Limited shall comply with SEBI Act, Rules, Regulations, directions of the SEBI and any other statutory authority and Rules, Byelaws, and Regulations of the Exchange.

The Company shall fulfill the Exchange's criteria for listing the securities of such Company and also comply with other applicable statutory requirements. However, the listing of shares of Career Point Edutech Limited is at the discretion of the Exchange. In addition to the above, the listing of Career Point Edutech Limited pursuant to the Scheme of Arrangement shall be subject to SEBI approval and the Company satisfying the following conditions:

1. To submit the Information Memorandum containing all the information about Career Point Edutech Limited in line with the disclosure requirements applicable for public issues with BSE, for making the same available to the public through the website of the Exchange. Further, the Companies are also advised to make the same available to the public through its website.
2. To publish an advertisement in the newspapers containing all details of Career Point Edutech Limited in line with the details required as per the aforesaid SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017. The advertisement should draw a specific

- reference to the aforesaid Information Memorandum available on the website of the company as well as BSE.
3. To disclose all the material information about Career Point Edutech Limited on a continuous basis so as to make the same public, in addition to the requirements if any, specified in Listing Agreement for disclosures about the subsidiaries.
 4. The following provisions shall be incorporated in the scheme:
 - "The shares allotted pursuant to the Scheme shall remain frozen in the depository system till listing/trading permission is given by the designated stock exchange."
 - "There shall be no change in the shareholding pattern of Career Point Edutech Limited between the record date and the listing which may affect the status of this approval."

Further you are also advised to bring the contents of this letter to the notice of your shareholders, all relevant authorities as deemed fit, and also in your application for approval of the scheme of Arrangement.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be Six Months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.


Please note that the aforesaid observations do not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be is required to be served upon the Exchange seeking representations or objections if any.

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, would be accepted and processed through the Listing Centre only and no physical filings would be accepted. You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,


 Prasad Bhide
 Senior Manager


 Tanmayi Lele
 Assistant Manager



25

National Stock Exchange Of India Limited

Ref: NSE/LIST/34634_1

August 09, 2023

The Company Secretary
Career Point Limited
CP Tower, Road No.1,
IPIA, Kota - 324005

Kind Attn.: Mr. Manmohan Pareek

Dear Sir,

Sub: Observation Letter for the draft Composite Scheme of Arrangement between Srajan Capital Limited ("Transferor Company" or "SCL") and Career Point Limited ("Transferee Company" or "Demerged Company" or "CPL") and Career Point Edutech Limited ("Resulting Company" or "CPEL") and their respective shareholders.

We are in receipt of the draft Composite Scheme of Arrangement between Srajan Capital Limited ("Transferor Company" or "SCL") and Career Point Limited ("Transferee Company" or "Demerged Company" or "CPL") and Career Point Edutech Limited ("Resulting Company" or "CPEL") and their respective shareholders under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 vide application dated March 02, 2023.

Based on our letter reference no. NSE/LIST/34634 dated May 29, 2023, submitted to SEBI and pursuant to SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/665 dated November 23, 2021 along with SEBI master circular dated June 20, 2023 and Regulation 94(2) of SEBI (LODR) Regulations 2015, SEBI vide its letter dated August 08, 2023 has inter alia given the following comment(s) on the draft scheme of arrangement:

- a. *Company shall ensure to disclose all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the Scheme.*
- b. *Company shall ensure that additional information, if any, submitted by the Company after filing the Scheme with the Stock Exchanges, from the date of receipt of this letter, is displayed on the websites of the listed Company and the Stock Exchanges.*
- c. *The entities involved in the scheme shall duly comply with various provisions of the Circular and ensure that all the liabilities of Transferor Company are transferred to the Transferee Company and liabilities of Demerged Company are transferred to the Resulting Company.*
- d. *Company shall ensure that information pertaining to all the unlisted Companies involved in the scheme, shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.*

This Document is Digitally Signed

Signer: DPT1 VPL, CHINCHWADI
Date: Wed, Aug 9, 2023 17:46:35 IST
Location: NSE



National Stock Exchange of India Limited | Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051.
India +91 22 26590100 | www.nseindia.com | CIN 067220MH2992PLC069769





