

May 16, 2017

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

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



Dear Sir/Madam,

Sub: Outcome of Board Meeting held on May 16, 2017-Audited Financial Results for the Quarter and Year ended March 31, 2017

This is to inform you that in the meeting of the Board of Directors of the Company held on Tuesday, May 16, 2017 at its Registered Office, the Board *inter alia* has transacted the following businesses:

1. Considered and approved Audited Standalone and Consolidated Financial Results of the company for the quarter and year ended March 31, 2017. The above results are audited by Statutory Auditors of the Company (**Enclosed**)
2. Considered and took note of Auditors Report alongwith Form A for the period ended March 31, 2017 (**Enclosed**)
3. Considered and approved advertisement for publication of Financial Results in HT Mint (English Daily), Rashtriya Sahara (Hindi Daily) and Nafa Nuksan (Hindi Daily) on or before 18th May 2017. Full format of the Financial Results for the quarter and year ended 31st March 2017 shall be available on the website of the Stock Exchange where shares of the Company are listed i.e. www.nseindia.com; www.bseindia.com and on company's website www.cpil.in
4. The Board has considered Reconciliation of Share Capital Audit Report for the period ended March 31, 2017
5. Approval of Draft of Directors Report, Corporate Governance Report and Management Discussion and analysis Report etc
6. Considered the appointment of Statutory Auditors of the Company
7. Re-appointed M. Sancheti & Associates, Company Secretaries (C. P. No.: 8997) as Secretarial Auditor of the Company for Financial Year 2017-18.
8. Re-appointed M/s P. Khandelwal & Co., Chartered Accountants as the Internal Auditors of the Company for FY 2017-18.
9. Considered the quarterly compliances made by the company as per the SEBI (LODR) Regulations, 2015.
10. Considered declaration of Independent Directors
11. The Board took note of Investor Grievance Report for the period ended March 31, 2017.

The meeting of Board of Directors commenced at 4.30 pm and concluded at 9.25 pm.

Thanking you,
For **Career Point Limited**


Tarun Kumar Jain
GM (Corporate & Legal Affairs) & Co. Secretary

Enclosed:

1. Standalone & Consolidated Audited Financial Results for the quarter and year ended March 31, 2017 and Auditor's Report alongwith Form A

CAREER POINT LTD

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

CIN-L72200RJ2000PLC016272

Tel : +91-744-3040000

Email : investors@cpil.in

Website: www.cpil.in

AUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED ON 31st MARCH, 2017

PART - I		(₹ in Lakhs) (except EPS)				
S. No.	Particulars	Quarter ended			Year to date figures for the current period ended March 31, 2017	Year to date figures for the previous period ended March 31, 2016
		Three months ended 31/03/2017	Preceding 3 months Ended 31/12/2016	Corresponding 3 months ended in the previous year 31.03.2016		
		(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)
1	(a) Income from Operations	1,821.39	2,078.65	1,792.96	7,357.25	6,942.47
	Total Income	1,821.39	2,078.65	1,792.96	7,357.25	6,942.47
2	Expenditure					
	a) Cost of Material	43.97	15.44	45.47	148.90	162.30
	b) Changes in inventories of Study Material	2.22	11.03	4.11	65.65	28.41
	c) Employees costs	885.79	862.34	840.43	3,496.02	3,364.31
	d) Depreciation & Amortisation	115.89	146.98	114.66	489.05	465.18
	e) General Administration and Other expenses	350.11	294.28	424.52	1,539.67	1,628.28
	Total Expenditure	1,398.00	1,330.07	1,429.19	5,739.30	5,648.47
3	Profit from Operations before Other Income, Interest and Exceptional Items (1-2)	423.39	748.58	363.77	1,617.95	1,294.00
4	Other Income	173.01	224.47	164.86	850.74	939.81
5	Profit before Interest and Exceptional Items (3+4)	596.39	973.05	528.63	2,468.69	2,233.81
6	Interest Expense	52.11	44.87	34.23	168.58	111.99
7	Profit after Interest Expense but before Exceptional items (5-6)	544.28	928.18	494.40	2,300.11	2,121.82
8	Exceptional items	-	-	-	-	-
9	Profit from Ordinary Activities before tax (7+8)	544.28	928.18	494.40	2,300.11	2,121.82
10	Provision for taxes					
	a) Provision for tax	181.96	304.88	108.50	665.00	467.00
	b) MAT Credit Entitlement	(109.53)	106.58	(15.07)	(58.66)	(11.48)
	c) Provision for deferred tax	26.34	34.34	78.08	129.17	201.76
	d) Income tax for earlier years	(6.68)	-	-	2.41	17.73
	Total Provision for taxes	92.09	445.80	171.50	737.92	675.01
11	Profit from Ordinary Activities after tax (9-10)	452.19	482.38	322.90	1,562.20	1,446.81
12	Extraordinary Items	-	-	-	-	-
13	Net Profit after tax for the period/Year(11-12)	452.19	482.38	322.90	1,562.20	1,446.81
14	Paid-up Equity Share Capital (Face value of ₹ 10/- each)	1,813.29	1,813.29	1,813.29	1,813.29	1,813.29
15	Reserves excluding Revaluation Reserve	-	-	-	-	-
16	Earnings Per Share (EPS) *					
	a) Basic & Diluted EPS before Extraordinary items ₹	2.49	2.66	1.78	8.62	7.98
	b) Basic & Diluted EPS after Extraordinary items ₹	2.49	2.66	1.78	8.62	7.96

