



CAREER POINT

September 06, 2023

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

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

Sub: Annual Report of the Company for the financial year 2022-23.

Respected Sir/Madam,

In terms of Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find the Annual Report of the Company for the financial year 2022-23.

The above information is also available on the website of the Company at www.cpil.in

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

Thanking you,
For Career Point Limited

Manmohan Pareek
Company Secretary
(ACS34858)

CAREER POINT LIMITED

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

CIN: L80100PB2000PLC054497

Phone:, +91 744 6630500; Fax: +91 744 3040050

www.cpil.in, investors@cpil.in

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Pramod Maheshwari

Chairman, Managing Director and CEO

Mr. Om Prakash Maheshwari

Executive Director and CFO

Mr. Nawal Kishore Maheshwari

Executive Director

Mr. Pawan Kumar Lalpuria

Independent & Non Executive Director

Mr. Ram Swaroop Chaudhary

Independent & Non Executive Director

Mrs. Neelima Maheshwari

Non Independent & Non Exe. Director

Mr. Jagdish Prasad Sarda

Independent & Non Executive Director

Mrs. Divya Sodani

Independent & Non Executive Director

Mr. Sanjay Khandelwal

Independent & Non Executive Director

Mr. Akshaya Gupta

Independent & Non Executive Director

Mrs. Neha Garg

Independent & Non Executive Director

Company Secretary

Mr. Manmohan Pareek

Statutory Auditors

M/s Lodha & Co.

Chartered Accountants

Internal Auditors

M/s BDG & Co. LLP

Chartered Accountants

Secretarial Auditor

Ms. Bharat Rathore & Associates

Practising Company Secretary

Disclaimer

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

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

Bankers

Indusind Bank

ICICI Bank Limited

HDFC Bank

Kotak Mahindra Bank



Registered Office

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

Corporate Office

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

Corporate Identification Number (CIN)

L80100PB2000PLC054497

Registrar and Share Transfer Agent

Ankit Consultancy Private Limited

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

Tel: +0731-4065799, 4065797

E-Mail: investors@ankitonline.com

compliance@ankitonline.com

Website: www.ankitonline.com

Websites

www.cpil.in

www.cpuniverse.in

www.careerpoint.ac.in

www.ecareerpoint.com

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Consolidated Financial Statements

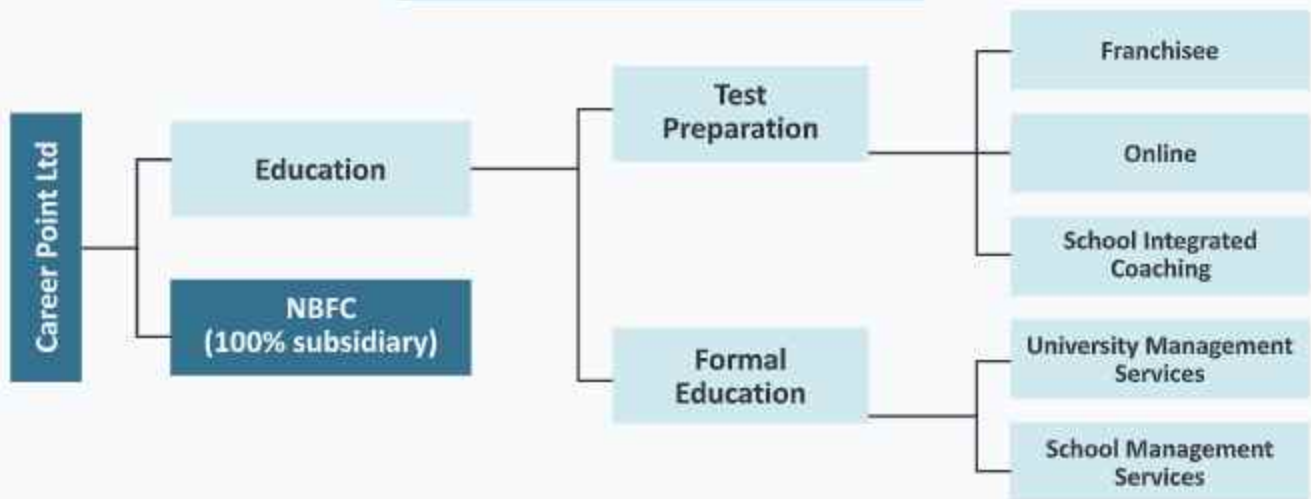
Shareholders' Notice

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Career Point : Integrated learning solution provider across the education value chain

Since 1993, Career Point has been pioneer in providing education solutions with multiple touch points along learners' education and career to increase lifetime value. Leveraging over 30 years of experience with trust of 5 Lakh students and parents, the company(BSE: 533260, NSE: CAREERP) is well-positioned to become a leader in the rapidly evolving and growing global education market.

Business Divisions



Growth Strategies

Career Point focuses on students, aiming for innovation and profit. We offer courses that fit education's changing needs and build long-term partnerships for smart business growth.



Test Prep Business Model

New Product & Network Development



New Product Development & Acquisition

A committed team conducts research & develops new products that are subsequently distributed through a network



Business Development & Success

A specialized department carries out new business development & ensures its success through a range of academic & non academic support measures.

Distribution & Delivery



Franchisee

Products like JEE, NEET, Foundation, NDA, etc., are delivered to students through in person coaching at franchisee centers



School Integrated

The products are delivered to the students by the company in association with the school

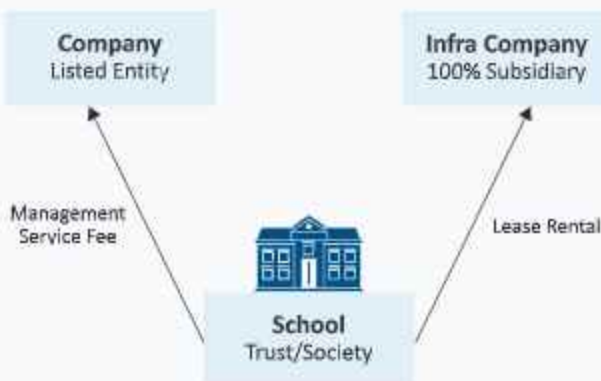


eLearning

Live Classes
Recorded Courses
Study Material, Books & Test Series

Formal Education Business Model

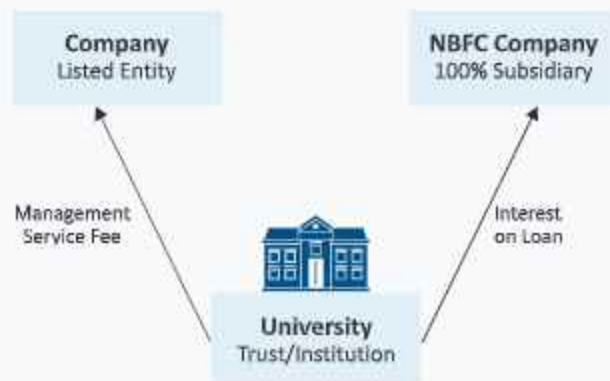
K12 – School Education



Career Point World School
Career Point Gurukul Schools

www.careerpointschool.in

University Education



Career Point University, Kota (Rajasthan)
Career Point University, Hamirpur (H.P.)

www.cpuniverse.in

Financial Overview – 10 years

Income Statement		Standalone								
Rs Lakhs	FY2013-14	FY2014-15	FY2015-16	FY2016-17	FY2017-18	FY2018-19	FY2019-20	FY2020-21	FY2021-22	FY2022-23
	IGAAP	IGAAP	IGAAP	IGAAP	Ind AS	Ind AS	Ind AS	Ind AS	Ind AS	Ind AS
Income										
Income from Ops.	5,414	6,283	6,942	7,357	7,109	6,872	5,214	1,812	2,934	5,190
Other Income	835	827	940	851	1,009	1,412	2,064	2,093	905	376
Total Income	6,249	7,111	7,882	8,208	8,118	8,284	7,278	3,906	3,839	5,566
Expenditure										
Cost of Material	177	202	191	215	361	333	173	131	96	163
Employees Cost	3,536	3,349	3,364	3,496	3,366	3,795	2,756	798	817	841
G&A Expenses	1,514	1,629	1,628	1,540	1,803	1,945	1,303	642	895	1,205
Dep. & Amort.	369	469	465	489	429	411	399	376	352	312
Finance Charges	211	107	112	169	303	547	589	395	203	84
Total Exp.	5,807	5,755	5,760	5,908	6,261	7,031	5,220	2,342	2,363	2,604
EBITDA	1,022	1,931	2,699	2,958	2,589	2,211	3,046	2,334	2,031	3,357
EBITDA Margin	16.4%	27.2%	34.2%	36.0%	31.9%	26.7%	41.9%	59.8%	52.9%	60.3%
Operating EBITDA	187	1,104	1,759	2,107	1,580	799	982	241	1,126	2,981
Op. EBITDA margin	3.5%	17.6%	25.3%	28.6%	22.2%	11.6%	18.8%	13.3%	38.4%	57.4%
Profit Before Tax	442	1,355	2,122	2,300	1,857	1,253	2,058	1,564	1,476	2,962
PBT Margin	7.1%	19.1%	26.9%	28.0%	22.9%	15.1%	28.3%	40.0%	38.4%	53.2%
Profit After Tax	421	970	1,447	1,562	1,299	1,015	1,643	1,258	1,078	2,219
PAT Margin	6.7%	13.6%	18.4%	19.0%	16.0%	12.3%	22.6%	32.2%	28.1%	39.9%
EPS (Rs)	2.32	5.35	7.98	8.62	7.15	5.59	9.05	6.92	5.93	12.20

Balance Sheet		Standalone								
Rs Lakhs	3/31/2014	3/31/2015	3/31/2016	3/31/2017	3/31/2018	3/31/2019	3/31/2020	3/31/2021	3/31/2022	3/31/2023
	IGAAP	IGAAP	IGAAP	IGAAP	Ind AS	Ind AS	Ind AS	Ind AS	Ind AS	Ind AS
Liabilities										
Shareholders' fund	32,458	33,219	34,672	36,245	38,509	39,535	40,649	41,786	42,862	44,722
(a) Share Capital	1,813	1,813	1,813	1,813	1,816	1,816	1,816	1,819	1,819	1,819
(b) Reserves	30,645	31,406	32,858	34,432	36,693	37,719	38,833	39,967	41,042	42,903
Non-current Liab.	122	431	629	755	949	734	856	826	916	1,190
(a) Def. Tax Liab.	80	371	573	702	881	664	792	789	887	1,169
(b) Provisions	42	59	56	54	68	70	64	37	29	21
Current Liabilities	1,200	1,460	1,772	1,654	2,149	2,167	1,510	950	733	831
(a) Current Liab.	1,102	1,366	1,554	1,567	1,970	1,863	1,502	947	648	795
(b) Provisions	98	94	219	87	179	304	7	3	84	36
Borrowings	992	988	1,413	2,565	6,261	6,458	5,663	5,678	980	1,421
Total Liabilities	34,771	36,098	38,486	41,220	47,869	48,894	48,678	49,240	45,491	48,164
Assets										
Fix. Ass. (inc. WIP)	12,190	12,799	12,844	13,871	14,012	13,672	13,646	13,191	12,890	12,635
Non-current Assets	15,954	17,950	15,276	18,388	18,184	19,702	18,325	18,002	30,134	30,152
(a) Loans & Adv.	2,098	239	734	299	306	1,370	872	1,144	13,271	13,289
(b) Investments	13,856	17,711	14,542	18,089	17,878	18,332	17,453	16,858	16,863	16,863
(c) Other Assets	-	-	-	-	-	-	-	-	-	-
Current Assets	6,628	5,349	10,366	8,961	15,672	15,520	16,707	18,047	2,467	5,377
(a) Inventories	238	191	168	109	133	99	95	86	74	117
(b) Sundry Debtors	144	408	343	154	639	1,198	1,219	560	539	330
(c) Cash & Bank	398	205	92	302	360	102	254	184	196	92
(d) Current Invest.	4,198	300	2,866	2,778	4,506	921	1,385	2,519	273	-
(e) Loans & Adv.	1,650	4,244	6,898	5,618	10,034	13,201	13,754	14,699	1,385	4,838
Total Assets	34,771	36,098	38,486	41,220	47,869	48,894	48,678	49,240	45,491	48,164

Income Statement		Consolidated								
Rs Lakhs	FY2013-14	FY2014-15	FY2015-16	FY2016-17	FY2017-18	FY2018-19	FY2019-20	FY2020-21	FY2021-22	FY2022-23
Income	IGAAP	IGAAP	IGAAP	IGAAP	Ind AS	Ind AS	Ind AS	Ind AS	Ind AS	Ind AS
Income from Ops.	6,521	7,788	7,589	8,374	8,959	10,053	10,461	4,920	5,424	8,537
Other Income	1,281	1,116	1,079	882	1,070	653	531	806	508	588
Total Income	7,802	8,904	8,668	9,257	10,029	10,706	10,993	5,726	5,931	9,125
Expenditure										
Cost of Material	239	1,432	278	284	561	534	1,830	270	308	327
Employees Cost	3,695	3,588	3,565	3,553	3,431	3,856	2,842	854	894	934
G&A Expenses	1,619	1,786	1,703	1,601	1,911	2,057	1,435	767	1,240	1,802
Dep. & Amort.	516	537	527	526	460	446	441	423	413	416
Finance Charges	508	497	444	588	655	642	665	500	324	182
One-off Expense								2,337		3,958
Total Exp.	6,577	7,839	6,517	6,551	7,019	7,535	7,212	5,150	3,179	7,618
EBITDA	2,249	2,099	3,122	3,819	4,126	4,259	4,886	1,498	3,489	2,104
EBITDA Margin	28.8%	23.6%	36.0%	41.3%	41.1%	39.8%	44.4%	26.2%	58.8%	23.1%
Operating EBITDA	968	982	2,044	2,937	3,056	3,606	4,355	3,029	2,982	1,516
Op. EBITDA margin	14.8%	12.6%	26.9%	35.1%	34.1%	35.9%	41.6%	61.6%	55.0%	17.8%
Profit Before Tax	1,225	1,065	2,151	2,705	3,010	3,171	3,780	576	2,753	1,506
PBT Margin	15.7%	12.0%	24.8%	29.2%	30.0%	29.6%	34.4%	10.1%	46.4%	16.5%
Profit After Tax	978	582	1,447	1,768	2,219	2,414	2,719	14	2,293	1,195
PAT Margin	12.5%	6.5%	16.7%	19.1%	22.1%	22.5%	24.7%	0.3%	38.7%	13.1%
EPS (Rs)	5.40	3.21	7.98	9.75	12.22	13.29	14.97	0.08	12.60	6.57

*Adjusted Profit After Tax excluding one-off provision for FY2020-21 & FY2022-23 is Rs 2202 Lakh (EPS: Rs 12.1) and Rs 4157 Lakh (EPS: Rs 22.85) Respectively

Balance Sheet		Consolidated								
Rs Lakhs	3/31/2014	3/31/2015	3/31/2016	3/31/2017	3/31/2018	3/31/2019	3/31/2020	3/31/2021	3/31/2022	3/31/2023
	IGAAP	IGAAP	IGAAP	IGAAP	Ind AS	Ind AS	Ind AS	Ind AS	Ind AS	Ind AS
Liabilities										
Shareholders' fund	33,566	33,832	35,283	37,074	40,405	42,826	44,893	44,797	47,087	48,015
(a) Share Capital	1,813	1,813	1,813	1,813	1,816	1,816	1,816	1,819	1,819	1,819
(b) Reserves	31,753	32,019	33,470	35,260	38,589	41,010	43,076	42,977	45,268	46,196
Non-current Liab.	370	194	380	580	957	660	921	1,241	1,358	4,697
(a) Def. Tax Liab.	328	134	312	505	844	539	801	699	810	109
(b) Long Term Provl.	42	59	67	75	114	122	120	542	548	4,588
Current Liabilities	1,436	1,580	1,883	1,811	2,270	2,380	1,818	1,117	908	1,371
(a) Current Liab.	1,321	1,479	1,646	1,694	2,171	1,995	1,764	1,009	750	998
(b) Provisions	115	101	238	117	99	385	54	109	158	373
Borrowings	4,322	4,312	4,735	12,903	8,460	7,034	6,720	7,178	2,562	2,087
Total Liabilities	39,695	39,917	42,282	52,367	52,094	52,901	54,352	54,333	51,916	56,170
Assets										
Fix. Ass.(inc. WIP)	22,985	16,476	16,607	18,417	18,481	19,119	19,446	19,111	20,780	20,740
Non-current Assets	7,202	10,098	9,468	4,361	9,838	10,153	9,833	9,915	14,516	16,176
(a) Loans & Adv.	7,141	6,468	7,836	2,238	7,356	6,487	8,205	9,546	14,381	16,031
(b) Investments	42	3,624	1,632	2,123	1,804	2,993	1,628	369	134	145
(c) Other Assets	19	6	0	-	677	674	-	-	-	-
Current Assets	9,507	13,343	16,207	29,589	23,776	23,628	25,073	25,307	16,620	19,253
(a) Inventories	301	234	199	7,641	345	244	501	354	154	219
(b) Sundry Debtors	1,498	8,124	8,082	4,002	4,521	5,131	4,945	4,216	2,296	1,426
(c) Cash & Bank	668	246	248	888	1,042	829	1,187	1,192	1,451	1,086
(d) Current Invest.	5,356	1,458	3,031	3,996	4,784	942	1,405	2,519	273	-
(e) Loans & Adv.	1,685	3,282	4,647	13,062	13,084	16,483	17,034	17,026	12,447	16,523
Total Assets	39,695	39,917	42,282	52,367	52,094	52,901	54,352	54,333	51,916	56,170

India Education Statistics

School Education	
Students	26.52 Crore
Schools	14.89 Lakh
Govt. Schools	10.22 Lakh
Teachers	95 Lakh

Higher Education	
Students	3.85 Crore
Universities	1113
Colleges	43,796
Female Enrollments	49.03%

K12 Levels	Students	GER*	PTR^
Higher Secondary (11-12)	2.86 Crore	57.6%	27
Secondary (9-10)	3.85 Crore	79.6%	18
Upper Primary (6-8)	6.68 Crore	94.7%	19
Primary (1-5)	12.18 Crore	103.4%	26
Pre-Primary	0.95 Crore		

*GER: Gross Enrollment Ratio; ^PTR: Pupil Teacher Ratio
Source: Udise+ (Academic Year 2021-22)

Union Budget 2023-24 – Highlights on Education Sector

- Rs 112,899 crores allocated for Education sector with y-o-y increase of 8% (2.9% of GDP)
- Of this, Rs 68,804 crore allocated for school education and Rs 44,094 crore for higher education
- Rs 3517 crores allocated for skill development projects
- Rs 5943 crores to 740 Eklayva Model Residential Schools for 38800 more teachers & staff etc.
- 3 specialized artificial intelligence (AI) centers to be set up in educational institutions
- 30 Skill India International Centres to be set up across states for international opportunities
- PMKVY 4.0 will be launched covering courses in coding, AI, robotics, 3D printing etc.
- 157 new nursing colleges to be established.
- 100 labs to be set-up in engineering colleges to develop various mobile apps
- Revamped teacher training via District Institute of Education and Training (DIET).
- National Digital Library to be set up for children and adolescents.
- Physical libraries at Panchayat and ward levels by state promotions.

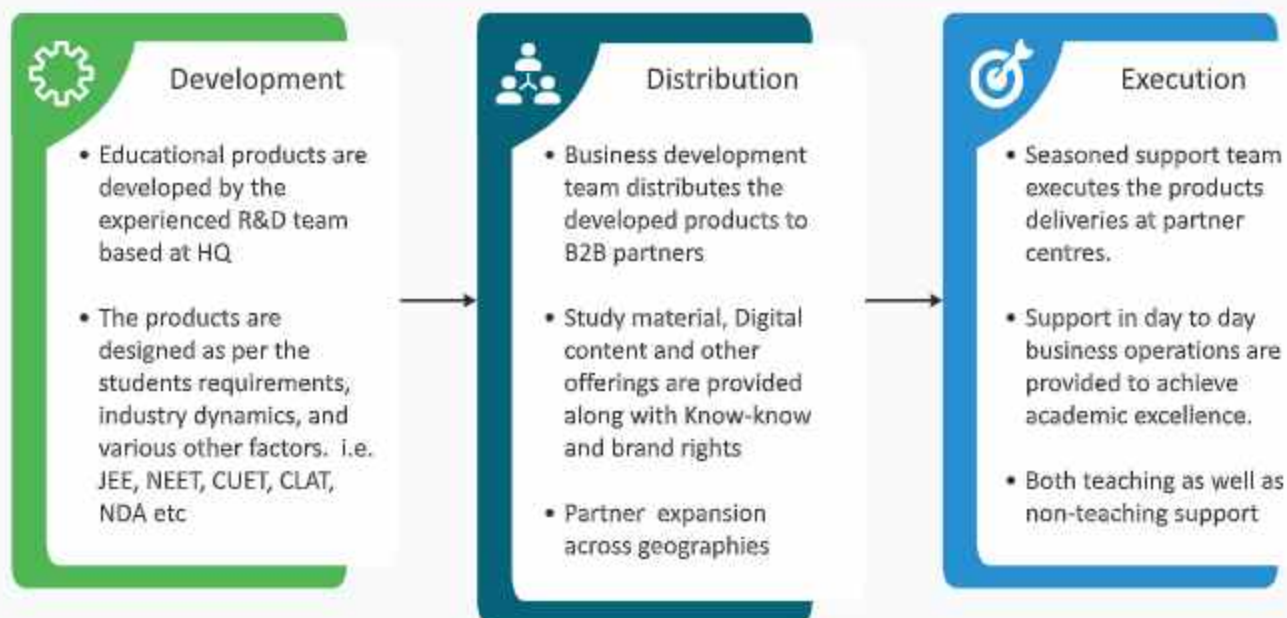
Rajasthan Budget 2023-24 – Highlights on Education Sector

- Rs 560 crores for school uniforms to all the govt. school students
- Under RTE, Free education till class XII to male students also
- 100 new primary schools, 300 schools to be promoted and new English medium schools
- New mining university in Kota and
- Rs 250 crores for online examination centers in every district
- Rs 75 crores for Vivekanand youth hostels at district centers
- Govt. recruitment exams to be free of cost and no charges on travel
- Rs 20000 scholarship to every NAT-SLAT researcher
- 30,000 free scooties (earlier 20,000) under Kalibai Bheel Scooty Scheme

Productizing Education: A New Era for Career Point

Over the years, the company has evolved its business model from being a service provider to a product company, focusing on the development of innovative and dynamic educational products. This new business model offers the company numerous short-term and long-term benefits, such as faster expansion of its product lines, easier scalability, and better quality offerings.

Career Point's Educational Product Approach



Career Point has successfully transformed its business model without compromising its operational philosophy of academic excellence, once again demonstrating its leadership in the industry. The company's objective was to adapt to the changing industry dynamics and provide long-term value to all stakeholders.

CP Products: Promising Outcome





Pramod Maheshwari
CMD, CEO

CHAIRMAN'S LETTER

Dear Shareholders,

Since Career Point's inception in year 1993, we bet on high quality education while making our presence across the value chain. Of late, the pace of change in education delivery has been accelerated. Nevertheless, Career Point has always been ahead of the advancements. Whether its business expansion or geographical diversification, reaching to students through hybrid modes or to investors through capital markets; being ahead is always core to our philosophy.

Most of our industry peers are now starting their focus on profitability. I humbly claim this has been our habit. I feel privileged in stating the fact that Career Point has never reported business loss in the last 30 years of its existence. This is despite various ups and downs or extraordinary expenses incurred in some of the years. This is the reason, when survival is the current motto for many of our industry peers; growth is the center of Career Point's business operations at present.

With due respect to all industry peers, I personally sense one important advantage with Career Point. Most of our fellow players are learning to live; whilst we already crossed that phase and transitioned at living to learn. When the fellow industry players get along with the new industry dynamics or functionality, Career Point is accustomed to the new culture of the businesses we operate. We are also life-long learners, though a bit-ahead of the curve.

Less than a year ago, Career Point embarked on an ambitious plan to shift our test-prep service delivery model to a product company, focusing on the development of innovative and dynamic educational products. This new business model offers the company numerous short-term and long-term benefits, such as faster expansion of its product lines, easier scalability, and better quality offerings.

For successful transformation, a detailed process flow was designed with steps including development, distribution and execution. It involved significant groundwork, including team realignment, ERP support, and the redesign of pricing models to revamp future strategies. The objective was to adapt to the changing industry dynamics while providing long-term value to all stakeholders.

With due credit to Career Point's three decades of strong brand equity and expertise of the team; the new business model performed an exponential growth in very short span of time. This growth has been witnessed across the business operations. The course titles doubled due to flexibility. Numbers of centers increased multifold. And, the education division's revenue and operating profits increased exponentially in the financial year 2022-23. With this transformation, Career Point once again demonstrated its

leadership in rapidly evolving and growing education market.

Let me add a personal opinion on the aspect of technology in our new business model. I believe, the technology can never replace the importance of a teacher in the education system. Teaching being my first profession, I know that the empathy that a faculty provides to the learners can never be replicated by machines. However, a proper coordination between technology and human, especially the teachers, can certainly foster meaningful learning experience for the students and create a far-reaching impact in the overarching knowledge industry.

Hence, Career Point's investment in technology is expected to grow based on the value creation of the solution. Nonetheless, our tech-teams prefer open-source solutions, wherever feasible, due to their cost effectiveness. Small innovative tools such as automated task-sheet, help-slip, check-list have improved the productivity significantly across Career Point institutions. The Flow Management System (FMS) identifies the bottlenecks and the real-time resolutions are used to enhance the effectiveness and efficiency of our overall teaching system.

The advanced technology tools are helping us in all key academic areas including content creation, personalized learning, adaptive assessments, doubt-solving, and counseling. In addition to empowering teaching practices, we are increasing the use of emerging tech tools in streamlining administrative tasks, in sales and marketing to improve user engagement, and most importantly for providing a delightful experience to Career Point customers.

Commenting on the financials for year 2022-23, the revenue from operations at standalone level was reported rupees 51.9 crores with a remarkable year-on-year growth of +77%. At consolidate level, Career Point clocked total revenue of rupees 85.4 crores with significant y-o-y growth of 54%. The company witnessed EBITDA of rupees 33.6 crores at standalone level with healthy EBITDA margin 60.3%. Consolidated net profit excluding one-off provision came at rupees 41.57 crores with earning of rupees 22.85 per share against rupees 12.62 per share for previous fiscal 2021-22.

As on 31 March 2023, net worth of our company reached at rupees 480 crores that translates the book value of rupees 264 per share. Overall excellent set of numbers and strong positive future outlook gave a confidence to the board for announcing the dividend distribution twice in a year.

Many of you might also remember a hint in my previous letter about a business structuring plan and I promised to update you in due course. You will be glad to know that the board of directors of the company in their meeting held on

14 February 2023 approved the composite scheme of arrangement.

The scheme, which will ensure a simplified and streamlined group structure along with improvement in overall operational efficiency and effectiveness of respective businesses including education and non-education ventures, is approved by the stock exchanges. RBI has already given us no objection letter dated 14 Sep 2022 for merger of NBFC subsidiary in to Career Point Limited. I shall keep you posted for next steps including filing to honorable NCLT.

Career Point's strategic outlook focuses on providing value-based courses that cater to the evolving needs of the education industry. With a people-centric and ethical approach, the company aims to foster a culture of innovation and continued profitability. Additionally, Career Point prioritizes partner delight by establishing long-term partnerships and providing them with excellent support. Majority of short to medium term growth initiatives are organic by nature i.e. center expansion, course additions and operating leverage.

With these updates and the outlook, let me conclude with mentioning that our success has been fueled by our unwavering commitment to deliver personalized, high-quality education at every vertical from pre-schools to university education, test-prep to school education, digital learning to skill development. Thus, I would like to take a moment to express my gratitude to everyone who has contributed to our vision of reimagining how people learn and in helping us in new mission of productizing education.

I, on behalf of whole Career Point team, express our heartfelt gratitude to our shareholders for their continued trust, students for their efforts in fueling our brand equity, business partners for building win-win propositions, and the board of directors who have stood by us through thick and thin. It is through your unwavering support that we have achieved the remarkable progress outlined in this annual report. We look forward to an even brighter future, filled with boundless possibilities, as we continue to lead the way in shaping the education landscape.

Wishing you all a very blissful and prosperous learning.

Best Regards,



Pramod Maheshwari

Management Discussion & Analysis

The year 2023 witnessed a mixed global economic performance. After the COVID-19 pandemic disruptions, economies around the world displayed signs of recovery, but the pace varied across regions. Despite the challenges of high inflation rates, geo-political uncertainties, and the lingering impacts of the pandemic, global GDP growth showed moderate improvement, bolstered by increased international trade and advanced technologies.

Among these, Indian economy is on the cusp of a tectonic shift. As the country take on the leadership of G20, India is emerging a shining star in the world economy. The expected growth for current fiscal for Indian economy is more than 6% compared to about 3% global GDP growth. India's economy has been demonstrating remarkable resilience and exhibiting strong GDP growth, primarily driven by a rebound in consumer demand, emerging investment opportunities, and several government initiatives including Make in India, Start up India, PLI, Digital India, Skill India, NEP-2020 etc.

Moving the discussion specific to education sector, India is one of the largest education markets globally with approximately 300 million students. The Indian education system comprises 1 million teachers, 1.5 million schools, 1000+ universities and 35000+ colleges. The growth prospects can be envisaged with the figures that India posses 600 million of population below 24 years and adding 10 million workforce every year.

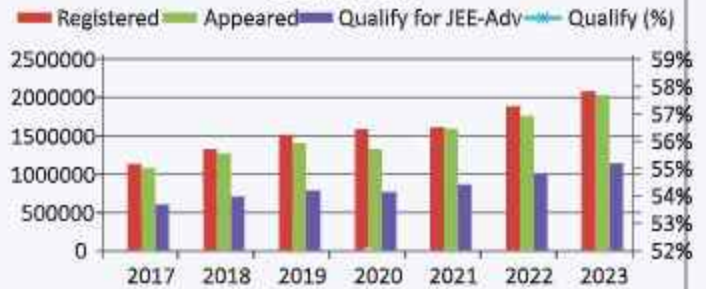
NEP (New Education Policy) has further opened a new window of opportunities across the education verticals i.e. school education, higher education, vocation education. Regulatory agencies are also changing their functioning accordingly. Various global education players are reaching out in India with their interest. At the same time, many countries are approaching Indian premier education institutions to set up their campuses there.

An extended perseverance and tenacity paved way to sow the seeds of quality education in India. The educational institutions need to design their academic pedagogy that not only provides the conceptual knowledge but also give application of these concepts. Below statistics of key competitive examinations in India indicate the importance of result oriented teaching methodologies in highly demanding education environment at present.

JEE-Mains Statistics



NEET Statistics



The number of students registered in CUET increased from 1.3 million in year 2022 to 1.5 million in year 2023. Number of participant universities further increased to 249 from 90 in previous year. The processes are also improved. The date of first exam for CUET-2022 was 15 Jul 2022. Whilst, the result declaration date of CUET-2023 is 15 Jul 2023. The exam was conducted in 9 phases in 13 languages across 295 cities including 23 overseas locations.

CUET 2023	Registered	Appeared
Male	803,647	602,028
Female	696,134	513,978
Transgender	15	12
Total	1,499,796	1,116,018
General	678,478	513,155
EWS	65,206	53,219
OBC	499,126	380,784
SC	150,699	115,215
ST	106,287	53,645

UPSC (Union Public Service Commission) examination, one of the world's toughest exam, has selection ratio of less than 0.2%. Total 5.7 lakh candidates appeared for the preliminary exam conducted on 5 Jun 2022 and finally 1022 candidates selected in the result declared in May 2023.

For the education players, the ability to adapt and capitalize on emerging opportunities, along with addressing persistent challenges, will be crucial in shaping their trajectory in the coming years. The management must remain vigilant and agile in navigating the ever-changing industry landscape and fostering an inclusive growth path for all the stakeholders.

Moving the discussion to company's businesses, Career Point's unwavering commitment to excellence and innovation has allowed the company to flourish in the education sector. One of our key



Knowledge Capsule

PGI – School Education Index: The Performance Grading Index (PGI) is a comprehensive analysis of school education in the states and union territories while grading on a set of 70 parameters, grouped under five categories - learning outcomes and quality, access, infrastructure and facilities, equity and governance processes. The PGI objective is to promote evidence-based policy making and highlighting course correction to undertake multi-pronged interventions that will bring about the optimal education outcomes.

UPSC-2022	Candidates
Applied	1,135,697
Appeared in Pre	573,735
Qualified for Mains	13,090
Qualified for Interview	2,529
Selected	1,022
IAS	180
IFS	38
IPS	200
Group A	473
Group B	131

strengths lies in our dedicated team of educators and professionals, who continuously strive to create an enriching and dynamic learning environment for students across Career Point institutions.

CPians believe that quality education is a catalyst for empowering individuals and fostering a brighter future for society as a whole. Remarkable results of Career Point students in various examinations and outstanding placement records of our higher education students reflect our ability to deliver result oriented solutions to meet the evolving needs of our customers. Our diverse portfolio of products and services, coupled with a customer-centric approach, has enabled us to gain a competitive edge in the market.

Throughout the year 2022-23, Career Point expanded its reach and impact, extending the educational services to new markets and communities. Company management's efforts to embrace emerging technologies and adapt to changing educational paradigms have enabled Career Point to stay ahead of the curve and enhanced the learning experiences of the students.

The ever-evolving digital landscape has presented us with new avenues for growth and outreach, and we are fully embracing this transformative era to create a seamless blend of traditional and digital learning platforms. In addition to expanding our digital initiatives, we have made significant strides in our physical network through franchisee centers across the nation.

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

1. Test-Prep / Tutorial Services:

Website: www.careerpoint.ac.in

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

- Company operated branches;

- Franchisee centers;
- School integrated programs;
- Distance learning solutions.

Career Point's result oriented coaching methodology is scientifically designed and time-tested. It is step by step process to realize the best potential of a candidate for a successful career. Post Covid, all the classroom product offerings also have digital learning supports to provide benefits of hybrid learning. The division has trust of more than 400,000 students and parents over the last 30 years including 18,600 IITians, 21,000 Doctors, and 151,700 Engineers.

The key important update of this period for test-prep division was the transformation of the business operations from educational service provider to an educational product division - focusing on the development of innovative and dynamic educational products. This new business model offers the company numerous short-term and long-term benefits, such as faster expansion of its product lines, easier scalability, and better quality offerings. The early reflections of this are very promising. Numbers of centers are increased by 2.75x in the academic session along with an exponential growth in divisional financials.

2. e-Learning / Digital Education

Website: www.ecareerpoint.com/ eCareerPoint android app on Playstore

With 2500+ Hours of Video Lectures, 25,000+ Pages of e-Study Material, 125,000+ Questions in Digital Question Bank, Career Point's e-Learning division is having trust of 2.5 Lakhs of existing subscribers. The courses at eCareerPoint provide quality education to students at their own convenience with affordable cost through different technology formats of Live Tutoring, Recorded Video Courses and Online Assessments etc. One of the USP of Career Point's elearning products is 2-way audio and video communication in a live class (not just chat) at eCareerPoint's Mobile App as well as Web mode delivery.

Career Point believes that technology including Artificial Intelligence is a tool to amplify human intelligence, creativity and ingenuity.

- **CPLive / OnlineClasses:** Live interactive regular classes by expert faculties on App and Web with premium services of Recorded Lectures, Study Material Package, Doubt Sessions etc.
- **CP eTutor / Recorded Courses:** Video lectures accessible anytime on any device through App or USB drives/ Memory Cards with offline & online support for doubt sessions.
- **CP eTest / Online Assessments:** 24*7 access to online test series with realtime exam experience, detailed solution of the test and section wise analysis. It also offers all India ranking, comparison with toppers and time management report etc.
- **Vedam Learning:** One to One live tutoring with 2-way interactions for personalized learning.

3. School Education:

The Company offers services to K-12 Schools in multiple geographies. These services include auxiliary education services as well as infrastructure services. While laying a very strong foundation for



Knowledge Capsule

NCRF-National Credit Framework: National Credit Framework (NCRF) is an inclusive umbrella framework to seamlessly integrate the academic credits earned through school education, higher education, and vocational & skill education. It enables entry and re-entry of students from the vocational stream to general education and vice-versa.

future at early age, Career Point empowers students on their holistic development. The residential campuses under the brand 'Career Point Gurukul' are positioned as premier integrated schools with best of the academics, sport and extracurricular.

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

- Career Point Gurukul, Kota – Residential school (www.cpgurukul.com)
- Career Point Gurukul, Mohali (Punjab) – Residential school (www.cpmohali.in)
- Career Point Gurukul, Rajsamand (Rajasthan) – Residential school (www.cprajsamand.in)
- **The day-boarding school campuses serviced by the company include:**
- Career Point World School, Jodhpur (Rajasthan) - Day School (www.cpwsjodhpur.com)
- Global Public School, Kota (Rajasthan) - Day School (www.globalpublicschool.com)



Global Public School, Kota (Raj.)