Continuation Sheet

- e. Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old.
- f. The Company shall ensure that the details of the proposed scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the shareholders.
- g. The Companies shall disclose the following as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the Company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act, 2013.
- Need for the merger and demerger, Rationale of the scheme, synergies of business of the entities involved in the scheme on the shareholders and cost benefit analysis of the scheme.
 - Value of Assets and liabilities of SCL that are being transferred to CPL and Post-Merger Balance sheet of CPL.
 - Impact of the scheme on the Revenue generating capacity of CPL.
 - Details of Carved out Assets and Liabilities of Demerged Undertaking that are being transferred to Resulting Company.
- h. Company shall ensure that the proposed equity shares to be issued in terms of the "Scheme" shall mandatorily be in demat form only.
- i. Company shall ensure that the "Scheme" shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document.
- j. Company shall ensure that no changes to the draft scheme except those mandated by the regulators/authorities/tribunals shall be made without specific written consent of SEBI.
- k. Company shall ensure that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before NCLT and the Company is obliged to bring the observations to the notice of NCLT.
- l. Company shall comply with all the applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed Scheme.
- m. It is to be noted that the petitions are filed by the Company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ Stock Exchange. Hence, the Company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/ observations/ representations.

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/representations.

This Document is Digitally Signed

Signer: DPT1:VPL:CHINCHESHE
Date: Wed, Aug 9, 2023 17:46:55 IST
Location: NSE





Please note that the submission of documents/information, in accordance with the Circular to SEBI and National Stock Exchange of India (NSE), should not in any way be deemed or construed that the same has been cleared or approved by SEBI and NSE. SEBI and NSE does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the documents submitted.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our "No objection" in terms of Regulation 94 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

The Company should also fulfil the Exchange's criteria for listing of such company and also comply with other applicable statutory requirements. However, the listing of shares of the Resulting Company is at the discretion of the Exchange.

The listing of Resulting Company pursuant to the Scheme of Arrangement shall be subject to SEBI approval & Company satisfying the following conditions:

- 1. To submit the Information Memorandum containing all the information about Resulting Company and its group companies in line with the disclosure requirements applicable for public issues with National Stock Exchange of India Limited ("NSE") for making the same available to the public through website of the companies. The following lines must be inserted as a disclaimer clause in the Information Memorandum:

"The approval given by the NSE should not in any manner be deemed or construed that the Scheme has been approved by NSE; and/or NSE does not in any manner warrant, certify or endorse the correctness or completeness of the details provided for the unlisted Company; does not in any manner take any responsibility for the financial or other soundness of the Resulting Company, its promoters, its management etc."

- 2. To publish an advertisement in the newspapers containing all the information about the Resulting Company in line with the details required as per SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/000000665 dated November 23, 2021. The advertisement should draw a specific reference to the aforesaid Information Memorandum available on the website of the company as well as NSE.

- 3. To disclose all the material information about Resulting Company to NSE on the continuous basis so as to make the same public, in addition to the requirements, if any, specified in SEBI (LODR) Regulations, 2015 for disclosures about the subsidiaries.

- 4. The following provision shall be incorporated in the scheme:
 - a. "The shares allotted pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchange."
 - b. "There shall be no change in the shareholding pattern or control in Resulting Company between the record date and the listing which may affect the status of this approval."

Signer: DPT1 VPLS CHRO@NSE
Date: Wed Aug 9, 2023 17:46:53 IST
Location: NSE





However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines/ Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from August 09, 2023, within which the Scheme shall be submitted to NCLT.

Kindly note, this Exchange letter should not be construed as approval under any other Act/Regulation/rule by laws (except as referred above) for which the Company may be required to obtain approval from other department(s) of the Exchange. The Company is requested to separately take up matter with the concerned departments for approval, if any.