PART -II						
A	PARTICULARS OF SHAREHOLDING	Quarter ended			Year to date figures for the current period ended March 31, 2017	Year to date figures for the previous period ended March 31, 2016
		Three months ended 31/03/2017	Preceding 3 months Ended 31/12/2016	Corresponding 3 months ended in the previous year 31.03.2016		
		(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)
1	Public Shareholding					
	- No. of shares	7,095,086	7,095,086	7,135,526	7,095,086	7,135,526
	- Percentage of shareholding	39.13	39.13	39.35	39.13	39.35
2	Promoters and promoter group Shareholding					
	a) Pledged/Encumbered					
	-Number of shares	Nil	Nil	Nil	Nil	Nil
	-Percentage of shares (as a % of the total shareholding of promoter and promoter group)	Nil	Nil	Nil	Nil	Nil
	-Percentage of shares (as a% of the total share capital of the company)	Nil	Nil	Nil	Nil	Nil
	b) Non-encumbered					
	-Number of Shares	11,037,853	11,037,853	10,997,413	11,037,853	10,997,413
	-Percentage of shares (as a% of the total shareholding of promoter and promoter group)	100	100	100	100	100
	-Percentage of shares (as a % of the total share capital of the company)	60.87	60.87	60.51	60.87	60.65

(In Numbers)		
B	INVESTOR COMPLAINTS	3 month ended March 31, 2017
	Pending at the beginning of the quarter	Nil
	Received during the quarter	Nil
	Disposed of during quarter	Nil
	Remaining unresolved at the end of the quarter	Nil

Notes:

- i) The above financial results have been reviewed by the Audit Committee at its meeting held on May 13th 2017 and approved by the Board of Directors at their meeting held on May 16th, 2017. Limited Review of the financial results has been carried out by the Statutory Auditor of the Company.
- ii) The Company has 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 Rs 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.

Further, the Company has 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 Rs 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.


During the year, Company has 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 Rs 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.
- iii) Figures of the previous periods have been regrouped/re-classified to confirm to the figures of the current periods.

iv) Audited Standalone Results as on 31.03.2017 are as under-

Statement of Assets and Liabilities (Audited)

Particulars	As at 31.03.2017	As at 31.03.2016
A. EQUITY AND LIABILITIES		
1. Shareholder's funds		
(a) Share Capital	1813.29	1813.29
(b) Reserves and Surplus	34432.18	32858.45
(c) Money received against share warrants	0.00	0.00
Sub-total - Shareholder's Funds	36245.48	34671.74
2. Share application money pending allotment		
3. Minority Interest		
4 Non-current Liabilities		
(a) Long-term borrowings	581.25	459.43
(b) Deferred Tax Liabilities (Net)	701.97	572.80
(c) Long-Term Provisions	53.53	56.10
Sub-total - Non-current liabilities	1336.74	1088.33
5 Current Liabilities		
(a) Short-term borrowings	1983.47	953.74
(b) Trade payables	29.16	19.77
(c) Other current liabilities	1538.29	1533.77
(d) Short-Term Provisions	87.03	218.74
Sub-total - Current liabilities	3637.92	2725.99
TOTAL EQUITY AND LIABILITIES	41220.16	38486.08
B. ASSETS		
1. Non-current Assets		
(a) Fixed Assets		
(i) Tangible assets	13215.15	12729.53
(ii) Intangible assets	1.27	3.05
(iii) Capital work-in-progress	654.89	111.35
(b) Non-current investments	18088.89	14541.89
(c) Deferred Tax Assets (net)	0.00	0.00
(d) Long-term loans and advances	299.27	733.90
(e) Other non-current assets	0.00	0.00
Sub-total - Non-current Assets	32259.47	28119.72
2. Current Assets		
(a) Current investments	2778.08	2865.79
(b) Inventories	108.64	167.92
(c) Trade receivables	153.62	342.85
(d) Cash and cash equivalents	302.30	91.81
(e) Short-term loans and advances	5617.91	6898.00
(f) Other current assets	0.15	0.00
Sub-total - Current Assets	8960.69	10366.36
TOTAL-ASSETS	41220.16	38486.08