Career Point World School, Jodhpur (Raj.)

In session 2022-23, the students at schools powered by Career Point flourished on all fronts i.e. academics, sports, life-skills and extracurricular. The schools provide students the knowledge, skills and attitude that one needs to succeed in life and career. They offer a distinctive way of education to students who perform beyond academics and are ready to act analytically, intuitively, ethically and decisively, in any environment. The schools vigorously work to integrate the future need of education that equips the students to become a valuable asset of the society.

4. University Education:

Career Point provides services to Universities under its higher education division. These services include auxiliary education services as well as financial services. The course offerings by these Universities varies from professional development to under-grad, post-grad degree-awarding courses in various streams including Engineering & Technology, Management & Commerce Studies,

Computer Applications, Law, Pharmacy, Applied Sciences, Hotel Management, Vocational Studies etc.

- Career Point University, Kota (Rajasthan) - www.cpur.in
- Career Point University, Hamirpur (Himachal Pradesh) - www.cpuh.in



Career Point University, Kota (Rajasthan)



Career Point University, Hamirpur (Himachal Pradesh)

Courses offered by Career Point Universities

Engineering & Technology	B. Tech, M. Tech and PhD.
Computer Applications	BCA, MCA, PGDCA
Management & Commerce	BBA, MBA, B. Com, M. Com, PGDM
Basic & Applied Sciences	B.Sc., M.Sc., BSc-BEd
Health & Allied Sciences	BPT, MPT, BHA
Pharmacy	D. Pharma, B.Pharma
Law and Governance	LLB, LLM, BA-LLB, BBA-LLB
Hotel Management	BHMCT, DIFP/DIFBS
Arts and Humanities	BA, MA, MSW, BA-Bed.
Library Sciences	B.Lib, M.Lib, MSc (Lib. Sc.)
Education Courses	BEd., MEd.
Vocational Studies	B.Voc, Polytechnic Diploma
Post PG	PhD.

Since year 2012, both the Universities are revolutionizing the higher education by continuing the fantastic achievements in the areas of academics, research, employability, entrepreneurship, extracurricular, sports, and social responsibilities. The courses at Career Point Universities are designed to provide the students rewarding qualification, practical exposure, hands-on learning, requisite expertise and desired skills for a successful career.

Below are some of the recent regulatory updates and policy initiatives from UGC (University Grant Commission) that offer our University education division a large potential of value addition and growth opportunities:

- Twinning, Joint and Dual degree course programs
- Internationalization of Indian Higher Education
- E-degree regulations
- Minimum standards & procedure for award of PhD degrees
- University-Industry linkage guidelines
- Professor of Practice as Industry experts
- IDP – Institutional Development Plan
- FYUP – Four Year Undergraduate Programs
- NRF (National Research Foundation) bill 2023
- IKS – Indian Knowledge System
- ABC – Academic Bank of Credit
- NHEQF – National Higher Education Qualification Framework

5. Skill Development – Career Point Skill Division:

Website: www.cpsid.in

Career Point Institute of Skill Development (CPSID) has been set-up to fulfill the growing need in India for skilled manpower across sectors and narrow the existing gap between demand and supply of employment oriented education and training. CPSID has setup learning centers in rural and urban locations to provide employability skills aligned to industry needs which enhance youth employability and proves business productivity.

CPSID empowers the trainees through the power of skill development. The division offers skill development courses in multiple sectors. However, considering the sustained shift in the composite of Indian economy from agriculture to manufacturing and now towards services; CPSID aligns its course offerings accordingly. The division ensures that the students pick up essential career skills to enhance their employability and entrepreneurship skills.

During the period 2022-23, CPISD trained students under following central and state government schemes:

- National Urban Livelihood Mission
- Seekho aur Kamao project
- Khadi Gramodyog Vikas Yojana
- Hunar se Rozgar Tak training program
- National Skill Development Corporation's partnership
- National Institute of Agricultural Extension Management (MANAGE)

6. Early Childhood Education – Global Kids

Website: www.globalkidsworld.in

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

With a mission to help each child to realize the breath of her talent; the unlimited power of mind & imagination and strength of spirit to ensure all-round development and enabling each child to cope with ever-growing challenges of life, Career Point provides early childhood education through chain of Play-schools under brand Global Kids.

With child-centered approach, Global Kids focuses not only on developing academic skills, but also intellectual, emotional, linguistic, physical, social and moral skills that will ensure life-long success for the new generation.

Financials

In financial year 2022-23, income from operations was recorded rupees 85.4 crores on consol basis (y-o-y: +57.4%) and rupees 51.9 crores at standalone level (y-o-y: +76.9%). The growth in operating income is a result of increased enrollments across franchisee centers, residential campus and formal education division. The company also witnessed a significant growth in sale of study material fuelled by e-learning products and export sale of the books. Total revenue, including other income, was reported of rupees 91.2 crores on consol basis and rupees 55.7 crores at standalone level.

EBITDA (including other income) of rupees 21.0 crores on consolidate numbers; and rupees 33.6 crores on standalone resulted EBITDA Margin of 23.1% and 60.1%, respectively. A decline in EBITDA at consol level was due to one-off provision in subsidiary related to a loan account impacted negatively due to Covid19 pandemic. Though, in the improving scenario for the businesses of subsidiary's borrower, the company management is optimistic in recovery of this due for which provision has been made to meet all NBFC compliances.

Net profit excluding one-off provision results at rupees 41.57 crores and EPS (Earning per share) of rupees 22.85 on consolidated basis. At standalone level, the company reported net income of rupees 22.2 crores and EPS of rupees 12.2 with remarkable year-on-year growth

of 106%. The increase validates the new strategies being implemented post pandemic – especially the transition from an “Educational Service Provider” to an “Educational Product Company”. As on 31 March 2023, Net worth of the company was rupees 480 crores and Book value per share was rupees 264.

Key Ratios (Consolidated Financials)		
	FY2021-22	FY2022-23
Revenue from Operations Growth (%)	10.2%	57.4%
EBIT Margin	51.9%	18.5%
Net Profit Margin	38.5%	13.3%
Adjusted Net Profit Margin*	38.5%	45.6%
Debtors Turnover (times)	1.6	4.6
Inventory Turnover (times)	23.0	45.8
Current Ratio (times)	18.0	14.0
Debt Equity Ratio (times)	0.05	0.04
Return on Net Worth (%)	4.9%	2.4%
Adjusted Return on Net Worth (%)*	4.9%	8.7%

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

Revenue from operations increased with improved enrollments in both informal and formal education division through a bigger network of study centers and new courses. An improvement in enrollments at residential campuses and higher sale of study materials also fuelled the revenue growth during the year 2022-23. Despite a marginal increase in operating expenses, EBIT (Earnings Before Interest and Taxes) at standalone level was significantly better than previous year because of the improved revenue.

At consolidate level, Srajan Capital Limited, a subsidiary of the company, booked a provision of rupees 39.58 crores related to one borrower's account. Adjusting the effect of this one-off provision, which the company management is hopeful to recover in due course of time, company clocked healthy operating and net profits. Net profit excluding one-off provision came at rupees 41.57 crores with net margin of 45.6% against rupees 22.9 crores of net profit and 38.5% net margin in previous financial year (FY2021-22).

Debtors turnover ratio and Inventory turnover ratio were increased due to increase in revenue. Current ratio is declined slightly from 18x to 14x on the account of reduced sundry debtors. Debt Equity ratio at 0.04 is improved slightly and continued to be very superior. Return on Net Worth has been improved on the account of higher revenue despite a one-off provision in the period under review.



Enrollments	FY2013	FY2014	FY2015	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023
Total	29,398	24,120	27,366	30,857	29,086	29,509	29,642	25,623	25,011	18,192	18,584
Tutorial Division	27,257	20,655	22,412	23,010	21,057	18,235	15,162	13,024	12,251	8,041	6,442
Formal Education	2,141	3,465	4,954	7,847	8,029	11,274	13,772	11,814	12,760	9,810	12,142
Pre-School							708	785		341	
Tutorial Enrollments Split											
Branches-LT CR	17,262	11,122	12,946	13,688	10,689	5,836	5,100	3,023	8,567	5,050	2,303
Branches-ST CR	2,978	1,169	1,333	1,011	625	516	121	15			
Franchisees-LT CR	1,754	1,764	1,576	1,395	1,605	2,049	3,512	3,917	1,541	1,505	3,091
Franchisees-ST CR	381	23	87	52	-	138	-	33			
School Asso.	-	-	-	458	1,801	3,726	2,523	3,007	2,143	1,486	1,048
Distance Learning	4,882	6,577	6,470	6,406	6,337	5,970	3,906	3,029			
Formal Break-up											
Higher Education	741	1,642	2,327	3,455	3,738	4,822	5,706	6,505	6,203	5,803	5,123
School Education	1,400	1,823	2,627	3,372	3,451	4,142	3,752	3,688	3,429	2,882	2,544
Vocational Edu.				1,020	840	2,310	4,314	1,621	3,128	1,125	4,475

LTCR - Long Term Classroom, STCR - Short Term Classroom

Human Resources

Career Point has demonstrated its excellence to thousands of satisfied students and their parents. All this would not be possible without the committed and passionate people of Career Point—both academic and non-academic staff, who strive to build this a great organization each and every day. They remain committed to company's ideals of building on a strong foundation, creating a bright future and delivering great value.

The company continues to be very efficient in adding talent in the respective divisions. By 31 March 2023, the Company had total number of employees of 122. The number has been lower compared to previous year as the some of the new positions were filled by internal hires and by contractual staff. Our new product business model also offers an advantage to grow with less number of human resources employed directly on the company payroll. We remain committed to provide an agile and collaborative environment that encourages harmony, development, pride and confidence amongst CPians.

Corporate Social Responsibility

Career Point management is proud to report that our commitment to social responsibility remains at the core of our values. Career Point has actively engaged in various community-driven initiatives and philanthropic endeavors, ensuring that education remains accessible to all, regardless of socio-economic backgrounds.

We are particularly thrilled about the positive impact we have made on the lives of millions of learners across geographies. Our educational programs and platforms have empowered students to achieve their full potential, thereby creating a lasting impact on society. Our passion for education continues to drive us forward, and we are committed to making a difference in the lives of many more learners in the years to come.

Furthermore, Career Point understands the importance of giving back.

- Giving back to deserving underserved candidates through financial support programs
- Giving back to environment by several environment friendly green initiatives
- Giving back to communities through a series of projects in the area of healthcare, employment and of course, education.

Risks and Concerns

With having the business operations in different industry segments, Career Point is exposed to variety of external and internal risks. Though the company has a robust mechanism for risk management in place, however, complete risk avoidance on all the financial, operational and strategic objectives cannot be promised. Boards of directors and management of the company regularly review and aim to mitigate various risks related to regulatory, competition, geography, human resource, technology, legal, political etc. The company recognizes following key risks to its business operations which may adversely affect the financial performance of the Company:

- **Regulatory risk:** Any changes in regulatory norms on the Formal as well as Informal Education front may significantly impact the investment made in education by the Company. The Company is continuously making an effort to upgrade its services, diversify delivery channels, leveraging technological advancements, expanding the product portfolio to minimize the regulatory risk, if any.
- **Decrease in student enrolment:** With the increased competition from offline as well as online education service providers, decentralization of the students or any other reasons; the Company might face a risk of decline in student enrolments. Post Covid, many of the Ed-tech companies are also entering in to classroom coaching space. However, the Company's focused academic pedagogy and marketing strategy (which includes direct and indirect marketing) continues to attract students across its divisions of formal as well as informal education.
- **Cyber Security Risks:** Digital content of the company is very valuable assets. This intangible repository is accessible through different modes which are exposed to the cyber security risks. To mitigate the risks, Career Point constantly upgrades the appropriate security measures and creates an environment of increased risk awareness at all levels.
- **Pressure on margins:** There could be a margin pressure due to staff costs, cost of study material, high advertising and business promotions, etc, going forward. We believe the Company has sufficient tools to counter these factors, if the same arises.
- **Attrition:** Attrition of the key resources or team members may impact the business. The Company's strategy for retaining talent.

- Involves offering competitive compensation packages, faculty training system in place for new entrants and existing faculty, along with a healthy working environment.
- **Non-performing Assets:** Surge in infections, new mutants, partial lockdowns, high commodity prices and global financial market volatility imparted downside risks to the growth of NBFC business of the company. To cover itself for future credit risks, the company has provided higher provisions and write-off wherever appropriate.
- **Geographical concentration:** The Company derives the larger share of its revenue from Kota in Rajasthan and Northern part of India. Hence, any disruption in operations, or competition at these locations could impact overall operations significantly. The Company is making a concerted effort to expand its operations pan-India and overseas through franchisees, business associations etc and is also boosting its Technology Offerings, Distance Learning segment etc.

Internal Controls & Systems

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

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

Outlook

As we look towards the future, Career Point management is filled with optimism and excitement. The potential for growth in the education sector is immense, and we are well-positioned to seize these opportunities. Our strategic roadmap includes further expansion of the center network in test-prep division, expanding our course offerings in formal education, and forging new partnerships with like-minded organizations, all with the ultimate goal of enriching the lives of our students and contributing to society's advancement.

We firmly believe that education is the cornerstone of progress and development, and our relentless pursuit of knowledge and growth will continue to be the driving force behind our success. By learning from past experiences, forging strategic initiatives and striving hard to achieve customer delight; Career Point is poised for a more resilient and sustainable path to growth. With a renewed sense of purpose, determination, and a collective effort of the entire Career Point family, we are confident that the best is yet to come.

Cautionary Statement

This report contains forward-looking statements, which may be identified by their use of words like 'plans', 'expects', 'will',

'anticipates', 'believes', 'intends', 'projects', 'estimates' or other words of similar meaning. All statements that address expectations or projections about the future, including but not limited to statements about the Company's strategy for growth, product development, market position, expenditures and financial results, are forward-looking statements.

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

Directors' Profile



MR. PRAMOD MAHESHWARI

Chairman, Managing Director and CEO

Founder Director of the Company, Mr. Pramod Maheshwari (51) is a visionary with over two decades of rich and holistic experience in developing and implementing training methodologies. A first generation entrepreneur, he plays a pivotal role in providing thought leadership and strategic guidance to the Company. A B.Tech. degree holder from IIT Delhi, he leads the Company's growth from the front by supervising the functional heads.

MR. OM PRAKASH MAHESHWARI

Executive Director and CFO

A founder member of the Company, Mr. Om Prakash Maheshwari (53) brings to the table more than twenty five years of experience in finance and legal matters. He drives the Company's growth by being responsible for overall project implementation and overseeing all financial and corporate matters. He holds a Bachelor's Degree in Mechanical Engineering from University of Rajasthan.



MR. NAWAL KISHORE MAHESHWARI

Executive Director

Mr. Nawal Kishore Maheshwari (47) is in charge of the day-to-day affairs of the Company, being responsible for several key functions, including administration and liaising with important stakeholders, including government bodies. Associated with the Company since inception, his expertise lies in the field of administration and varied operational experience. He holds a Bachelor's Degree in Commerce from Maharshi Dayanand Saraswati University, Ajmer.

MR. PAWAN KUMAR LALPURIA

Independent and Non Executive Director

Mr. Pawan Kumar Lalpuria (55) is a practicing chartered accountant and also qualified as a Company Secretary. He is an expert in Income Tax, Corporate Finance and Company Law matters, with more than 20 years of experience in these fields.



MR. RAM SWAROOP CHAUDHARY

Independent and Non Executive 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 (79) 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.

Mrs. NEELIMA MAHESHWARI

Non Independent and Non Executive Director

Mrs. Neelima Maheshwari (49) is Non-Independent and Non-Executive Director since September 2014. Mrs. Maheshwari is actively involved in various social welfare activities, especially in the area of education and healthcare, for the last two decades. She holds a masters degree in pharmacy.



MR. JAGDISH PRASAD SARDA

Independent and Non Executive Director

Mr. Jagdish Prasad Sarma (62) has been appointed as an independent and non-executive Director of Career Point Limited w.e.f. 12 November, 2016. He is a qualified Cost and Management Accountant (CMA) from Institute of Cost Accountants of India. He has over 31 years of experience in the field of Cost and Management Accountancy. He holds a Bachelor's Degree in Commerce from Rajasthan University.



MRS. DIVYA SODANI

Independent and Non Executive Director

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



SANJAY KHANDELWAL

Independent and Non Executive Director

A practicing chartered accountant, Mr. Khandelwal (64) possesses over 38 years of experience in the field of audit, taxation and company law. He is a senior partner of M/s Sanjay Khandelwal & Associates, Kota, Rajasthan. Mr. Sanjay Khandelwal is a fellow member of Institute of Chartered Accountant of India (ICAI) and holds graduate degree in Commerce.



AKSHAYA GUPTAS

Independent and Non Executive Director

Akshaya Gupta (32) is an Associate member of Institute of Company Secretaries of India (ICSI) and also a member of Tax Bar Association-Kota, Secretary of Kota Chapter of NIRC of ICSI and member of PCS committee of the NIRC of ICSI. He has more than five years of versatile experience in the areas of Compliances, Corporate Laws, Intellectual Property Rights, FEMA etc. Mr. Gupta holds post graduate degree in Commerce.



NEHA GARG

Independent and Non Executive Director

Ms. Neha Garg (31) is an associate member of Institute of Chartered Accountant of India (ICAI) besides holding Certificate of Practice. She has more than four years of exposure in the areas of Accounting, Auditing, costing, finance and taxation etc. Ms. Neha Garg holds post graduate degree in Commerce.



DIRECTORS'S REPORT

Dear Career Point Shareowners,

The Board of Directors ("Board") of Career Point Limited ("Company") with immense pleasure present their twenty third report on the business and operations of your Company for the financial year 2022-23. This Report is being presented along with the audited financial statements for the year.

1. Financial Highlights

The highlights of your Company's financial results for the financial year 2022-23 on standalone basis are as follows:

(₹ in Lakhs)

Particulars	31-Mar-23	31-Mar-22
Income from Operations	5189.89	2934.24
Other Income	376.09	904.63
Expenditure	2520.82	2159.80
Profit before Interest and Exceptional Items	3045.16	1679.07
Interest Expense	83.56	203.16
Profit after Interest Expense but before Extraordinary items	2961.60	1475.91
Extraordinary Items-	-	-
Profit from Ordinary Activities before tax	2961.60	1475.91
Total Provision for taxes	742.25	397.98
Profit from Ordinary Activities after tax	2219.35	1077.93

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

2. Financial Performance and Key Business Developments

Performance of the Company and particulars of some of the key business developments which took place during the financial year 2022-23 have been detailed out in the Management Discussion and Analysis Report which forms part of Directors' Report.

3. Dividend

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

The Board of Directors had declared the interim dividend for the financial year 2021-22 of Rs. 1.00 per share of face value Rs 10.00 each (i.e.10%). Also, the Board at its meeting held on May 29, 2023 has recommended a dividend of Rs.1.00 per share of face value Rs. 10.00 each (i.e.10%) and the same is subject to the approval of shareholders at the ensuing Annual General Meeting to be held on September 28, 2023. The proposed final dividend payout will absorb an amount of Rs. 1,81,92,939/- (Rupees One Crore Eighty One Lakhs Ninety Two Thousand Nine Hundred Thirty Nine Only).

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

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

5. Public Deposits

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

6. Subsidiary Companies

As on March 31, 2023 your Company has Nine Subsidiaries (including two step down Subsidiary Companies) and one Associate Company as under:

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

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

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

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

7. Financial Position and Performance of Subsidiaries & Associates
In terms of Section 134 of the Companies Act, 2013 and Rule 8(1) of the Companies (Accounts) Rules, 2014, the financial position and performance of subsidiaries in form AOC-1 is given as an **Annexure - 3**.

8. Disclosure of Accounting Treatment:

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

9. Corporate Governance

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

10. Management Discussion and Analysis Report

Management Discussion and Analysis Report on the business outlook and performance review for the year ended March 31, 2023, as stipulated in Regulation 34 read with Schedule V of the Listing Regulations, is available as a separate section which forms part of the Annual Report.

11. Directors' Responsibility Statement

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

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

12. Internal Control System and their adequacy

The Company has proper and adequate internal control systems, which ensure that all assets are safeguarded against loss from unauthorized use and all transactions are authorized, recorded and reported correctly. The Management continuously reviews

the internal control systems and procedures to ensure orderly and efficient conduct of business. Internal audits are regularly conducted, using external and internal resources to monitor the effectiveness of internal controls. M/s. BDG & CO. LLP (Formerly known as BDG & ASSOCIATES), Chartered Accountants, Kota, is the internal auditor of the Company, who conducts audit and submit quarterly reports to the Audit Committee.

13. Risk Management

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

14. Details of Board Meetings

The Board of Directors met five (5) times in the year 2022-23. The details of the board meetings and the attendance of the Directors are provided in the Corporate Governance Report.

15. Directors

As of 31st March, 2023 your Company's Board of Directors ("Board") had nine members comprising of three Executive Directors and six Non-Executive Directors wherein five are Independent Directors. The Board has one Women Independent Director. The details of Board and Committees composition are available in the Corporate Governance Report, which forms part of this Annual Report.

In accordance with the provisions of Section 152 of the Act, read with rules made thereunder and Articles of Association of the Company Mr. Om Prakash Maheshwari [DIN-00185677] and Mr. Nawal Kishore Maheshwari [DIN-00185762], are liable to retire by rotation at the ensuing Annual General Meeting (AGM) and being eligible, offers himself for re-appointment. The Board recommends their re-appointment.

Mr. Mahesh Gupta, Independent Director has resigned from Directorship of the Company w.e.f.2nd March, 2023 and Mr. Vishal Jain Independent Director has resigned from Directorship of the Company w.e.f.3rd August, 2023.

The Nomination and Remuneration Committee and the Board of Directors at their meetings held on 14th August, 2023 appointed Mr. Akshya Gupta, Ms. Neha Garg and Mr. Sanjay Khandelwal as Independent Directors (Additional) and further recommended and approved the appointment of Mr. Akshya Gupta, Ms. Neha Garg and Mr. Sanjay Khandelwal as Independent Directors of the Company for a period of 5 (Five) years w.e.f. 15th August, 2023 subject to approval of Members at the ensuing AGM.

The tenure of Mr. Om Prakash Maheshwari as a Whole Time Director and Chief Financial Officer of the Company, Mr. Nawal Kishore Maheshwari as a Whole Time Director of the Company will expire on 31st March, 2024 and Mrs. Neelima Maheshwari as a Non- Executive Non-Independent Director of the Company will expire on 25st September, 2024. The Nomination and Remuneration Committee and the Board of Directors at their meetings held on 14th August, 2023 recommended and approved the re-appointment of and payment of remuneration to Mr. Om Prakash Maheshwari as a Whole Time Director and Chief Financial Officer of the Company, Mr. Nawal Kishore Maheshwari as a Whole Time Director of the Company and Mrs. Neelima Maheshwari as a Non- Executive Non-Independent Director of the Company for a further period of 5 (Five) years subject to approval of Members at the ensuing AGM. Terms and

conditions for his re-appointment are contained in the Explanatory Statement forming part of the Notice of this AGM.

The Board recommends the appointment / re-appointment of above Directors for your approval. Brief details of Directors proposed to be appointed / re-appointed as required under Regulation 36 of the SEBI Listing Regulations are provided in the Notice of the ensuing Annual General Meeting.

16. Declarations by Independent Directors

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

17. Key Managerial Personnel

During the year under review, there was a change in the Key Managerial Personnel ('KMP') of the Company wherein Mr. Tarun Kumar Jain, Company Secretary & Compliance Officer of the Company has resigned with effect from June 29, 2022 and Mr. Manmohan Pareek appointed as Company Secretary and Compliance Officer of the Company with effect from August 13, 2022. As at March 31, 2023, the following are the KMP of the Company: Mr. Pramod Maheshwari, Chairman and Managing Director & CEO; Mr. Om Prakash Maheshwari, Executive Director & CFO; Mr. Manmohan Pareek, Company Secretary & Compliance Officer.

18. Auditors:

(a) Statutory Auditors:

M/s. Lodha & Co, were appointed as Statutory Auditors of your Company at the Annual General Meeting held on 26th September, 2017 for a first term of five consecutive years. And further re-appointed for a second term of 5 years from the conclusion of 22nd AGM till the conclusion of 27th AGM of the Company to be held in the year, 2027. The Report given by the Auditors on the Financial Statements of the Company is part of the Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

(b) Secretarial Auditors:

M/s Bharat Rathore & Associates, Practicing Company Secretaries carried out the Secretarial Audit during the year. The Board of Directors has appointed M/s Bharat Rathore & Associates, Secretarial Auditor for 2022-23. The Secretarial Audit report is annexed herewith as **Annexure 2** to the Report.

(c) Internal Auditors:

Pursuant to Section 138 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, and based on the recommendation of the Audit Committee, the Board has appointed M/s BDG & Co. LLP as the Internal Auditors of the Company for the Financial Year 2022-2023. The Internal Auditors present their audit report before the Audit Committee on a quarterly basis.

(d) Cost Auditors

The Company is not required to conduct Cost Audit during the Financial Year 2022-23. Therefore Company has not appointed

any Cost Auditor.

19. Separate Meetings of Independent Director

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

20. Particulars of Loans, Guarantees or Investment

Details of loans, guarantees and investments under the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, as on 31st March, 2023 are set out in **NOTE 8, 9, 15 and 16** to the Standalone Financial Statements forming part of this report.

21. Particulars of Contract or arrangement with Related Parties

All related party transactions (RPTs), which were entered into during the financial year were on an arm's length basis and did not attract provisions of section 188 of the Companies Act, 2013. There were material transactions entered with related parties, during the year under review, which have been disclosed in Form AOC-2 as an Annexure-4 in that regard. During the year 2022-23, as required under section 177 of the Companies Act, 2013 and Regulation 23 of the SEBI Listing Regulations, 2015, all RPTs were reviewed and approved by the Audit Committee. Prior omnibus approvals are granted by the Audit Committee for related party transactions which are of repetitive nature, entered in the ordinary course of business and are on arm's length basis in accordance with the provisions of Companies Act, 2013 read with the Rules issued there under the Companies Act & the Listing Regulations. A statement showing the disclosure of transactions with related parties as required under IND As is set out separately in this Annual Report. The Policy on RPTs as approved by the Board is uploaded on the Company's website www.cplil.in.

22. Particulars of Employees

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

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

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

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

Particulars of foreign currency earnings and outgo during the year: Nil.

24. Composition of Audit Committee

Audit Committee currently comprises of Mr. Pawan Kumar Lalpuria as Chairman of the Audit Committee with other members being Ms. Divya Sodani, Mr. Om Praksash Maheshwari, Mr. Ram Swaroop Chaudhary and Mr. Jagdish Prasad Sarma. Further details relating to the Audit Committee are provided in the Corporate Governance Report, which forms part of this report.

25. Vigil Mechanism

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

26. Performance Evaluation

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

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

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

28. Policies of the Company

Your Company has posted the following documents on its website www.cpii.in

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

29. Human Resource and Employee's Stock Option Scheme Your Company has been able to create and continuously improve a favorable work environment that encourages innovation and

meritocracy at all levels. Employees' relations remained cordial at all the Company's locations. The Directors take this opportunity to record their appreciation for the outstanding contribution. Your Company has implemented a CPL Employees Stock Option Plan 2013 (ESOP 2013) in accordance with Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (SEBI Guidelines) for grant of stock options to its eligible employees of the Company. The Nomination and Remuneration Committee of the Board administers and monitors the Scheme.

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

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

31. Extract of Annual Return

In accordance with the provisions of Section 134(3) read with Section 92(3) of the Companies Act, 2013, the Annual Return for the financial year ended on 31st March 2023 in the prescribed form is disclosed on the website of the Company at www.cpii.in.

32. Corporate Social Responsibility

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

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

The Company has in place a Sexual Harassment Policy in line with the requirement of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redresses) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under the policy. The following is a summary of sexual harassment complaints received and disposed off during the year 2022-2023:

No. of complaints received: Nil

No. of complaints disposed off: N. A

34. Business Responsibility Reporting

The Business Responsibility Reporting as required by Regulation 34(2)(f) of SEBI (Listing obligation and disclosure requirements), Regulations 2015 is not applicable to your Company for the Financial Year ending March 31, 2023.

35. Green Initiative

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

36. Additional Information to Shareholders

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

37. Secretarial Standards:

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

have been duly followed by the Company.

38. Changes in the Nature of Business, If Any

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

During the period your Company had altered its object clause of the Memorandum of Association 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. Your Company had also applied for NBFi Registration with Reserve Bank of India (RBI), for which approval is awaited.

39. Composite Scheme of arrangement

During the period the Board of Directors of your Company in its meeting held on 14th February 2023, has approved a composite scheme of arrangement ('Scheme') under section 230 to 232, read with section 66 and other applicable provisions of the Companies Act, 2013 and the provisions of other applicable laws, amongst the Wholly Owned Subsidiary Srajan Capital Limited (SCL) (Transferor Company), Holding Company Career Point Limited (CPL) (Transferee Company/Demerged Company) and Wholly Owned Subsidiary Career Point Edutech Limited (Resulting Company) and their respective shareholders. The Scheme 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/Observation letter from the stock exchanges subsequent to the quarter ended June 30, 2023 to enable the Company to file the draft Scheme with NCLT. The Company is in

process of filing the draft Scheme with the hon'ble NCLT Chandigarh Bench for their approval.

40. Particulars of Remuneration

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

41. Transfer to Reserves

The Company proposes to keep the entire amount of Rs. 42903.01 lakhs in the Retained Earnings.

42. Industrial Relations

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

43. Acknowledgments and Appreciation

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

Place: Kota (Rajasthan)
Date: 14th August, 2023

Pramod Maheshwari
DIN: 00185711
Chairman, Managing Director and CEO

Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2022-23

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

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

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

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

- Average net profit of the company as per section 135(5). Rs. 1439.30 Lakhs
- (a) Two percent of average net profit of the company as per section 135(5): - Rs. 28.79 Lakhs
(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. Nil
(c) Amount required to be set off for the financial year, if any Nil
(d) Total CSR obligation for the financial year (7a+7b-7c). Rs. 28.79 Lakhs
- (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs. Lakhs)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of Transfer	Name of the Fund Amount	Amount	Date of Transfer
Rs. 29.91	Not Applicable		Not Applicable		

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

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

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

1	2	3	4	5		6	7	8	
				State	District			Name	CSR registration number.
S.No.	Name of the Project.	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Amount spent for the project (in Rs. Lakhs)	Mode of implementation-Direct (Yes/No).	Mode of implementation – Through implementing agency.	
		Education, Art and Culture, Health and Medical Facilities, Environment sustainability	Yes	Rajasthan	Kota, Jodhpur and Rajsamand (Rajasthan)	29.91	Yes (Director)	Not Applicable	
	TOTAL					29.91			

(d) Amount spent in administrative overheads.

(e) Amount spent on impact assessment, if applicable.

(f) Total amount spent for the financial Year (8b+8c+8d+8e); Rs. 29.91 Lakhs

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

S.No.	Particular	Amount (Rs. in Lakhs)
(i)	Two percent of average net profit of the company as per section 135(5)	28.79
(ii)	Total amount spent for the Financial Year	29.91
(iii)	Excess amount spent for the financial year [(ii)-(i)]	1.12
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

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

S.No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs.)	Date of transfer	
	2021-22	NO		NO	NO	NO	NO
	TOTAL						

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

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

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

(Asset-wise details).

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

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

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

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

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

Ram Swaroop Chaudhary

(Director and Chairman CSR Committee)

DIN: 00711599

Pramod Maheshwari

(Chairman and Managing Director & CEO)

DIN: 00185711

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
For The Financial Year Ended on 31st March, 2023
(Pursuant to section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014)

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

Dear Members,

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter;

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023 according to the provisions of:

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

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

I further report that:

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

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

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

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

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

Place: Kota

Date: 29-05-2022

UDIN: A048426E000355513

For Bharat Rathore & Associates,

Company Secretaries

CS Bharat Rathore

Membership No. ACS 48426

COP No 20295

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

(THIS REPORT IS TO BE READ WITH OUR LETTER OF EVEN DATE WHICH IS
ANNEXED AS ANNEXURE-A WHICH FORMS AN INTEGRAL PART OF THIS REPORT.)

Annexure-A

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

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

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

Place: Kota
Date: 29-05-2023
UDIN: A048426E000355513

For Bharat Rathore & Associates,
Company Secretaries

CS Bharat Rathore
Membership No. ACS 48426
COP No 20295

FORM AOC - 1

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

Annexure-3

PART A: SUBSIDIARIES

values in ` Lakhs

S. No.	Name of Subsidiary Company	Reporting Currency & Exchange	Share capital	Reserve and surplus	Total Assets	Total Liabilities	Investments	Turnover/ Total Income	Profit Before Taxation	Provision for Taxation	Proposed Dividend	% of Share holding
1	Career Point Infra Limited	Indian Rupee	397.90	14789.45	15338.17	150.82	-	643.67	538.05	25.42	-	100%
2	Career Point Edutech Limited	Indian Rupee	57.89	697.90	800.34	44.55	-	815.39	287.56	0.00	-	100%
3	Career Point Ltd. Learning Solutions	Indian Rupee	42.00	442.25	489.85	5.60	-	77.57	30.62	7.96	-	100%
4	Career Point Accessories Pvt. Ltd.	Indian Rupee	10.00	38.93	56.31	7.38	-	338.97	25.70	6.47	-	60%
5	Coupler Enterprises Private Limited	Indian Rupee	9.00	-45.17	707.16	743.33	-	74.25	-20.27	7.73	-	100%
6	Srajan Agritech Private Limited	Indian Rupee	1.00	1005.23	1031.95	25.72	-	2.90	0.32	-	-	100%
7	Srajan Capital Limited	Indian Rupee	622.70	3607.14	31096.29	26866.45	23.74	4181.50	-1948.31	492.08	-	100%
8	Career Point Institute of skill development Private Limited	Indian Rupee	141.00	-31.54	190.20	80.74	-	20.05	-5.80	-1.46	-	100%
9	Edutiger Private Limited	Indian Rupee	10.00	0.45	10.59	0.14	-	0.43	0.35	0.08	-	75%

Part B: Associates & Joint Ventures

Statement Pursuant to section 129 (3) of companies act 2013 related to associate Companies and Joint Ventures

values in ` Lakhs

Name of Associates/ Joint Ventures	Latest Audited Balance Sheet Date	Shares of Associate held by the Company on the year end	Extend of Holding %	Description of how there is significant influence	Reason why the associate/ joint venture is not consolidated	Net worth attributable to shareholding as per latest audited Balance Sheet	Profit/Loss for the year
Imperial Infin Private Limited	31.03.2022	No. 34000	42.74%	Voting Power	NA	111.10	9.44
							Not Considered In Consolidation
							12.65

AOC FORM - 2

(Pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in Section 188(1) of the Companies Act, 2013 including certain arms' length transactions under third proviso thereto.

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

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

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

₹ in lacs

S. No.	Name of related party	Nature of relationship	Nature of Contract	Duration of the transaction	Transaction value	Date of approval by the board if any	Amount paid as advance
1.	Srajan Capital Limited	Wholly owned subsidiary com.	Loans and Advances	One year	17,523.74	13 August 2022	NA

PARTICULARS OF REMUNERATION OF EMPLOYEES

Annexure 5

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

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

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

values in ₹

Name of Directors/Key Managerial Personnel	Remuneration	% Increase in Remuneration	Ratio of Director's Remuneration to Median Remuneration
Non Executive Directors*			
Mr. Pawan Kumar Lalpuria	32,000	Nil	0.16:1
Mr. RS Chaudhary	32,000	Nil	0.16:1
Mr. Vishal Jain	16,000	Nil	0.08:1
Mr. Mahesh Gupta	24,000	Nil	0.12:1
Mrs. Neelima Maheshwari	32,000	Nil	0.16:1
Mr. Jagdish Prasad Sarda	24,000	Nil	0.12:1
Mrs. Divya Sodani	32,000	Nil	0.16:1
Executive Directors and Key Managerial Personnel			
Mr. Pramod Maheshwari	33,00,000	Nil	16.08:1
Mr. Om Prakash Maheshwari	33,00,000	Nil	16.08:1
Mr. Nawal Kishore Maheshwari	33,00,000	Nil	16.08:1
Mr. Tarun Kumar Jain, Company Secretary* (till June 29, 2022)	3,42,300	Nil	1.17:1
Mr. Manmohan Pareek, Company Secretary* (w.e.f July 11, 2022)	8,52,819	Nil	4.16:1

*Remuneration Includes sitting fees only

(ii) In FY 2022-23, the median remuneration is ` 17,101.

(iii) There were 175 permanent employees on the rolls of Company as on March 31, 2023.