The Company shall ensure filing of compliance status report stating the compliance with each point of Observation Letter on draft scheme of arrangement on the following path: NEAPS > Issue > Scheme of arrangement > Reg 37(1) of SEBI LODR, 2015> Seeking Observation letter to Compliance Status.

Yours faithfully,
For National Stock Exchange of India Limited

Dipti Chinchkhede
Senior Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL:
<https://www.nseindia.com/companies-listing/raising-capital-further-issues-main-sme-checklist>



This Document is Digitally Signed



Signer: DIPTI VSH, CHINCHKHEDI
Date: Filed: Aug 9, 2023 17:46:55 IST
Location: NSC



Details of assets and liabilities of SCL that are being transferred to CPL pursuant to scheme
(Basis the financials as on September 30, 2023)

Particulars	Amount - INR Lakhs
Assets	
Non-current assets	
Property, plant and equipment	69.47
Intangible Assets	-
Investment property	200.55
Investments	24.70
Loans	22,517.79
Deferred tax assets (Net)	1225.24
Other non-current assets	-
Current Assets	
Inventories	33.66
Trade receivables	-
Cash and cash equivalents	281.81
Loans	8911.13
Current Tax assets	-
Other current assets	1.05
Total Assets	33,265.4
Liabilities	
Non-current Liabilities	
Borrowings	13,639.72
Provisions	4878.33
Current Liabilities	
Borrowings	8864.30
Trade payables	-
Other financial liabilities	361.33
Other current liabilities	65.67
Provisions	439.64
Total Liabilities	28,248.99



Details of assets and liabilities (including notes) of CPL being transferred to CP Edutech

(Basis the financials as on September 30, 2023)

Particulars	Amount - INR Lakhs
Assets	
Non-current assets	
Property, plant and equipment	347.39
Intangible Assets	0.68
Investment property	-
Investments	698.15
Loans	229.79
Deferred tax assets (Net)	-
Other non-current assets	-
Current Assets	
Inventories	78.79
Trade receivables	309.28
Cash and cash equivalents	10.25
Loans	425.77
Current Tax assets	-
Other current assets	-
Total Assets	2100.1
Liabilities	
Non-current Liabilities	
Borrowings	24.02
Provisions	-
Current Liabilities	
Borrowings	776.53
Trade payables	-
Other financial liabilities	-
Other current liabilities	589.88
Provisions	-
Total Liabilities	1390.43



**Post scheme balance sheet of CPL
(Basis the financials as on September 30, 2023)**

Particulars	Amount - INR Lakhs
Assets	
Non-current assets	
Property, plant and equipment	10,455.44
Intangible Assets	-
Investment property	827.37
Investments	13,563.55
Loans	22,509.57
Deferred tax assets (Net)	1,225.24
Other non-current assets	-
Current Assets	
Inventories	33.66
Trade receivables	-
Cash and cash equivalents	331.14
Loans	8911.13
Current Tax assets	-
Other current assets	1.05
Total Assets	57,858.15
Equity and Liabilities	
Equity share capital and other equity	48,026.02
Non-current Liabilities	
Borrowings	1,878.96
Provisions	4,878.33
Current Liabilities	
Borrowings	1,831.99
Trade payables	-
Other financial liabilities	361.33
Other current liabilities	442.08
Provisions	439.64
Total Liabilities	9,832.33





Compliance Report

It is hereby certified that the draft scheme of arrangement involving Career Point Edutech Limited, Srajan Capital Limited and Career Point Limited does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and master circular dated November 23, 2021, including the following:

S No	Reference	Particulars	Whether Complied or Not
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Yes, complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Yes, complied
Requirements of master circular			
S No	Reference	Particulars	Whether Complied or Not
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes, complied
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	We undertake to comply with the applicable conditions specified in Para 1(A)(3) in relation to schemes involving unlisted entities.
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Yes Complied, Valuation report of Mr. Naveen Agarwal, being a Registered Valuer, is submitted
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Yes, complied. Certificate from the statutory auditors M/s Lodha & Co dated 14/02/2023 is submitted.