BY ORDER OF THE BOARD OF DIRECTORS
FOR CAREER POINT LIMITED


PRAMOD MAHESHWARI
Chairman, Managing Director and CEO

Place: Kota (Rajasthan)
Date :May 16, 2017

CAREER POINT LTD.

Registered Office: CP Tower-1, Road No. 1, IPIA, Rajasthan - 324005
CIN-L72200RJ2000PLC016272

Tel : +91-744-3040000

Email : investors@cpil.in

Website: www.cpil.in

AUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED ON 31st MARCH, 2017

PART - I		(₹ in Lakhs) (except EPS)				
		Quarter ended			Year to date figures	Year to date figures
S. No	Particulars	Three months ended 31/03/2017	Preceding 3 months Ended 31/12/2016	Corresponding 3 months ended in the previous year 31.03.2016	for the current period ended March 31, 2017	for the previous period ended March 31, 2016
		(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)
1	(a) Income from Operations	2,168.92	2,312.45	1,982.41	8,374.36	7,589.41
	Total Income	2,168.92	2,312.45	1,982.41	8,374.36	7,589.41
2	Expenditure					
	a) Cost of Material	73.98	38.30	59.68	264.85	236.38
	b) Changes in inventories of finished goods	(8.48)	(2.34)	10.51	18.94	41.29
	c) Employees costs	901.02	877.66	905.17	3,553.00	3,565.28
	d) Depreciation & Amortisation	121.74	153.83	130.36	525.98	527.04
	e) General Administration and Other expenses	373.91	312.78	447.86	1,600.55	1,702.64
	Total Expenditure	1,462.17	1,380.23	1,553.58	5,963.32	6,072.62
3	Profit from Operations before Other Income, Interest and Exceptional Items (1-2)	706.75	932.22	428.83	2,411.04	1,516.79
4	Other Income	223.77	163.77	182.42	882.24	1,078.25
5	Profit before Interest and Exceptional Items (3+4)	930.52	1,095.99	611.25	3,293.28	2,595.04
6	Interest Expense	270.13	90.49	115.07	588.09	443.70
7	Profit after Interest Expense but before Extraordinary items (5-6)	660.39	1,005.50	496.18	2,705.19	2,151.34
8	Exceptional items	-	-	-	-	-
9	Profit from Ordinary Activities before tax (7+8)	660.39	1,005.50	496.18	2,705.19	2,151.34
10	Provision for taxes					
	a) Provision for tax	204.01	330.66	138.08	790.23	552.02
	b) MAT Credit Entitlement	(109.52)	106.57	(15.07)	(58.80)	(11.48)
	c) Provision for deferred tax	72.99	36.84	68.90	192.45	178.12
	d) Income tax for earlier years	(6.68)	-	-	12.09	17.75
	Total Provision for taxes	160.79	474.07	191.92	935.96	736.41
11	Profit from Ordinary Activities after tax (9-10)	499.60	531.43	304.26	1,769.23	1,414.93
12	Extraordinary Items	-	-	-	-	-
13	Net Profit after tax for the period/Year(11-12)	499.60	531.43	304.26	1,769.23	1,414.93
14	Share of profit of associates (net)	(0.11)	0.32	(6.23)	(0.66)	30.83
15	Capital Profit	-	-	-	-	-
16	Adjustment for minority Interest	(1.19)	(1.53)	(24.26)	0.80	(0.95)
17	Net Profit after tax, minority Interest and share of profit of associates (13+14+15)	498.30	533.28	298.03	1,767.77	1,446.70
18	Paid-up Equity Share Capital (Face value of ₹ 10/- each)	1,813.29	1,813.29	1,813.29	1,813.29	1,813.29
19	Reserves excluding Revaluation Reserve	-	-	-	35,249.49	33,459.57
20	Earnings Per Share (EPS) *					
	a) Basic & Diluted EPS before Extraordinary items ₹	2.75	2.94	1.64	9.75	7.98
	b) Basic & Diluted EPS after Extraordinary items ₹	2.75	2.94	1.64	9.75	7.96