(iv) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

- B. Particulars of Employees whose remuneration exceeds ` 60 Lacs per annum or ` 5 Lacs per month during FY 2022-23
- (a) There are no employees who are employed throughout the year and in receipt of remuneration aggregating `60 lacs per annum
- (b) There are no employees who are employed for part of the year and in receipt of remuneration aggregating `5 Lacs or more per month

Place: Kota (Rajasthan)
Date: August 14, 2023

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

Annexure - 6

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

Details of ESOP	CPL Stock Option Plan 2013 (ESOP 2013)
I. Description of each ESOP that existed at any time during the year	
i. Date of shareholder's approval	21st September 2013
ii. Total number of options approved under ESOP	906647
iii. Vesting requirements	As specified by Nomination and Remuneration Committee subject to minimum one year from the date of grant
iv. Exercise price or pricing formula	Exercise Price in respect of the Stock options granted shall be such price being not less than the face value of an equity shares in the Company as on Date of Grant of option
v. Maximum term of options granted (years)	Options granted under ESOP 2013 would vest not earlier than one year and not later than 7 years from the date of grant
vi. Source of shares (Primary, Secondary or combination)	Primary
vii. Variation in terms of options	There have been no variations in the terms of the options
II Method used to account for ESOP	
The Company has calculated the employee compensation cost using the Fair value method of accounting for the Options granted.	
III Option Movement during the year:	
i. Number of Options Outstanding	821647
ii. Number of Options Granted during the year	0
iii. Number of Options Forfeited / lapsed during the year	0
iv. Number of Options Vested but not exercised during the year	0
v. Number of Options Exercised during the year	0
vi. Total number of shares arising as a result of exercise of options	0
vii. Money realised by exercise of options	0
viii. Number of options Outstanding at the end of the year	0
ix. Number of Options exercisable at the end of the year	0
IV Weighted average exercise price of Options granted during the year whose:	
i. Exercise price equals market price	Nil
ii. Exercise price is greater than market price	Nil
iii. Exercise price is less than market price	Nil
Weighted average fair value of options granted during the year whose	
i. Exercise price equals market price	Nil
ii. Exercise price is greater than market price	Nil
iii. Exercise price is less than market price	Nil

V Employee-wise detail of options granted during the Financial Year 2017-18:	
i. Senior Managerial personnel.	No grants during the year
ii. Employees who were granted, during any one year, options amounting to 5% or more of the options granted during the year	
iii. Identified employees who were granted options, during any one year, equal to or exceeding 1 per cent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	
The fair value has been calculated using the Black Scholes Option Pricing model	
The Assumptions used in the model are as follows:	
Particulars	ESOP
i. Risk Free Interest Rate	No grants during the year
ii. Expected Life	
iii. Expected Volatility	
iv. Dividend Yield	
v. Price of the underlying share in market at the time of the option grant	
Details of ESOP	ESOP
Weighted Average share price of Options exercised during the year: ` 120	
Exercise price and weighted average remaining contractual life of Outstanding Options	
Scheme Name	
CPL Stock Option Plan 2013 (ESOP 2013)	0
Diluted Earnings Per Share(EPS) pursuant to issue of shares on exercise of option calculated in accordance with Indian Accounting	12.20

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

1. I have examined the compliance of conditions of Corporate Governance of Career Point Limited ("the Company") for the year ended on March 31, 2023 as stipulated in Regulations 17 to 27 and clauses (b) to (l) and (t) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [collectively referred to as "SEBI Listing Regulations"].

Management's Responsibility for compliance with the conditions of SEBI Listing Regulations

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

Our Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

4. I have examined the relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with the Corporate Governance requirements by the Company.

5. I have conducted our examination in accordance with the Guidance Note on Corporate Governance Certificate and the Guidance Manual on Quality of Audit & Attestation Services issued by the Institute of Company Secretaries of India ("ICSI").

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, and the representation made by the directors and the management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, I hereby certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations.

7. I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on use

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

Place: Kota
Date: 14-08-2023

For Bharat Rathore & Associates,
Company Secretaries

CS Bharat Rathore
Membership No. ACS 48426
COP No 20295
UDIN: A048426E000797845

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

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

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

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

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

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

2. POLICIES

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

Whistle Blower & Vigil Mechanism Policy

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

Code of Conduct for Board Members and Senior Management Personnel

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

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

Related Party Transaction Policy

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

Material Subsidiary Policy

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

Policies and code as per SEBI Insider Trading Regulations

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

Mr. Tarun Kumar Jain, Company Secretary of the Company was Compliance Officer for the purposes of Insider Trading Code and appointed as Chief Investor Relations Officer for the purpose of Fair Disclosure Policy during the financial year 2022-23 who left his services w.e.f.29.06.2022 and thereafter the company has appointed Mr. Manmohan Pareek as Company Secretary of the Company who is Compliance Officer for the purposes of Insider Trading Code and further appointed as Chief Investor Relations Officer for the purpose of Fair Disclosure Policy during the financial year 2022-23.

Familiarization Program for Independent Directors

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

3. BOARD OF DIRECTORS

i) Composition of Board

The Company's Board is constituted in line with the provisions of Listing Regulations and the Companies Act, 2013 as on March 31st, 2023. The strength of the Board is nine Directors comprising an optimum combination of Executive and Non-Executive Directors. The Board represents an optimum mix of professionalism, knowledge and experience.

ii) The table below gives the composition of the Board during the financial year 2022-2023.

Name of Director and DIN	Category	Designation
Mr. Pramod Maheshwari (00185711)	Promoter & Executive Director	Chairman, Managing Director & CEO
Mr. Om Prakash Maheshwari (00185677)	Promoter & Executive Director	Executive Director and CFO
Mr. Nawal Kishore Maheshwari (00185762)	Promoter & Executive Director	Executive Director
Mrs. Neelima Maheshwari (00194928)	Non-Executive Non-Independent Director	Director
Mr. Pawan Kumar Lalpuria (02016032)	Non-Executive Independent Director	Director
Mr. Ram Swaroop Chaudhary (00711599)	Non-Executive Independent Director	Director
Mr. Vishal Jain (00709250)	Non-Executive Independent Director	Director
Mr. Mahesh Gupta (00132721)*	Non-Executive Independent Director	Director
Mr. Jagdish Prasad Sarda (07654623)	Non-Executive Independent Director	Director
Mrs. Divya Sodani (08045653)	Non-Executive Independent Director	Director

*Mr. Mahesh Gupta resigned from the Board w.e.f March 02, 2023

Director's attendance record and Directorship in other companies

Name of Director	No. of Board Meetings during the Financial Year 2022-23		No. of Directorship in other Companies including private Ltd. Companies & excluding sec.8 companies (as on March 31, 2023)	No. of Membership/ Chairmanships of other Board		Whether attended last AGM	Directorship in other listed Entity (Category of Directorship)
	Held	Attended		Membership	Chairmanship		
Mr. Pramod Maheshwari	5	5	18	1	Nil	Yes	JOSTS Engineering Company Ltd.
Mr. Om Prakash Maheshwari	5	5	20	1	Nil	Yes	Shricon Industries Ltd.
Mr. Nawal Kishore Maheshwari	5	5	19	Nil	Nil	Yes	-
Mr. Pawan Kumar Lalpuria	5	5	1	Nil	Nil	Yes	-
Mr. Ram Swaroop Chaudhary	5	5	1	Nil	Nil	Yes	-
Mr. Vishal Jain	5	3	4	1	Nil	Yes	JOSTS Engineering Company Ltd.
Mr. Mahesh Gupta	5	4	1	Nil	Nil	Yes	-
Mrs. Neelima Maheshwari	5	5	2	1	Nil	Yes	Shricon Industries Ltd.
Mr. Jagdish Prasad Sarda	5	4	-	Nil	Nil	Yes	-
Mrs. Divya Sodani	5	5	-	Nil	Nil	Yes	-

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

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

Board Meetings:

The annual calendar of meetings is broadly determined at the beginning of each year. In compliance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Meetings are held at least once every quarter and the time gap between two Meetings is not more than four months. The notice of Board meeting is given well in advance to all the Directors. Usually, meetings of the Board are held in Kota. The Agenda of the Board / Committee meetings is set by the Company Secretary in consultation with the Chairman and the Managing Director and Chief Executive Officer of the Company. The Agenda for the Board and Committee meetings cover items set out as per the guidelines in Listing Regulations to the extent it is relevant and applicable. The Agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by law, which is noted and confirmed in the subsequent Board meeting. All Directors on the Board are free to suggest any item for inclusion in the agenda for the consideration of the Board. During the year Five Board Meetings were held on May 28, 2022, 13 August, 2022, 14 November, 2022, 06 January, 2023 and February 14, 2023.

Independent Director's meeting:

During the year under review, meeting of Independent director was conducted on 27 March, 2023, without the attendance of Non-Independent Director and members of management, inter alia, to discuss on the following:

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

Maximum tenure of Independent directors

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

Formal Letter of appointment to independent directors

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

Board Evaluation

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

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

Board Diversity Policy

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

Review of legal Compliance Report

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

4. Board Committees

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

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

i. Audit Committee

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

The composition of the Audit Committee of the Board which complies with the requirements of Section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Listing Regulations are as under: **Chairperson:** Mr. Pawan Kumar Lalpuria (Non-Executive Independent Director)

Members:

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

Mr. Ram Swaroop Choudhary (Non-Executive Independent Director)

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

Mr. Mahesh Gupta (Non-Executive Independent Director)* resigned w.e.f. March 02, 2023

Ms. Divya Sodani (Non-Executive Independent Director)* appointed w.e.f. March 07, 2023

During the period Mr. Mahesh Gupta resigned from the Board w.e.f. March 02, 2023 and Ms. Divya Sodani appointed as member of CSR Committee w.e.f. March 07, 2023.

Functions and Terms of Reference

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

The main functions of the Audit Committee, inter-alia, include:

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

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

The particulars of the meetings attended by the Members of the Audit Committee and the dated of the meetings held during the financial year 2022-23 are given below:

Sr. No	Name of Members	No. of Meetings during the Financial Year 2022-23		Dates of Meetings
		Held	Attended	
1	Mr. Pawan Kumar Lalpuria	5	5	May 28, 2022
2	Mr. Om Prakash Maheshwari	5	5	August 13, 2022
3	Mr. Mahesh Gupta	5	4	November 14, 2022
4	Mr. Ram Swaroop Choudhary	5	5	January 06, 2023
5	Mr. Jagdish Prasad Sarda	5	4	February 14, 2023

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

ii. Nomination and Remuneration Committee

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

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

The remuneration policy of the Company is aimed to reward performance, based on review of achievements on a regular basis. The Nomination and Remuneration Committee has been constituted by the Board and it comprises of the following Independent Directors.

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

Members:

Mr. Pawan Kumar Lalpuria (Non-Executive Independent Director) and Mr. Ram Swaroop Chaudhary (Non-Executive Independent Director)

Functions and Terms of Reference

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

The particulars of the meetings attended by the Members of the Nomination and Remuneration Committee and the dates of the meetings held during the financial year 2022-23 is given below:

Sr. No	Name of Members	No. of Meetings during the Financial Year 2022-23		Dates of Meetings
		Held	Attended	
1	Mr. Pawan Kumar Lalpuria	2	2	July 21, 2022 February 14, 2023
2	Mr. Jagdish Prasad Sarda	2	2	
3	Mr. Ram Swaroop Chaudhary	2	2	

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

Remuneration Policy

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

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

Detail of Remuneration to all the Directors during the year ended March 31, 2023.

Name of Director	Salary (₹)	Benefits /Allowances /perquisites (₹)	Bonuses (₹)	Sitting fees (₹)	Details of fixed Component and performances incentives (₹)	Total (₹)	Stock Option details, if any	Service contract, notice period, severance fee/pension
Mr. Pramod Maheshwari	1500000	1800000	-	-	-	3300000	-	*
Mr. Orn Prakash Maheshwari	1500000	1800000	-	-	-	3300000	-	**
Mr. Nawal Kishore Maheshwari	1500000	1800000	-	-	-	3300000	-	**
Mr. Ram Swaroop Chaudhary	-	-	-	32000	-	32000	-	***
Mr. Pawan Kumar Lalpuria	-	-	-	32000	-	32000	-	***
Mr. Vishal Jain	-	-	-	16000	-	16000	-	***
Mr. Mahesh Gupta@	-	-	-	24000	-	24000	-	***
Mrs. Neelima Maheshwari	-	-	-	32000	-	32000	-	****
Mr. Jagdish Prasad Sarda	-	-	-	24000	-	24000	-	*****
Mrs. Divya Sodani	-	-	-	32000	-	32000	-	#

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

**5 years with effect from April 01, 2019/notice period 2 months or 2 months' salary in lieu of the notice

*** 5 years with effect from April 01, 2019//written notice as per letter of appointment.

**** 5 years with effect from September 26, 2018//written notice as per letter of appointment.

*****5 years with effect from November 12, 2021 /written notice as per letter of appointment. # 5 years with effect from September 28, 2020.

@ Mr. Mahesh Gupta resigned w.e.f. March 02, 2023

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

No Stock Options were granted to Directors under CPL Employees Stock Option Plan 2013 (ESOP 2013) during the financial year ended March 31, 2023.

Disclosures regarding re-appointment of Directors The resume of the Directors who are being reappointed are provided in the Notice of the Annual General Meeting. **Employees Stock Option Plans**

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

III. STAKEHOLDERS RELATIONSHIP COMMITTEE

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

Chairman: Mr. Ram Swaroop Chaudhary (Non-Executive Independent Director)

Members:

Mr. Pawan Kumar Lalpuria (Non-Executive Independent Director) and

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

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

Functions and Terms of Reference

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

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

The Committee has been constituted to specifically look into the Investors' complaints and to redress the same expediently. There were no complaints pending as on 31st March, 2023

During the period the Company was associated with M/s. Link Intime India Private Limited as Share Transfer Agent, to look after the Shareholders correspondence, share transfers, transmissions, transpositions, to prepare share holding pattern, which are approved by the Committee. The Company has changed Share Transfer Agent and appointed M/s Ankit Consultancy Pvt. Ltd. as Registrar and Share Transfer Agent. The Company has connectivity with NSDL & CDSL for Dematerialization of Shares.

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

The particulars of the meetings attended by the Members of the Stakeholders Relationship Committee and the dates of the meetings held during the financial year 2022-23 are given below: Mr. Manmohan Pareek, Company Secretary of the Company was the Compliance Officer of the Company.

Sr. No	Name of Members	No. of Meetings during the Financial Year 2022-23		Dates of Meetings
		Held	Attended	
1	Mr. Pawan Kumar Lalpuria	4	4	May 28, 2022
2	Mr. Jagdish Prasad Sarda	4	4	August 13, 2022
3	Mr. Ram Swaroop Chaudhary	4	4	November 14, 2022 February 14, 2023

Details of complaints received/resolved during the financial year 2022-23:

Nature of Complaints	Received	Resolved	Pending
Investor Grievances	1	1	NIL

(iv) CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

In alignment with the provisions of the Companies Act, 2013, your directors have constituted the Corporate Social Responsibility Committee of the Board of Directors, with Mr. Mahesh Gupta as Chairman, and Mr. Ram Swaroop Chaudhary and Mr. Nawal Kishore Maheshwari as other members. During the period Mr. Mahesh Gupta resigned from the Board w.e.f March 02, 2023 and Ms. Divya Sodani appointed as member of CSR Committee w.e.f March 07, 2023. Mr. Ram Swaroop Chaudhary appointed Chairman of the CSR Committee w.e.f March 07, 2023.

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

Sr. No	Name of Members	No. of Meetings during the Financial Year 2022-23		Dates of Meetings
		Held	Attended	
1	Mr. Nawal Kishore Maheshwari	2	2	August 13, 2022
2	Mr. Ram Swaroop Chaudhary	2	2	February 14, 2023
3	Mr. Mahesh Gupta*	2	2	

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

(v) RISK MANAGEMENT COMMITTEE

In alignment with the provisions of the Companies Act 2013, your directors have constituted the Risk Management Committee of the Board of Directors, with Mr. Om Prakash Maheshwari as Chairman and Mr. Pramod Maheshwari and Mr. Mahesh Gupta as other members. During the period Mr. Mahesh Gupta resigned from the Board w.e.f March 02, 2023 and Ms. Divya Sodani appointed as member of CSR Committee w.e.f March 07, 2023.

Chairman: Mr. Om Prakash Maheshwari

Members: Mr. Pramod Maheshwari and Mr. Mahesh Gupta

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

Sr. No	Name of Members	No. of Meetings during the Financial Year 2022-23		Dates of Meetings
		Held	Attended	
1	Mr. Om Prakash Maheshwari	2	2	August 13, 2022
2	Mr. Pramod Maheshwari	2	2	February 14, 2023
3	Mr. Mahesh Gupta	2	2	

5. GENERAL BODY MEETINGS

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

Year	AGM/ EGM	Date	Time	Venue	No. of special resolution
2021-2022	22nd AGM	September 29, 2022	4.00 p.m	VC/ OAVM and deemed venue at CP Tower-2 Road No. 1, IPIA, Kota 324005	2
2020-2021	21st AGM	September 29, 2021	4.00 p.m	CP Tower-2 Road No. 1, IPIA, Kota-324005	2
2019-2020	20th AGM	September 28, 2020	4.00 p.m	CP Tower-2 Road No. 1, IPIA, Kota-324005	1
2018-2019	19th AGM	September 26, 2019	4.00 p.m	CP Tower-2 Road No. 1, IPIA, Kota-324005	1

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

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

6. Chief Investor Relationship Officer/Compliance Officer

Mr. Manmohan Pareek (w.e.f. 13.08.2022)

Compliance Officer and Company Secretary, Career Point Limited

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

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

Tel: +917443040000; Email: manmohan@cpuniverse.in

7. Disclosures

i) Related Party Transaction

There is no Related Party Transaction that may have potential conflict with the interest of the Company at large. The Company's major Related Party Transactions are generally with its subsidiary, Key Management Personnel and Enterprises under the same management. The Related Party Transactions are entered into based on the considerations of various business exigencies and Company's long-term strategy. All the transactions entered during the financial year 2022-23 with Related Parties were on arm's length basis and the same are reported under notes of the financial statements. All transactions covered under Related Party Transactions are regularly/periodically ratified and/or approved by the Board/Audit Committee.

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

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

iii) Whistle Blower Policy

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

iv) Compliance of Code Corporate Governance

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

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

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

vi) Disclosure on Risk Management

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

vii) Financial Statement/ Accounting treatments

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

viii) Management Discussion and Analysis Report

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

ix) Disclosures regarding appointment or re appointment of Directors

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

8. Means of Communication

- (i) a) In compliance with Regulation 46 of the Listing Regulations, a separate dedicated section under "Investor Relations" on the Company's website gives information on various announcements made by the Company, status of unclaimed dividend, Annual Report, Quarterly/Half yearly/ Nine-months and Annual financial results along with the applicable policies of the Company. Your Company's official news releases and presentations made to the institutional investors and analysts are also available on the Company's website.
- b) The quarterly, half-yearly and annual results during the year were published in National English "Financial Express" and Hindi Newspapers "Nafa Nuksan"/Jansatta" and displayed on the Company's website www.cpilcpil.in along with official news releases, financial results and presentations etc. are also displayed at the Company's website.
- c) The Company had quarterly Investors teleconferences for investors of the Company immediately after the declaration of quarterly/annual results. Detailed presentations are made to institutional investors and financial analysts on the Company's unaudited quarterly as well as audited annual financial results. These presentations are also uploaded on the Company's website.
- d) All the periodic compliance filing to National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE) like shareholding pattern, corporate governance report, Report on Reconciliation of Share Capital, financial results, other Corporate Announcements among others are filed electronically on NEAPS (NSE Electronic Application Processing Systems) and BSE Listing Centre (BSE Corporate Compliance & Listing Centre) respectively.

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

Date	28th September 2023
Time	4:00 pm
Financial Year	2022-23

ii) Book Closure Date - From September 22, 2023 to September 28, 2023 (both days inclusive)

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

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

iii) Listing in Stock Exchanges and Stock Codes

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

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

The listing fee for the financial year 2022-23 to BSE & NSE has been duly paid.

iv) Unclaimed Dividend

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

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

v) Market Price Data

a. Share Price Movement for the Financial Year 2022-23

Month	Bombay Stock Exchange				National Stock Exchange			
	High (In Rs.)	Low (In Rs.)	Close (In Rs.)	SENSEX	High (In Rs.)	Low (In Rs.)	Close (In Rs.)	NIFTY
Apr-22	129.25	109.80	120.80	57060.87	129.65	109.90	120.65	17102.55
May-22	127.00	104.00	111.60	55566.41	128.00	103.72	111.55	16584.55
Jun-22	124.55	98.40	112.30	53018.94	124.75	98.00	112.30	15780.25
July-22	117.05	104.05	106.60	57570.25	118.00	106.00	106.40	17158.25
Aug-22	143.00	104.50	133.80	59537.07	143.35	105.15	133.60	17759.30
Sep-22	154.70	123.45	127.30	57426.92	155.95	123.00	127.65	17094.35
Oct-22	136.30	120.10	130.05	60746.59	136.00	124.05	130.05	18012.20
Nov-22	152.90	123.30	143.65	63099.65	153.80	124.10	144.05	18758.35
Dec-22	163.95	127.00	136.20	60840.74	163.20	126.55	135.80	18105.30
Jan-23	138.95	122.25	126.30	59549.90	138.00	122.05	125.90	17662.15
Feb-23	179.10	118.55	166.05	58962.12	179.90	118.45	167.10	17303.95
Mar-23	229.00	160.45	214.55	58991.52	230.00	160.25	214.55	17359.75

STOCK PERFORMANCE V/S NIFTY & SENSEX



b. Shareholding Distribution as on March 31, 2023

Shareholding of Shares	Number of Shareholders	% of Total Shareholders	Total Shares Amount	Percentage of Total Shares
1 to 1000	10698	75.47	3298970	1.81
1001 to 2000	1061	7.49	1759900	0.97
2001 to 3000	513	3.62	1373050	0.76
3001 to 4000	258	1.82	949040	0.52
4001 to 5000	387	2.73	1894580	1.04
5001 to 10000	645	4.55	4821580	2.65
10001 to 20000	291	2.05	4394570	2.42
20001 to 30000	89	0.63	2267040	1.25
30001 to 40000	54	0.38	1957440	1.08
40001 to 50000	35	0.25	1630660	0.90
50001 to 100000	62	0.44	4391520	2.41
100001 Above	82	0.58	153191040	84.20
Total	14175	100.0000	181929390	100.0000

c. Shareholding Pattern as on March 31, 2023

Category	No. of shares held	% Shareholding
Clearing Members	49271	0.27
Bodies Corporate	1265417	6.9555
Government Companies (IEPF)	1	0
Hindu Undivided Family	728513	4.00
Non-Resident Indians & OCB	296892	1.63
Public Individual Shareholders holding Nominal Share Capital Upto Rs. 2 Lakh	2915668	16.0263
Public Individual Shareholders holding Nominal Share Capital Exceed Rs. 2 Lakh	1347196	7.4050
Promoters	6227603	34.2309
Relatives Of Director	5358000	29.451
Trusts	20	0.0001
Foreign Portfolio Investors (Corporate)	4358	0.02
TOTAL:	18192939	100%

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

- vi) **Registrar for Dematerialization and physical Transfer of Shares**
The Company has appointed a Registrar for dematerialization (Electronic Mode) and physical transfer of shares whose detail is given below:
M/S Ankit Consultancy Private Limited
Unit: Career Point Limited
60, Electronic Complex,
Pardeshipura, Indore (M.P.) 452010
Tel.:0731-4065799, 4065797
Contact Person: Mr. Abhinandan Gupta
Email id:investors@ankitonline.com
compliance@ankitonline.com
- vii) **Share Transfer System**
The company has appointed common registrar for the physical share transfer and dematerialization of shares. The shares lodged for physical transfer/ transmission/transposition are registered normally within a period of fortnight, if the documents are complete in all respects. For this purpose, the Share Transfer Committee meets as often as required. Adequate care is taken to ensure that no transfers are pending for more than a fortnight. Requests for demat/remat were confirmed mostly within a fortnight. The Company obtains from a Company Secretary in Practice half-yearly certificates of compliance with the share transfer formalities as required under Regulation 40(a) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and files a copy of the certificate with the Stock exchanges.
- viii) **Dematerialization of Shares and Liquidity**
The shares of the Company are compulsorily traded in dematerialized form. The Company has arrangements with both the National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to establish electronic connectivity of its shares for scripless trading. As on March 31, 2023 100% percent of the shares (except one share) of the Company were held in a dematerialized form. The International Securities Identification Number (ISIN) allotted to the Company for Dematerialization of Shares is INE521J01018.
- ix) **Reconciliation of Share Capital Audit**
As stipulated by the Securities and Exchange Board of India (SEBI), a qualified Company Secretary carries out Reconciliation of Share Capital Audit. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges and is also placed before the Board of Directors
- x) **GDRs/ADRs:** There are no outstanding GDRs/ADRs/ Warrants or any convertible instruments.
- xi) **Plant Location:** Not Applicable
- xii) **Address for Correspondence**
Shareholder's correspondence should be addressed to the Company's Registrar at the address mentioned below:
M/S Ankit Consultancy Private Limited
Unit: Career Point Limited
60, Electronic Complex,
Pardeshipura, Indore (M.P.) 452010
Tel.:0731-4065799, 4065797
Contact Person: Mr. Abhinandan Gupta
Email id:investors@ankitonline.com
- compliance@ankitonline.com
Investors may also write to or contact
Company Secretary
CAREER POINT LIMITED
Corporate office: CP Tower-1, Road No. 1, IPIA, Kota-324005, Rajasthan, India
Tel: +91 744 3040000
For any other queries: email: investors@cpil.in
- xiii) **Designated exclusive email-id**
The Company has designated an email-id investors@cpil.in exclusively for shareholders and Investors to correspond with the Company.
- xiv) **Permanent Account Number for transfer of shares in physical form**
SEBI vide its Circular dated May 20, 2009 has stated that for securities market transactions and off-market transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Company's RTA for registration of such transfer of shares. Accordingly, shareholders are requested to please furnish copy of PAN card to the Company's RTA for registration of transfer of shares in their name.
- xv) **Consolidated multiple folios**
Investors are encouraged to consolidate their shareholding held in multiple folios. This would facilitate one stop tracking of all corporate benefits on the shares and would reduce time and efforts required to monitor multiple folios
- xvi) **Proceeds from the public issue/ right issue/ preferential issue**
There was no fresh public issue/right issue/preferential issue etc. during the financial year 2022-23.
- xvii) **Inter-se relationship between directors**
Mr. Pramod Maheshwari, Chairman, Managing Director & CEO, Mr. Om Prakash Maheshwari, Executive Director & CFO and Mr. Nawal Kishore Maheshwari, Executive Director are relative in terms of 'relative' given under the Companies Act, 2013. Mrs. Neelima Maheshwari, Non-Executive Non-Independent Director is relative of Mr. Om Prakash Maheshwari, Executive Director & CFO in terms of the definition of 'relative' given under the Companies Act, 2013.
- xviii) **Company Registration Details**
The Company is originally registered in the State of Rajasthan. Your company previously shifted its Registered office from Rajasthan to Mohali, Punjab as per approval of Shareholders and the Corporate officer is still situated at Kota, Rajasthan. The Corporate Identity Number (CIN) allotted to the Company by the MCA is L80100PB2000PLC054497
- xix) **Nomination Facility**
The Companies Act, 2013 has provided for a nomination facility to the Shareholders of the Company. The Company is pleased to offer the facility of nomination to shareholders and shareholders may avail this facility by sending the duly completed form to the Registered Office of the Company/Registrar and Share Transfer Agent of the Company in case the shareholding is in physical form. The shareholders may obtain copy of the said form from the Registered Office of the Company. In case of demat holdings, the request may be submitted to the Depository Participant.

9. Material Subsidiary Companies

Regulation 16(1)C of SEBI (Listing obligation and disclosure requirements), Regulations 2015 of the Listing Regulations defines a "material subsidiary" as a "material subsidiary" shall mean a subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. As per this provision, your company has Career Point Infra Limited (hereinafter referred as "CPIL") and Srajan Capital Limited (hereinafter referred as "SIL") as "material non-listed Indian subsidiary".

In terms of the provisions of Regulation 24(1) of the Listing Regulations, appointment of one of the Independent Directors of the Company on the Board of material subsidiaries was applicable only to CPIL and SCL. The Board of SCL has appointed Shri Ram Swaroop Chaudhary Independent Directors and the Board of CPIL has appointed Ms. Divya Sodani as an Independent Director.

Keeping in view good Corporate Governance, and for better administration and governance, key subsidiary companies have voluntarily appointed Independent Directors on their respective Boards. The composition and effectiveness of Boards of subsidiaries is reviewed by the Company periodically. Governance framework is also ensured through appointment of Managerial Personnel and Secretarial Auditor. A robust compliance management system covering all the subsidiaries is also in place. Guidance is provided to subsidiaries on matters relating to conduct of Board meeting, training and familiarisation programmes for the Independent Directors on the Board of subsidiaries.

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

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

- Financial statements, in particular investments made by subsidiary companies, are reviewed by the Company's Audit Committee.
- Minutes of Board meetings of subsidiary companies are placed before the Company's Board regularly.
- A statement containing all significant transactions and arrangements entered into by subsidiary companies is placed before the Company's Board.
- Presentations are made to the Company's Board on business performance of major subsidiaries of the Company by the senior management.
- Related Party Transactions of subsidiary companies are reviewed quarterly by the Company's Audit Committee, wherever applicable.

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

10. Code for prevention of Insider Trading Practices

In Compliance with the SEBI's regulations on prevention of insider trading, the Company has instituted a comprehensive Code of Conduct for its Promoters, Directors and Designated Employees. The Code lays down guidelines, which advises them

on procedures to be followed and disclosures to be made, while dealing with shares of Career Point Limited and cautioning them of the consequences of violations.

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

SEBI vide its Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 had mandated the companies to use any of the RBI approved electronic mode of payment such as ECS (Local ECS/Regional ECS/National ECS) NEFT, RTGS etc. for distribution of dividend and other cash benefits to investors. The Circular also mandated the companies or their registrar and share transfer agent (RTA) to maintain bank details of investors. In case the securities are held in demat mode, the companies or their RTA shall seek relevant bank details from depositories and in case the securities are held in physical mode, the companies or their RTA shall take necessary steps to maintain updated bank details at their end. In view of above, the Company's RTA has sent letters to various depository participants seeking updated bank details of the investors of the Company. The investors are also requested to ensure that correct and updated particulars of their bank account are available with their respective depository participants and the Company/RTA. This would facilitate the Company for making payments through electronic mode.

12. Compliance Certificate

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

13. Report on Corporate Governance

This chapter, read together with the information given in the Directors' Report and the chapters on Management Discussion and Analysis and General Shareholder Information, constitute the compliance report on Corporate Governance during 2022-23.

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

14. Certificate from Company Secretary in Practice:

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

15. Disclosure of commodity price risks and commodity hedging: Not Applicable

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

₹ in lakhs	
Particulars	AMOUNT
Services as statutory auditors (including quarterly audits)	6.00
Total	6.00

17. Other Disclosures

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

Particulars	Regulations	Details	Website link for details/policy
Reconciliation of Share Capital Audit Report	Regulation 76 of the Securities & Exchange Board of India (Depositories and Participants) Regulations, 2018 and SEBI Circular No D&CC/FITTC/Cir-16/2002 dated December 31, 2002.	A qualified practicing Chartered Accountant carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.	http://www.cpil.in/investor-relations/reconciliation-share-capital.aspx
Code of Conduct	Regulation 17 of the SEBI Listing Regulations	The members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them during the year ended March 31, 2023. The Annual Report of the Company contains a certificate by the Chief Executive Officer and Managing Director, on the compliance declarations received from Independent Directors, Non-Executive Directors and Senior Management.	http://www.cpil.in/investor-relations/policy.aspx
Dividend Distribution Policy	Regulation 43A of the SEBI Listing Regulations	Company has adopted Dividend Distribution policy	http://www.cpil.in/investor-relations/policy.aspx
Terms of Appointment of Independent Directors	Regulation 46 of SEBI Listing Regulations and Section 149 read with Schedule IV of the Act	Terms and conditions of appointment/re-appointment of Independent Directors are available on the Company's website.	http://www.cpil.in/investor-relations/policy.aspx

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

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

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

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

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

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

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

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

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

Form No. MR-3
Secretarial audit report
For the financial year ended March 31, 2023
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of
the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

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

Dear Members

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 according to the provisions of:

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

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India;

ii. The Listing Agreement entered into by the Company with BSE Limited and NSE Limited.

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

I further report that

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

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

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

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

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

Place : Kota

Date : 19.05.2023

UDIN: A048426E000334646

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

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

Annexure A

To,

The Members,

CAREER POINT INFRA LIMITED

Village Tangori, Banur Mohali, Mohali

PB 140601, India

CIN: U45201PB2007PLC050992

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

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

Place : Kota

Date : 19.05.2023

UDIN: A048426E000334646

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

Form No. MR-3
Secretarial audit report
For the financial year ended March 31, 2023
[Pursuant to Regulation 24A of Securities Exchange Board Of India (Listing Obligation and Disclosure Regulation) 2015, read with Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

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

Dear Members

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Srajan Capital Limited** (hereinafter called "**the Company**") for the financial year ended 31st March, 2023. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 according to the provisions of:

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

6. The following laws, regulations, directions, orders applicable specifically to the Company:

- a) The Reserve Bank of India Act, 1934.
- b) Master Direction - Non - Banking Financial Company, Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016.
- c) Master Direction- Non-Banking Financial Company Returns (Reserve Bank) Directions, 2016.
- d) Master Circular - Non-Banking Financial Companies - Corporate Governance (Reserve Bank) Directions, 2015.

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

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

(i) Secretarial Standards with regard to Meeting of the Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India;

(ii) The Listing Agreements entered into by the Company with the Stock Exchanges: **(Not applicable to the Company during the Audit Period);**

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

I further report that

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

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

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

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

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

As informed, the Srajan Capital Limited being 100% subsidiary Company of Career Point Limited involved in the Composite Scheme of arrangement with its holding Company wherein the Srajan Capital Limited will merge with its holding Company, the Board of the Company vide its Board Meeting dated 14.02.2023 has considered and approved the draft Composite Scheme of arrangement subject to approval of Regulatory and other authorities and the consent of their respective shareholders and creditors, if any, further the Reserve Bank of India previously issued No-objection Certificate to Company for such merger under the Scheme of arrangement

Place : Kota

Date : 22.05.2023

UDIN: A048426E000343424

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

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

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

Our Secretarial Audit Report for the financial year ended 31st March 2023 of even date is to be read along with this letter.

Management's Responsibility:

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

Auditor's Responsibility:

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

3. We have conducted the Audit as per the applicable Auditing Standards issued by the Institute of Company Secretaries of India.

4. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.

5. Wherever required, we have obtained reasonable assurance about whether the statements prepared, documents or Records, in relation to Secretarial Audit, maintained by the Auditee, are free from misstatement.

6. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events, etc.

Disclaimer:

7. We have conducted our Audit based on the records and information made available to us by the Company for the purpose of issuing this report.

8. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

9. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

Place : Kota
Date : 22.05.2023
UDIN: A048426E000343424

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

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.

- 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)(l) 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. 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 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

Place: New Delhi
Date: May 29, 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 ₹ Lakhs	
	Loans
A. Aggregate amount granted / provided during the year:	
- Subsidiaries	27,153.46
- Others	-
B. Balance outstanding as at 31st 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 :-

Amount in ₹ Lakhs

	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 the dues	Period to which the amount relates	Amount (₹ 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 willful defaulter by any bank or financial institution or any government authority.
- (c) According to the information and explanations given to us and on examination of the books of the company, in our opinion, the term loans availed by the company was applied for the purposes for which these were raised.
- (d) 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 NBFIs Registration with Reserve Bank of India (RBI) for carrying out NBFIs activities and the management is under process to get the approval (read with note no.57 of the standalone financial statements). As per the information and representation provided by the management, there are no CIC within the group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016).
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities (as per the payment schedule/ re-scheduled), other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company and/ or certificate with respect to meeting financial obligations by the Company as and when they fall due. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from

the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. (a) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there is no unspent CSR amount for the year requiring transfer to a fund specified in Schedule VII of the Companies Act, 2013 (the Act) or special account in compliance with the provisions 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
UDIN 23507462BGVDKC6073

Place: New Delhi
Date: May 29, 2023

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

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

We have audited the internal financial controls with respect to standalone financial statements of **CAREER POINT LIMITED** ("the Company") as of March 31, 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.

For Lodha & Co.

Chartered Accountants
Firm Registration No. 301051E

(Gaurav Lodha)

Partner
Membership No. 507462

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 over Financial Reporting

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 over Financial Reporting

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.