For CAREER POINT LIMITED

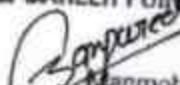
(Signature)
Mohan Pareek
(Company Secretary)

CAREER POINT LIMITED

CAREER POINT LIMITED

(Signature)
DIRECTOR

(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	Not applicable
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For Career Point Limited
For CAREER POINT LIMITED

 Manmohan Pareek
 Company Secretary


CAREER POINT LIMITED

 DIRECTOR
 Pramod Maheshwari
 Managing Director

Certified that the transactions/ accounting treatment provided in the draft scheme of arrangement involving Career Point Edutech Limited, Srajan Capital Limited and Career Point Limited are in compliance with all the Accounting Standards applicable to a listed entity.

For Career Point Limited

 Om Prakash Maheshwari
 Chief Financial Officer



CAREER POINT LIMITED

 DIRECTOR
 Pramod Maheshwari
 Managing Director

Date: 14/02/2023



भारतीय रिज़र्व बैंक
RESERVE BANK OF INDIA

www.rbi.org.in

CDG.DOS.ACG.No S/16-31-205/2022-2023

September 14, 2022

The Managing Director
M/s Srajan Capital Limited
C/o Career Point Gurukul
Village- Tangori, PO: Mota Majra,
Tehsil & Distt. Mohali,
Punjab Pin- 140306

महोदय/Dear Sir,

कैरियर प्वाइंट लिमिटेड (नै-एनबीएफसी) के साथ स्राजन कैपिटल लिमिटेड (एनबीएफसी) का विलय
Merger of the Srajan Capital Limited (NBFC) with Career Point Limited (Non-NBFC)

कृपया उपरोक्त विषय पर अपने ई-मेल दिनांक 17 अगस्त, 2022 का संदर्भ लें। इस संबंध में, हम सूचित करते हैं कि कैरियर प्वाइंट लिमिटेड (नै-एनबीएफसी) के साथ आपकी कंपनी के प्रस्तावित विलय पर बैंक को कोई आपत्ति नहीं है।

Please refer to your email dated August 17, 2022 on the captioned subject. In this connection, we advise that the Bank does not have any objection to the proposed Merger of your company with Career Point Limited (Non-NBFC).

2. हालांकि, हम आपको कैरियर प्वाइंट लिमिटेड (नै-एनबीएफसी) के विलय के बाद की तुलना पत्र जमा करने की सलाह देते हैं। इसके अलावा, यह सूचित किया जाता है कि, अधिनियम की धारा 45-आईए के अनुसार, कोई भी कंपनी भारतीय रिज़र्व बैंक से पंजीकरण प्रमाणपत्र (सीओआर) प्राप्त किए बिना नै-बैंकिंग वित्तीय संस्थान का कारोबार शुरू नहीं कर सकती है। पंजीकरण प्रमाण पत्र प्राप्त किए बिना एनबीएफआई व्यवसाय करना

2. However, we advise you to submit the post-merger Balance Sheet of the Career Point Limited (Non-NBFC). Further, we add that in terms of Section 45-IA of the RBI Act, no company can commence or carry on the business of Non-Banking Financial Company without obtaining a Certificate of Registration (CoR) from RBI. Undertaking Non-Banking Financial Institution business without obtaining Certificate of Registration attracts

सहायक निरीक्षक, सार्वजनिक बैंक, संयुक्त विभाग, ब्लॉक-17, चंडीगढ़-160017

Department of Supervision, Reserve Bank of India, Central Vista, Sector-17, Chandigarh-160 017

सं. 0172-2115282, सं. 0172-2722587 e-mail - dsbschandigarh@rbi.org.in

कृपया ध्यान दें, हमें कोई भी सूचनाएं न दें

RBI never sends mails, SMSs or makes calls asking for personal information like bank account details, passwords, etc. It never keeps or offers funds to anyone. Please do not respond in any manner to such offers.