PART -II

PARTICULARS OF SHAREHOLDING	Quarter ended			Year to date figures for the current period ended March 31, 2017	Year to date figures for the previous period ended March 31, 2016
	Three months ended 31/03/2017	Preceding 3 months Ended 31/12/2016	Corresponding 3 months ended in the previous year 31.03.2016		
	(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)
1 Public Shareholding					
- No. of shares	7095086	7,095,086	7,135,526	7,095,086	7,135,526
- Percentage of shareholding	39.13	39.13	39.35	39.13	39.35
2 Promoters and promoter group Shareholding					
a) Pledged/Encumbered					
-Number of shares	Nil	Nil	Nil	Nil	Nil
-Percentage of shares (as a % of the total shareholding of promoter and promoter group)	Nil	Nil	Nil	Nil	Nil
-Percentage of shares (as a% of the total share capital of the company)	Nil	Nil	Nil	Nil	Nil
b) Non-encumbered					
-Number of Shares	11,037,853	11,037,853	10,997,413	11,037,853	10,997,413
-Percentage of shares (as a% of the total shareholding of promoter and promoter group)	100	100	100	100	100
-Percentage of shares (as a % of the total share capital of the company)	60.87	60.87	60.51	60.87	60.65

		(In Numbers)
INVESTOR COMPLAINTS		3 month ended March 31, 2017
Pending at the beginning of the quarter		Nil
Received during the quarter		Nil
Disposed of during quarter		Nil
Remaining unresolved at the end of the quarter		Nil

Notes:

- i) The above financial results have been reviewed by the Audit Committee at its meeting held on May 13th 2017 and approved by the Board of Directors at their meeting held on May 16, 2017. Limited Review of the financial results has been carried out by the Statutory Auditor of the Company.
- ii) The information of the Company on standalone basis is as follows:

Particulars	Quarter ended			Year to date figures for the current period ended March 31, 2017	Year to date figures for the previous period ended March 31, 2016
	Three months ended 31/03/2017	Preceding 3 months Ended 31/12/2016	Corresponding 3 months ended in the previous year 31.03.2016		
	(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)
Income from operation	1,821.39	2,078.65	1,792.96	7,357.25	6,942.47
Net profit before tax	544.28	928.18	494.40	2,300.11	2,121.82
Net profit after tax	452.19	482.38	322.90	1,562.20	1,446.81
EPS	2.49	2.66	1.78	8.62	7.98

iii) Figures of the previous periods have been regrouped/re-classified to confirm to the figures of the current periods.

iv) The Standalone and Consolidated financial results for the year ended March 31, 2017, as submitted to Stock Exchange are also available on our website www.cpii.in.

v) Segment Wise Revenue, Results and Capital Employed for the year ended March 31, 2017

Particulars	Quarter ended			Year to date figures for the current period ended March 31, 2017	Year to date figures for the previous period ended March 31, 2016
	Three months ended 31/03/2017	Preceding 3 months Ended 31/12/2016	Corresponding 3 months ended in the previous year 31.03.2016		
	(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)
1 Segment Revenue (Net Sales Income from Segment)					
Informal Education Division	1,556.38	1,953.36	1,742.81	6,849.24	6,745.09
Formal Education Division	113.84	163.24	105.08	523.01	471.00
Financing	286.20	195.85	134.53	789.60	373.32
Net Sales/Income from Operation	1,956.42	2,312.45	1,982.42	8,161.85	7,589.41
2 Segment Results Profit/(Loss) before interest and Tax					
Informal Education Division	617.57	744.85	312.41	1,931.81	1,414.76
Formal Education Division	128.67	161.67	48.22	530.34	389.30
Financing	(5.15)	(21.28)	58.11	98.25	142.42
TOTAL	741.10	885.24	418.74	2,560.41	1,946.48
Less: Finance Cost	270.13	96.15	115.07	588.09	443.97
Add: Other Un-allocable income Net of Un-allocable Expenditure	189.44	216.40	192.52	732.87	648.83
Profit before Tax	660.41	1,005.49	496.19	2,705.19	2,151.34
3 Capital Employed					
Informal Education Division	21,626.14	19,093.97	18,462.30	21,626.14	18,462.30
Formal Education Division	15,004.26	16,818.07	16,225.52	15,004.26	16,225.52
Financing	2,024.48	648.98	585.05	2,024.48	585.07
Total Capital Employed	38,654.88	36,561.02	35,272.87	38,654.88	35,272.87


vi) The Company has 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 Rs 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.