Place: New Delhi
Date: May 29, 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	10,822.98	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	73.96
(b) Financial Assets			
(i) Investments	8		272.78
(ii) Trade receivables	12	330.26	539.40
(iii) Cash and Cash Equivalents	13	51.90	111.91
(iv) Bank Balances other than (iii) 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	92.80
Total Current Assets		5,376.90	2,467.06
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
LIABILITIES:			
(2) 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	3.86	3.46
(d) Current Tax Liabilities (Net)	29	32.36	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 (1-4)
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

For and on behalf of the Board of Directors

Pramod Maheshwari
Chairman, Managing Director & CEO
DIN : 00185711

Om Prakash Maheshwari
Executive Director & CFO
DIN : 00185677

(Gaurav Lodha)
Partner
Membership No: 507462

Manmohan Pareek
Company Secretary
Membership No: ACS34858

Place: New Delhi
Date: 29/05/2023

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

CAREER POINT LIMITED
STANDALONE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31.03.2023
CIN - L80100PB2000PLC054497

₹ in Lakhs

Particulars	Note No.	For the year ended 31.03.2023	For the Year ended 31.03.2022
Income			
Revenue from operations	30	5,189.89	2,934.24
Other income	31	376.09	904.63
TOTAL INCOME		5,565.98	3,838.87
Expenses			
Cost of materials consumed	32	206.63	84.30
Changes in inventories of finished goods, work in progress & Trading goods	33	(43.54)	11.61
Employee benefits expenses	34	840.99	817.09
Finance costs	35	83.56	203.16
Depreciation and amortization expense	36	312.11	351.51
Other expenses	37	1,204.63	895.29
TOTAL EXPENSES		2,604.38	2,362.96
Profit/(Loss) before exceptional items and tax		2,961.60	1,475.91
Exceptional items - Gain/(Loss)			
Profit/ (Loss) before tax		2,961.60	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	10.55
Profit/(Loss) for the Year		2,219.35	1,077.93
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	1,075.63
Earnings per share (in ₹)	46		
Basic		12.20	5.93
Diluted		12.20	5.93

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

As per our report of even date

For Lodha & Co.

Chartered Accountants

Firm Registration No: 301051E

For and on behalf of the Board of Directors

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(Gaurav Lodha)

Partner

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Company Secretary

Membership No: ACS34858

Place: New Delhi

Date: 29/05/2023

Place: Kota (Rajasthan)

Date: 29/05/2023

CAREER POINT LIMITED
STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2023
CIN - L80100PB2000PLC054497

₹ in Lakhs

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 Ammortization Expenses	312.11		351.51
Short/Long Term Capital Gain on shares/assets	(65.01)		(111.86)
Interest Income	(2.65)		(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	182.34	8.54
			304.01
Operating Profit before Working Capital Changes		3,143.94	1,779.92
(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) / Repid to related party (Net)	(3,455.24)		1,032.62
Increase/(Decrease) in Liabilities	(225.08)	(3471.89)	(197.84)
Cash generated from operations		(327.95)	2599.88
Direct taxes paid		(512.16)	(278.88)
Net Cash from Operating Activities		(840.11)	2,321.00
B. Cash Flow from Investing Activities			
Sale of Property Plant & Equipment, Investment Property and Intangible assets	129.24		272.89
Interest Received on FDR	2.65		6.76
Purchase of Property Plant & Equipment, Investment Property and Intangible assets (including CWIP)	(90.76)		(59.14)
Sale/(Purchase) of Investments (Net)	337.79		2,352.58
Movement in Fixed Deposits	43.97		35.96
Net Cash (used in)/ from Investing Activities		422.89	2,609.05
C. Cash Flows from Financing Activities			
Proceeds/(Repayment) of Borrowings (Net)	440.77		(4,697.47)
Interest paid	(83.56)		(201.93)
Net Cash from Financing Activities		357.21	(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 period		111.91	81.26
Cash and Cash Equivalents at end of the period		51.90	111.91

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

₹ in Lakhs

Particulars	Balance as at 31 st March 2022	Cash Flow Changes	Non Cash Flow Changes	Balance as at 31 st 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	-	1421.15

₹ in Lakhs

Particulars	Balance as at 31 st March 2021	Cash Flow Changes	Non Cash Flow Changes	Balance as at 31 st March 2022
Long Term Borrowings (Including current maturity)	2,164.40	(1,184.02)	-	980.38
Short Term Borrowings	3,513.45	(3,513.45)	-	-
Total	5,677.85	(4697.47)	-	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.

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

Chartered Accountants

Firm Registration No: 301051E

For and on behalf of the Board of Directors

Pramod Maheshwari
Chairman, Managing Director & CEO
DIN : 00185711

Om Prakash Maheshwari
Executive Director & CFO
DIN : 00185677

(Gaurav Lodha)

Partner

Membership No: 507462

Manmohan Pareek
Company Secretary
Membership No: ACS34858

Place: New Delhi

Date: 29/05/2023

Place: Kota (Rajasthan)

Date: 29/05/2023

CAREER POINT LIMITED
STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31.03.2023
CIN: L80100PB2000PLC054497

EQUITY SHARE CAPITAL

₹ in Lakhs

Particulars	As at 1 st April, 2021	Changes during the year	As at 31 st March, 2022	Changes during the year	As at 31 st March, 2023
Issued, Subscribed and Paid Up					
1,81,92,939 (at 31 st March, 2022 =1,81,92,939 and as at 1 st April, 2021 =1,81,92,939) Equity shares of ₹ 10 each.	1,819.29	-	1,819.29	-	1,819.29
Total	1,819.29	-	1,819.29	-	1,819.29

STATEMENT OF CHANGES IN OTHER EQUITY

₹ 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	59.86	39,966.88
Profit for the year	-	-	-	1,077.93	-	1,077.93
Remeasurement of Net defined Benefit Plans (Net of Taxes)	-	-	-	-	(2.30)	(2.30)
ESOP Options lapsed	(6.95)	-	-	6.95	-	-
Balance as at 31.03.2022		17,235.38	86.58	23,662.99	57.56	41,042.51
Adjustment of Last Year						
Profit for the year	-	-	-	2,219.35	-	2,219.35
Remeasurement of Net defined Benefit Plans (Net of Taxes)	-	-	-	-	5.00	5.00
Dividend Paid	-	-	-	(363.86)	-	(363.86)
Balance as at 31.03.2023	-	17,235.38	86.58	25,518.48	62.56	42,903.00

The accompanying notes are integral part of these standalone financial statements

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

For and on behalf of the Board of Directors

Pramod Maheshwari
Chairman, Managing Director & CEO
DIN : 00185711

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DIN : 00185677

(Gaurav Lodha)
Partner
Membership No: 507462

Manmohan Pareek
Company Secretary
Membership No: ACS34858

Place: New Delhi
Date: 29/05/2023

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

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 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, Associates & Joint Venture) are initially measured at fair value. Any subsequent fair value gain or loss is recognized through Other Comprehensive Income.

The company assesses impairment based on expected credit loss (ECL) model to all its financial assets measured at amortised cost.

Cash and Cash Equivalents

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

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

Loans & Borrowings

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

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

Trade & Other payables

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

(iii) Property, Plant and Equipment

(A) Recognition and measurement

- (a) The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to Statement of Profit and Loss in the period in which the costs are incurred.

- (b) An item of property, plant and equipment is derecognised upon disposal. Any gain or loss arising on the disposals determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in Statement of Profit & 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 & Equipment	Useful Life
Building	60 Years
Plant & Machinery	8-22 Years
Furniture & Fixtures	8 Years
Computer	3 Years
Vehicle	8-10 Years
Office Equipments	5 Years

(iv) Investment properties

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

(v) Intangible Assets

Identifiable intangible assets are recognised a) when the Company controls the asset, b) it is probable that future economic benefits attributed to the asset will flow to the

Company and c) the cost of the asset can be reliably measured.

"Computer softwares are capitalised at the amounts paid to acquire the respective license for use and are amortised over the period of license, generally not exceeding six years on straight line basis. The assets useful lives are reviewed at each financial year end. Software is amortised over an estimated useful life of 3 years."

(vi) Inventories

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

(vii) Impairment of Assets

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

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

Recoverable amount is determined:

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

(viii) Employee Benefits

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

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

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

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

(a) Defined Contribution plan

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

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

(b) Defined Benefit Plan

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

(ix) Share Based Payment Transactions

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

The fair value determined at grant date of the equity settled share based payments is expensed on a straight line basis over the period, based on the company's estimate of equity instruments that will eventually vest with a corresponding increase in equity.

(x) Provisions, Contingent Liabilities and Contingent Assets

(i) Provisions

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

(ii) Contingencies

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

(xi) Non-Current Assets Held for Sale

The Company classifies non-current assets and disposal

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

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

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

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

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

ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the

purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

(b) Lease Liabilities

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

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

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

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

(c) Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

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

(xiii) Revenue Recognition

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

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

Revenue from Services

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

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

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

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

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

Other Income

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

Net Gain/ (Loss) on fair value change

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

Interest Income

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

Revenue from sale of products

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

(xiv) Finance Cost

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

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

(xv) Interest Income

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

(xvi) Dividend

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

(xvii) Taxation

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

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

(xviii) Earning per Share

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

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

(xix) Statement of cash flows

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

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

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

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

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

(i) Property, plant and equipment

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

(ii) Income taxes

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

(iii) Contingencies

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

(iv) Allowance for uncollected accounts receivable and advances

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

(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.

CAREER POINT LIMITED
NOTES TO THE STANDALONE FINANCIAL STATEMENTS

 for the year ended 31st March, 2023

Note 5: PROPERTY, PLANT AND EQUIPMENT

₹ in Lakhs

Particulars	Land (leasehold)	Building*	Plant & Machinery	Furniture & fixtures	Computer	Vehicle	Office Equipment	Total
Gross carrying value:								
As at 01.04.2021	1539.44	9948.17	196.21	1002.72	45.52	154.02	117.61	13003.69
Additions	-	-	1.19	3.92	2.08	0.52	2.78	10.49
Disposal/ adjustments	-	-	-	-	-	36.33	-	36.33
As at 31.03.2022	1539.44	9948.17	197.40	1006.64	47.60	118.21	120.39	12977.85
additions	45.89	406.91	-	12.28	7.88	1.01	6.76	480.73
Disposal/ adjustments	-	-	-	-	-	-	-	-
As at 31.03.2023	1585.33	10355.08	197.40	1018.92	55.48	119.22	127.15	13458.58
Accumulated depreciation/ impairment:								
As at 31.03.2021	104.33	925.76	17.68	810.68	33.80	70.49	66.69	2029.43
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	1112.78	26.61	898.07	40.72	48.53	81.42	2333.30
Depreciation	20.88	192.21	9.02	44.76	6.61	14.42	14.39	302.30
Disposal/ adjustments	-	-	-	-	-	-	-	-
As at 31.03.2023	146.05	1304.99	35.63	942.83	47.33	62.95	95.81	2635.59
Net carrying value								
As at 31.03.2022	1414.27	8835.39	170.79	108.57	6.88	69.68	38.97	10644.55
As at 31.03.2023	1439.28	9050.09	161.77	76.09	8.14	56.27	31.34	10822.98

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.

₹ in Lakhs

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

CWIP aging schedule as on 31-3-2023

₹ in Lakhs

Particulars	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	-	-	-	-	0.00
Project temporarily suspended	NIL	NIL	NIL	NIL	NIL

CWIP aging schedule as on 31-3-2022

₹ in Lakhs

Particulars	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	283.38	57.92	-	389.95
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.

CAREER POINT LIMITED**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**for the year ended 31st March, 2023**Note 6: INVESTMENT PROPERTIES**

₹ in Lakhs

Particular	Land (Freehold)	Land (Leasehold)	Total
Gross carrying value:			
As at 01.04.2021	1,402.55	483.59	1,886.14
additions	-	-	-
Disposal/ adjustments	-	10.21	10.21
As at 31.03.2022	1,402.55	473.38	1,875.93
additions	-	-	-
Disposal/ adjustments	-	37.92	37.92
As at 31.03.2023	1,402.55	435.46	1,838.01
Accumulated depreciation:			
As at 01.04.2021	-	23.46	23.46
Depreciation	-	5.23	5.23
Disposal/ adjustments	-	1.52	1.52
As at 31.03.2022	-	27.17	27.17
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	446.21	1,848.76
As at 31.03.2023	1,402.55	408.30	1,810.85

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	3,826.73
As at 31.03.2023	3,847.16

Fair Valuation of Investment Properties as on 31 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

Particular	Trademark	Software	Total
Gross carrying value:			
As at 01.04.2021	0.19	21.53	21.72
Additions	-	-	-
Disposal/ Adjustments	-	-	-
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
Accumulated Amortization:			
As at 01.04.2021	-	9.06	9.06
Amortization:	-	6.08	6.08
Disposal/ Adjustments	-	-	-
As at 31.03.2022	-	15.14	15.14
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.

CAREER POINT LIMITED**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**for the year ended 31st March, 2023**Note 8: INVESTMENTS**

₹ in Lakhs

Particulars	No. of Shares /unit end of current reporting period	As at 31 st March 2023	No. of Shares /unit end of current reporting period	As at 31 st March 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)"	5,78,947	57.89	5,78,947	57.89
"Career Point Infra Limited (Face Value of ₹10 Each Fully Paid)"	39,78,994	13,495.00	39,78,994	13,495.00
"Career Point Learning Solution Limited (Formerly Gyan Eduventure Pvt. Ltd. (Face Value of ₹10 Each Fully Paid)"	4,19,999	48.50	4,19,999	48.50
"Career Point Accessories Private Limited (Face Value of ₹10 Each Fully Paid)"	60,000	6.00	60,000	6.00
"Srajan Capital Limited I (Face Value of ₹10 Each Fully Paid)"	62,27,000	1,808.00	62,27,000	1,808.00
"Career Point Institute of Skill Development Pvt. Ltd. Face Value of ₹10 Each Fully Paid) I@"	14,09,999	141.00	14,09,999	141.00
"Edutiger Private Limited (Face Value of ₹10 Each Fully Paid)"	75,000	7.50	75,000	7.50
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)"	9,72,000	855.00	9,72,000	855.00
"Career Point Learning Solution Limited* (Face Value of ₹10 Each Fully Paid)"	40,00,000	400.00	40,00,000	400.00
Investment in Associates				
"Unquoted-Equity Shares (At cost less provision) Imperial Infin 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

*Previously Known as Gyan Eduventure Private Limited

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 st March 2023	No. of Shares /unit end of reporting period	As at 31 st March 2022
CURRENT INVESTMENTS - Classified as FVTPL(Quoted)				
UTI FTIF SERIES XXVIII-X (1153 DAYS)!	-	-	30,00,000	15.83
UTI FTIF SERIES XXVIII-XIII (1134 DAYS)!	-	-	40,00,000	6.96
UTI TREASURY ADVANTAGE FUND- GROWTH	-	-	8,752.26	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

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

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

Note: 12 TRADE RECEIVABLES

₹ in Lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Unsecured		
Trade Receivables Considered Good*	330.26	539.40
Trade Receivables - Credit impaired	60.81	76.43
	391.07	615.83
Less: Allowance for doubtful trade receivables	60.81	76.43
Total	330.26	539.40

*Note: Amount Including Trade Receivables from Related Parties FY 22-23 - ₹160.70 Lakhs, (FY 21-22 - ₹263.41 Lakhs)

Trade Receivables ageing as on 31.03.2023

₹ in Lakhs

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

CAREER POINT LIMITED**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**for the year ended 31st March, 2023**Trade Receivables ageing as on 31.03.2022**

₹ in Lakhs

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1-2 Years	2-3 Years	More than 3 years	
(i) Undisputed, considered good	283.09	88.11	6.13	17.91	36.31	107.85	539.40
(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	21.00	20.15	43.79
Total							615.83
Less:- Allowance for doubtful trade receivables							(76.43)
Net							539.40

Note: 13 CASH & CASH EQUIVALENT

₹ in Lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Cash on hand	2.88	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)

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

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.

NOTE: 19 SHARE CAPITAL

₹ in Lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Authorised		
2,50,00,000 (Previous year 2,50,00,000) Equity Shares of ₹10 each	2,500.00	2,500.00
Issued, Subscribed and Fully Paid-up		
1,81,92,939 (Previous year 1,81,92,939) Equity Shares of ₹10 each	1,819.29	1,819.29
TOTAL	1,819.29	1,819.29

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

₹ in Lakhs

Particulars	No. of shares as at 31.03.2023	No. of shares as at 31.03.2022
Opening number of equity shares	1,81,92,939	1,81,92,939
Additions during the year	-	-
Closing number of equity shares	1,81,92,939	1,81,92,939

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

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

CAREER POINT LIMITED
NOTES TO THE STANDALONE FINANCIAL STATEMENTS

 for the year ended 31st March, 2023

c) Shareholding of Promoters

Name of Shareholder	As at 31.03.2023		% Change During the Year 2022-23	As at 31.03.2022		% Change During the Year 2021-22
	No. of Shares	% held		No. of Shares	% held	
Mr. Pramod Kumar Maheshwari	21,16,003	11.63	-	21,16,003	11.63	-
Mr. Om Prakash Maheshwari	13,86,300	7.63	-	13,86,300	7.63	-
Mr. Nawal Kishore Maheshwari	13,85,800	7.63	-	13,85,800	7.63	-
Mrs. Kailash Bai	26,79,000	14.74	-	26,79,000	14.74	-
Mrs. Shilpa Maheshwari	13,39,500	7.37	-	13,39,500	7.37	-
Mrs. Rekha Maheshwari	13,39,500	7.37	-	13,39,500	7.37	-
Mrs. Neelima Maheshwari	13,39,500	7.37	-	13,39,500	7.37	-

- (d) 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 share 30,000 of ₹10 each fully paid up during the financial years 2017-18, on exercise of options granted under the employee stock option plans wherein part consideration was received in form of employee services.
- (e) No class of shares have been bought back by the Company during the period of five years immediately preceding the reporting date.

f) Shareholder holding more than 5% Shares

Name of Shareholders	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
Mr. Pramod Kumar Maheshwari	21,16,003	11.63	21,16,003	11.63
Mr. Om Prakash Maheshwari	13,86,300	7.63	13,86,300	7.63
Mr. Nawal Kishore Maheshwari	13,85,800	7.63	13,85,800	7.63
Mrs. Kailash Bai	26,79,000	14.74	26,79,000	14.74
Mrs. Shilpa Maheshwari	13,39,500	7.37	13,39,500	7.37
Mrs. Rekha Maheshwari	13,39,500	7.37	13,39,500	7.37
Mrs. Neelima Maheshwari	13,39,500	7.37	13,39,500	7.37

₹ in Lakhs

NOTE: 20 OTHER EQUITY

Particulars	Reserves and Surplus					
	Share Option outstanding account	Securities Premium	General Reserve	Retained Earnings		Total
				Surplus in P/L Statement	Other Comprehensive Income that will not be reclassified to Profit & Loss	
Balance as at 1.04.2021	6.95	17,235.38	86.58	22,578.11	59.86	39,966.88
Profit for the period	-	-	-	1,077.93	-	1,077.93
Remeasurement of Net defined Benefit Plans (Net of Taxes)	-	-	-	-	(2.30)	(2.30)
ESOP Options lapsed	(6.95)	-	-	6.95	-	-
Balance as at 31.03.2022	-	17,235.38	86.58	23,662.99	57.56	41,042.51
Profit for the period	-	-	-	2,219.35	-	2,219.35
Remeasurement of Net defined Benefit Plans (Net of Taxes)	-	-	-	-	5.00	5.00
Dividend Paid	-	-	-	(363.86)	-	(363.86)
Balance as at 31.03.2023	-	17,235.38	86.58	25,518.48	62.56	42,903.00

CAREER POINT LIMITED**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**for the year ended 31st March, 2023**Nature of Reserves**

- 1 General Reserve amount transferred /apportioned represents is in accordance with (The Companies Act, 1956) wherein a portion of profit is apportioned to general reserve, before a company can declare dividend.
 - 2 "Other Comprehensive Income Reserve represents the balance in equity for item to be accounted in Other Comprehensive Income. OCI is classified into
 - i) Items that will not be reclassified to profit & loss
 - ii) Item that will be reclassified to profit & loss."
 - 3 "The balance consists of surplus retained from earned profits after payment of dividend and taxes thereon."
 - 4 Actuarial Gain and losses for defined plans are recognized through OCI in the period in which they occur. Re-measurement are not reclassified to profit or loss in subsequent periods.
 - 5 Balance of Security Premium Reserve consists of premium on issue of shares over its face value. The balance will be utilised for issue of fully paid bonus shares, buy-back of Company's own share as per the provisions of the Companies Act 2013.
 - 6 The company has an equity-settled share based payment plan for certain categories of employees of the company, refer Note No. 42 of standalone financial statement.
- * In the previous year, the Board of Directors, at its meeting declared interim dividend the detail of which is as follows:-

₹ in Lakhs		
Date of Board Meeting	Type of Dividend	Dividend per equity share
14/02/2023	Interim Dividend FY 2022-2023	1.00
28/05/2022	Final Dividend FY 2021-2022	1.00

Note: 21 BORROWINGS

₹ in Lakhs		
Particulars	As at 31.03.2023	As at 31.03.2022
Secured Loan		
From Banks	856.07	980.38
Sub Total (a)	856.07	980.38
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 ₹410.61 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. B-28 & 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

CAREER POINT LIMITED
NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2023

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	886.52

Note: 24 SHORT TERM BORROWINGS

₹ in Lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Secured loans		
From Bank (Overdraft Facility)	565.08	-
Current maturities of Long term Borrowings	129.10	129.27
Total	694.18	129.27

(a) Overdraft facility from Bank (ICICI Bank) of ₹ 565.08 Lakh (Previous year Nil) @ 10.5% (12 month MCLR+ .35%) against the security of Plot no. E-8 (II) Road No. 1, IPIA, Kota. The Company can avail it up to ₹ 1391.5 Lakhs.

Note: 25 TRADE PAYABLES

₹ in Lakhs

Particulars	As at 31.03.2023	As at 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

₹ in Lakhs

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

Trade Payables ageing schedule as on 31.3.2022

₹ in Lakhs

Particular	Not Due	Outstanding for following periods from due date of Payment				Total
		Less than 1 year	1-2 Years	2-3 Years	More than 3 years	
(1) MSME	-	-	-	-	-	-
(2) Others	0.33	0.54	-	-	0.20	1.07
(3) Disputed Dues- MSME	-	-	-	-	-	-
(4) Disputed Dues - Others	-	-	-	-	-	-

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 PROVISIONS

₹ 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

Note: 30 REVENUE FROM OPERATIONS

₹ in Lakhs

Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
Revenue from Services		
Education and other related activities	2,887.54	1,909.44
Sale of Study Material		
- Domestic	420.84	208.66
Income From Financing & Investing Activities		
(i) Interest Income:		
- Interest From Group Companies	1,452.82	739.75
(ii) Dividend Income	363.68	
- Current/Non Current Investments	65.01	76.39
REVENUE FROM OPERATIONS (NET)	5,189.89	2,934.24

CAREER POINT LIMITED
NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2023

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 (net)	143.02	190.32
(ii) Miscellaneous Income	33.00	30.40
(iv) 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

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

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

Note: 38 CONTINGENT LIABILITIES NOT PROVIDED FOR (AS CERTIFIED BY THE MANAGEMENT)

(a) In respect of :-

₹ in Lakhs

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Service tax liability / GST Liability @	87.76	87.76
Claims against the Company not acknowledged as debts	116.12	161.70
Income Tax Liability	14.09	14.09
Value added tax liability	535.92	535.92
Total	753.89	799.47

@ Search was conducted by Senior Intelligence officer, Directorate general of goods and Service Tax Intelligence (DGGI), Jaipur Zonal Unit, Jaipur on 25.04.2022 at CP Tower Road no.1, IPIA, Kota (Rajasthan) and the company has deposited demand of ₹24.85 lakhs. Post balance sheet date, the case has been finalised by the Department vide letter dated 03.04.2023 wherein it has concluded its search and continued the demand. Accordingly, amount deposited by the Company has been adjusted against the final demand.

(b) Corporate Guarantee of ₹3500 Lakhs and ₹1260 Lakhs on behalf of Loan 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.

39 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 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 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 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.

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

- 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 ₹ 28.79 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.

₹ in Lakhs		
Particulars	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	29.91	108.93

₹ in Lakhs		
Particulars	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.	-	-

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 has 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 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 ₹ 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 have been exercised during 2017-18.

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 ₹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 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 ₹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:

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

 for the year ended 31st March, 2023

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 Rs 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.

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:"

- Defined Contribution Plans - Provident Fund
- Employee State Insurance Plan

Contribution to Defined Contribution Plan, recognized as expense for the Year is as under:

₹ in Lakhs

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Company's contribution to provident fund	8.33	8.53
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

Particulars	Gratuity (Funded) 31.03.2023	Gratuity (Funded) 31.03.2022
Present value of obligation at the beginning of the year	32.71	40.29
Current service cost	5.14	5.62
Interest cost	2.37	2.92
Benefits paid	(8.19)	(19.36)
Actuarial loss/(gain)	(7.05)	3.24
Present value of obligation at the end of year	24.98	32.71

The components of the gratuity are as follows:

b) Expenses in recognized statement of profit & loss account

₹ in Lakhs

Particulars	Gratuity (Funded) 31.03.2023	Gratuity (Funded) 31.03.2022
Current service cost	5.14	5.62
Interest Cost	2.37	2.92
Defined benefit cost recognized in statement of Profit or loss.	7.51	8.54

c) Recognized in Other Comprehensive Income

₹ in Lakhs

Particulars	Gratuity (Funded) 31.03.2023	Gratuity (Funded) 31.03.2022
Actuarial loss/ (gain)- Obligation	(7.05)	3.24
Actuarial loss/ (gain)- Plan Assets	-	-
Component of defined benefit costs recognized in other comprehensive income	(7.05)	(3.24)

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

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

Actuarial Assumptions	As at March 31, 2023	As at March 31, 2022
Discount Rate	7.50%	7.25%
Expected Rate of increase in salary	5.00%	5.00%
Withdrawal rate	5.00%	5.00%
Mortality	IALM 2012-14 Ultimate	IALM 2012-14 Ultimate

The principal assumptions are the discount rate & salary growth rate. The discount rate is generally based upon the market yields available on Government bonds. The estimate of rate of escalation in salary considered in actuarial valuation, taken into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

e) Sensitivity Analysis:

₹ in Lakhs

Particulars	Change in Assumptions	Increase/(decrease) in Gratuity Obligations 31.03.2023	Increase/(decrease) in Gratuity Obligations 31.03.2022
Discount rate	1%	(1.99)	(2.71)
	-1%	2.33	3.16
Salary Growth rate	1%	2.37	3.19
	-1%	(2.05)	(2.79)
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

Particulars	Gratuity
01 Apr 2023 to 31 Mar 2024	3.85
01 Apr 2024 to 31 Mar 2025	0.63
01 Apr 2025 to 31 Mar 2026	0.61
01 Apr 2026 to 31 Mar 2027	0.62
01 Apr 2027 to 31 Mar 2028	1.30
01 Apr 2028 Onwards	17.97

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

Note: 45 AUDIT FEES (EXCLUSIVE OF APPLICABLE TAXES)

₹ in Lakhs

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Statutory Auditor	6.00	5.00
Out of Pocket Expenses	0.59	0.30
Other services	1.50	-
Total	8.09	5.03

Note: 46 EARNING PER SHARE (EPS)

₹ in Lakhs

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Net profit/ (loss) for the year attributable to equity shareholders (₹ in Lakhs)	2,219.35	1,077.93
Weighted average number of equity shares outstanding	1,81,92,939	1,81,92,939
Basic 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 results 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 viz 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 NBF 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 4(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 28.04.2023. Presently communication with RBI on their queries is going on and certificate of registration is awaited..

50 (a) During the year the Company has given a loan of ₹ 27,153.46 Lakhs (Previous Year ₹25,104.53 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. 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 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

₹ in Lakhs

Type of Borrower	Amount of loan	Percentage to the total loans and advances
Subsidiary	4,523.74	25.81%

As on 31-3-2022

₹ in Lakhs

Type of Borrower	Amount of loan	Percentage to the total loans and advances
Subsidiary	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.

(a) Interest rate risk: Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Any change in the interest rates environment may impact future rates of borrowing. The company mitigates this risk by regularly assessing the market scenario, finding appropriate financial instruments, interest rate negotiation with the lenders for ensuring the cost effective method of financing.

(b) Interest Rate Sensitivity: The following table demonstrates the sensitivity to a reasonable possible change in interest rate on financial assets affected. With all other variable held constant, the company's profit before tax is affected through the impact on finance cost with respect to our borrowing as follows:

A change in 25 basis points in interest rates would have following impact on profit after tax

₹ in Lakhs

Particulars	As at 31.03.2023	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.

(B) Credit Risk:

Credit risk arises from the possibility that counter party may not be able to settle their obligation as agreed. Credit risk primarily arises from financial assets such as trade receivables, other balance with banks, loans and other receivables.

Trade Receivables: - The maximum exposure to credit risk is primarily from trade receivables (Other than Group Company). The company periodically assesses the credit quality of counter parties, taking into the financial condition, current economic trends, past experiences and other factors.

The company has a well-defined sale policy to minimize its risk or credit defaults. Outstanding receivables are regularly monitored and assessed. Impairment analysis is performed based on historical data at each reporting date on an individual basis.

Financial assets are written off when there is no reasonable expectation of recovery, such as customer failing to engage in a repayment plan with the company.

Deposits with Bank: The deposits with banks constitute mostly the liquid investment of the company and are generally not exposed to credit risk.

(C) Liquidity Risk: Liquidity risk is the risk, where the company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The company's approach to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due.

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

The table below summarizes the maturity profile of company's financial liabilities based on contractual undiscounted payments: - ₹ in Lakhs

Particulars	As at March 31, 2023			
	Carrying Amount	<1 Year/On Demand	> 1 Year	Total
Interest bearing borrowings	1,421.15	129.10	1,292.05	1,421.15
Trade Payable	2.38	0.46	1.92	2.38
Other Liabilities	360.47	360.47	-	360.47
Total	1,784.00	490.03	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 maximize the shareholder's value. In order to strengthen the capital base, the company may use appropriate means to enhance or reduce capital, as the case may be.

The Company is not subject to any external imposed capital requirement. The company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net Debt is calculated as borrowings less cash and cash equivalents.

₹ in Lakhs

Particulars	As at March 31, 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:

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 such parties have been identified of information available with the Company and as certified by the management.

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.

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

₹ 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 Amortized 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 Amortized 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.

CAREER POINT LIMITED**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**for the year ended 31st March, 2023**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 P&L) (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	-	-	-

₹ in Lakhs

Assets / Liabilities measured at fair value (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	-	-	-

₹ in Lakhs

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.

Note: 55 INCOME TAX

(A) Amounts recognized in statement of profit and loss

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	37.90
Income tax expense reported in the statement of profit & loss	742.25	397.98

₹ in Lakhs

(B) Income tax recognized in other comprehensive income

Particulars	2022-23	2021-22
Income tax on Re-measurement losses on defined benefit plans	(2.05)	0.94
Total	(2.05)	0.94

₹ in Lakhs

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

(C) Reconciliation of effective tax rate

₹ in Lakhs

Particulars	2022-23	2021-22
Accounting profit/(loss) before tax	2,961.60	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)	(59.73)
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

56 A. Related party relationship and transactions Name of the related parties with whom transactions were carried out during the period and description of relationship:-**Subsidiary:**

Career Point Edutech Limited
 Career Point Infra Limited
 Srajan Agritech Private Limited
 Srajan Capital Limited
 Coupler Enterprises Private Limited
 Career Point Institute of Skill Development Private Limited
 Career Point Learning Solution Ltd.
 (Previously 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 Aug. 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. Kallash 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
 Upkar Associates
 Swastika Polyolefines Private Limited
 Gopi Bai Foundation
 Global Public School a unit of Gopi Bai Foundation
 Career Point University, Kota
 Career Point University, Hamirpur
 Proseed Foundation (Career Point Gurukul Mohali)
 Indo grains Pvt. Ltd.
 Yash Foundation
 Career Point Foundation
 Aadarsh foundation
 Sarthak Foundation
 Shakti foundation
 Progressive Foundation
 Sankalp Foundation
 Wellwin Technosoft Limited
 Srajan Venture Private Limited
 Gulab Associates
 Om Associates
 Maheshwari Trading Company
 Longway Business Solution Limited
 Longway Business Solution LLP
 StudyBoard Education Private Limited
 Gulab Chand Maheshwari (HUF)
 Maheshwari Agrobases Pvt. Ltd.
 Nawal Kishore Maheshwari (HUF)
 Om Prakash Maheshwari (HUF)
 Pramod Kumar Maheshwari (HUF)
 Rubynerri Enterprises Pvt. Ltd.
 Sankalp Capital Pvt. Ltd.
 Shricon Industries Ltd.
 Eduplanet Knowledge Solutions Pvt. Ltd.
 Surago Agro Pvt. Ltd.
 Soyug Pvt Ltd

CAREER POINT LIMITED**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**for the year ended 31st March, 2023**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 Accessories Private Limited (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		
Global Public School a unit of Gopi Bai Foundation	7.71	
Career Point University, Kota	815.29	558.45
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	1,452.82	1,358.59
Miscellaneous Income (Rent)		
Career Point Infra Limited	-	0.03
Career Point Learning Solution Ltd. (Previously 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 Ltd.	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)	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 Aug. 2022)	8.53	
Director Sitting Fees	1.92	2.24
Shares Subscribed		

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

Subsidiaries:		
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
Gyan Eduventure Pvt. Ltd.	0.19	10.42
Enterprises under same Management:		
Surago Agro Pvt Ltd	35.71	6.88
Aditya Associates	1.87	4.46
Veer Associates	-	1.38
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
Progresive 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 Polyolifines 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
Pramod 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

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

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
Career Point Publication Private Limited	-	-
Key Management Personnel:		
Mr. Pramod Maheshwari (Chairman & Managing Director)	23.29	36.36
Mr. Om Prakash Maheshwari (CFO & Whole time Director)	40.57	3.39
Mr. Nawal Kishore Maheshwari (Whole time Director)	41.31	41.21
Relatives of Key Managerial Personnel:		
Kailash Bai	8.59	5.81
Neelima Maheshwari	1.57	9.03
Rekha Maheshwari	2.50	9.42
Radha Rani	-	0.25
Shilpa Maheshwari	4.26	4.19

Outstanding Balances:	During the year ended 31.03.2023	During the year ended 31.03.2022
Receivables:		
Career Point University, Hamirpur	-	103.29
Career Point University, Kota	160.70	157.96
Global Public School	-	2.16
Career Point Gurukul, Mohali	0.14	-

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.

C. Table showing transactions with related parties:

₹ in Lakhs

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
(i) Srejan Capital Limited	27,153.46	25,104.53	23698.22	26,137.15	17523.74	14,068.50	17523.74	15,401.62
Total	27,153.46	25,104.53	23698.22	26,137.15	17523.74	14,068.50	17523.74	15,401.62

Terms and Conditions of Loan 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 ₹13,000 Lakhs. Further the borrower shall pay interest @ 10.05% 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

- The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- The Company does not have any transactions with companies struck off.
- The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year
- The Company has not been declared wilful defaulter by any bank or financial Institution or government or any government authority.
- 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

NOTES TO THE STANDALONE FINANCIAL STATEMENTSfor the year ended 31st March, 2023

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 NBFC with RBI and whose business is to provide and service loans and provide ancilliary services)

- (vi) The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- (vii) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)
- (viii) The company has not been sanctioned working capital limit in excess of ₹ 5 crore, in aggregate, at points of time during the year, from bank on the basis of security of current assets.
- (ix) The company has utilized the borrowings from banks and financial institutions for the specific purpose for which it was taken during the financial year.
- (x) There is no change in opening balance of other equity due to change in any accounting policy and prior period errors
- (xi) The Company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.

CAREER POINT LIMITED**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**for the year ended 31st March, 2023**58. Disclosure w.r.t. Analytical Ratios**

in Lakhs

SN	Ratio	Numerator	Denominator	Times/ %age	31 st March 2023	31 st March 2022	Percentage Variance	Reason for Variance
1	Current Ratio	Current Assets	Current Liabilities	Times	3.53	2.86	23.17%	
2	Debt- equity Ratio	Total Debt	Shareholder's Equity	Times	0.03	0.02	38.93%	Due to increase in borrowings in current financial year
3	Debt Service Coverage Ratio	PAT+Depreciation / Amortisation + Interest on Term Loan	Principal repayments of Current Maturity of Long term borrowings+ Interest on Term Loan	Times	12.30	4.91	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	5.07%	2.55%	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	791.17	345.75	128.83%	The company purchases/expense has been increased and company has negligible trade payables.
8	Net Capital Turnover	Net Sales	Working Capital	Times	1.35	1.83	-26.29%	Due to increase in net working capital during the current year.
9	Net Profit Ratio	Net Profit after tax	Net Sales	%age	39.87%	28.08%	11.79%	
10	Return on capital employed	EBIT	Capital employed (Tangible Networth +Total Debt+ Deferred tax liability)	%age	6.44%	3.75%	2.68%	
11	Return on Investment	Total Return	Cost of Investment	%age	-1.21%	-10.99%	9.78%	

59. Previous year figures have been regrouped/rearranged/recasted wherever consider necessary to make them comparable with current period.

As per our report of even date

For Lodha & Co.