<p>अधिनियम की धारा 58-बी (4-ए) के दंडात्मक प्रावधानों को आकर्षित करता है, जिसे निम्नानुसार पढ़ा जाता है:</p> <p>“यदि कोई व्यक्ति धारा 45-आई की उप-धारा (1) के प्रावधानों का उल्लंघन करता है तो वह कारावास से दण्डनीय होगा जो कम से कम नहीं होगा। एक वर्ष से अधिक लेकिन जो पांच वर्ष तक बढ़ाया जा सकता है और जुर्माने से जो एक लाख रुपये से कम नहीं होगा, लेकिन जो पच्चीस लाख रुपये तक हो सकता है।”</p> <p>3. कृपया प्राप्ति की सूचना दें।</p>	<p>the penal provisions of Section 58-B (4-A) of the Act, which read as under:</p> <p>“If any person contravenes the provisions of sub-section (1) of section 45-IA, he shall be punishable with imprisonment for a term which shall not be less than one year but which may extend to five years and with fine which shall not be less than one lakh rupees, but which may extend to twenty-five lakh rupees.”</p> <p>3. Please acknowledge the receipt.</p>
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भवदीय
अरविन्द गुप्ता
(अरविन्द गुप्ता)
उप महाप्रबंधक






To,
The General Manager
Department of Corporate Services
BSE Limited
P.J. Towers, Dalal Street
Mumbai – 400001

Sub: Application no. 170399 under Regulation 37 of the SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015 for the proposed scheme of arrangement between Career Point Edutech Limited, Srajan Capital Limited and Career Point Limited ("Company") and their respective shareholders ("the Scheme)

This has reference to the subject application filed by the Company with BSE Limited on 28.02.2023. The Scheme and other relevant documents were hosted by BSE Limited on its website on 08.03.2023.

No complaints relating to the Scheme have been received during the period from 08.03.2023 to 28.03.2023. As required by Para A(6) of Part I of the SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, the "Report on Complaints" is enclosed.

For Career Point Limited
For CAREER POINT LIMITED

Manmohan Pareek
Company Secretary

Company Secretary and Compliance Officer

Date: 28.03.2023

Place: Kota

CAREER POINT LIMITED

REPORT ON COMPLIANTS

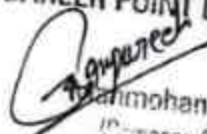
Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	NIL
2.	Number of complaints forwarded by Stock Exchanges/ SEBI	NIL
3.	Total Number of complaints/comments received (1+2)	NIL
4.	Number of complaints resolved	NA
5.	Number of complaints pending	NA

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	NA	NA	NA

For CAREER POINT LIMITED


 Anamohan Pareek
 (Company Secretary)



To,

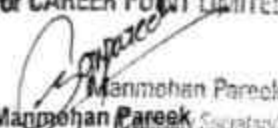
The Deputy Manager
National Stock Exchange of India Ltd

Sub: Application no. 34634 under Regulation 37 of the SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015 for the proposed scheme of arrangement between Career Point Edutech Limited, Srajan Capital Limited and Career Point Limited ("Company") and their respective shareholders ("the Scheme)

This has reference to the subject application filed by the Company with National Stock Exchange of India Limited on March 02, 2023. The Scheme and other relevant documents were hosted by National Stock Exchange of India Limited on its website on March 17, 2023.

No complaints relating to the Scheme have been received during the period from March 17, 2023 to April 06, 2023. As required by Para A(6) of Part I of the SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, the "Report on Complaints" is enclosed.

For Career Point Limited
For CAREER POINT LIMITED


Manmohan Pareek
(Company Secretary)

Company Secretary and Compliance Officer

Date: 06.04.2023

Place: Kota

CAREER POINT LIMITED

Registered Office: Village Tangori, Banur, Mohali (Punjab) 140601

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

REPORT ON COMPLAINTS

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	NIL
2.	Number of complaints forwarded by Stock Exchanges/ SEBI	NIL
3.	Total Number of complaints/comments received (1+2)	NIL
4.	Number of complaints resolved	NA
5.	Number of complaints pending	NA

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	NA	NA	NA

For CAREER POINT LIMITED

Manmohan Pareek
 Manmohan Pareek
 (Company Secretary)