Further, the Company has 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 Rs 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.

During the year, Company has 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 Rs 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.

vii) Consolidated Statement of Assets and Liabilities		(₹ in Lakhs)	
Particulars		As at 31.03.2017	As at 31.03.2016
EQUITY AND LIABILITIES			
Shareholder's funds			
(a) Share Capital		1,813.29	1,813.29
(b) Reserves and Surplus		35,249.49	33,459.57
Minority Interest		11.00	10.19
Sub-total - Shareholder's Funds		37,073.78	35,283.06
Non-current Liabilities			
(a) Deferred Tax Liabilities (Net)		504.88	312.43
(b) Long Term Borrowing		1001.25	459.43
(c) Long-Term Provisions		74.97	67.46
Sub-total - Non-current liabilities		1,581.10	839.32
Current Liabilities			
(a) Short-term borrowings		11901.70	4275.78
(b) Trade payables		30.48	10.63
(c) Other current liabilities		1663.14	1635.29
(d) Short-Term Provisions		116.90	237.58
Sub-total - Current liabilities		13,712.22	6,159.27
Total Equity and Liabilities		52,367.10	42,281.65
ASSETS			
Non-current Assets			
(a) Fixed Assets			
(i) Tangible assets		17596.53	16336.55
(ii) Intangible assets		7.75	1.61
(iii) Capital work-in-progress		812.41	268.87
(b) Non-current investments		2123.29	1332.14
(c) Long-term loans and advances		2237.62	7835.83
(d) Other non-current assets		0.00	0.00
Sub-total - Non-current Assets		22777.61	25775.00
Current Assets			
(a) Current investments		3996.17	3330.79
(b) Inventories		7641.37	198.97
(c) Trade receivables		4002.35	8082.10
(d) Cash and cash equivalents		887.99	248.00
(e) Short-term loans and advances		12938.59	4646.80
(f) Other current assets		123.03	0.00
Sub-total - Current Assets		29589.50	16506.65
Total Assets		52367.10	42281.65

BY ORDER OF THE BOARD OF DIRECTORS
FOR CAREER POINT LIMITED


PRAMOD MAHESHWARI
Chairman, Managing Director and CEO

Place: Kota (Rajasthan)
Date :May 16, 2017

May 16, 2017

To,
The General Manager
Bombay Stock Exchange Limited
Corporate Relationship Department
Phirozee Jeejeebhay Tower
Dalal Street, Fort,
Mumbai-400 001

BSE Scrip Code:533260

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

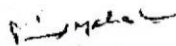
NSE Symbol: careerp

Form A

Format of covering letter for Auditors' Report with unmodified opinion to be filed with Stock Exchanges alongwith Financial Results- Regulation 33(d) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015

1	Name of the Company	Career Point Limited
2	Annual Standalone Financial Statement for the year ended	March 31, 2017 (Standalone)
3	Type of Audit Observation	Un-modified
4	Frequency of observation	Not Applicable

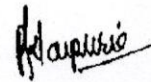
For Career Point Limited



Pramod Maheshwari
Chairman, MD & CEO




Om Maheshwari
Executive Director & CFO



Pawan Kumar Lalpuria
Chairman-Audit Committee


For **SHARP & TANNAN**
Chartered Accountants
ICAI Registration No: -
000452N


Pavan K. Aggarwal
Partner
Membership No. 91466



May 16, 2017

To,
The General Manager
Bombay Stock Exchange Limited
Corporate Relationship Department
Phirozee Jeejeebhay Tower
Dalal Street, Fort,
Mumbai-400 001

BSE Scrip Code:533260

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

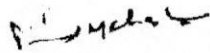
NSE Symbol: careerp

Form A

Format of covering letter for Auditors' Report with unmodified opinion to be filed with Stock Exchanges alongwith Financial Results- Regulation 33(d) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015