Chartered Accountants

Firm Registration No: 301051E

For and on behalf of the Board of Directors

Pramod Maheshwari
Managing Director & CEO
DIN : 00185711

Om Prakash Maheshwari
Executive Director & CFO
DIN : 00185677

(Gaurav Lodha)

Partner

Membership No: 507462

Manmohan Pareek
Company Secretary
Membership No: ACS34858

Place: New Delhi

Date: 29/05/2023

Place: Kota (Rajasthan)

Date: 29/05/2023

Independent Auditor's Report

To the Members of Career Point Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Career Point Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding and its subsidiaries together referred to as "the Group"), and its associate, comprising the Consolidated Balance Sheet as at March 31, 2023, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Cash Flow Statement, the Consolidated Statement of Changes in Equity, for the year then ended, and notes to the consolidated financial statements including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries and associates, the aforesaid consolidated financial statements give the information required by the Companies Act 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian 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 consolidated state of affairs of the Group and Associate as at March 31, 2023, and their consolidated profit (including Other Comprehensive income), their consolidated cash flows and consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under section 143 (10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in Other Matters section below is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Emphasis of Matter

We draw attention to

(a) Note no. 52 of the consolidated financial statements in respect of subsidiary company M/s Srajan Capital Limited (SCL), which has granted loan to one of its related party, which was classified as Non-Performing Asset in the year 2020-21 and during the year SCL has made a provision of Rs.4397.32 lakhs (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 lakhs was paid, which is treated as Income of SCL. The auditor of the subsidiary company has not modified its opinion in this regard.

(b) Note no. 38 of the consolidated financial statements which

describes the uncertainties relating to legal action pursued by the Holding Company against Rajasthan Skill and 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 the RSLDC and recovery of outstanding amount of Rs.213.41 lakhs (including Rs.159.19 lakhs receivable). Based on its assessment of the merits of the case, the management of the holding company is of the view that the aforesaid receivable balances are good and recoverable and hence no adjustment is required as stated in the note no. 38 of the consolidated financial statements for the amount receivable as stated in the said note. Further, in the opinion of the management of the Holding Company, stated amount is good and fully recoverable.

(c) Note no. 53 to the consolidated financial statements in respect of scheme of arrangement (Scheme) approved by NCLT Jaipur and NCLT Mumbai w.e.f. 01 April 2019 (Appointed Date) entered between Placess Edusolutions Private Limited (Demerged Company) and Career Point Edutech Limited (subsidiary of Career Point Limited) (Resulting Company) as detailed in the said note. The subsidiary company has restated comparative financial information for the previous/corresponding periods 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. Accordingly, the Group has restated the comparative figures in the consolidated financial statements to that extent.

Our opinion is not modified in respect of above matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the Consolidated 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 there are no key audit matters to be communicated in our report.

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

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report, Including Annexures to Board's Report, Report on Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon.

The Other Information is expected to be made available to us after the date of this Auditor's Report.

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

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

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group and Associate in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies of the Group included in the Group and Associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act; for safeguarding the assets of the Group and Associate; for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and Associate are responsible for assessing the ability of the Group and Associate to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Group and Associate or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and Associate are also responsible for overseeing the financial reporting process of the Group and Associate.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding 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 the management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and Associate to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group and Associate to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in the section titled "Other Matters" in this audit report.

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

We communicate with those charged with governance of the Holding Company and other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

Other matters

We did not audit the financial statements and other financial information of nine (9) subsidiaries, whose financial statements/financial information reflect total assets as at 31st March 2023 of Rs 49,720.86 lakhs, total revenues of Rs 6,154.74 lakhs for the year ended 31st March, 2023, total net profit/(loss) after tax of Rs. (645.92) lakhs and total comprehensive income Rs. (645.92) lakhs for the year ended 31st March 2023 as considered in the consolidated financial statement.

The consolidated financial statements include the Group's share of net profit/(loss) of Rs. 9.44 lakhs and total comprehensive income of Rs. 9.44 lakhs for the year ended 31st March 2023 as considered in the consolidated financial statement, in respect of an associate and whose financial statements have not been audited by us.

These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary companies, and an associate and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary companies, and associate is based solely on the report of other auditors.

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies ((Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiaries, incorporated in India, as noted in the 'Other Matters' paragraph we give in the "Annexure A" a statement on the matters specified in paragraph 3(xxi) of the Order.

2. As required by Section 143(3) of the Act, based on our audit and the consideration of the reports of other auditors on separate financial statements of subsidiary companies, and associate incorporated in India, referred in the Other Matters paragraph above, we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its subsidiary companies, and an associate company incorporated in India, none of the directors of the Group companies, and associate companies incorporated in India is disqualified as on March 31, 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 and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" which is based on the auditor's report of Holding, subsidiary companies, and an associate company incorporated in India.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us:-

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, & associate. Refer Note-36 to the consolidated financial statements.

ii. The Group and Associate did not have any material foreseeable losses on long-term contracts including derivative contracts.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group and Associate incorporated in India.

iv. (a) The respective Managements of the Group and its associate company which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such companies respectively that, to the best of their knowledge and belief, as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries or its associate company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries or its associate company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The respective Managements of the Group and its associate company which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such companies respectively that, to the best of their knowledge and belief, as disclosed in the notes to accounts, no funds have been received by the Holding Company or any of such subsidiaries or its associate company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the

(C) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances performed by us and those performed by the auditors of the subsidiaries and its associate company which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under h (iv) (a) and (b) above, contain any material misstatement.

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

(b) The interim dividend declared and paid by the Group during the year and until the date of this report is in compliance with Section 123 of the Act.

(c) The Board of Directors of the Holding Company have proposed dividend for the year which is subject to the approval of the members in the ensuing General meeting. The amount of dividend proposed is in accordance with section 123 of the Companies Act, 2013.

For Lodha & Co.

Chartered Accountants
Firm Registration No. 301051E

(Gaurav Lodha)

Partner
Membership No.507462
UDIN No.: 23507462BGVDKE9527

Place: New Delhi
Date: May 29, 2023

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 Group and its Associate 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.

h) In our opinion and to the best of our information and according to the explanation given to us and based on the consideration of report of other statutory auditors of the subsidiaries and an associate incorporated in India, the managerial remuneration for the year ended 31st March, 2023 has been paid/ provided for by the Holding Company to its directors in accordance with the provisions of Section 197 read with Schedule V to the Act and no remuneration has been paid by the subsidiaries and its associate to its directors.

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' of our report of even date to the members of Career Point Limited on the consolidated Financial statements for the year ended 31st March, 2023)

In terms of paragraph 3(xxi) and 4 of the CARO 2020, in case of following companies remarks as stated by the respective auditors in their CARO report on the standalone financial statements of the respective companies included in the consolidated financial statements of the holding company are as under:

S.No.	Name	CIN	Relationship with Holding Company	Date of respective Auditor's Report	Paragraph number in the respective CARO reports
01	Career Point Limited	L80100PB2000PLC054497	Holding Company	29th May 2023	Clause 3(iii)
02	Srajan Capital Limited	U65910PB2013PLC050993	Subsidiary	29th May 2023	Clause 3(iii)

For Lodha & Co.

Chartered Accountants

Firm Registration No. 301051E

(Gaurav Lodha)

Partner

Membership No.507462

Place: New Delhi

Date: May 29, 2023

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the members of Career Point Limited on the Consolidated Financial Statements for the year ended March 31, 2023)

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2023, we have audited the internal financial controls with respect to consolidated financial statements of Career Point Limited ("the Holding Company") and its subsidiaries (the Holding company and its subsidiaries together referred to as "the Group"), and associate, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company, its subsidiary companies, and its associate are responsible for establishing and maintaining internal financial controls based on the internal control with respect to respective financial statements of the Group and Associate criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company, its subsidiary companies, and its associate, which are companies incorporated in India, internal financial controls with respect to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with respect to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with respect to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls with respect to consolidated 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 judgement, including the assessment of the risks of material misstatement of the financial

statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in term if their reports referred to in the other matters paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the group's internal financial controls system with respect to consolidated financial statements.

Meaning of Internal Financial Controls 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 to the best of our information and according to the explanations given to us and based on the consideration of other auditors referred to in the Other matters paragraph below, the Holding Company, its subsidiary companies, and an associate company, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system with respect to consolidated financial statements and such internal financial controls with respect to consolidated financial statements were operating effectively as at March 31, 2023, based on the criteria for internal financial control over financial reporting 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.

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 in so far as it relates to 9 subsidiary companies, and an associate company, is based on the corresponding reports of the auditors of such companies incorporated in India. companies incorporated in India.

For Lodha & Co.

Chartered Accountants

Firm Registration No. 301051E

(Gaurav Lodha)

Partner

Membership No.507462

Place: New Delhi

Date: May 29, 2023

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

₹ in Lakhs

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	10,911.76	10,671.24
(b) Capital work-in-progress	2		441.52
(c) Investment Property	2A	9,784.75	9,664.95
(d) Other intangible assets	2B	43.93	70.04
(e) Financial Assets			
(i) Investments	3	144.94	134.48
(ii) Loans	4	15,679.52	14,013.39
(iii) Other Financial Assets	5	140.46	144.45
(f) Other non-current assets	6	211.04	223.39
Total Non Current Assets		36,916.40	35,363.46
(2) Current Assets			
(a) Inventories	7	218.53	154.20
(b) Financial Assets			
(i) Investments	3		272.78
(ii) Trade receivables	8	1,426.04	2,296.01
(iii) Cash and Cash Equivalents	9	1,046.20	1,366.91
(iv) Bank Balances Other than (iii) above	10	39.66	83.63
(v) Loans	11	16,091.43	11,874.31
(vi) Other Financial Assets	12	238.93	190.47
(c) Other current assets	13	49.36	67.24
(d) Current tax assets (Net)	14	80.32	221.85
(3) Assets held-for-sale	15	62.76	92.80
Total Current Assets		19,253.23	16,620.20
TOTAL ASSETS		56,169.63	51,983.66
EQUITY AND LIABILITIES			
(1) EQUITY			
(a) Equity Share Capital	16	1,819.29	1,819.29
(b) Other Equity	17	46,131.95	45,295.34
Total Equity		47,951.24	47,114.63
NON CONTROLLING INTEREST		64.13	40.43
LIABILITIES			
(2) Non-current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	18	854.95	1,095.50
(b) Provisions	19	4,587.61	548.01
(c) Deferred Tax Liabilities(Net)	20	109.02	810.09
Total Non Current Liabilities		5,551.58	2,453.60
(3) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	21	1,231.66	1,466.47
(ii) Trade payables	22		
-Micro & Small Enterprises		-	0.46
-Other than Micro & Small enterprises		2.38	1.19
(iii) Other Financial liabilities	23	487.59	428.25
(b) Other Current Liabilities	24	507.66	320.46
(c) Provisions	25	4.11	3.46
(d) Current Tax Liabilities (Net)	26	369.28	154.71
Total Current Liabilities		2,602.68	2,375.00
TOTAL EQUITY AND LIABILITIES		56,169.63	51,983.66

Company Overview, Basis of preparation and significant accounting policies (Note No. 1)
The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date

For Lodha & Co.

Chartered Accountants

Firm Registration No: 301051E

(Gaurav Lodha)

Partner

Membership No: 507462

Place: New Delhi

Date: 29/05/2023

For and on behalf of the Board of Directors

Pramod Maheshwari

Chairman Managing Director & CEO

DIN : 00185711

Manmohan Pareek

Company Secretary

Membership No: ACS34858

Place: Kota (Rajasthan)

Date: 29/05/2023

Om Prakash Maheshwari

Executive Director & CFO

DIN : 00185677

Career Point Limited
Consolidated Statement of Profit and Loss for the Year Ended on 31.03.2023
CIN: L80100PB2000PLC054497

₹ in Lakhs

Particulars	Note No.	For the year ended 31.03.2023	For the Year ended 31.03.2022 Restated
REVENUE			
Revenue from operations	27, 28	8,536.69	5,423.85
Other Income	29	587.84	507.56
TOTAL INCOME		9,124.53	5,931.41
EXPENSES			
Cost of materials consumed	30	390.86	136.00
Change in Inventories	31	(64.17)	172.04
Employee benefits expense	32	933.54	894.04
Finance costs	33	181.73	323.58
Depreciation and amortization expense	34	416.41	434.18
Other expenses	35	5,760.04	1,239.87
TOTAL EXPENSES		7,618.41	3,199.71
Profit/(Loss) before share of profit/(loss) of an associate / joint venture		1,506.12	2,731.70
Share of profit/(loss) of an associate or joint venture		9.44	8.87
Profit before exceptional items and tax		1,515.56	2,740.57
Exceptional items		-	-
Profit before tax		1,515.56	2,740.57
Tax expense:			
(1) Current tax		1,159.24	570.88
(2) MAT Credit		3.19	0.73
(3) Deferred tax liability / (asset)		(892.34)	50.80
(4) Earlier Years Tax		26.30	(153.52)
Total Tax		296.39	468.89
Profit/ (Loss) after tax for the year		1,219.17	2,271.68
Net Profit/(loss) attributable to			
(a) Owner of the Parent		1,195.47	2,270.17
(b) Non controlling interests		23.70	1.51
Profit carried to Balance Sheet		1,219.17	2,271.68
Other Comprehensive Income			
Items that will not be reclassified to P & L Account		7.05	(3.24)
Income tax related to items not classified to P & L account		(2.05)	0.94
Items that will be classified to P & L Account		-	-
Income tax related to items that will be classified to P & L account		-	-
Total Other Comprehensive Income		5.00	(2.30)
Total Comprehensive Income for the Year		1,224.17	2,269.38
Other Comprehensive Income attributable to			
(a) Owners of the Parent		5.00	(2.30)
(b) Non Controlling interest		-	-
Total Comprehensive Income attributable to			
(a) Owners of the Parent		1,200.47	2,267.87
(b) Non Controlling interest		23.70	1.51
Earnings per equity share :			
(1) Basic	41	6.57	12.48
(2) Diluted		6.57	12.48

Company Overview, Basis of preparation and significant accounting policies (Note No. 1).
The accompanying notes are an integral part of the consolidated financial statements.

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

(Gaurav Lodha)
Partner
Membership No: 507462

Place: New Delhi
Date: 29/05/2023

For and on behalf of the Board of Directors

Pramod Maheshwari
Chairman Managing Director & CEO
DIN : 00185711

Manmohan Pareek
Company Secretary
Membership No: ACS34858

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

Om Prakash Maheshwari
Executive Director & CFO
DIN : 00185677

Career Point Limited
Cash Flow Statement for the year ended 31st March, 2023
CIN - L80100PB2000PLC054497

₹ in Lakhs

Particulars		For the year ended March 31, 2023		For the Year ended March 31, 2022
		Audited		Audited & Restated
A. Cash Flows from Operating Activities				
Profit/(Loss) Before Taxation		1,515.56		2740.57
Adjustments for:				
Depreciation and Amortisation Expenses	416.41		434.18	
Dividend Income	(0.15)		(0.25)	
Short/Long Term Capital Gain on shares/assets	(65.01)		(119.02)	
Interest Income	(168.70)		(159.06)	
Interest expense	181.73		323.58	
Profit on sale of Property, Plant & Equipments	(178.22)		(252.03)	
Contingent Provision for Substandard Assets	4,047.74		13.51	
Provision No longer required written back	(15.62)		(22.22)	
Bad debts written off	5.46		118.51	
Provision for Gratuity	7.51	4,231.15	8.54	345.74
Operating Profit before Working Capital Changes		5,746.71		3,086.31
(Increase)/Decrease in Trade Receivables	880.14		1,810.58	
(Increase)/Decrease in Inventories	(64.33)		199.37	
(Increase)/Decrease in other assets	(14.23)		93.87	
Increase/(Decrease) in Liabilities	239.32		(264.33)	
Increase/(Decrease) in Loan given	(5,883.25)	(4,842.35)	(333.64)	1,505.85
Cash generated from operations		904.36		4,592.16
Direct taxes paid		(643.44)		(414.59)
Net Cash from Operating Activities		260.92		4,177.57
B. Cash Flow from Investing Activities				
Sale/purchase of Property Plant & Equipment, Investment Property, Intangible assets and assets held for sale	(100.84)		(1,755.84)	
Interest Received	168.70		159.07	
Dividend Received	0.15		0.25	
Movement of fixed deposit	43.97		35.96	
Sale/(Purchase) of Investments (net)	327.33		2,599.58	
Net Cash (used in)/ from Investing Activities		439.31		1,039.02
C. Cash Flows from Financing Activities				
Proceeds from equity shares issue	-		-	
Proceeds/(Repayment) of Borrowings	(475.35)		(4,616.26)	
Interest paid	(181.73)		(323.58)	
Dividend Paid	(363.86)		-	-
Net Cash from Financing Activities		(1,020.94)		(4,939.84)
"Net increase/(decrease) in cash and cash equivalents (A + B + C)"		(320.71)		276.75
Cash and Cash Equivalents at beginning of the period		1,366.91		1,090.16
Cash and Cash Equivalents at end of the period (Refer Note No. 9)		1,046.20		1,366.91

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

Particulars	Balance as at 31 st March 2022	Cash Flow Changes	Non Cash Flow Changes	Balance as at 31 st March 2023
Long Term Borrowings (including current maturity)	1,363.86	(324.66)	-	1,039.20
Short Term Borrowings	1,198.11	(150.70)	-	1,047.41
Total	2,561.97	(475.36)	-	2,086.61

1. Changes in Liabilities arising from financing activities

Particulars	Balance as at 31 st March 2021	Cash Flow Changes	Non Cash Flow Changes	Balance as at 31 st March 2022
Long Term Borrowings (including current maturity)	2,727.43	(1,363.57)	-	1,363.86
Short Term Borrowings	4,450.80	(3,252.69)	-	1,198.11
Total	7,178.23	(4,616.26)	-	2,561.97

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

The accompanying notes are an integral part of the Consolidated Financial statements.

As per our report of even date

For Lodha & Co.

Chartered Accountants

Firm Registration No: 301051E

(Gaurav Lodha)

Partner

Membership No: 507462

Place: New Delhi

Date: 29/05/2023

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

Chairman, Managing Director & CEO

DIN : 00185711

Manmohan Pareek

Company Secretary

Membership No: ACS34858

Place: Kota (Rajasthan)

Date: 29/05/2023

Om Prakash Maheshwari

Executive Director & CFO

DIN : 00185677

Career Point Limited
Consolidated Statement of changes in Equity as at 31.03.2023
CIN: L80100PB2000PLC054497

EQUITY SHARE CAPITAL

₹ in Lakhs

Particulars	Balance As at 1 st April, 2021	Changes During year 2021-22	Balance As at 31 st March, 2022	Changes During year 2022-23	Balance As at 31 st March, 2023
ISSUED, SUBSCRIBED AND PAID UP					
1,81,92,939 (at 31 st March, 2023 = 1,81,62,939 and as at 01st April 2022 = 1,81,62,939) Equity Shares of ₹10 each	1,819.29	-	1,819.29	-	1,819.29
Total	1,819.29	-	1,819.29	-	1,819.29

STATEMENT OF CHANGES IN OTHER EQUITY

₹ in Lakhs

Particulars	RESERVE & SURPLUS								
	Reserves and Surplus	Capital Reserve	Securities Premium	General Reserve	Statutory Reserve	Retained Earnings		Other Comprehensive Income that will not be reclassified to profit or loss (Fair value of equity)	Total
						Surplus in P/L Statement	Other Comprehensive Income that will not be reclassified to profit or loss (Remeasurement of		
Balance as at 01.04.2021 (Published)	6.90	0.60	17,234.69	86.58	440.48	25,124.76	59.86	9.12	42,962.99
Net Impact Due to Composite Scheme of Arrangement (Refer note. 53)	-	-	-	-	-	64.48	-	-	64.48
Balance as at 01.04.2021 (Restated)	6.90	0.60	17,234.69	86.58	440.48	25,189.24	59.86	9.12	43,027.47
Profit during the Year	-	-	-	-	-	2,270.17	-	-	2,270.17
Transfer to Statutory Reserve	-	-	-	-	163.46	(163.46)	-	-	-
Other Comprehensive income/ (loss) (net of taxes)	-	-	-	-	-	-	(2.30)	-	(2.30)
ESOP options lapsed	-	-	-	6.90	-	(6.90)	-	-	-
Balance as at 31.03.2022 (Restated)	6.90	0.60	17,234.69	93.48	603.94	27,289.05	57.56	9.12	45,295.34
Profit during the Year	-	-	-	-	-	1,195.47	-	-	1,195.47
Transfer to Statutory Reserve	-	-	-	-	-	-	-	-	-
Remeasurement of Net defined Benefit Plans (Net of Taxes)	-	-	-	-	-	-	5.00	-	5.00
Dividend Paid	-	-	-	-	-	(363.86)	-	-	(363.86)
Balance as at 31.03.2023	6.90	0.60	17,234.69	93.48	603.94	28,120.66	62.56	9.12	46,131.95

The accompanying notes are an integral part of Consolidated financial statements

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

For and on behalf of the Board of Directors

Pramod Maheshwari

Chairman, Managing Director & CEO

DIN : 00185711

Manmohan Pareek

Company Secretary

Membership No: ACS34858

Place: Kota (Rajasthan)

Date: 29/05/2023

Om Prakash Maheshwari

Executive Director & CFO

DIN : 00185677

CAREER POINT LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2023

Note: 1 GROUP OVERVIEW, BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

1.1 Group Overview

The Group, Career Point Limited (Parent) and its subsidiaries and associate, is engaged in providing Education service which inter alia include education consultancy, Management services, Tutorial services and Residential Hostel services and leasing, and providing educational and non- educational loans. These Consolidated financial statements were approved and adopted by board of directors of the Company in their meeting held on May 29, 2023

1.2 Statement of Compliance

The consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and relevant provisions of the Companies Act, 2013.

1.3 Principal of consolidation

The consolidated financial statements relate to the Group and associate. Subsidiary are those entities in which the Parent directly or indirectly, has interest more than 50% of the voting power or otherwise control the composition of the board or governing body so as to obtain economic benefits from activities. The consolidated financial statements have been prepared on the following basis:-

1.3 Principal of consolidation

The consolidated financial statements relate to the Group and associate. Subsidiary are those entities in which the Parent directly or indirectly, has interest more than 50% of the voting power or otherwise control the composition of the board or governing body so as to obtain economic benefits from activities. The consolidated financial statements have been prepared on the following basis:-

- The financial statements of the subsidiaries are combined on a line-by-line basis by adding together the like items of assets, liabilities, income and expenses after fully eliminating intra-group balances and intra-group transactions and unrealized profits or losses in accordance with IND AS 110 – 'Consolidated Financial Statements' notified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.
- Interest in joint venture and associate are consolidated using equity method as per IND AS 28 – 'Investment in Joint Ventures and Associates'. Under the equity method, post-acquisition attributable profit/losses are adjusted in the carrying value of investment upto the Group investment in the joint venture and associate.
- The difference between the cost of investment and share of net assets at the time of acquisition of shares in the subsidiaries is identified in the financial statements as goodwill or capital reserve as the case may be.
- The Consolidated Financial Statements (CFS) comprises the financial statements of Career Point Limited (CPL) and its following Subsidiaries, and associates as on March 31, 2023

Name of the Company	Nature	Country of Incorporation	% of Shareholding & Voting Power
Career Point Infra Limited#	Subsidiary	India	100%
Career Point Edutech Limited#@	Subsidiary	India	94.45%
Career Point Learning Solution Ltd. (Formerly known as Gyan Eduventure private Limited)#	Subsidiary	India	100%
Career Point Accessories Private Limited	Subsidiary	India	60%
Srajan Capital Limited#	Subsidiary	India	100%
Career Point institute of Skill Development Private Limited#	Subsidiary	India	100%
Srajan Agritech Private Limited*	Subsidiary	India	100%
Coupler Enterprises Private Limited*	Subsidiary	India	100%
Edutiger Private Limited	Subsidiary	India	75%
Imperial Infin Private Limited.	Associate	India	42.74%

* A Subsidiary of Career Point Infra Limited

Includes shares held by beneficial shareholders

@Refer note no. 53

e) Significant Accounting Policies of the financial statements of the company and its subsidiaries are set out in their respective Financial Statements.

CAREER POINT LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

 for the year ended 31st March, 2023

Note: 2 PROPERTY, PLANT AND EQUIPMENT

₹ in Lakhs

Particulars	Land (leasehold)	Building#	Plant & Machinery	Furniture & Fixtures	Computer & Server	Office Equipment	Vehicle	Total
Gross carrying value:								
As at 01.04.2021 (Restated)*	1,595.47	9,891.95	207.10	1,016.17	53.71	119.01	177.51	13,060.92
Additions	-	-	1.19	3.92	2.08	2.78	0.52	10.49
Disposal/ adjustments	-	-	-	-	-	-	36.33	36.33
As at 31.03.2022 (Restated)*	1,595.47	9,891.95	208.29	1,020.09	55.79	121.79	141.70	13,035.08
Additions	45.89	406.91	2.54	13.43	3.42	6.75	79.31	558.25
Disposal/ adjustments	-	-	-	-	-	-	5.85	5.85
As at 31.03.2023	1,641.36	10,298.86	210.83	1,033.52	59.21	128.54	215.16	13,587.48
Accumulated depreciation/ impairment:								
As at 01.04.2021 (Restated)*	104.32	925.78	17.95	819.07	37.49	67.11	83.32	2,055.04
Depreciation	20.84	187.26	9.27	88.78	6.92	14.73	17.33	345.13
Disposal/ adjustments	-	-	-	-	-	-	36.33	36.33
As at 31.03.2022 (Restated)*	125.16	1,113.04	27.22	907.85	44.41	81.84	64.32	2,363.84
Depreciation	20.84	192.27	9.49	46.32	6.61	14.61	23.65	313.79
Disposal/ adjustments	-	-	-	-	-	-	1.91	1.91
As at 31.03.2023	146.00	1,305.31	36.71	954.17	51.02	96.45	86.06	2,675.72
Net carrying value								
As at 31.03.2022	1,470.31	8,778.91	181.07	112.24	11.38	39.95	77.38	10,671.24
As at 31.03.2023	1,495.36	8,993.55	174.12	79.36	8.19	32.09	129.10	10,911.76

*Refer note no. 53

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 include Building on Leasehold Land

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

Include Building on land owned by related party. Gross Block of building is ₹7873.62 Lakhs & Net Block of Building is ₹6915.82 Lakhs.

Note 2 : 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

₹ in Lakhs

As at 01.04.2021	368.78
Additions	87.85
Capitalization	(15.11)
As at 31.03.2022	441.52
Additions	
Capitalization	441.52
As at 31.03.2023	

CWIP include CWIP on Leasehold Land

CAREER POINT LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

 for the year ended 31st March, 2023

CWIP ageing schedule as on 31st March, 2023

₹ in Lakhs

Particulars	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					
Career Point World School, Sitapura, Jaipur	-	-	-	-	-
Project in Progress (Construction) Vaishali	-	-	-	-	-
Project in Progress (Construction) Pukhraj Enclave	-	-	-	-	-
Project temporarily suspended	-	-	-	-	-

CWIP ageing schedule as on 31st March, 2022

₹ in Lakhs

Particulars	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					
Career Point World School, Sitapura, Jaipur	48.65	283.38	57.92	-	389.95
Project in Progress (Construction) Vaishali	13.74	10.37	-	-	24.11
Project in Progress (Construction) Pukhraj Enclave	25.46	2.00	-	-	27.46
Project temporarily suspended	-	-	-	-	-

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

Note: 2A INVESTMENT PROPERTIES

₹ in Lakhs

Particulars	Building	Land (Freehold)	Land (Leasehold)	Total
Gross carrying value:				
As at 1.04.2021	1,761.56	3,856.34	2,289.22	7,907.12
Additions	1,037.76	17.15	1,094.43	2,149.34
Disposal/ adjustments	18.75	-	135.36	154.11
As at 31.03.2022	2,780.57	3,873.49	3,248.29	9,902.35
Additions	-	280.71	97.51	3,78.22
Disposal/ adjustments	30.00	74.90	82.79	187.69
As at 31.03.2023	2,750.57	4,079.30	3,263.01	10,092.88
Accumulated depreciation:				
As at 31.03.2021	78.47	-	100.37	178.84
Depreciation	34.99	-	26.85	61.84
Disposal/ adjustments	-	-	(3.28)	(3.28)
As at 31.03.2022	113.46	-	123.94	237.40
Depreciation	44.19	-	32.32	76.51
Disposal/ adjustments	-	-	5.78	5.78
As at 31.03.2023	157.65	-	150.48	308.13
Net carrying value				
As at 31.03.2022	2,667.11	3,873.49	3,124.35	9,664.95
As at 31.03.2023	2,592.92	4,079.30	3,112.53	9,784.75

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.

Fair Value	Amount
As at 31st March, 2022	12,104.56
As at 31st March, 2023	14,646.78

Fair Valuation of Investment Properties as on 31 march 2022 is based on the valuation by a registered valuer under rule 2 of companies (Registered Valuer and valuation Rules 2016)

CAREER POINT LIMITED**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**for the year ended 31st March, 2023**Note: 2B OTHER INTANGIBLE ASSETS**

₹ in Lakhs

Particulars	Trademark	Software	Video Content	Total
Gross carrying value:				
As at 01.04.2021 (Restated)	0.21	32.67	126.88	159.76
Additions				-
Disposal/ adjustment				-
As at 31.03.2022 (Restated)	0.21	32.67	126.88	159.76
Additions				
Disposal/ adjustment				-
As at 31.03.2023	0.21	32.67	126.88	159.76
Accumulated amortization and impairment:				
As at 01.04.2021 (Restated)		20.20	42.31	62.51
Amortization		6.07	21.14	27.21
Disposal/ adjustment	-			
As at 31.03.2022 (Restated)	-	26.27	63.45	89.72
Amortization	-	4.96	21.15	26.11
Disposal/ adjustment				-
As at 31.03.2023	-	31.23	84.60	115.83
Net carrying value				
As at 31.03.2022	0.21	6.40	63.43	70.04
As at 31.03.2023	0.21	1.44	42.28	43.93

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

Note: 3 NON CURRENT INVESTMENTS

₹ in Lakhs

Particulars	No. of Shares/units	As at 31.03.2023	No. of Shares/units	As at 31.03.2022
A. Trade Investments				
1. Investment in Equity Instruments				
a) Associate -Unquoted (At Cost)				
Equity Shares of Imperial Infin Private Ltd.(Unquoted)	34,000	111.10	34,000	101.66
34,000 shares of ₹100/- each				
TOTAL(a)	34,000	111.10	34,000	101.66
b) Investment in Mutual Fund- Classified as FVTPL (Quoted)				
UTI TREASURY ADVANTAGE FUND \$	795.50	23.74	795.50	22.72
TOTAL(b)	795.50	23.74	795.50	22.72
c) Investment in Unquoted Compulsorily Convertible Preference Shares-Classified as FVTPL (Fully paid unless otherwise stated)				
Betr Tech Pvt. Ltd. of face value of Rs 10 each	146	10.10	146	10.10
	146	10.10	146	10.10
TOTAL(a+b+c)		144.94		134.48

\$ Pledged to Swastika Commodities Pvt. Ltd. as a margin money.

CAREER POINT LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

 for the year ended 31st March, 2023

Note: 3 CURRENT 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
CURRENT INVESTMENTS - Classified as FVTPL (Quoted)				
UTI FTIF SERIES XXVI-V (1153DAYS)	-	-	30,00,000.00	15.83
UTI FTIF SERIES XXVI-V (1134 DAYS)	-	-	40,00,000.00	6.96
UTI Treasury advantage fund	-	-	8,752.26	249.99
Total	-	-	-	272.78

Subnote

₹ in Lakhs

Particulars (Current + Non-Current)	As at 31.03.2023	As at 31.03.2022
Aggregate Carrying value of unquoted Investments	111.10	101.66
Aggregate Carrying value of unquoted Investments (FVTPL)	10.10	10.10
Aggregate Carrying value of quoted Investments	23.74	295.50
Aggregate Market value of quoted Investments	23.74	295.50

Note: 4 NON CURRENT LOANS

₹ in Lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Loans from Financing Activities		
Standard Assets		
(a) Loan receivables considered good - secured@ (refer sub-note 2)	11,080.36	9,902.13
(b) Loan receivables considered good - unsecured@ (refer sub-note 2)	1,918.06	2,200.08
Total (A)	12,998.42	12,102.21
Substandard Assets		
(a) Loan receivables considered good - secured (refer sub-note 2)	-	-
(b) Loan receivables considered good - unsecured@ (refer sub-note 2)	771.28	1,884.48
Total (B)	771.28	1,884.48
Doubtful assest	1,909.82	26.70
Total (A) + (B) + (C)	15,679.52	14,013.39

@ Including Loans to Related Party (Refer Note No. 46)

Sub Note 1

₹ in Lakhs

Sub-Standard assets outstanding from related party		
a) Loan- Receivables - Unsecured		
Proseed Foundation		1,879.93
Doubtful Assets		
a) Loan- Receivables - Unsecured		
Proseed Foundation*	1,879.93	
	1,879.93	1,879.93

*Refer Note No.52

CAREER POINT LIMITED**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**for the year ended 31st March, 2023**Sub-Note 2:-**

- 1) Secured Loan given to customers are secured by :
Equitable mortgage of property, company and personal guarantee of director and PDC cheques
- 2) Unsecured Loan given to customers are against:
 - a) Personal Gaurantee and/or
 - b) Post dated cheques

Note 5: OTHER NON CURRENT FINANCIAL ASSETS

₹ in Lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Bank Deposits with remaning maturity of more than 12 months	24.48	36.98
Security Deposits - Unsecured, considered good	115.98	107.47
Total	140.46	144.45

Note: 6 OTHER NON CURRENT ASSETS

₹ in Lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Capital Advances - Unsecured, considered good	43.49	43.49
Deposit/Balance with Authorities	167.55	179.90
Total	211.04	223.39

Note: 7 INVENTORIES

₹ in Lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
i) Raw Material	4.21	4.67
ii) Finished Goods	158.09	93.92
iii) Securities (Quoted Shares) - At Fair value through P&L		
a) Kokuyo Camlin- 537 shares	0.35	0.31
b) Navneet- 22300shares	23.84	21.47
c) YES Bank- 229427 shares of which 11851 shares are locked in	32.04	33.83
Total	218.53	154.20

Sub Notes:

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

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

Note: 8. TRADE RECEIVABLES

₹ in Lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Unsecured		
Trade Receivables Considered good*	1,426.04	2,296.01
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables - Credit Impaired	60.80	76.43
	1,486.84	2,372.44
Less: Allowance for doubtful trade receivables	60.80	76.43
Total	1,426.04	2,296.01

* Note - including Trade Receivables from Related Party (Refer Note No.46)

CAREER POINT LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

 for the year ended 31st March, 2023

Trade Receivables ageing as on 31.03.2023

₹ in Lakhs

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1-2 Years	2-3 Years	More than 3 years	
(i) Undisputed, considered good	208.91	59.23	24.39	30.82	1.17	1,101.52	1,426.04
(ii) Undisputed, having significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed, credit impaired	-	-	-	-	0.63	44.84	45.47
(iv) Disputed, considered good	-	-	-	-	-	-	-
(v) Disputed, having significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed, credit impaired	-	-	-	1.03	-	14.30	15.33
Net Total	208.91	59.23	24.39	31.85	1.80	1,160.66	1,486.84
Less: Allowance for doubtful trade receivables							(60.80)
Net							1,426.04

Trade Receivables ageing as on 31.03.2022

₹ in Lakhs

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1-2 Years	2-3 Years	More than 3 years	
(i) Undisputed, considered good	438.26	79.32	16.07	17.91	36.31	1,707.35	2,295.22
(ii) Undisputed, having significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed, credit impaired	-	-	-	1.82	1.66	29.16	32.64
(iv) Disputed, considered good	-	-	-	-	-	0.79	0.79
(v) Disputed, having significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed, credit impaired	-	-	-	2.64	21.00	20.15	43.79
Net Total	438.26	79.32	16.07	22.37	58.97	1,757.45	2,372.44
Less: Allowance for doubtful trade receivables							(76.43)
Net							2,296.01

Note: 9 CASH AND CASH EQUIVALENTS

₹ in Lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Cash and Bank Balances		
Cash on Hand	15.05	33.38
Balances with Banks (Current A/c)	954.98	1,309.95
Balances with Banks (Dr. Balance Of Overdraft A/c)	76.16	23.58
Total	1,046.20	1,366.91

Note: 10 OTHER BANK BALANCES

₹ in Lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Fixed Deposits (Lien with Banks)*	60.08	117.10
Less: Amount disclosed under Other Non Current Assets	(24.48)	(36.98)
Total (a)	35.60	80.12
Earmarked Balances with Banks		
Unclaimed Dividend	4.06	3.51
Total (b)	4.06	3.51
Total (a+b)	39.66	83.63

*Against margin money for bank guarantee

CAREER POINT LIMITED**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**for the year ended 31st March, 2023**Note: 11 CURRENT LOANS**

₹ in Lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Loans from Financing Activities		
Standard Assets		
(a) Loan receivables considered good - secured* (refer sub-note 2)	514.39	265.63
(b) Loan receivables considered good - unsecured* (refer sub-note 2)	10,130.92	8,254.11
Total (A)	10,645.31	8,519.74
Substandard Assets		
(a) Loan receivables considered good - secured* (refer sub-note 2)	-	-
(b) Loan receivables considered good - unsecured* (refer sub-note 2)	30.32	2,520.53
Total (B)	30.32	2,520.53
Doubtful Assets		
(a) Loan receivables - Unsecured	2,517.40	
Total (C)	2,517.40	
Loans from Other than Financing Activities		
(a) Loan receivables considered good - secured* (refer sub-note 2)	2,716.94	834.04
(b) Loan receivables considered good - unsecured* (refer sub-note 2)	181.46	-
Total (D)	2,898.40	834.04
Total (A) + (B) + (C) + (D)	16,091.43	11,874.31

* including Loans to Related Party (Refer Note No. 46)

Sub Note 1

₹ in Lakhs

Loans outstanding from related party		
Standard		
a) Loan Receivables considered good secured	-	-
b) Loan Receivables considered good Unsecured		
Aaditya Associates	97.84	146.63
Career Point University, Kota	1,023.65	524.52
Gulaab Associate	-	378.55
Maheshwari Trading Company	853.36	306.96
Career Point University, Hamirpur	207.09	-
Global Public School	117.17	
Swastik Polofins Pvt. Ltd.	185.52	-
Srajan Venture Pvt. Ltd	181.46	176.88
Study Board Education Pvt. Ltd.	0.65	0.60
Surago Agro Pvt. Ltd.	743.09	656.55
Wellwin Technosoft Ltd.	1,973.20	-
Sub-Standard assets outstanding from related party		
a) Loan- Receivables - Unsecured	-	
Proseed Foundation	-	2,517.40
Doubtful Assets		
a) Loan- Receivables - Unsecured		
Proseed Foundation	2,517.40	
	7,900.43	4,708.09

Sub-Note 2 :-

- 1) Secured Loan given to customers are secured by :
 - a) Equitable mortgage of property and /or
- 2) Unsecured Loan given to customers are against:
 - a) Personal Guarantee and/or
 - b) Post dated cheques

CAREER POINT LIMITED**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**for the year ended 31st March, 2023**Note: 12 OTHER FINANCIAL ASSETS**

₹ in Lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Unsecured, considered good unless otherwise stated		
Interest accrued but not due	0.41	0.82
Security Deposits	25.10	25.52
Other (DDUGKY) *	213.42	159.19
Advance recoverable	-	4.94
Total	238.93	190.47

* Refer Note No.-38

Note: 13 OTHER CURRENT ASSETS

₹ in Lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Deposit with Authorities	36.42	18.63
Advance to Employees	0.52	1.03
Other Advances	12.42	47.58
Total	49.36	67.24

* Refer Note No.-38

Note: 14 CURRENT TAX ASSETS (NET)

₹ in Lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Current Tax Assets	80.32	221.85
Total	80.32	221.85

Note: 15 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 development on the same land and sale it and for the same they registered the project with RERA Rajasthan. Company has sold some plots during the year. In the opinion of the management, remaining plots will be sold by March 2024.