1	Name of the Company	Career Point Limited
2	Annual Consolidated Financial Statement for the year ended	March 31, 2017 (Consolidated)
3	Type of Audit Observation	Un-modified
4	Frequency of observation	Not Applicable

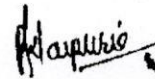
For Career Point Limited



Pramod Maheshwari
Chairman, MD & CEO



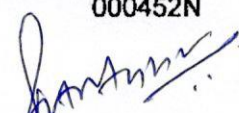
Om Maheshwari
Executive Director & CFO



Pawan Kumar Lalpuria
Chairman-Audit Committee



For SHARP & TANNAN
Chartered Accountants
ICAI Registration No: -
000452N



Pavan K. Aggarwal
Partner
Membership No. 91466



Key business updates and result highlights (4Q / FY2016-17)

Revenue: Rs 84 Crores (+10.3%); Op. Margins: 35% (vs 27%); Profits: Rs 18 Crores (+25%)

(FY 2016-17 Consolidate numbers and y-o-y comparison)

Business updates

- Diversification from a pure coaching player to complete educational service provider is yielding returns. Performance of new divisions' ascertain sustainability of the business growth for long-term.
- Total enrollments were reported at 29,086 (9M FY2017: 27,129) including 8,029 in formal education division (9M FY2017: 7,691) and 21,057 in informal education division (9M FY2017: 19,438).
- In tutorial division, the Company establishes largest association network with prestigious educational groups and expands new franchisee centers across multiple geographies.
- Career Point University at Kota (Rajasthan) and Career Point University at Hamirpur (Himachal Pradesh) have performed extremely well with respect to academics, placements, extra-curricular, research, innovation and overall brand-building.
- The focus on skill development assessment has resulted positive outcomes. The group is now empanelled with all important regulatory agencies with more than 350 assessors for different sectors.
- Initial performance of the Career Point Publication division is quite encouraging. Thanks to abundance of quality content and existing strong brand recognition, the division has potential to be a separate business in itself.

Financials

- Income from operations for the period (FY2016-17) is rupees 73.6 Crores increased by 6% (y-o-y) on higher income in new school association and franchisee projects.
- At consol basis, Income from operations for the period (FY2016-17) is rupees 83.7 Crores increased by 10.3% on increased contributions from NBFC and Ed-Tech businesses.
- For FY2016-17, reported EBITDA of rupees 29.4 crores on consol basis with an impressive year on year growth of 44% resulted an EBITDA Margin of 35% (FY2015-16: 27%).
- A remarkable improvement of 814 basis points was reported in EBITDA margin against previous year on account of increased contributions from higher margin businesses verticals.
- Net income was reported at rupees 15.6 crores at standalone level and rupees 17.7 crores on consol level with y-o-y growth of 8% and an outstanding 25% growth, respectively.





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Independent Auditor's Report To the Members of Career Point Limited

Report on the Standalone Financial Statements

We have audited the standalone financial statements of **Career Point Limited** (the 'Company'), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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 Companies Act, 2013 (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 and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under Section 133 of the Act, read with relevant rules issued thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.



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Tel. (011) 41032506 Telefax: (011) 41033506 E-mail: contact@stdelhi.com

Shreedhar T. Kunte Rajkumar Khullar
Pavan K. Aggarwal Raghunath P. Acharya

Associate Offices: Bangalore, Chennai, Coimbatore, Mumbai, Pune & Hyderabad

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, profit and its cash flows for the year ended on that date.

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 Section 143(11) 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 and the Cash Flow Statement 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 Accounting Standards specified under Section 133 of the Act, read with relevant Rules issued thereunder;
 - (e) on the basis of the written representations received from the Directors as on 31st March, 2017 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act; and



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LETTER NO. _____

SHEET NO. _____

- (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 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 has disclosed the impact of pending litigations, on its financial position in its standalone financial statements-Refer Note 18 to the financial statement.
 - 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 Investor Education and Protection Fund by the Company; and
 - iv. the Company has provided requisite disclosures in its standalone financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 26(xiii) to the standalone financial statement.

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Chartered Accountants

Firm's Registration No.000452N

by the hand of

Pavan K. Aggarwal

Pavan K. Aggarwal

Partner

Membership No. 091466

Place : New Delhi

Date : 16th May, 2017



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SHEET NO. _____

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 of our report of even date)

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March, 2017, we report that:

- (i)
 - (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) As explained to us, these fixed assets 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 nature of its assets. The frequency of physical verification is reasonable and no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us and on the basis of our examination the records of Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) As explained to us, inventories have been physically verified by the Management during the year. In our opinion, the frequency of such verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not material and have been properly dealt with in the books of account.
- (iii) According to the information and explanations given to us, the Company has granted unsecured loans of Rs.11541.4 Lakhs (Previous Year 9546.8 Lakhs) @ 9%-9.75% to companies/other parties covered in the register maintained under Section 189 of the Act. The total unsecured loans outstanding as on 31st March, 2017 amount to Rs 5458.45 Lakhs (Previous Year Rs 5994.21 Lakhs). Further,
 - (a) the terms and conditions of the grant of such loans are generally not prejudicial to the Company's interest. Cost of part borrowing is higher by 1-2%;
 - (b) the loan agreements stipulate repayment of Principal on demand and Interest payment on Quarter basis. The repayment of Principal and Interest are regular.
 - (c) there are no overdue amounts overdue for more than ninety days except interest of Rs.0.91 Lakhs from Study Board Education Private Limited (Joint Venture).
- (iv) According to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of loans, investments, guarantees and security- *Read with Note 26(xvi)&(xvii)*
- (v) According to the information and explanations given to us, the Company has not accepted any deposits from the public and accordingly, Paragraph 3 (v) of the Order is not applicable to the Company.



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SHEET NO. _____

LETTER NO. _____

- (vi) According to the information and explanations given to us, the Company has not been prescribed maintenance of cost records by the Central Government under section 148(1) of the Act and accordingly, Paragraph 3 (vi) of the Order is not applicable to the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, where applicable, to the appropriate authorities. According to the information and explanations given to us, there are no arrears of outstanding statutory dues except equalization levy of Rs 1.16 Lakhs as at the last day of the financial year for a period of more than six months from the date they became payable which was later paid on 12th May, 2017.
- (b) According to the information and explanations given to us and the records examined by us, the particulars of sales tax, service tax and value added tax as at 31st March, 2017 which have not been deposited on account of a dispute pending, are as under:

Name of the Statute	Nature of the disputed dues	Amount in Lakhs	Period to which the amount relates	Forum where disputes are pending
The Rajasthan Value Added Tax Act, 2003*	Vat demand on Royalty, Application forms, Study Material etc.	551.49	2006-07 to 2012-13	Rajasthan Tax Board
Service Tax under the Finance Act, 1994#	Franchise Income	5.27	2003-04	High Court, Jaipur Bench
	Discount and Refund treated as Scholarship by Department	679.21	2006-07 to 2013-14	CESTAT
		148.76	2014-15	Additional Commissioner Excise, Udaipur
	Cenvat Credit on Advertisements	4.33	2012-13	Additional Commissioner Excise, Udaipur
8.30		2013-14 & 2014-15	Additional Commissioner Excise, Udaipur	

* Amount deposited: 193.33 Lakhs

Amount deposited: 27.92 Lakhs

- (viii) According to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to financial institutions, banks or Government. The Company has not issued any debentures. Accordingly, the Paragraph 3 (viii) of the Order is not applicable to the Company.



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LETTER NO. _____

SHEET NO. _____

- (ix) According to the information and explanations given to us, the Company has not raised monies by way of initial public offer or further public offer (including debt instruments). Accordingly, the Paragraph 3 (ix) of the Order is not applicable to the Company.
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any fraud by the Company or any fraud on the Company by its officers or employees noticed or reported during the year.
- (xi) According to the information and explanations given to us, the managerial remuneration has been paid and provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, the Paragraph 3 (xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanations given to us, all the transactions with the related parties are in compliance with Sections 177 and 188 of the Act and the relevant details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us, the Company had not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the Paragraph 3 (xiv) of the Order is not applicable to the Company.
- (xv) According to the information and explanations given to us, the Company had not entered into any non-cash transactions with directors or persons connected with him during the year. Accordingly, compliance with the provisions of Section 192 of the Act is not applicable to the Company.
- (xvi) According to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

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Chartered Accountants

Firm's Registration No.000452N

by the hand of

Pavan K. Aggarwal
Pavan K. Aggarwal

Partner

Membership No. 091466

Place : New Delhi

Date : 16th May, 2017



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Chartered Accountants

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SHEET NO. _____

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) of our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("Act")

We have audited the internal financial controls over financial reporting of **Career Point Limited** (the 'Company') as of 31st March, 2017 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 audit opinion on the Company's internal financial controls system over financial reporting.