Note: 16 SHARE CAPITAL

₹ in Lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Authorised: 2,50,00,000 (at 31st March, 2023 = 2,50,00,000) Equity Shares of ₹10 each	2,500.00	2,500.00
Issued, Subscribed and Paid up: 1,81,92,939 (at 31st March, 2023 = 1,81,92,939) Equity Shares of ₹10 each	1819.29	1819.29
Total	1819.29	1819.29

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

Sub Note:

a) 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	1,81,92,939	1,81,92,939
Additions during the year	-	-
Closing number of equity shares	1,81,92,939	1,81,92,939

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

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

(c) Shareholdings of Promoter

Name of Shareholder	As at 31.03.2023		% Change During the Year 2022-23	As at 31.03.2022		% Change During the Year 2021-22
	No. of Shares	% held		No. of Shares	% held	
Mr. Pramod Kumar Maheshwari	21,16,003	11.63	-	21,16,003	11.63	-
Mr. Om Prakash Maheshwari	13,86,300	7.63	-	13,86,300	7.63	-
Mr. Nawal Kishore Maheshwari	13,85,800	7.63	-	13,85,800	7.63	-
Late Mr. Gulab Chand Maheshwari*	-	-	-	-	-	-
Mrs. Kailash Bai	26,79,000	14.74	-	26,79,000	14.74	-
Mrs. Shilpa Maheshwari	13,39,500	7.37	-	13,39,500	7.37	-
Mrs. Rekha Maheshwari	13,39,500	7.37	-	13,39,500	7.37	-
Mrs. Neelima Maheshwari	13,39,500	7.37	-	13,39,500	7.37	-

*Mr. Gulab Chand Maheshwari demised on 09/07/2020

Name of Shareholder	As at 31.03.2022		% Change During the Year 2021-22	As at 31.03.2021		% Change During the Year 2020-21
	No. of Shares	% held		No. of Shares	% held	
Mr. Pramod Kumar Maheshwari	21,16,003	11.63	-	21,16,003	11.63	-
Mr. Om Prakash Maheshwari	13,86,300	7.63	-	13,86,300	7.63	-
Mr. Nawal Kishore Maheshwari	13,85,800	7.63	-	13,85,800	7.63	-
Late Mr. Gulab Chand Maheshwari*	-	-	-	-	-	(7.37)
Mrs. Kailash Bai	26,79,000	14.74	-	26,79,000	14.74	7.37
Mrs. Shilpa Maheshwari	13,39,500	7.37	-	13,39,500	7.37	-
Mrs. Rekha Maheshwari	13,39,500	7.37	-	13,39,500	7.37	-
Mrs. Neelima Maheshwari	13,39,500	7.37	-	13,39,500	7.37	-

*Mr. Gulab Chand Maheshwari demised on 09/07/2020

(d) Details of shares held by each shareholder holding more than 5% shares of the aggregate shares in the Company:

Name of shareholder	As at 31.03.2023		As at 31.03.2022	
	No. of shares	% held	No. of shares	% held
Mr. Pramod Kumar Maheshwari	21,16,003	11.63	21,16,003	11.63
Mr. Om Prakash Maheshwari	13,86,300	7.63	13,86,300	7.63
Mr. Nawal Kishore Maheshwari	13,85,800	7.63	13,85,800	7.63
Mrs. Kailash Bai	26,79,000	14.74	26,79,000	14.74
Mrs. Shilpa Maheshwari	13,39,500	7.37	13,39,500	7.37
Mrs. Rekha Maheshwari	13,39,500	7.37	13,39,500	7.37
Mrs. Neelima Maheshwari	13,39,500	7.37	13,39,500	7.37

(e) 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 share 30,000 nos of ₹ 10 each fully paid up during the financial years 2017-18 and equity share 30,000 nos of ₹ 10 each fully paid in previous financial year 2020-21 (refer note no 39) , on exercise of options granted under the employee stock option plans wherein part consideration was received in form of employee services."

(f) No Class of shares have been bought by the company during the period of five years immediately preceding the reporting period.

Note: 17 OTHER EQUITY

₹ in Lakhs

Particulars	RESERVE & SURPLUS								Total
	Reserves and Surplus	Capital Reserve	Securities Premium	General Reserve	Statutory Reserve	Retained Earnings		Other Comprehensive Income that will not be reclassified to profit or loss (Fair value of equity instrument)	
						Surplus in P/L Statement	Other Comprehensive Income that will not be reclassified to profit or loss (Remeasurement of defined benefit plan)		
Balance as at 01.04.2021 (Published)	6.90	0.60	17,234.69	86.58	440.48	25,124.76	59.86	9.12	42,962.99
Net Impact Due to Composite Scheme of Arrangement (Refer note. 53)	-	-	-	-	-	64.48	-	-	64.48
Balance as at 01.04.2021 (Restated)	6.90	0.60	17,234.69	86.58	440.48	25,189.24	59.86	9.12	43,027.47
Profit during the Year	-	-	-	-	-	2,270.17	-	-	2,270.17
Transfer to Statutory Reserve	-	-	-	-	163.46	(163.46)	-	-	-
Remeasurement of Net defined Benefit Plans (Net of Taxes)	-	-	-	-	-	-	(2.30)	-	(2.30)
ESOP options lapsed	-	-	-	6.90	-	(6.90)	-	-	-
Balance as at 31.03.2022 (Restated)	6.90	0.60	17,234.69	93.48	603.94	27,289.05	57.56	9.12	45,295.34
Profit during the Year	-	-	-	-	-	1,195.47	-	-	1,195.47
Transfer to Statutory Reserve	-	-	-	-	-	-	-	-	-
Remeasurement of Net defined Benefit Plans (Net of Taxes)	-	-	-	-	-	-	5.00	-	5.00
Dividend Paid	-	-	-	-	-	(363.86)	-	-	(363.86)
Balance as at 31.03.2023	6.90	0.60	17,234.69	93.48	603.94	28,120.66	62.56	9.12	46,131.95

*As there is loss in the subsidiary company during the year, there is no transfer during the year.

Nature Of Reserves

1. General Reserve amount transferred /apportioned represents is in accordance with Indian Corporate law (The Companies Act, 1956) wherein a portion of profit is apportioned to general reserve, before a company can declare dividend.
2. Other Comprehensive Income Reserve represents the balance in equity for item to be accounted in Other Comprehensive Income. OCI is classified into
 - i) Items that will not be reclassified to profit & loss
 - ii) Item that will be reclassified to profit & loss.
3. The balance consists of surplus retained from earned profits after payment of dividend and taxes thereon. Actuarial gains and losses for defined benefit plans are recognized through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.
4. Balance of Securities Premium Reserve consists of premium on issue of shares over its face value. The balance will be utilised for issue of fully paid bonus shares, buy-back of Company's own share as per the provisions of the Companies Act 2013.
5. The company has an equity-settled share-based payment plans for certain category of employees of the company, Refer Note No. 39 Of consolidated financial statements.

* In the previous year, The Board of Directors, at its meetings declared interim dividend the details of which are as follows : ₹ in Lakhs

Date of board meeting	Type of Dividend	Dividend per equity share	Dividend Amount
14-02-2023	Interim dividend for FY 2022-23	1.00	181.93
28-05-2022	Final dividend for FY 2021-22	1.00	181.93
Grand Total			363.86

CAREER POINT LIMITED**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**for the year ended 31st March, 2023**Note: 18 NON CURRENT -BORROWINGS**

₹ in Lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Secured Loan		
From Banks	1,039.20	1,149.20
From NSDC		214.66
Total (a)	1,039.20	1,363.86
Current maturity of long term borrowings (Refer Note No. 21)	184.25	268.36
Total (b)	184.25	268.36
Total (a-b)	854.95	1,095.50
Total	854.95	1,095.50

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 Loan (Indusind Bank) of ₹ 418.68 Lakhs @ 8.65 % p.a. (1 Year MCLR+0.15%) payable by June 2034. The loan is secured against the Security on Plot No. B-28 & 10-B Scheme, Gopalpura by pass jaipur. Personal guarantee given by Mr. Pramod Maheshwari.
- (c) 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.
- (d) Term Loan (Central bank of India) of ₹ 240.00 Lakhs out of which Rs. 120.12 lakhs outstanding as on 31.03.23 @ 8.04% p.a., against the security of below mentioned properties: - Land & Building at Khasra No. 269, Village Alaniya, Tehsil Ladpura, Kota, Rajasthan and Hypothecation of Plant & Machinery and Furniture and Fixtures.
- (e) Term (Auto) Loan (Bank of Baroda) of ₹ 63.01 Lakhs @ 7.8% p.a. payable from August 2022 in 60 monthly instalments of ₹1.41 Lakhs each. The loan is secured against hypothecation of vehicle.

Note: 19 PROVISIONS

₹ in Lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Employees Benefits		
- Gratuity	21.12	29.25
Contingent provision against standard assets	4,566.49	518.76
Total	4,587.61	548.01

Note: 20 DEFERRED TAX ASSET/LIABILITIES (NET)

₹ in Lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Deferred Tax Asset		
Disallowance as per Income Tax Act.1961	1,187.12	172.77
Others	0.75	1.50
Gross Deferred Tax Assets	1,187.87	174.27
Deferred Tax Liability		
Disallowance on account of Depreciation and others	1,433.42	1,312.42
Fair Valuation of Financial Instruments	0.94	0.69
Others	2.06	-
Gross Deferred Tax Liability	1,434.42	1,313.11
MAT Credit Entitlement	(139.53)	(328.75)
NET DEFERRED TAX ASSETS/(LIABILITIES)	109.02	810.09

CAREER POINT LIMITED**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**for the year ended 31st March, 2023**Note: 21 SHORT TERM BORROWINGS**

₹ in Lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Loans - Secured		
From Bank (Overdraft Facility)	565.08	
From Others (Repayable on Demand)	-	
Loans - Unsecured *	403.01	1,198.11
Current Maturities of Long term Borrowings	184.25	268.36
From NSDC	79.32	
Total	1,231.66	1,466.47

(a) Overdraft facility from Bank (ICICI Bank) of ₹ 565.08 Lakhs @ 10.5% (12 month MCLR + .35%) against the security of Plot no. E-8 (II) Road No. 1, IPIA, Kota. The Company can avail it up to ₹ 1391.5 Lakhs.

(b) Secured loan (NSDC) of ₹ 79.32 Lakh @ 6% p.a payable in 14 quarterly installment for specific project i.e. for capital expenditure on setting up of centres. Collateral Security:

- First charge on assets on the project.
- First charge on cash flows on the project.
- Charges on IP of the project till the loan is repaid.
- Pledge of 51% equity shares of the Project implementing Company.

The Holding Company has given Corporate Guarantee of ₹ 1260 lakhs for the loan facility availed.

* Including Loan from related party. Refer Note No. 46

Note: 22 TRADE PAYABLES

₹ in Lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Total outstanding dues of micro enterprises and small enterprises (Refer Note No. 45)-	0.00	0.46
Total outstanding dues of creditors other than micro enterprises and small enterprises.	2.38	1.19
Total	2.38	1.65

Trade Payables ageing schedule as on 31.3.2023

₹ in Lakhs

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

Trade Payables ageing schedule as on 31.3.2022

₹ in Lakhs

Particulars	Not Due	Outstanding for following periods from due date of Payment				Total
		Less than 1 year	1-2 Years	2-3 Years	More than 3 years	
(1) MSME	-	0.03	0.43	-	-	0.46
(2) Others	0.33	0.66	-	-	0.20	1.19
(3) Disputed Dues - MSME	-	-	-	-	-	-
(4) Disputed Dues - Others	-	-	-	-	-	-
Total	0.33	0.69	0.43	-	0.20	1.65

CAREER POINT LIMITED**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**for the year ended 31st March, 2023**Note: 23 OTHER FINANCIAL LIABILITIES**

₹ in Lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Current maturities of long term borrowings		
Accrued Salaries and benefits		
- Salaries and benefits	73.24	79.01
Other liabilities		
- Security deposits (Including retention)-unsecured	240.67	128.55
- Interest accrued but not due	16.62	4.60
- Others payables-unsecured	153.01	212.58
- Unpaid Dividend	4.05	3.51
Total	487.59	428.25

Note: 24 OTHER CURRENT LIABILITIES

₹ in Lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Income received in advance	249.70	202.84
Withholding and other taxes	77.42	90.66
Advance received	180.54	26.96
Total	507.66	320.46

Note: 25 SHORT TERM PROVISIONS

₹ in Lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Employee Benefits (Gratuity)	4.11	3.46
Total	4.11	3.46

Note: 26 CURRENT TAX LIABILITIES (NET)

₹ in Lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Provision For Income Tax (Net)	369.28	154.71
Total	369.28	154.71

Note: 27: REVENUE FROM OPERATION

₹ in Lakhs

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Revenue from Services		
(i) Income from Education and Related Activities	2,910.36	1,945.71
(ii) Interest Income and Financial Charges	4,153.85	2,733.87
(iii) Lease Rent Income	90.04	24.55
Sale		
(i) Study Material	1,294.85	637.90
(ii) Sale of securities (See Sub- Note 1)	21.54	0.46
(iii) Others	-	3.57
Income from Jobbing of shares	0.02	-
Income from investment	66.03	83.56
Income from F & O	-	(5.77)
Total	8,536.69	5,423.85

CAREER POINT LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2023

Note: 28 -Sub Note (1) of Note 27

₹ in Lakhs

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Sales of Securities	136.70	231.88
Less : Purchase of Securities	114.08	204.07
Less : Shares Expenses	1.71	0.56
Less : Change in Inventory	(0.63)	26.79
Net Revenue from Bonds and Securities	21.54	0.46

Note: 29 OTHER INCOME

₹ in Lakhs

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
a) Lease Rent	181.80	0.51
b) Interest Income	168.70	159.06
c) Net gain on sale/ Changes in Fair market value of:		
- Investments	-	35.47
d) Other Income :		
(i) Profit on sale of PPE/Asset held for sale (net)	178.22	252.03
(ii) Agriculture Income	5.09	7.26
(iii) Miscellaneous Income	38.25	30.76
(iv) Dividend Income	0.15	0.25
(v) Provision written back	15.62	22.22
Total	587.84	507.56

Note: 30 COST OF MATERIAL CONSUMED

₹ in Lakhs

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Cost of materials consumed		
Opening stock	4.67	5.19
Add: Purchases during the period	390.40	135.48
Sub Total	395.07	140.67
Less: Closing stock	4.21	4.67
Total	390.86	136.00

Note: 31 CHANGE IN INVENTORY OF FINISHED GOODS

₹ in Lakhs

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Opening stock (Finished goods)	93.92	265.96
Closing stock (Finished goods)	158.09	93.92
(Increase)/Decrease in Finished Goods	(64.17)	172.04

CAREER POINT LIMITED**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**for the year ended 31st March, 2023**Note: 32 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	678.80	661.64
Contribution to provident and other funds	21.87	22.34
Gratuity	7.51	8.54
Staff Welfare	17.34	12.97
Total	933.54	894.04

Note: 33 FINANCE COST

₹ in Lakhs

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Interest Expenses	181.42	322.90
Other borrowing cost	0.31	0.68
Total	181.73	323.58

Note: 34 Depreciation and Ammortization Expense

₹ in Lakhs

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Depreciation on Property, Plant & Equipment	313.79	345.13
Amortization of Intangible assets	26.11	27.21
Depreciation on Investment Property	76.51	61.84
Total	416.41	434.18

Note: 35 OTHER EXPENSES

₹ in Lakhs

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Advertisement Expenses	64.94	38.35
Legal and professional charges	94.23	83.87
Repairs - Buildings	60.77	4.72
Repairs - Computers	8.76	4.68
Rent	100.23	0.20
Repairs - others	12.00	95.01
Travelling & Conveyance	12.76	22.52
Payments to Auditors	10.22	8.05
Telephone, postage & internet exp.	21.96	25.12
Printing and stationery expenses	28.60	10.99
Security charges	30.20	30.91
Electricity & Water Expenses	128.75	88.54
Institute Expenses	435.43	219.15
Interest, Penalty & Fine Charges	3.57	0.09
Hostel & Mess Expenditure	139.09	74.01
Corporate Social Responsibility	59.81	140.48
Bad debts & advances written off (Refer Note No. 54)	5.46	118.50
Contigent Provision For Standard Assets (Refer Note No. 56)	4,047.73	13.52
Miscellaneous expenses	495.53	261.16
Total	5,760.04	1,239.87

36. Contingent liabilities not provided for (as Certified By The Management):-

(a) In respect of

₹ in Lakhs

Particulars	As at March 31, 2023	As at March 31, 2022
Service tax liability / GST Liability @	87.76	87.76
Claims against the Company not acknowledged as debts	187.82	233.40
Income Tax Liability	16.19	16.19
Value added tax liability	535.92	535.92
Total	827.69	873.27

@ Search was conducted by Senior Intelligence officer, Directorate general of goods and Service Tax Intelligence (DGGI), Jaipur Zonal Unit, Jaipur on 25.04.2022 at CP Tower Road no.1, IPIA, Kota (Rajasthan) and the holding company has deposited demand of ₹ 24.85 lakhs. Post balance sheet date, the case has been finalised by the Department vide letter dated 03.04.2023 wherein it has concluded its search and continued the demand. Accordingly, amount deposited by the Holding Company has been adjusted against the final demand.

(b) Corporate Guarantee of ₹3500 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.

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

38. 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 Holding Company had incurred Rs.371.75 lakhs and issued bank guarantee of Rs. 54.22 lakhs in terms of the agreement signed with RSLDC. During the 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 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 Holding Company's favour and appointed the sole arbitrator. The Holding 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.

39. CPL Employee Stock Option Plan 2013: Pursuant to the resolution passed by the members in the AGM held on 21st Sept 2013, the Holding 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 Rs.10 each fully paid up shares. The Holding 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 holding 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 Holding 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 holding 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 holding company under the scheme during 2020-21.

Further, the Holding 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 holding 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 Rs. 100 per share to the eligible employee of the holding company under the scheme during 2020-21.

No options were granted 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:

₹ in Lakhs

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:	-	-	25,000	125.00

40. Fees received by the company's franchisee are deposited in the franchise wise bank account of the company. However, company is recording in its books of account only the amount which company is entitled to receive as royalty as per agreement entered into with the franchisee.

41. EARNING PER SHARE (EPS)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Net profit/ (loss) for the year attributable to equity shareholders (₹ in Lakhs)	1,195.47	2,170.17*
Weighted average number of equity shares outstanding.	1,81,92,939	1,81,92,939
Basic/Diluted earnings per share (face value of ₹ 10 each)	6.57	12.48*

*Restated Read with Note no.53

42 Impact assessment of the global health pandemic - COVID 19

In assessing the recoverability of loans, and investments, Srajan Capital Limited ('SCL') (Subsidiary of Career Point Limited) has considered internal and external sources of information, including credit reports, economic forecasts and industry reports upto the date of approval of these financial statements. SCL has performed sensitivity analysis on the assumptions used and based on current indicators of the future economic conditions, SCL 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 SCL will continue to monitor any material changes to the future economic conditions. The SCL 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 May 23, 2020 relating to 'COVID 19 - Regulatory Package', SCL had granted moratorium upto six months on the payment of instalments which became due between 01 March 2020 and 31 August 2020 to all eligible borrowers. This relaxation did not automatically trigger a significant increase in credit risk. SCL, in the previous year, continued to recognise the interest income during the moratorium period and in the absence of other credit risk indicators, the granting of moratorium period did not result in accounts becoming past due.

43 Financial risk management objectives and policies

The Group's principal financial liabilities comprise of borrowings, trade and other payables. The main purpose of these financial liabilities is to manage finances for the Group's operations. The Group's financial assets comprise investments, loan and other receivables, trade and other receivables, cash, and deposits that arise directly from its operations.

The Group's activities are exposed to a variety of financial risks from its operations. The key financial risks include market risk (including interest rate risk etc.), credit risk and liquidity risk. The Group's overall risk management policy seeks to minimize potential adverse effects on Group's financial performance.

(A) **Market Risk:** Market risk is the risk that the fair value of future cash flow of financial instruments will fluctuate because of change in market prices. Market risk comprises mainly of interest rate risk.

(a) **Interest rate risk:** Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Any change in the interest rates environment may impact future rates of borrowing. The 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 March 31, 2023	As at March 31, 2022
Change in basis point	+25	+25
Effect on profit after tax	(4.95)	(10.24)
Change in basis point	-25	-25
Effect on profit after tax	4.95	10.24

(c) **Price Risk:** The Group's exposure to securities price risk arises from investments held in mutual funds and classified in the balance sheet at fair value through profit or loss. To manage its price risk arising from such investments, the Group diversifies its portfolio. Quotes (NAV) of these investments are available from the mutual fund houses. As on 31.03.2023, the Group 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 Group is affected by the price volatility of certain commodities. Its operating activities require the purchase of raw material therefore, requires a continuous supply of certain raw materials. To mitigate the commodity price risk, the Group has an approved supplier base to get competitive prices for the commodities and to assess the market to manage the cost without any compromise on quality.

(B) **Credit risk:** Credit risk arises from the possibility that counter party may not be able to settle their obligation as agreed. Credit risk primarily arises from financial assets such as trade receivables, other balance with banks, loans and other receivables.

Trade Receivables: - The maximum exposure to credit risk is primarily from trade receivables (Other than Group Company). The Group periodically assesses the credit quality of counter parties, taking into the financial condition, current economic trends, past experiences and other factors. The Group has a well-defined sale policy to minimize its risk or credit defaults. Outstanding receivables are regularly monitored and assessed. Impairment analysis is performed based on historical data at each reporting date on an individual basis.

Financial assets are written off when there is no reasonable expectation of recovery, such as customer failing to engage in a repayment plan with the Group. Where financial assets have been written off, the Group continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized in Profit or loss.

Deposits with Bank: The deposits with banks constitute mostly the liquid investment of the group and are generally not exposed to credit risk.

(c) **Liquidity Risk:** Liquidity risk is the risk, where the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due.

The table below summarizes the maturity profile of company's financial liabilities based on contractual undiscounted payments: - ₹ in Lakhs

Particulars	As at March 31, 2023			
	Carrying Amount	< 1 Year/On Demand	> 1 Year	Total
Interest bearing borrowings	2,086.61	1,231.66	854.95	2,086.61
Trade Payable	2.38	0.46	1.92	2.38
Other Financial Liabilities	487.59	487.59	-	487.59
Total	2,576.58	1,719.71	856.87	2,576.58
	As at March 31, 2022			
Interest bearing borrowings	2,561.97	1,466.47	1,095.50	2,561.97
Trade Payable	1.65	1.01	0.64	1.65
Other Financial Liabilities	428.25	428.25	-	428.25
Total	2,991.87	1,895.73	1,096.14	2,991.87

44 Capital Risk Management:

The Company's policy is to maintain an adequate capital base so as to maintain creditor and market confidence and to sustain future development. Capital includes issued capital, share premium and all other equity reserves attributable to equity holders. The primary objective of the Company's capital management is to maintain an optimal structure so as to maximize the shareholder's value. In order to strengthen the capital base, the company may use appropriate means to enhance or reduce capital, as the case may be.

The Company is not subject to any external imposed capital requirement. The company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net Debt is calculated as borrowings less cash and cash equivalents

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

Particulars	As at March 31, 2023	As at March 31, 2022
Borrowings (A)	2,086.61	2,561.97
Less: Cash and Cash equivalents (B)	1,046.20	1,366.91
Net debt (C=A-B)	1,040.41	1,195.06
Equity Share Capital (D)	1,819.29	1,819.29
Other Equity (E)	46,131.95	45,295.34
Total Capital (F=D+E)	47,951.25	47,114.63
Capital and net debt (G=C+F)	48,991.65	48,309.69
Gearing ratio (C/G)	2.12%	2.47%

45 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	0.00	0.46
Interest paid in terms of section 16 of the MSME Act during the year.	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified.	-	-
The amount of interest accrued and remaining unpaid at the end of the accounting year.	-	-
The amount of further interest remaining due and payable in succeeding year, until such interest when the interest dues above are actually paid.	-	-

The above information's regarding Micro, Small and medium Enterprise has been determined to the extent such parties have been identified of information available with the Company and as certified by the management.

46 Related party relationship and transactions

Name of the related parties with whom transactions were carried out during the period and description of relationship:-

Key Management Personnel:

Mr. Pramod Maheshwari (Chairman, Managing Director & CEO)
 Mr. Om Prakash Maheshwari (CFO & Whole time Director)
 Mr. Nawal Kishore Maheshwari (Whole time Director)
 Mr. Pawan Kumar Lalpuria (Independent Director)
 Mr. RS Choudhary (Independent Director)
 Mr. Vishal Jain (Independent Director)
 Mr. Mahesh Gupta (Independent Director)
 Mr. Jagdish Prasad Sarda (Independent Director)
 Mrs. Neelima Maheshwari (Non Executive Director)
 Mrs. Divya Sodani (Independent Director)
 Mr. Tarun Kumar Jain (Former Company Secretary) (Till 26th June 2022)
 Mr. Manmohan Pareek (Company Secretary) (w.e.f 13th Aug. 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. Radha Rani (Sister of Director)
 Ms. Akshita Maheshwari (Daughter of Director)
 Smt. Rekha Maheshwari (Wife of Director)
 Anmol Maheshwari (son of director)

Associate:

Imperial Infin Private Limited

Enterprise under same Management:

Diamond Business Solutions Private Limited
 Swastika Polyolefines Private Limited
 Global Public School a unit of Gopi Bai Foundation
 Career Point University, Kota
 Career Point University, Hamirpur

Proseed Foundation (Career Point Gurukul Mohali)
 Indo grains Pvt. Ltd.
 Yash Foundation
 Career Point Foundation
 Adarsh foundation
 Sarthak Foundation
 Shakti Foundation
 Progressive Foundation
 Sankalp Foundation
 Wellwin Technosoft Limited
 Srajan Venture Private Limited
 Gulab associates
 Om Associates
 Maheshwari Trading company
 Longway Business Solution Limited
 Longway Business Solution LLP
 Gulab Chand Maheshwari (HUF)
 Maheshwari Agrobases 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
 Supercompusoft Pvt. Ltd.
 Veer Associate
 Upkar Associate
 Aditya Associates
 Study Board Education Private limited
 Surago Agro Pvt. Ltd.
 Soyug Private Limited

CAREER POINT LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

 for the year ended 31st March, 2023

Table showing transactions with related parties:

₹ in Lakhs

Particulars	During the year ended 31.03.2023	During the year ended 31.03.2022
Services Rendered		
Enterprises under same Management:		
Career Point University, Kota	830.39	558.45
Global Public School	7.71	32.40
Sale of Study material & Student Kit		
Enterprises under same Management:		
Proseed Foundation	4.91	-
Global Public School	125.13	-
Interest Income on Loan given to		
Enterprise under same management:		
Global Public School	6.86	-
Proseed Foundation	1,006.40	-
Maheshwari Trading company	115.99	126.34
Career Point University, Kota	41.80	16.19
Career Point University, Hamirpur	15.99	9.72
Wellwin Technosoft Limited	80.44	94.59
Srajan Venture Private Limited	3.97	33.05
Gulab associates	14.46	82.34
Upkar Associates	-	11.74
Veer Associates	-	8.09
Surago Agro Pvt. Ltd.	78.38	49.60
Aditya Associates	13.79	43.36
Swastik Polyolefines Private Limited	0.15	
Joint Venture:		
Study Board Education Private Limited	0.06	0.05
Miscellaneous Income(Rent)		
Enterprise under same management:		
Swastika Polyolefines Private Limited	-	0.03
Rent paid		
Key Management Personnel:		
Mr. Pramod Maheshwari	-	0.20
Enterprises under same Management:		
Diamond Business Solutions Private Limited	12.00	-
Proseed Foundation	0.03	
Advance Given to		
Career Point University Kota	943.00	
Advance received back		
Career Point University Kota	943.00	
Remuneration		
Mr. Pramod Maheshwari (Chairman,CEO & Managing Director)	33.00	33.00
Mr. Om Prakash Maheshwari (CFO & Whole time Director)	33.00	33.00
Mr. Nawal Kishor Maheshwari (Whole time Director)	33.00	33.00
Mr. Tarun Jain (Former Company Secretary)	3.42	12.41
Mr. Manmohan Pareek (Company Secretary)	8.53	
Director Sitting Fees	1.92	2.24
Interest Expense on Loan from		

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

Table showing transactions with related parties:

₹ in Lakhs

Particulars	During the year ended 31.03.2023	During the year ended 31.03.2022
Longway Business Solution Limited	-	18.69
Longway Business Solution LLP	19.92	
Global Public School	-	7.77
Om Associates	0.12	14.92
Wellwin Technosoft Limited	5.48	
Associates:		
Imperial Infin Private Limited	6.41	3.17
Reimbursement/Payment on behalf of related parties:		
Enterprise under same management		
Surago Agro Pvt Ltd	35.71	6.88
Aditya Associates	1.87	4.46
Veer Associates	-	1.38
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
Progresive Foundation	0.02	2.38
Sankalp Foundation	-	12.01
Gopi Bai Foundation		0.04
Career Point University, Kota	116.92	79.10
Career Point University, Hamirpur	34.90	25.53
Wellwin Technosoft Limited	138.06	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 Polyolifines Private Limited	3.61	0.53
Longway Business Solution LLP	4.14	
Longway Business Solution Limited		6.33
Indo Grains Pvt. Ltd.	0.15	0.08
Maheshwari Agrobases Pvt. Ltd.	0.04	0.02
Nawal Kishore Maheshwari (Huf)	0.39	0.26
Om Prakash Maheshwari (HUF)	-	5.18
Pramod 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
Enterprise under same management:		
Swastika Polyolifines Private Limited	13.32	8.84
Sankalp Capital Private Limited	14.24	8.83
Diamond Business Solution Pvt. Ltd.	6.04	5.92

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

₹ in Lakhs

Particulars	During the year ended 31.03.2023	During the year ended 31.03.2022
Soyug Private Limited	54.40	80.23
Supercompusoft Pvt. Ltd.	-	0.34
StudyBoard Education Private Limited		0.02
Eduplanet Knowledge Solutions Pvt Ltd	0.02	0.02
Associates:		
Imperial Infin Private Limited	-	0.07
Key Management Personnel:		
Mr. Pramod Maheshwari (Chairman ,CEO & Managing Director)	23.29	36.36
Mr. Om Prakash Maheshwari (CFO & Whole time Director)	40.57	3.39
Mr. Nawal Kishore Maheshwari (Whole time Director)	41.31	41.21
Relatives of Key Managerial Personnel:		
Kailash Bai	8.59	5.81
Neelima Maheshwari	1.57	9.03
Rekha Maheshwari	2.50	9.42
Radha Rani	-	0.25
Shilpa Maheshwari	4.26	4.19

₹ in Lakhs

Outstanding Balances:	During the year ended 31.03.2023	During the year ended 31.03.2022
Receivables		
Career Point University, Hamirpur	-	1,702.79
Career Point Gurukul Mohali	0.14	-
Global Public School	-	2.16
Career Point University, Kota	160.70	157.96

Promoters of the company have given personal guarantee in relation to various loans taken by the company.

Details of Outstanding Guarantee

Corporate Guarantee of ₹3500 Lakhs on behalf of the loan facility availed by Career Point University, Kota

CAREER POINT LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

 for the year ended 31st March, 2023

Table showing loan transactions with related parties:

₹ in Lakhs

Particulars	Loans Given (Including Interest)		Loans Given (Including Interest)		Balance outstanding	
	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
Enterprises under same Management:						
(i) Aditya Associates	53.19	86.91	101.98	237.85	97.84	146.63
(ii) Career Point University, Hamirpur	1,143.09	819.60	936.00	975.53	207.09	
(iii) Career Point University, Kota	2,693.34	3,378.37	2,194.22	3,765.39	1,023.64	524.52
(iv) Gulab Associates	14.46	168.94	393.00	264.12		378.55
(v) Maheshwari Trading Company	1,237.99	2,463.65	691.60	3,790.88	853.35	306.96
(vi) Proseed Foundation	1,006.40	-	1,006.40	-	4,397.33	4,397.33
(vii) Srajan Venture Private Limited	4.97	628.50	0.40	951.70	181.46	176.88
(viii) Study Board Education Pvt Ltd	0.06	0.62	0.01	0.57	0.65	0.60
(ix) Surago Agro pvt ltd	693.38	1,238.25	606.84	839.97	743.09	656.55
(x) Upkar Associates		15.24	-	408.43	-	-
(xi) Veer Associates		209.11	-	421.31	-	-
(xii) Wellwin Technosoft Limited	4,385.03	2,487.88	2,411.83	3,060.45	1,973.20	-
(xiii) Global Public School (A unit of Gopi Bai Foundation)	323.86	-	206.69	-	117.17	-
(xv) Swastika Polyolefines Pvt. Ltd.	185.53		0.02		185.52	-
(xvi) Progressive Foundation		15.28		383.83		-
Total	11,741.30	11,512.35	8,548.99	15,100.03	9,780.34	6,588.02

₹ in Lakhs

Particulars	Loans received		Loans repaid		Balance outstanding	
	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
Enterprises under same Management:						
(i) Diamond Business Solution Limited	13.04	5.92	4.30	10.75	67.21	58.47
(ii) Global Public School (A unit of Gopi Bai Foundation)		486.83		533.11		
(iii) Longway Business Solution Limited		10.75		211.63		
(iv) Longway Business Solution LLP	19.92	222.49	8.19	6.09	228.13	216.40
(v) Om Associates	0.12	345.92	7.02	478.49		6.91
(vii) Swastika Polyolefines Pvt. Ltd.	212.70	59.44	331.83	36.03		119.13
(viii) Wellwin Technosoft Limited	741.07	230.41	971.48	-		230.41
(ix) Sankalp Capital Pvt Ltd	891.21	661.79	1,293.42	259.58		402.21
Associate						
(i) Imperial Infine Private Limited	44.41	-	4.64	-	85.89	-
Total	1,922.47	2,023.55	2,620.88	1,535.68	381.23	1,033.53

47 The company has identified four reportable segments during the year i.e. Education & Related Activities, Financing and Investing, Infra Division and other segment at consolidated level.

Unallocated Items

Income and expenses which relates to the company as a whole and not allocable to segment are included under unallocable expenditure / (income).

The Group provides its services in India only and hence there is no geographical segment.

CAREER POINT LIMITED**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**for the year ended 31st March, 2023**Segment Wise Revenue, Results, Segment Assets & Segment Liabilities**

₹ in Lakhs

Particulars	Year ended	
	March 31, 2023	March 31, 2022
1 Segment Revenue (Net Sales Income from Segment)		
Education & Related Activities Division	4,202.23	1,846.73
Financing (NBFC) Division	4,241.45	3,563.15
Infra Division	93.01	25.25
Less: Inter Segment Revenue		(11.28)
Net Sales/Income from Operation	8,536.69	5,423.85
2 Segment Results Profit/(Loss) before interest and Tax		
Education & Related Activities Division	1,679.44	(45.03)
Financing (NBFC) Division*	(1,883.31)	1,635.14
Infra Division	(58.82)	(61.26)
Total	(262.69)	1,528.85
Less: Finance Cost	181.73	323.58
Add: Other Un-allocable Income Net of Un-allocable Expenditure	1,959.98	1,535.30
Profit before Tax (Including share of profit/(loss) of Associates)	1,515.56	2,740.57
3 Segment Assets		
Education & Related Activities Division	13,613.70	14,493.52
Financing (NBFC) Division	29,948.90	25,898.65
Infra Division	12,479.94	11,301.98
Unallocated Assets	127.09	289.51
Total	56,169.63	51,983.66
4 Segment Liabilities		
Education & Related Activities Division	2,367.54	1,891.14
Financing (NBFC) Division	5,171.15	1,144.15
Infra Division	162.11	828.43
Unallocated Liabilities	453.46	964.88
Total	8,154.26	4,828.60

* Profit Before Tax

CAREER POINT LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

 for the year ended 31st March, 2023

48 In compliance with Ind AS 112 on disclosure of interests in other entities, following disclosures are made in respect of

(a) Associate

Imperial Infin Private Limited

₹ in Lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Country of Incorporation	INDIA	
Summarized Balance Sheet of Associate		
Percentage of share in Associate	42.74%	42.74%
Current Assets	91.00	47.38
Non-Current Assets	177.69	194.09
Current Liabilities	8.75	3.62
Non-Current Liabilities		
Revenue	27.39	25.12
Profit/(Loss) for the period	22.09	20.76
Other Comprehensive Income	-	-
Total Comprehensive Income	22.09	20.76
Share in Associate		
Equity Shares of Imperial Infin Private Ltd.(Unquoted) 34,000 shares of ₹ 100/- each	34.00	34.00
Add/(Less) : Accumulated share in profit/(loss)/OCI of associate Company at the beginning of the year	67.66	58.79
Add/(Less) : Share in profit/(loss)(net) of associate company -current year	9.44	8.87
Add/(Less) : Share in other comprehensive income of associate company -current year		
Total	111.10	101.65

49. Additional Information to consolidated financial statements as at 31 March 2023 (Pursuant to Schedule III to the Companies Act, 2013)

₹ in Lakhs

Name of the entity	Net assets i.e. Total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	Amount	As a % of consolidated net asset	Amount	As a % of consolidated profit and loss	Amount	As a % of consolidated comprehensive income	Amount	As a % of consolidated Total comprehensive Income
Parent Company								
1. Career Point Limited	44,569.25	92.95%	2,219.35	15138.80%	5.00	100.00%	2,224.35	181.70%
Subsidiaries :								
1. Career Point Edutech Limited	755.79	1.58%	287.56	1961.51%	-	-	287.56	23.49%
2. Career Point Infra Limited	15,187.35	31.68%	512.63	3496.80%	-	-	512.63	41.86%
3. Gyan Eduventure Private Limited	484.25	1.01%	22.66	154.54%	-	-	22.66	1.85%
4. Career Point Accessories Pvt. Ltd.	48.93	0.10%	19.23	131.17	-	-	19.23	1.57%
5. Srajan Capital Limited	4,229.84	8.82%	(1,456.23)	(9933.35%)	-	-	(1,456.23)	(118.96%)
6. Career Point Institute of Skill Development Private Limited	109.46	0.23%	(4.35)	(29.64%)	-	-	(4.35)	(0.35%)
7. Edutiger Private Limited	10.45	0.02%	0.26	1.80%	-	-	0.26	0.02%
Sub-Subsidiaries :								
1. Srajan Agritech Private. Limited	1,006.23	2.10%	0.32	2.18%	-	-	0.32	0.03%
2. Coupler Enterprises Pvt. Limited	(36.17)	(0.08%)	(28.00)	(191.00%)	-	-	(28.00)	(2.29%)
Associates :								
1. Imperial Infin Private Limited	111.10	0.23%	9.44	64.62%	-	0.00%	9.44	0.77%
Consolidation Adjustments/Elimination	(18,525.23)	(38.63%)	(363.71)	(2480.97%)	-	-	(363.71)	(29.71%)
Total	47,951.24	100.00%	1,219.17	8316.25%	5.00	100.00%	1,224.17	100.00%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

 for the year ended 31st March, 2023

50. Income Tax:
(A) Amounts recognized in statement of profit and loss

₹ in Lakhs

Particulars	2022-23	2021-22
Current Income Tax		
-Current Year	1,159.24	570.88
-Adjustment in respect of current income tax of earlier year	26.30	(153.52)
MAT(Credit) Entitlement	3.19	0.73
Deferred Tax-Relating to origination and reversal of temporary differences	(892.34)	50.80
Income tax expense reported in the statement of profit & loss	296.39	468.89

(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	1,515.56	2,740.57
At Statutory Income Tax rate	441.33	798.05
Fair valuation/ Sale of financial assets and others (including change in tax rates)	(118.93)	(325.34)
Sale of assets held for sale / Investment Property	(26.01)	(3.82)
Accounting profit/(loss) after tax	1,219.17	2,271.68

- 51 (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. On 28.02.2023 the Holding Company Career Point Limited has submitted the scheme before the Regulatory Authorities viz 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 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 inter alia includes the business activities of holding and investment / finance and accordingly income from investment/finance business have been included in Revenue from operations.
- (c) Accordingly, in view of as stated in (b) above, the Holding Company had applied for NBFI Registration with Reserve Bank of India (RBI). In this regard, RBI has advised Holding Company to alter the object clause of the Memorandum of Association (MOA) of the Holding Company in order to be eligible for registration as non deposit taking (ND) NBFC and plan of the Holding Company to obtain regulatory approvals from SEBI and NCLT in relation to the proposed scheme of arrangement (as referred in para 51 (a) above). The Holding 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 Holding Company has received approval from the Registrar of Companies Chandigarh on 28.04.2023. Presently communication with RBI on their queries is going on and certificate of registration is awaited.
52. One of the Subsidiary Company Srajan Capital Limited (SCL) has granted loans and advances to various parties amounting to Rs. 28,872.55 lakhs as on 31st March, 2023, out of which SCL has degraded its loan (to NPA/Sub-standard assets) of Rs. 5,228.82 lakhs till 31st March, 2023 (upto 31.3.2022 - Rs.4,431.72 lakhs) including two loan accounts which relates to related party Proseed Foundation (PF) having total outstanding balance of Rs4397.32 lakhs (upto 31st March, 2022 - Rs4397.32 lakhs) who is engaged in the business of education services. The outstanding amount on this loan as on 1st July 2020 was Rs.4397.32 lakhs. However, the PF financials got impacted negatively due to COVID-19 outburst. Thus, it could not meet its financial obligation pertaining to this loan. Due to the non performance of obligation by borrower, SCL downgraded the said loan under the NPA category and due provisions are made in the books of accounts of this year.

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

Nonetheless, in the improving scenario for the education business of PF, post COVID, PF approached the SCL with a proposal to reduce the interest rate, modified tenure and other conditions. Also PF has paid a total amount of Rs. 1,007.20 Lakhs during the year. Considering the willingness and sincerity of PF, the management of subsidiary Company is evaluating the said proposal. The management of the subsidiary company shall comply with all the regulatory requirements including shareholder approval, if any.

₹ in Lakhs

Loans	As at 31.03.2023	As at 31.03.2022
Standard Assets		
(a) Loan receivables considered good - secured	11,594.75	10,167.75
(b) Loan receivables considered good - unsecured	12,048.99	10,454.19
Substandard Assets		
(a) Loan receivables considered good - secured	-	-
(b) Loan receivables considered good - unsecured	801.60	4,405.01
Doubtful asset		
a) Loans receivables unsecured	4,427.22	26.71

₹ in Lakhs

Particulars	As at 31 -03- 2023	As at 31 -03- 2022
Opening Balance of loans and advances		
Non Current	15,679.52	14,013.39
Current	13,193.03	11,040.27
	28,872.55	25,053.66
Standard Assets		
Non Current	12,998.42	12,102.20
Current	10,645.31	8,519.74
	23,643.73	20,621.94
Sub Standard Assets		
Non Current	771.28	1,884.48
Current	30.32	2,520.53
	801.60	4,405.01
Doubtfull Assets		
Non Current	1,909.82	26.71
Current	2,517.40	-
	4,427.22	26.71
Provision on Standard Assets		
Opening Balance (0.25%)	51.55	52.29
Add : Addition made in Provision during the year (0.25%)	7.55	(0.74)
Total	59.11	51.55
Sub Standard Assets		
Opening Balance (10.00%)	440.50	452.96
Add : Addition made in Provision during the year (10.00%)	(360.34)	(12.46)
Total	80.16	440.50
Doubtfull Assets		
Opening Balance (100%)	26.71	-
Add : Addition made in Provision during the year (100%)	4,400.51	26.71
Total	4,427.22	26.71
Total Opening Provision	518.76	505.25
Provision made during the year	4,047.73	13.51
Balance as on year end	4,566.49	518.76

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

53. A scheme of arrangement (Scheme) was entered between Planceess 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 22nd April 2022 and 3rd February 2023 respectively and has been made effective from 10th March 2023 with filing with ROC. As per the Scheme, Career Point Eductech Limited has to issue and allot 17 equity shares of Rs. 10/- each of its own in exchange of 55 equity shares of Rs. 10/- each held by such shareholders in Planceess Edusolutions Pvt. Ltd, which has been subsequently issued and allotted on 10th April 2023. Accordingly, such issue for all the previous periods presented including related adjustment of security premium has been disclosed as Share Capital Suspense Account in the financial statement of the Subsidiary as at 31st March 2023 and 31st March 2022. Purchase consideration has been allocated on the basis of fair values of the respective identifiable assets and liabilities by the Subsidiary Company in its financial statements. The Subsidiary Company has restated the comparative numbers for all the periods presented in the consolidated financial statements 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 Group excluding impact of acquired undertaking by it is as under:-

Particulars	2022-23	2021-22
Total revenue	9,124.53	5,931.41
Total expenses	7,597.26	3,178.57
Share profit/(loss) in associate	9.44	8.87
Profit before taxes	15,36.71	2,761.71
Tax	296.39	468.89
Profit after tax (PAT)	1,240.32	2,292.82

The statement of identifiable assets and liabilities, as at appointed date, acquired/assumed and recorded by the Subsidiary (Career Point Eductech Ltd.) in its books of accounts at fair value in accordance with Ind AS 103 pursuant to the scheme are as under:-

Particulars	2021-22
Liabilities	
Trade Payables	0.08
Total A	0.08
Assets	
Intangible Assets	126.88
Property, plant and equipment	8.18
Trade Receivables	0.00
Total B	135.06
Net identifiable Assets (B-A)	134.98
No. of shares to be Issued by Career Point Eductech Ltd.	34000
Share Capital @ Rs. 10 per share	Total (C) 3.40
Securities Premium @ Rs.387 per share	Total (D) 131.58
Total Consideration (C+D)	134.98

54. The Board of Directors of the Holding Company at their meeting held on May 29, 2023, has proposed a final dividend @ Re.1 per share i.e. 10% for the Financial Year 2022-2023 subject to the approval of shareholders at the ensuing general meeting of the Group.
55. **Other information in terms of the amendments in Schedule III of the Companies Act, 2013 vide notification dated 24th March, 2021:**
- The Group does not have any benami property, where any proceedings has been initiated or pending against the Group for holding any benami property.
 - The Group has not traded or invested in Crypto currency or virtual currency during the financial year.
 - The Group have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
 - The Group have not received any funds to any other person(s) or entity(ies), including foreign entities (funding party) with the understanding that the Group shall:

CAREER POINT LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2023

- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (Ultimate Beneficiaries) or
- (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (e) The Group do not have any significant transactions with the struck off companies during the current and previous years.
- (f) The Group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed income during the year in the tax assessment under the Income Tax Act, 1961 (such as search or survey or any other relevant provisions of the Income Tax Act, 1961.)
- (g) The Group is not declared wilful defaulter by any bank or financial institution or lender during the year.
56. Previous year figures have been regrouped/rearranged/recasted wherever consider necessary to make them comparable with current period.

As per our report of even date

For Lodha & Co.

Chartered Accountants

Firm Registration No: 301051E

(Gaurav Lodha)

Partner

Membership No: 507462

Place: New Delhi

Date: 29/05/2023

For and on behalf of the Board of Directors

Pramod Maheshwari

Chairman, Managing Director & CEO

DIN : 00185711

Manmohan Pareek

Company Secretary

Membership No: ACS34858

Place: Kota (Rajasthan)

Date: 29/05/2023

Om Prakash Maheshwari

Executive Director & CFO

DIN : 00185677

NOTICE OF THE 23rd ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Third Annual General Meeting (AGM) of the Members of Career Point Limited (CIN-LB0100PB2000PLC054497) will be held on Thursday, 28th day of September, 2023 at 4.00 p.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

1. To receive consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2023 together with the reports of the Board of Directors and the Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions**:

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To receive consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2023 together with the reports of the Board of Directors and the Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions**:

"RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

3. To declare a dividend on equity shares for the financial year ended March 31, 2023 and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT a dividend at the rate of Rs. 1/- (One rupees only) per equity share of Rs. 10/- (Ten rupees only) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2023 and the same be paid out of the profits of the Company."

4. To appoint a Director Mr. Om Prakash Maheshwari (DIN: 00185677), who retires by rotation as a Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Om Prakash Maheshwari (DIN: 00185677), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

5. To appoint a Director Mr. Nawal Kishore Maheshwari (DIN:

00185762), who retires by rotation as a Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Nawal Kishore Maheshwari (DIN: 00185762), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

6. **APPROVAL FOR APPOINTMENT OF MR. AKSHYA GUPTA AS INDEPENDENT DIRECTOR**

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

"RESOLVED THAT Mr. Akshya Gupta (DIN: 10198103), who was appointed as an Additional Director of the Company with effective from August 15, 2023 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per Articles of Association of the Company, and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, Regulation 25 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, the appointment of Mr. Akshya Gupta, who had submitted a declaration that he met the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years, i.e., from August 15, 2023 to August 14, 2028 (both days inclusive), be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning

thereof, be deemed to include a duly authorised "Committee" thereof) or the Company Secretary of the Company be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

7. APPROVAL FOR APPOINTMENT OF MRS. NEHA GARG AS INDEPENDENT DIRECTOR

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

"RESOLVED THAT Mrs. Neha Garg (DIN: 10275700), who was appointed as an Additional Director of the Company with effective from August 15, 2023 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per Articles of Association of the Company, and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, Regulation 25 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, the appointment of Mrs. Neha Garg, who had submitted a declaration that she met the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years, i.e., from August 15, 2023 to August 14, 2028 (both days inclusive), be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised "Committee" thereof) or the Company Secretary of the Company be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

8. APPROVAL FOR APPOINTMENT OF MR. SANJAY KHANDELWAL AS INDEPENDENT DIRECTOR

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

"RESOLVED THAT Mr. Sanjay Khandelwal (DIN: 10272077), who was appointed as an Additional Director of the Company with effective from August 15, 2023 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per Articles of Association of the Company, and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, Regulation 25 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, the appointment of Mr. Sanjay Khandelwal, who had submitted a declaration that he met the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years, i.e., from August 15, 2023 to August 14, 2028 (both days inclusive), be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised "Committee" thereof) or the Company Secretary of the Company be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

9. RE-APPOINTMENT OF MR. OM PRAKASH MAHESHWARI AS WHOLE TIME DIRECTOR & CFO OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections

196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/ modification thereof) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the consent of the Members of the Company be and is hereby accorded to reappoint Mr. Om Prakash Maheshwari (DIN 00185677) as Whole Time Director and Chief Financial Officer designated as 'Executive Director & Chief Financial Officer', liable to retire by rotation, for a period of 5 years w.e.f. April 1, 2024 upto March 31, 2029 on the terms and remuneration as mentioned in the statement annexed hereto.

RESOLVED FURTHER THAT the term of Mr. Om Prakash Maheshwari as Whole Time Director & CFO of the Company shall be on continued basis on his reappointment at the Annual General Meeting, when he retires by rotation.

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

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

10. RE-APPOINTMENT OF MR. NAWAL KISHORE MAHESHWARI AS WHOLE TIME DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/ modification thereof) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the consent of the Members of the Company be and is hereby accorded to reappoint Mr. Nawal Kishore Maheshwari (DIN 00185762) as Whole Time Director designated as 'Executive Director, liable to retire by rotation, for a period of 5 years w.e.f. April 1, 2024 upto March 31, 2029 on the terms and remuneration as mentioned in the statement annexed hereto.

RESOLVED FURTHER THAT the term of Mr. Nawal Kishore Maheshwari as Whole Time Director of the Company shall be on continued basis on his reappointment at the Annual General Meeting, when he retires by rotation.

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

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

11. RE-APPOINTMENT OF MRS. NEELIMA MAHESHWARI AS A NON EXECUTIVE AND NON INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 17(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Neelima Maheshwari (DIN:00194928), Non-Executive Non-Independent Director of the Company in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby re-appointed as a Director of the Company for a period of five years from the date of this Annual General Meeting whose period of office shall be liable to determination by retirement of directors by rotation.

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

12. APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013

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

RESOLVED THAT pursuant to Section 185 and other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder, the Board of Directors of the Company be and is hereby authorised:

-To advance any loan including any loan represented by a book debt or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested (i.e. including any private Company of which any such Director is a Director or member, anybody corporate at a general meeting of which not less than twenty- five percent of the total voting power may be exercised or controlled by any such Director, Managing Director or Manager, whereof is accustomed to act in accordance with the directions or

instructions of the Board, or of any Director or Directors, of the lending Company), provided that such loans are utilised by the borrowing Company for its principal business activities and in particular to the such Companies (as mention in explanatory statement) in which one or more Director(s) may be deemed to be interested on the terms and conditions as set out in the Statement annexed to this Notice on such terms and conditions and in such manners may be mutually acceptable.

RESOLVED FURTHER THAT, the Board be and is hereby authorised to finalise, sanction and disburse the said loans, guarantees and security and also to delegate all or any of the above powers to Committee of Directors or any Director(s) of the Company and generally to do all acts, deeds and things that may be deemed necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

13. TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS OF THE COMPANY AND ITS SUBSIDIARIES AND IN THIS REGARD, TO CONSIDER, AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Regulation 2 (1) (zc), 23 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time, and Section 2(75) and other applicable provisions of the Companies Act, 2013 (Act), read with Rule framed thereunder (including any amendment(s) or statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable laws / statutory provisions, if any (hereinafter collectively referred to as "Applicable Laws"), the Company's policy on related party transactions as well as subject to such approval(s), consent(s) and or permission(s) as may be required and based on the recommendation of the Audit Committee, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Company and any duly authorized committee of Directors constituted /empowered by the Board, from time to time, to exercise its powers conferred by this resolution), to enter into and / or to carry out and / or continue to enter, carry out contracts / arrangements / material related party transactions, whether by way of renewal(s) or extension(s) or modification(s) of earlier contracts/ arrangements / transactions or otherwise, related parties within the meaning of Regulation 2(1)(zb) of the Listing Regulations ("Related Party Transactions"), on such terms and conditions as the Board may decide, during the financial years 2023-24, up to a maximum value and/or total

outstanding on any date during the financial year of the Related Party Transaction(s) as mentioned in terms of the explanatory statement to this resolution and more specifically set out in Statement nos. A-1 to A-9 in the explanatory statement to this resolution on the respective material terms & conditions set out in each of Statement nos. A-1 to A-9, notwithstanding the fact that the aggregate value of Related Party Transactions may exceed materiality threshold as prescribed under the Applicable Laws, provided however, that the said Related Party Transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company and/ or its subsidiaries, and such Related Party Transactions shall be in the nature of:

- a) Availing of services, purchase of any goods and material, avail financial assistance by the Company and/or its subsidiaries from related parties including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value and/or total outstanding on any date during the financial year as detailed in the explanatory statement to this resolution.
- b) rendering of services, sale of any goods and material, providing financial assistance by the Company and/or its subsidiaries to related parties including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of related parties, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding on any date during the financial year as detailed in the explanatory statement to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary and as the Board may in its absolute discretion deem necessary, desirable or expedient, including but not limited to finalizing the terms and conditions, methods and modes, finalizing and executing necessary documents, including contracts, schemes, agreements and such other papers, documents as may be required, filing applications and seeking all necessary approvals from relevant authorities (if required) to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval

thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby further authorised to delegate all or any of the powers herein conferred to director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to

Kota (Rajasthan), August 14, 2023

Registered Office:

Village Tangori, Banur,
Mohali, Punjab- 140601

Corporate Office:

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

execute such documents, writings etc. as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.

**By Order of the Board
For CAREER POINT LIMITED**

**Manmohan Pareek
Company Secretary
ICSI Membership No. A34858**

NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), and regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 setting out material facts relating to Special Business under item Nos. 6 to 13 to be transacted at the 23rd Annual General Meeting ("AGM") is annexed hereto and forms part of the Notice.

GENERAL INSTRUCTIONS FOR PARTICIPATION AT 23rd AGM AND E-VOTING

2. Pursuant to the Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 14, 2021, May 05, 2022 and Circular Nos. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and the relaxations provided vide SEBI Circulars dated May 12, 2020, May 13, 2022 and January 05, 2023 (hereinafter collectively referred to as "SEBI Circulars") physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Accordingly the 23rd Annual General Meeting ("AGM") of the Company will be held through the Video Conferencing (VC) or Other Audio Visual Means (OAVM) and the members can attend and participate in the ensuing AGM through VC/ OAVM. The deemed venue for the 23rd AGM of the Company shall be the corporate office of the Company.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circular issued by the Ministry of Corporate Affairs dated January 13, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 in continuation and read with its Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has appointed and entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized E-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL. A member may exercise his/ her vote at the General Meeting by electronic means and the Company may pass any resolution by electronic voting system in accordance with the provisions of the aforesaid Rule.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding

2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

5. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Since this AGM is being held through VC/ OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with, accordingly, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed hereto.
7. Pursuant to the provisions of Section 112 and Section 113 of the Companies Act, 2013, the representatives of the members such as the President of India or the Governor of a State or a body corporate can attend the AGM through VC/OAVM and cast their votes by authorizing their representatives to participate and vote at the AGM. Accordingly it is requested to send a certified copy of the Board resolution by such body corporate members, authorization letter by the governing body to the Company or upload on the VC portal / e-voting portal.
8. In line with the measures undertaken by the Ministry of Corporate Affairs ("MCA") for promotion of Green Initiative, the MCA has introduced the provision for sending the notice of the meeting and other shareholder correspondences through electronic mode. Accordingly, the electronic copies of the Notice of the AGM along with the Annual Report for the Financial Year 2022-23 is being sent to all the shareholders whose email addresses are registered/ available with the Company/ Depository Participants and Registrar to an Issue ("RTA") as on the cut-off date and the same also have been uploaded on the website of the Company at www.cpii.in.

The members who have not registered / updated their e-mail addresses so far, are requested to register/ update their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold their shares in physical form and who are desirous of receiving the communication/ documents in electronic form are requested to promptly register their e-mail addresses with the Registrar or the Company giving reference of their Folio Number.

The Notice and Annual Report can also be accessed from the website of the Stock Exchanges i.e BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com

9. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular Nos. 14/2020, 17/2020, 20/2020, 02/ 2021, 19/2021, 21/2021 and 2/2022 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 8th December 2021, 14th December 2021, 5th May 2022 and 28th December, 2022 respectively, ("**MCA Circulars**").
10. Members are requested to notify immediately the change, if any of their name, postal address, email address, mobile number, PAN, Nomination and bank particulars to their DP, if the shares are held by them in electronic form and to the Registrar & Share Transfer Agent ("RTA") of the Company i.e. Ankit Consultancy Pvt. Ltd., if shares are held in physical form, in prescribed form ISR-1 as available on website of RTA at www.ankitonline.com and also available on the website of the Company at www.cpil.in and along with such other forms, pursuant to SEBI Circular No. SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. Further the shareholders are requested to submit duly filled the Form ISR-1 along with all necessary documents at the address of RTA at "60, Electronic Complex, Pardeshipura, Indore, Madhya Pradesh-452010 or at the E-mail ID of RTA i.e. investor@ankitonline.com. Pursuant to the above referred SEBI Circular, in case any of the above cited documents/details are not available in the folio(s) of physical securities on or after October 01, 2023, RTA shall be constrained to freeze such folio(s). To prevent fraudulent transactions, members are allowed to exercise due diligence and not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
11. Institutional Investors and Corporate Members (i.e. other than individuals, HUF, NRI etc.) intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC/OAVM or to vote through remote e-voting are requested to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority Letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at amitgupta01cp@gmail.com with a copy marked to evoting@nsdl.co.in and investors@cpil.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "**Upload Board Resolution/Authority Letter**" displayed under "**e-Voting**" tab in their login.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection at the Corporate office of the Company at CP Tower-1, Road No.-1, IPIA, Kota, Rajasthan-324005, India between 3:00 P.M and 5:00 P.M in working days till the date of AGM.
13. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, the 22nd September, 2023 to Thursday, the 28th September, 2023 (both days inclusive) for annual closing and for determining the entitlement of the shareholders to the dividend for the financial year 2022-23 as recommended by the Board of Directors of the Company, if declared by the members at the AGM.
14. The Members holding shares in the same name or same order of names under different folios are requested to send the share certificates for consolidation of such shares to the Company.
15. The Dividend, if any declared, will be paid within a period of 30 days from the date of declaration to those Shareholders whose name(s) stand registered:
- as Beneficial Owner as at the end of business hours on September 21, 2023 as per the lists to be furnished by Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) respect of the shares held in electronic form.
 - as Member in the Register of Members of the Company and in case of transmission of shares, the name of the Shareholder should be registered after giving effect to valid share transmissions, if any, in physical form lodged with the Company as at the end of business hours on September 21, 2023 and
 - Further, subject to the provisions of the Act, dividend as recommended by the Board, if declared by the members at this AGM, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on Thursday, September 21, 2023 for both physical and demat holding of the members. The recommended final dividend by the Board is Rs. 1/- per equity share
16. Members are requested to quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondence with the Company or its Registrar and Share Transfer Agent.
17. Non Resident Indian Members are requested to inform Registrar and Share Transfer Agent of the Company regarding any change in their residential status on return to India for permanent settlement, particulars of their bank account maintained in India with complete name, branch account type, account number and address of the bank with pin code number, if not furnished earlier. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
18. Members are requested to address all correspondence, including on dividends, to the Registrar and Share Transfer Agents, Ankit Consultancy Private Limited at 60, Electronic Complex, Pardeshipura, Indore, Madhya Pradesh-452010.
19. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the

same by submitting Form No. SH-13. Members holding shares in physical form may submit the same to the Company. Members holding shares in electronic form may submit the same to their respective depository participant.

20. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

21. The Members desirous of obtaining any information/clarification concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at least ten days before the Annual General Meeting, so that the information required may be made available at the Annual General Meeting.

22. Pursuant to the provisions of the Companies Act, 2013 read with the Rules framed thereunder, the Company may send notice of general meeting, directors' report, auditors' report, audited Financial Statements and other documents through electronic mode. Further, pursuant to the first proviso to the Rule 18 of the Companies (Management and Administration) Rule, 2014, the Company shall provide an advance opportunity at least once in a financial year to the members to register their e-mail address and changes therein. In view of the same, Members are requested to kindly update their e-mail address with depository participants in case of holding shares in demat form. If holding shares in physical form, Members are requested to inform their e-mail ID to the Company.

23. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.

24. As per Section 136 of the Companies Act, 2013 read with Rule 11 of Companies (Accounts) Rules, 2014, Financial Statements may be sent to the Members:

- a) by electronic mode to such Members whose shares are held in dematerialised form and whose email IDs are registered with Depository for communication purposes;
- b) where Shares are held in physical form, to such Members who have positively consented in writing for receiving by electronic mode; and
- c) by dispatch of physical copies through any recognized mode of delivery as specified

In case, you desire to receive the aforesaid documents in electronic mode in lieu of physical mode, kindly update your email ID with:

- i. Our RTA: for the Shares held in physical form and
- ii. Your respective Depository Participants: for the Shares held in dematerialised form.

25. SEBI vide its Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 had mandated the companies to use any of

the RBI had mandated the companies to use any of the RBI approved electronic mode of payment such as ECS (Local ECS/Regional ECS/National ECS), NEFT, RTGS etc. for distribution of dividends and other cash benefits to investors. The Circular also mandated the companies or their registrar & share transfer agents (RTA) to maintain bank details of investors. In case the securities are held in demat mode, the companies or their RTA shall seek relevant bank details from depositories and in case the securities are held in physical mode, the companies or their RTA shall take necessary steps to maintain updated bank details at their end. The members are requested to ensure that correct and updated particulars of their bank account are available with their respective depository participants and the Company / its RTA to facilitate necessary payments through electronic mode.

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

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

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

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

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

28. In case the Dividend has remained unclaimed in respect of financial years from 2015-16 (Final Dividend) to the financial year 2021-22, the Shareholders may approach the Company with their dividend warrants for revalidation with the Letter of Undertaking for issue of duplicate dividend warrants.

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

30. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24

dated June 08, 2018 and Notification No. SEBI/ LAD-NRO/GN/2018/49 dated November 30, 2018 amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has mandated that securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. In view of the same, now the shares cannot be transferred in the physical mode. Accordingly, the Company/ Registrar and Share Transfer Agent has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to

dematerialize their shareholdings immediately. Further, the Members can request for transmission or transposition of securities to the RTA or Company by adopting procedure as per SEBI Circular No. SEBI/HO/MIRSD_RTAMB/P/CIR/2022/65 dated May 18, 2022

31. Disclosure pursuant to Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings, with respect to Directors seeking appointment/re-appointment at the Annual General Meeting, is as follows:

Name of Director	Mr. Om Prakash Maheshwari	Mr. Nawal Kishore Maheshwari	Mrs. Neelima Maheshwari
Designation	Executive Director & CFO	Executive Director	Non-Independent Non-Executive Director
Date of Birth	September 12, 1968	February 05, 1975	March 19, 1971
Date of Appointment	March 31, 2000	March 31, 2000	August 12, 2014
Experience in Specific functional areas	Over 25 years of experience in the field of finance and legal matters.	Over 23 years of experience in the field of Administration	Over 19 years of experience in formal education
Educational Qualifications	B.E. (Mechanical Engineering) from University of Rajasthan	B.Com from MDS University, Ajmer	M. Pharma
Details of shares held	1386300 equity shares	1385800 equity shares	1339500 equity shares
List of companies (other than Career Point Ltd.) in which Directorships held as on 31.03.2023 (excluding Pvt. Ltd. Companies)	1. Career Point Infra Ltd. 2. Srajan Capital Ltd. 3. Wellwin Technosoft Ltd. 4. Career Point Learning Solutions Limited 5. Shricon Industries Limited	1. Career Point Infra Ltd. 2. Srajan Capital Ltd. 3. Career Point Edutech Ltd. 4. Wellwin Technosoft Limited	1. Shricon Industries Ltd.
Chairman / Member of the Committees of companies (other than Career Point Ltd.) on which he/she is a Director as on 31.03.2022	3	NA	3
Relationship with other directors	Relative of Mr. Pramod Maheshwari, Managing Director and Mr. Nawal Kishore Maheshwari, Executive Director and Mrs. Neelima Maheshwari, Non-executive Director	Relative Mr. Om Prakash Maheshwari, Executive Director & CFO and Mr. Pramod Maheshwari, Managing Director	Relative Mr. Om Prakash Maheshwari, Executive Director & CFO

Name of Director	Mr. Akshya Gupta	Mr. Sanjay Khandelwal	Mrs. Neha Garg
Designation	Independent & Non-executive Dir.	Independent & Non-executive Dir.	Independent and Non-executive Director
Date of Birth	November 19, 1991	August 10, 1959	January 07, 1992
Date of Appointment	Aug. 14, 2023 (w.e.f. Aug. 15, 2023)	Aug. 14, 2023 (w.e.f. Aug. 15, 2023)	Aug.14, 2023 (w.e.f. Aug. 15, 2023)
Experience in Specific functional areas	Over 5 years of experience in the field of legal Compliances, regulatory framework, Intellectual Property matters and FEMA.	Over 38 years of experience in the field of Taxation, auditing, costing, finance etc.	Over 4 years of experience in the field of Accounting, auditing, taxation and finance etc.
Educational Qualifications	Company Secretary from ICSI M.Com from Kota University B.Com from Kota University	Chartered Accountant from ICAI B.Com from Kota University	Chartered Accountant from ICAI M.Com from Kota University B.Com from Kota University
Details of shares held	NIL	NIL	NIL
List of companies (other than Career Point Ltd.) in which Directorships held as on 31.03.2023 (excluding Pvt. Ltd. Companies)	NIL	NIL	NIL
Chairman / Member of the Committees of companies (other than Career Point Ltd.) on which he/she is a Director as on 31.03.2022	NIL	NIL	NIL
Relationship with other directors	NA	NA	NA

For other details such as number of meetings of the Board attended during the year, remuneration drawn in respect of the aforesaid directors, please refer to the Corporate Governance Report.

32. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
33. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date i.e. Thursday, September 21, 2023 shall be entitled to avail the facility of remote evoting as well as e-voting system on the date of the AGM. Any recipient of the notice, who shall has no voting rights as on the Cut-off date, shall treat this notice as intimation only.
34. A person who has acquired the shares and has become a member of the Company after the dispatch of the notice of the AGM and prior to the Cut-off date i.e. Thursday, September 21, 2023 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the process mentioned in this part.
35. The remote e-voting will commence on Monday at 9:00 A.M. on September 25, 2023 and will end on Wednesday at 05:00 P.M. on September 27, 2023. During this period, the

member of the Company holding shares either in physical form or in Demat form as on the Cut-off date i.e. Thursday, September 21, 2023 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote evoting module shall be disabled for voting by NSDL thereafter.

36. Once the vote on a resolution is cast by a member, he/she shall not be allowed to change it subsequently or cast the vote again.
37. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Thursday, September 21, 2023.
38. The Company has appointed Mr. Amit Gupta, Practicing Advocate, Kora (BAR Membership No. 1550/2005) as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

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

Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.

The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.cpil.in and on Service Provider's website i.e. <https://www.evoting.nsdl.com> immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the stock exchanges where the shares of the Company are listed.

39. E-voting: Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their votes at the AGM by electronic means and the business may be transacted through e-voting as per instructions below:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 25.09.2023, at 9:00

A.M. and ends on 27.09.2023, at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 21.09.2023, 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 21.09.2023.

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.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under " IDeAS " section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select " Register Online for IDeAS Portal " or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	4. Shareholders/Members can also download NSDL Mobile App " NSDL Speede " facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is Available on



Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.
	2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL . Click on NSDL to cast your vote.
	3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration
	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility, upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login Type	Helpdesk Details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the 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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - 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:

- 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.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - Now, you will have to click on "Login" button.
 - After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- 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.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to amitgupta01cp@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will

be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Ms. Prajakta Pawle) at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor@cpil.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor@cpil.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be

eligible to vote at the EGM/AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system.** After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting can send in their questions/comments in advance by 21st September, 2023, mentioning their name, demat account number/ folio number, email id, mobile number at investors@cpil.in. The same will be replied by the Company suitably. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to

Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

40. Dividend information:-

1. The Dividend on equity shares for the financial year 2022-23, as recommended by the Board of Directors, if declared at the AGM, would be paid/credited within thirty days subject to deduction of tax at source, directly in electronic mode through National Automated Clearing House (NACH) to the members whose name appear on the Company's Register of Members as on the closing business hours on Thursday, the 21st day of September, 2023 and whose bank mandate are registered in the records of the Depository Participants / RTA. For members whose bank mandate are not updated with the Depository Participants / RTA as on the book closure date, demand draft or warrants or cheque shall be sent through post.
2. Members holding shares in physical form and desirous of availing the facility of electronic remittance are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9-digit MICR and 11-digit IFS Code), along with their Folio Number, to the Company's Registrar and Share Transfer Agent - M/s. Ankit Consultancy Private Limited. Members holding shares in electronic form are requested to provide the said details to their respective Depository Participants.
3. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
4. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Share Transfer Agent.
5. Members are requested to note that in accordance with Sections 124 and 125 of Companies Act, 2013 and rules

Kota (Rajasthan),

August 14, 2023

Registered Office:

Village Tangori, Banur
Mohali, Punjab- 140601

Corporate Office:

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

made thereunder, dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the Companies unpaid dividend account are required to be transferred to the IEPF. Accordingly, the dividend remaining unclaimed or unpaid upto the financial year ended 31st March, 2015 have been transferred to IEPF. The detail of unclaimed dividend transferred to IEPF is available on the website of the Company www.cpil.in.