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LETTER NO. _____

SHEET NO. _____

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, 2017, 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.


SHARP & TANNAN

Chartered Accountants

Firm's Registration No.000452N

By the hand of


Pavan K. Aggarwal

Partner

Membership No. 091466

Place : New Delhi

Date : 16th May, 2017





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Chartered Accountants

Independent Auditor's Report To the Members of Career Point Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **Career Point Limited** (the "Holding Company") and its subsidiary companies, jointly controlled and associate company (collectively referred to as "Company" or "the Group"), which comprise the consolidated Balance Sheet as at 31st March, 2017, and the Consolidated Statement of Profit and Loss and the Consolidated Statement of cash flows for the year then ended and summary of the significant accounting policies and other explanatory information (hereinafter referred to as "consolidated financial statement").

Management's Responsibility for the Consolidated Financial Statements

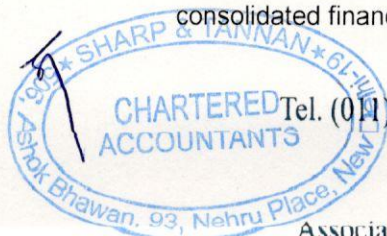
The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under Section 133 of the Act, read with relevant rules issued thereunder. The respective Board of Directors of the company included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures



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Pavan K. Aggarwal Raghunath P. Acharya
Associate Offices: Bangalore, Chennai, Goa, Mumbai, Pune & Hyderabad

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LETTER NO. _____

SHEET NO. _____

that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated financial position of the Group, as at 31st March, 2017, its consolidated financial performance and its consolidated cash flow.

Other Matters

We did not audit the financial statements / financial information of 8 subsidiaries, and 1 jointly controlled entity, whose financial statements / financial information reflect total assets of Rs.31128.67 Lakhs as at 31st March, 2017, total revenues of Rs. 1654.97 Lakhs and net cash flows amounting to Rs. 429.49 Lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit of Rs 39.29 Lakhs for the year ended 31st March, 2017, as considered in the consolidated financial statements, in respect of 1 associate, whose financial statements / financial information have not been audited by us. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associates, and our report in terms Section 143(3) and (11) of the Act, insofar as it relates to the aforesaid subsidiaries, jointly controlled entity and associate is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements/financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. 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 relating to preparation of the aforesaid consolidated financial statements have been kept by the Company so far as it appears from our examination of those books;



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SHEET NO. _____

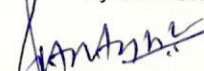
- (c) the consolidated Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
- (d) in our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant Rules issued thereunder;
- (e) on the basis of the written representations received from the Directors of the Holding Company as on 31st March, 2017 taken on record by the Board of Directors of the Holding Company and the reports of statutory auditors of its subsidiary companies incorporated in India, none of the Directors of the Group companies incorporated in India is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act; and
- (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 'A'**;
- (g) 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 has disclosed the impact of pending litigations, on its financial position in its consolidated financial statements-Refer Note 18 to the financial statement.
 - 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 Investor Education and Protection Fund by the Company; and
 - iv. the Company has provided requisite disclosures in its consolidated financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 26(xi) to the consolidated financial statement.


SHARP & TANNAN

Chartered Accountants

Firm's Registration No. 000452N

by the hand of



Pavan K. Aggarwal

Partner

Membership No. 091466

Place: New Delhi

Date: 16th May, 2017



ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) of our report of even date)

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March, 2017, We have audited the internal financial controls over financial reporting of **Career Point Limited** (hereinafter referred to as the 'Holding Company'), and its subsidiary companies, jointly controlled and associate company ("together referred to as the "Group" or "Company"), which are companies incorporated in India, as of that date are audited by other auditors.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the of the Holding company, its subsidiary companies, associate company and jointly controlled company, which are company incorporated in India, are 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 the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (the 'Act').

Auditor's 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 issued by the ICAI and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act, to the extent applicable, to an audit of internal financial controls, 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



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, 2017, 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.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to the 8 subsidiary companies, 1 jointly controlled company and 1 associate company, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

Place: New Delhi
Date: 16th May, 2017



(Signature)
SHARP & TANNAN

Chartered Accountants
Firm's Registration No. 000452N

By the hand of

(Signature)
Pavan K. Aggarwal

Partner

Membership No. 091466