TDS on dividend

Members may note that the Income Tax Act, 1961 ("IT Act"), as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after 1st April, 2020 shall be taxable in the hands of the Shareholders. The Company shall, therefore, be required to deduct Tax at Source (TDS) at the time of making payment of Dividend, if declared by the Shareholders at the AGM. The TDS rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961. Members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their DPs or in case shares are held in physical mode, with the Company by sending email to our RTA at investor@ankitonline.com or compliance@ankitonline.com

A Resident individual shareholder with PAN and who is not liable to pay income tax, can submit a declaration in Form No. 15G/15H, to avail the benefit of non deduction of tax at source by sending an email to accounts@cpuniverse.in latest by 10th September, 2023. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to accounts@cpuniverse.in. The aforesaid declarations and documents need to be submitted by the shareholders latest by 10th September, 2023.

By Order of the Board
For CAREER POINT LIMITED

Manmohan Pareek
Company Secretary
ICSI Membership No. A34858

STATEMENT/ EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SEBI (LODR) REGULATION, 2015 AND CIRCULAR ISSUED THEREUNDER

The Statement/ Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), and Regulation 23 of the given here under sets out material facts relating to the special business mentioned at Item Nos. 6 to 13 of the accompanying Notice dated 14th August, 2023.

Item No. 6

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Akshya Gupta as an Additional Director (Independent) with effect from 15th August, 2023 to hold office for a period of five consecutive years with effect from 15th August, 2023, not liable to retire by rotation, subject to consent by the members of the company at the ensuing Annual General Meeting ('AGM').

As an Additional Director, Mr. Akshya Gupta holds office till the date of AGM and is eligible for being appointed as an Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 ("the Act") from a Member signifying his intention to propose the appointment of Mr. Akshya Gupta as a Director of the Company. Mr. Akshya Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he has also given his consent to act as a Director of the Company. The Company has also received a declaration from Mr. Akshya Gupta confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Akshya Gupta fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management. Considering his vast experience, his presence on the Board will be of immense value to the Company. He is a qualified Company Secretary (CS) from Institute of Company Secretaries of India. He has over 5 years of experience in the field of Corporate Affairs, Intellectual property Rights etc. He holds a Bachelor's Degree in Commerce. A copy of the draft letter of appointment for Independent Directors setting out the terms and conditions for appointment of Independent Directors is available for inspection by the Members at the Corporate Office of the Company on all working days between 10:00 am to 1:00 pm and is also available on the website of the Company www.cpil.in

Mr. Akshya Gupta is not related to any Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Akshya Gupta, are concerned or interested in the above resolution.

The Board commends the special resolution as set out in Item No. 6 of this Notice for your approval.

Item No. 7

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, appointed Mrs. Neha Garg as an Additional Director (Independent) with effect

from 15th August, 2023 to hold office for a period of five consecutive years with effect from 15th August, 2023, not liable to retire by rotation, subject to consent by the members of the company at the ensuing Annual General Meeting ('AGM').

As an Additional Director, Mrs. Neha Garg holds office till the date of AGM and is eligible for being appointed as an Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 ("the Act") from a Member signifying her intention to propose the appointment of Mrs. Neha Garg as a Director of the Company. Mrs. Neha Garg is not disqualified from being appointed as a Director in terms of Section 164 of the Act and she has also given her consent to act as a Director of the Company. The Company has also received a declaration from Mrs. Neha Garg confirming that she meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mrs. Neha Garg fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and she is independent of the management. Considering her vast experience, her presence on the Board will be of immense value to the Company. She is a qualified Chartered Accountant (CA) from Institute of Chartered Accountants of India. She has over 3 years of experience in the field of Auditing, Taxation, accounting, costing, finance etc. She holds a Bachelor's Degree in Commerce. A copy of the draft letter of appointment for Independent Directors setting out the terms and conditions for appointment of Independent Directors is available for inspection by the Members at the Corporate Office of the Company on all working days between 10:00 am to 1:00 pm and is also available on the website of the Company www.cpil.in

Mrs. Neha Garg is not related to any Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives except Mrs. Neha Garg, are concerned or interested in the above resolution.

The Board commends the special resolution as set out in Item No. 7 of this Notice for your approval.

Item No. 8

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Sanjay Khandelwal as an Additional Director (Independent) with effect from 15th August, 2023 to hold office for a period of five consecutive years with effect from 15th August, 2023, not liable to retire by rotation, subject to consent by the members of the company at the ensuing Annual General Meeting ('AGM').

As an Additional Director, Mr. Sanjay Khandelwal holds office till the date of AGM and is eligible for being appointed as an Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 ("the Act")

from a Member signifying his intention to propose the appointment of Mr. Sanjay Khandelwal as a Director of the Company. Mr. Sanjay Khandelwal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he has also given his consent to act as a Director of the Company. The Company has also received a declaration from Mr. Sanjay Khandelwal confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Sanjay Khandelwal fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management. Considering his vast experience, his presence on the Board will be of immense value to the Company. He is a qualified Company Secretary (CS) from Institute of Company Secretaries of India. He has over 38 years of experience in the field of Finance, Taxation, Costing and Accounting etc. He holds a Bachelor's Degree in Commerce. A copy of the draft letter of appointment for Independent Directors setting out the terms and conditions for appointment of Independent Directors is available for inspection by the Members at the Corporate Office of the Company on all working days between 10:00 am to 1:00 pm and is also available on the website of the Company www.cpil.in

Mr. Sanjay Khandelwal is not related to any Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Sanjay Khandelwal, are concerned or interested in the above resolution.

The Board commends the special resolution as set out in Item No. 8 of this Notice for your approval.

Item No. 9

Mr. Om Prakash Maheshwari was re-appointed as whole time Director of the Company w.e.f. 1st April 2019 for a period of 5 years. The present term will expire on March 31, 2024. The Board of Directors of the Company at its meeting held on August 14, 2023 has reappointed him as a Whole time Director designated as Executive Director and Chief Financial Officer of the Company for the period of five years with effect from April 1, 2024 as per the terms and conditions recommended by the Nomination and Remuneration Committee and subject to the approval of Members at the General Meeting. The terms and conditions of his re-appointment are as under:

Period: Five years with effect from April 1, 2024 to March 31, 2029.

Remuneration:

- a. **Basic Salary:** ₹ 125,000 per month
- b. **House rent allowance:** ₹ 80,000 per month.
- c. **Other Allowances:** ₹ 70,000 per month (including Medical reimbursement, Allowance on purchase of books/Journal/ Periodicals, Transport allowance or such other allowance, by whatever name called, as decided by the Board of Directors from time to time).
- d. **Leave travel allowance** upto one month's salary, which

can be availed once in two years.

- e. **Gratuity:** not exceeding on half month's salary for each completed years of service.
- f. **Bonus:** as per rules of the Company not exceeding 20% of salary.
- g. **Superannuation fund:** superannuation or annuity funds benefits in accordance with any such scheme adopted by the Company.
- h. **Reimbursement of expenses:** Reimbursement of travelling & other expenses incurred by him during the course of business of the Company.
- i. **Club Membership:** Admission and subscription fees for 2 clubs.
- j. **Reimbursement of Mobile phone bill** for use on Company's business.
- k. **Free use of the Company's car,** fuel and reimbursement of Salary of driver for use on the Company's business as well as for own use.
- l. **Washing and Uniform Allowance:** ₹ 5000 per month
- m. **Insurance Premium** of Insurance Policies as defined under the Income Tax Act, 1961

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

Mr. Om Prakash Maheshwari is interested in the resolution as it relates to his own re appointment. Mrs. Neelima Maheshwari, Director, Mr. Pramod Maheshwari, Chairman, Managing Director & Chief Executive Officer and Mr. Nawal Kishore Maheshwari, Executive Director being relatives of Mr. Om Prakash Maheshwari are also concerned or interested in the Resolution.

The Board accordingly recommends the resolution set forth in item no. 9 for approval of the members.

Item No. 10

Mr. Nawal Kishore Maheshwari was re-appointed as whole time Director of the Company w.e.f. 1st April 2019 for a period of 5 years. The present term of will expire on March 31, 2024. The Board of Directors of the Company at its meeting held on August 14, 2023 has reappointed him as a Whole time Director designated as Executive Director of the Company for the period of five years with effect from April 1, 2024 as per the terms and conditions recommended by the Nomination and Remuneration Committee and subject to the approval of Members at the General Meeting. The terms and conditions of his re-appointment are as under:

Period: Five years with effect from April 1, 2024 to March 31, 2029.

Remuneration:

- a. **Basic Salary:** ₹ 125,000 per month
- b. **House rent allowance:** ₹ 80,000 per month.
- c. **Other Allowances:** ₹ 70,000 per month (including Medical reimbursement, Allowance on purchase of books/Journal/ Periodicals, Transport allowance or

such other allowance, by whatever name called, as decided by the Board of Directors from time to time).

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

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

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

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

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

i. Club Membership: Admission and subscription fees for 2 clubs.

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

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

l. Washing and Uniform Allowance: ₹ 5000 per month

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

Other Privileges: Such other privileges, facilities, perquisites and amenities as may be applicable from time to time to the Executives of the Company Mr. Nawal Kishore Maheshwari is concerned or interested in the terms and conditions as above for his re-appointment as Executive Director of the Company. Mr. Om Prakash Maheshwari, Executive Director & Chief Financial Officer and Pramod Maheshwari, Chairman, Managing Director & Chief Executive Officer of the Company being relatives of Mr. Nawal Kishore Maheshwari are also concerned or interested in the Resolution.

The Board accordingly recommends the resolution set forth in item no. 10 for approval of the members.

Item No. 11

Mrs. Neelima Maheshwari (DIN:00194928), has been associated as an Non Executive Non Independent Director of the Company since 12 August 2019 and whose term of office shall expire on 25th September 2024. Keeping in view of her experience and expertise the Board, on the recommendation of Nomination and Remuneration Committee, desires to continue Mrs. Neelima Maheshwari as Non-executive and Non-Independent Director for the period of five years with effect from 26th September 2024 pursuant to applicable provisions of the Companies Act, 2013. A resolution to this effect has been adopted by the Board at its Meeting held on 14th August 2023 wherein Mrs. Neelima Maheshwari has been re-appointed as Director in the capacity of Non-Executive and Non-Independent Director. Also, the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mrs. Neelima Maheshwari

(DIN:00194928), for the office of Director of the Company. Considering the aforesaid, it is proposed to appoint Mrs. Neelima Maheshwari (DIN:00194928), as Non-Executive and Non-Independent Director of the Company, whose office shall be liable to be retire by rotation.

Mrs. Neelima Maheshwari is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. She holds 1339500 equity shares in the Company. Brief Profile and other details of Mrs. Neelima Maheshwari have been given in the annexure attached to the Notice.

Mrs. Neelima Maheshwari is interested in the resolution as it relates to her own appointment and shareholder of the Company. Mrs. Om Prakash Maheshwari, Executive Director & CFO being relative of Mrs. Neelima Maheshwari also concerned or interested in the Resolution.

The Board accordingly recommends the resolution set forth in item no. 11 for approval of the members.

Item No.12

The Company proposes to advance Inter-Corporate Deposits/Loans to for the purpose of meeting their day to day working capital requirements as and when necessary and deemed if fit by the Board of the Company and they are the related parties with respect to the company by virtue of below mentioned criteria:

- (a) Career Point University, Kota: Amount not exceeding of Rs. 35 Crores
- (b) Career Point University, Hamirpur: Amount not exceeding of Rs. 35 Crores
- (c) Sankalp Capital Private Limited: Amount not exceeding of Rs.10 Crores

Name of the Com./ Body Corporate	Interested Director
Career Point University, Kota	Mr. Pramod Maheshwari, Mr. Om Prakash Maheshwari & Mr. Nawal Kishore Maheshwari-Member of Board of Mgmt.
Career Point University, Hamirpur	Mr. Pramod Maheshwari, Mr. Om Prakash Maheshwari and Mr. Nawal Kishore Maheshwari-Member of Board of Mgmt.
Sankalp Capital Pvt. Ltd.	Mr. Pramod Maheshwari, Mr. Om Prakash Maheshwari & Mr. Nawal Kishore Maheshwari-Common Directorship & hold more than 2% of paid up share Capital of the Company

The provisions of Section 185 of the Companies Act, 2013, mandates that such Inter-Corporate deposits/Loans can be granted if a Special Resolution at the General Meeting of the of the Shareholders is passed. The required particulars as per proviso to a of Section 185(2) are given hereunder.

Name of the Com./ Body Corporate	Amount proposed to be given by the Comp. not exceeding of ₹	Purpose for which the Inter-Corp. Deposits/Loans is proposed to be utilised
Career Point University, Kota	35 Crores	To meet day to day working capital requirements of the Comp.
Career Point University, Hamirpur	35 Crores	To meet day to day working capital requirements of the Comp.
Sankalp Capital working capital	10 Crores	To meet day to day requirements of the Comp. Pvt Ltd

Except Mr. Pramod Maheshwari and his relatives, Mr. Om Prakash Maheshwari, Mr. Naval Kishor Maheshwari, and Mrs. Neelima Maheshwari none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, monetarily or otherwise in proposed Special Resolution.

The Resolution at Item No. 12 of the Notice is recommended by the Board to be passed as a Special Resolution.

Item No.13

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective, April 1, 2022, states that all Material Related Party Transaction ('RPT') with an aggregate value exceeding '1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. The amended Regulation 2(1)(zc) of the SEBI Listing Regulations has also enhanced the definition of related party transaction which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

It is in the above context that Resolutions No. 13 is placed for the approval of the Shareholders of the Company.

The Company is engaged in the business of providing educational services and other ancillary and incidental services etc. and is required to enter into various operational transactions with its related parties in the ordinary course of business to achieve business objectives, which are carried out either directly or through it's subsidiaries. The annual consolidated turnover of the Company as on March 31, 2023 is Rs. 91.25 crore (excluding duties and taxes) and standalone turnover of the Company as on March 31, 2023 is Rs. 55.66 crore (excluding duties and taxes).

In furtherance of its business activities, the Company and its Subsidiaries have entered into / will enter into transactions / contract(s) / agreement(s) / arrangement(s) with related parties in terms of Regulation 2(1)(zc)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

The Company has a well-defined governance process for the related party transactions undertaken by it. These transactions are independently reviewed by the accounting firms / Independent accounting firms for arm's length consideration and compared with the benchmarks available for similar type of transactions and these analyses are presented to the Audit Committee.

Further, all related party transactions are undertaken after obtaining prior approval of the Audit Committee. The Audit Committee of the Company currently comprises independent directors. All related party transactions have been unanimously approved by the Audit Committee after satisfying itself that the related party transactions are at arm's length and in the ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into by the Company during the previous quarter, pursuant to its approvals. The related party transactions between the Company and its subsidiaries and their related parties are approved by the audit committees consisting of majority of independent directors.

Members may note that these Related Party Transactions as placed for members' approval, shall, at all times, be subject to prior approval of the Audit Committee of the Company and shall continue to be an arm's length basis and in the ordinary course of business of the Company. As per the amended Listing Regulations which are effective from January 01, 2022, all the related party transactions are required to be approved by only those members of the Audit committee, who are independent directors.

The aforesaid related party transactions with related parties shall also be reviewed/ monitored by the Audit Committee of the Company as per requirements of the Listing Regulations and the Act and shall remain within the limits as approved by the members. Any subsequent material modifications in the proposed transactions, as defined by the Audit committee forming part of Company's policy on related party transactions available at www.cpil.in shall be placed before the members for approval, in terms of Regulation 23(4) of the Listing Regulations.

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

Mr. Pramod Maheshwari, Chairman, Managing Director & CEO and Mr. Om Prakash Maheshwari, Chief Financial Officer and Key Managerial Personnel of the Company, are interested in the Ordinary Resolution set out at Item No. 13.

The relative(s) of Mr. Pramod Maheshwari and Mr. Om Prakash Maheshwari may be deemed to be interested in the said

Ordinary Resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 13 of the Notice.

Pursuant to Regulation 23 of the Listing Regulations, in respect of voting on this resolution, no related party shall vote to approve resolution set out at Item No. 13.

The Board accordingly recommends the resolution set forth in Item no. 13 for approval of the members as Ordinary Resolution.

A.TRANSACTIONS BETWEEN THE COMPANY AND ITS SUBSIDIARIES ON THE ONE HAND AND RELATED PARTIES ON THE OTHER HAND AS PER RESOLUTION NO. 13

A-1. TRANSACTION WITH CAREER POINT UNIVERSITY, KOTA

Career Point University, Kota ("CPUK") is one such entity and a related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and / or arrangements and / or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

CPUK is engaged in the business of providing formal educational services. The details of Related Party Transactions entered by the Company and its subsidiaries, with CPUK during the preceding two financial years 2021-22 and 2022-23, are given below:

Category of Transactions	FY 2021-22	FY 2022-23
Availing of services	37.65 Cr	21.94 Cr
Rendering of services	33.78 Cr	35.08 Cr

Note: The members may please note that the aforesaid Related Party Transactions were done on an arms' length basis and in the ordinary course of business in compliance with the applicable provisions of the Act.

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with CPUK, and in view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with CPUK, during the financial year 2023-24, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

The Related Party Transactions, being operational and critical in nature, play a significant role in Company's / its subsidiaries business(es) and therefore, approval of members of the Company is sought for material Related Party Transactions with CPUK.

The relevant details with respect to material Related Party Transactions entered/ to be entered into with CPUK, are outlined as under:

1. Name of the Related Party and Relationship

CPUK is an University established vide Career Point University Act, 2012 and group entity of the Company. Chairman, Managing Director & CEO Mr. Pramod Maheshwari of the Company is the Chairperson of the University and Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are members of Board of Management of the University.

2. Name of Director(s) or Key Managerial Personnel who is related, if any

Mr. Pramod Maheshwari, CEO and Mr. Om Prakash Maheshwari, CFO are member of the Board of Management of the University.

3. Nature, Duration/ Tenure, Material Terms, Monetary Value and Particulars of the Contract or Arrangement

The Company and its subsidiaries have entered into Related Party Transactions with CPUK on an arm's length basis and in the ordinary course of business. The relevant details of the material Related Party Transactions are as under:

a. Availing of services: Financial transaction and other services:

Availing of services, purchase of any goods and material, avail financial assistance by the Company and/or its subsidiaries from CPUK including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 45 crores on any date during the financial year 2023-24.

b. Rendering of services: Financial transaction and other services:

rendering of services, sale of any goods and material, providing financial assistance by the Company and/or its subsidiaries to CPUK including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of CPUK, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 45 crores on any date during the financial year 2023-24.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions with CPUK, during the financial year 2023-24.

4. Percentage of Company's Annual Consolidated Turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions

a. Availing of Services- Approximately 24.04% of annual consolidated turnover of the Company for the financial year 2022-23

b. Rendering of Services- Approximately 38.44% of annual consolidated turnover of the Company for the financial year 2022-23

Notes:

(i) The percentage mentioned above is based on the transaction amount of financial year 2022-23 and consolidated turnover of financial year 2022-23 and the further percentage shall depend upon consolidated turnover of the Company for the financial years 2023-24.

5. Details about Valuation/ Arm's Length and Ordinary Course of Business

The Company undertakes that all these related party transactions are independently reviewed by the accounting firms / Independent accounting firms for arm's length consideration and compared with the benchmarks available for similar type of transactions and these analyses are presented to the Audit Committee. The Related Party Transactions are in the ordinary course of business of the Company given the industry in which the Company operates.

6. Rationale/ benefit of the transactions with Related Party or the justification as to why the transactions with Related Party are in the interest of the Company

Please refer to "background, details and benefits of the transaction" which form part of the explanatory statement to the resolution no-13.

7. Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and / or its subsidiaries

The Company and it's subsidiaries availing and /or rendering financial assistance, loan transaction(s) and /or advances to CPUK for its operation educational activities.

8. Any other information relevant or important for the members to take a decision on the proposed resolution/ any other information that may be relevant

All relevant/ important information form a part of this explanatory statement setting out material facts pursuant to Section 102(1) of the Act. Based on the information on Related Party Transactions, summarized in this Notice of AGM, the Audit Committee and the Board have approved entering into/ continuing the aforesaid Related Party Transactions and have reviewed, noted and recommended that the approval of the members be also sought for the resolution set out at Item No. 13.

A-2. TRANSACTION WITH CAREER POINT UNIVERSITY, HAMIRPUR

Career Point University, Hamirpur ("CPUH") is one such entity and a related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and / or arrangements and / or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

CPUH is engaged in the business of providing formal educational services. The details of Related Party Transactions entered by the Company and its subsidiaries, with CPUH during the preceding two financial years 2021-22 and 2022-23, are given below:

Category of Transactions	FY 2021-22	FY 2022-23
Availing of services	9.75 Cr	9.36 Cr
Rendering of services	8.19 Cr	11.43 Cr

Note: The members may please note that the aforesaid Related Party Transactions were done on an arms' length basis and in the ordinary course of business in compliance with the applicable provisions of the Act.

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with CPUH, and in view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with CPUH, during the financial year 2023-24, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

The Related Party Transactions, being operational and critical in nature, play a significant role in Company's / its subsidiaries business(es) and therefore, approval of members of the Company is sought for material Related Party Transactions with CPUH.

The relevant details with respect to material Related Party Transactions entered/ to be entered into with CPUH, are outlined as under:

1. Name of the Related Party and Relationship

CPUH is an University and group entity of the Company. Chairman, Managing Director & CEO Mr. Pramod Maheshwari of the Company is the Chairperson of the University and Mr. Om Prakash Maheshwari, Whole time Director& CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are members of Board of Management of the University.

2. Name of Director(s) or Key Managerial Personnel who is related, if any

Mr. Pramod Maheshwari, CEO and Mr. Om Prakash Maheshwari, CFO are member of the Board of Management of the University.

3. Nature, Duration/ Tenure, Material Terms, Monetary Value and Particulars of the Contract or Arrangement

The Company and its subsidiaries have entered into Related Party Transactions with CPUH on an arm's length basis and in the ordinary course of business. The relevant details of the material Related Party Transactions are as under:

a. Availing of services: Financial transaction and other services:

Availing of services, purchase of any goods and material,

avail financial assistance by the Company and/or its subsidiaries from CPUH including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 15 crores on any date during the financial year 2023-24.

b. Rendering of services: Financial transaction and other services:

rendering of services, sale of any goods and material, providing financial assistance by the Company and/or its subsidiaries to CPUH including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of CPUH, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 15 crores on any date during the financial year 2023-24.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the financial 2023-24.

4. Percentage of Company's Annual Consolidated Turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions

a. Availing of Services- Approximately 10.26% of annual consolidated turnover of the Company for the financial year 2022-23

b. Rendering of Services- Approximately 12.53% of annual consolidated turnover of the Company for the financial year 2022-23

Notes:

(i) The percentage mentioned above is based on the transaction amount of financial year 2022-23 and consolidated turnover of financial year 2022-23 and the further percentage shall depend upon consolidated turnover of the Company for the financial years 2023-24.

5. Details about Valuation/ Arm's Length and Ordinary Course of Business

The Company undertakes that all these related party transactions are independently reviewed by the accounting firms / Independent accounting firms for arm's length consideration and compared with the benchmarks available for similar type of transactions and these analyses are presented to the Audit Committee. The Related Party Transactions are in the ordinary course of business of the Company given the industry in which the Company operates.

6. Rationale/ benefit of the transactions with Related Party or the justification as to why the transactions with Related Party are in the interest of the Company

Please refer to "background, details and benefits of the

transaction" which form part of the explanatory statement to the resolution no-13.

7. Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and / or its subsidiaries

The Company and it's subsidiaries availing and /or rendering financial assistance, loan transaction(s) and /or advances to CPUH for its operation educational activities.

8. Any other information relevant or important for the members to take a decision on the proposed resolution/ Any other information that may be relevant

All relevant/ important information form a part of this explanatory statement setting out material facts pursuant to Section 102(1) of the Act. Based on the information on Related Party Transactions, summarized in this Notice of AGM, the Audit Committee and the Board have approved entering into / continuing the aforesaid Related Party Transactions and have reviewed, noted and recommended that the approval of the members be also sought for the resolution set out at Item No. 13.

A-3. TRANSACTION WITH SRAJAN VENTURE PRIVATE LIMITED

Srajan Venture Private Limited ("SVPL") is one such entity and a related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and / or arrangements and / or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

SVPL is engaged in the business of providing formal educational services. The details of Related Party Transactions entered by the Company and its subsidiaries, with SVPL during the preceding two financial years 2021-22 and 2022-23, are given below:

Category of Transactions	FY 2021-22	FY 2022-23
Availing of services	9.52 Cr	0.00 Cr
Rendering of services	6.28 Cr	0.05 Cr

Note: The members may please note that the aforesaid Related Party Transactions were done on an arms' length basis and in the ordinary course of business in compliance with the applicable provisions of the Act.

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with SVPL, and in view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with SVPL, during the financial year 2023-24, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

The Related Party Transactions, being operational and critical in nature, play a significant role in Company's / its subsidiaries business(es) and therefore, approval of members of the

Company is sought for material Related Party Transactions with SVPL

The relevant details with respect to material Related Party Transactions entered/ to be entered into with SVPL, are outlined as under:

1. Name of the Related Party and Relationship

SVPL is a private limited company and group entity of the Company. Mr. Pramod Maheshwari, Chairman, Managing Director & CEO of the Company, and Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director Promoters and of the Company are the directors in SVPL.

2. Name of Director(s) or Key Managerial Personnel who is related, if any

Mr. Pramod Maheshwari, Chairman, Managing Director & CEO of the Company, and Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the directors in SVPL.

3. Nature, Duration/ Tenure, Material Terms, Monetary Value and Particulars of the Contract or Arrangement

The Company and its subsidiaries have entered into Related Party Transactions with SVPL on an arm's length basis and in the ordinary course of business. The relevant details of the material Related Party Transactions are as under:

a. Availing of services: Financial transaction and other services:

Availing of services, purchase of any goods and material, avail financial assistance by the Company and/or subsidiaries its from SVPL including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 5 crores on any date during the financial year 2023-24.

b. Rendering of services: Financial transaction and other services

rendering of services, sale of any goods and material, providing financial assistance by the Company and/or its subsidiaries to SVPL including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of SVPL, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 5 crores on any date during the financial year 2023-24..

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the financial years 2023-24.

4. Percentage of Company's Annual Consolidated Turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions

a. Availing of Services- Approximately 0.00% of annual consolidated turnover of the Company for the financial year 2022-23

b. Rendering of Services- Approximately 0.05% of annual consolidated turnover of the Company for the financial year 2022-23

Notes:

(i) The percentage mentioned above is based on the transaction amount of financial year 2022-23 and consolidated turnover of financial year 2022-23 and the further percentage shall depend upon consolidated turnover of the Company for the financial years 2023-24.

5. Details about Valuation/ Arm's Length and Ordinary Course of Business

The Company undertakes that all these related party transactions are independently reviewed by the accounting firms / Independent accounting firms for arm's length consideration and compared with the benchmarks available for similar type of transactions and these analyses are presented to the Audit Committee. The Related Party Transactions are in the ordinary course of business of the Company given the industry in which the Company operates.

6. Rationale/ benefit of the transactions with Related Party or the justification as to why the transactions with Related Party are in the interest of the Company

Please refer to "background, details and benefits of the transaction" which form part of the explanatory statement to the resolution no-13.

7. Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and / or its subsidiaries

The Company and it's subsidiaries availing and /or rendering financial assistance, loan transaction(s) and /or advances to SVPL for its operational activities.

8. Any other information relevant or important for the members to take a decision on the proposed resolution/ any other information that may be relevant

All relevant/ important information form a part of this explanatory statement setting out material facts pursuant to Section 102(1) of the Act. Based on the information on Related Party Transactions, summarized in this Notice of AGM, the Audit Committee and the Board have approved entering into/continuing the aforesaid Related Party Transactions and have reviewed, noted and recommended that the approval of the members be also sought for the resolution set out at Item No. 13.

A-4. TRANSACTION WITH MAHESHWARI TRADING COMPANY

Maheshwari Trading Company ("MTC") is one such entity and a related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and / or arrangements and / or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

MTC is a partnership firm and engaged in the business of commodities. The details of Related Party Transactions entered by the Company and its subsidiaries, with MTC during the preceding two financial years 2021-22 and 2022-23, are given below:

Category of Transaction	FY 2021-22	FY 2022-23
Availing of services:	37.91 Cr	6.92 Cr
Rendering of services	24.64 Cr	12.38 Cr

Note: The members may please note that the aforesaid Related Party Transactions were done on an arms' length basis and in the ordinary course of business in compliance with the applicable provisions of the Act.

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with MTC, and in view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with MTC, during the financial year 2023-24, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

The Related Party Transactions, being operational and critical in nature, play a significant role in Company's / its subsidiaries business(es) and therefore, approval of members of the Company is sought for material Related Party Transactions with MTC.

The relevant details with respect to material Related Party Transactions entered/ to be entered into with MTC, are outlined as under:

1. Name of the Related Party and Relationship

MTC is a partnership firm and group entity of the Company and engaged in the business of trading in commodities. Mr. Pramod Maheshwari, Chairman, Managing Director & CEO of the Company, and Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the partners in MTC.

2. Name of Director(s) or Key Managerial Personnel who is related, if any

Mr. Pramod Maheshwari, Chairman, Managing Director & CEO of the Company, and Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the partners in MTC.

3. Nature, Duration/ Tenure, Material Terms, Monetary Value and Particulars of the Contract or Arrangement

The Company and its subsidiaries have entered into Related Party Transactions with MTC on an arm's length basis and in the ordinary course of business. The relevant details of the material Related Party Transactions are as under:

a. Availing of services: Financial transaction and other services:

Availing of services, purchase of any goods and material, avail financial assistance by the Company and/or its subsidiaries from MTC including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 12 crores on any date during the financial year 2023-24.

b. Rendering of services: Financial transaction and other services:

rendering of services, sale of any goods and material, providing financial assistance by the Company and/or its subsidiaries to MTC including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of MTC, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 12 crores on any date during the financial year 2023-24.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the financial years 2023-24.

4. Percentage of Company's Annual Consolidated Turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions

a. Availing of Services- Approximately 7.58% of annual consolidated turnover of the Company for the financial year 2022-23

b. Rendering of Services- Approximately 13.57% of annual consolidated turnover of the Company for the financial year 2022-23

Notes:

(i) The percentage mentioned above is based on the transaction amount of financial year 2022-23 and consolidated turnover of financial year 2022-23 and the further percentage shall depend upon consolidated turnover of the Company for the financial years 2023-24.

5. Details about Valuation/ Arm's Length and Ordinary Course of Business

The Company undertakes that all these related party transactions are independently reviewed by the accounting firms / Independent accounting firms for arm's length consideration and compared with the benchmarks available for similar type of transactions and these analyses are presented to the Audit Committee. The Related Party Transactions are in the ordinary course of business of the Company given the industry in which the Company operates.

6. Rationale/ benefit of the transactions with Related Party or the justification as to why the transactions with Related

Party are in the interest of the Company

Please refer to "background, details and benefits of the transaction" which form part of the explanatory statement to the resolution no-13.

7. Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and / or its subsidiaries

The Company and its subsidiaries availing and /or rendering financial assistance, loan transaction(s) and /or advances to MTC for its operational activities.

8. Any other information relevant or important for the members to take a decision on the proposed resolution/ Any other information that may be relevant

All relevant/ important information form a part of this explanatory statement setting out material facts pursuant to Section 102(1) of the Act. Based on the information on Related Party Transactions, summarized in this Notice of AGM, the Audit Committee and the Board have approved entering into / continuing the aforesaid Related Party Transactions and have reviewed, noted and recommended that the approval of the members be also sought for the resolution set out at Item No. 13.

A-5. TRANSACTION WITH GOPI BAI FOUNDATION TRUST

Gopi Bai Foundation Trust ("GBFT") is one such entity and a related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and / or arrangements and / or transactions ("**Related Party Transactions**"), on an arm's length basis and in the ordinary course of business.

Gopi Bai Foundation Trust is a trust and engaged in the business of education. The details of Related Party Transactions entered by the Company and its subsidiaries, with GBFT during the preceding two financial years 2021-22 and 2022-23, are given below:

Category of Transaction	FY 2021-22	FY 2022-23
Availing of services	0.00 Cr.	2.07 Cr.
Rendering of services	0.00 Cr.	3.24 Cr.

Note: The members may please note that the aforesaid Related Party Transactions were done on an arms' length basis and in the ordinary course of business in compliance with the applicable provisions of the Act.

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with GBFT, and in view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with GBFT, during the financial year 2023-24, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

The Related Party Transactions, being operational and critical in nature, play a significant role in Company's / its subsidiaries

business(es) and therefore, approval of members of the Company is sought for material Related Party Transactions with GBFT.

The relevant details with respect to material Related Party Transactions entered/ to be entered into with GBFT, are outlined as under:

1. Name of the Related Party and Relationship

Gopi Bai Foundation Trust is a registered trust and group entity of the Company and engaged in the business of education. Mr. Pramod Maheshwari, Chairman, Managing Director & CEO of the Company, and Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the trustees in Gopi Bai Foundation Trust.

2. Name of Director(s) or Key Managerial Personnel who is related, if any

Mr. Pramod Maheshwari, Chairman, Managing Director & CEO of the Company, and Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the trustees in Gopi Bai Foundation Trust.

3. Nature, Duration/ Tenure, Material Terms, Monetary Value and Particulars of the Contract or Arrangement

The Company and its subsidiaries have entered into Related Party Transactions with Proseed on an arm's length basis and in the ordinary course of business. The relevant details of the material Related Party Transactions are as under:

a. Availing of services: Financial transaction and other services:

Availing of services, purchase of any goods and material, avail financial assistance by the Company and/or its subsidiaries from GBFT including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 10 crores on any date during the financial year 2023-24.

b. Rendering of services: Financial transaction and other services

rendering of services, sale of any goods and material, providing financial assistance by the Company and/or its subsidiaries to GBFT including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of GBFT, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 10 crores on any date during the financial year 2023-24.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought

for transactions during the financial years 2023-24.

4. Percentage of Company's Annual Consolidated Turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions

a. Availing of Services- Approximately 2.27 % of annual consolidated turnover of the Company for the financial year 2022-23

b. Rendering of Services- Approximately 3.55 % of annual consolidated turnover of the Company for the financial year 2022-23

Notes:

(i) The percentage mentioned above is based on the transaction amount of financial year 2022-23 and consolidated turnover of financial year 2022-23 and the further percentage shall depend upon consolidated turnover of the Company for the financial years 2023-24.

5. Details about Valuation/ Arm's Length and Ordinary Course of Business

The Company undertakes that all these related party transactions are independently reviewed by the accounting firms / Independent accounting firms for arm's length consideration and compared with the benchmarks available for similar type of transactions and these analyses are presented to the Audit Committee. The Related Party Transactions are in the ordinary course of business of the Company given the industry in which the Company operates.

6. Rationale/ benefit of the transactions with Related Party or the justification as to why the transactions with Related Party are in the interest of the Company

Please refer to "background, details and benefits of the transaction" which form part of the explanatory statement to the resolution no-13.

7. Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and / or its subsidiaries

The Company and It's subsidiary Srajan Capital Limited rendered financial assistance, loan transaction(s) and /or advances to GBFT for its operational activities.

8. Any other information relevant or important for the members to take a decision on the proposed resolution/ any other information that may be relevant

All relevant/ important information form a part of this explanatory statement setting out material facts pursuant to Section 102(1) of the Act. Based on the information on Related Party Transactions, summarized in this Notice of AGM, the Audit Committee and the Board have approved entering into / continuing the aforesaid Related Party Transactions and have reviewed, noted and recommended that the approval of the members be also sought for the resolution set out at Item No. 13.

A-6. TRANSACTION WITH SURAGO AGRO PRIVATE LIMITED

Surago Agro Private Limited ("SUAPL") is one such entity and a related party within the meaning of Regulation 2(1) (zb) of the

Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and / or arrangements and / or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

SUAPL is a private limited company. The details of Related Party Transactions entered by the Company and its subsidiaries, with SUAPL during the preceding two financial years 2021-22 and 2022-23, are given below:

Category of Transaction	FY 2021-22	FY 2022-23
Availing of services	8.40 Cr.	6.07 Cr.
Rendering of services	12.38 Cr	6.93 Cr

Note: The members may please note that the aforesaid Related Party Transactions were done on an arms' length basis and in the ordinary course of business in compliance with the applicable provisions of the Act.

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with SUAPL, and in view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with SUAPL, during the financial year 2023-24, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

The Related Party Transactions, being operational and critical in nature, play a significant role in Company's / its subsidiaries business(es) and therefore, approval of members of the Company is sought for material Related Party Transactions with SUAPL.

The relevant details with respect to material Related Party Transactions entered/ to be entered into with SUAPL, are outlined as under:

1. Name of the Related Party and Relationship

SAPL is a private limited company and group entity of the Company. Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the Directors in SUAPL.

2. Name of Director(s) or Key Managerial Personnel who is related, if any

Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the Directors in SUAPL.

3. Nature, Duration/ Tenure, Material Terms, Monetary Value and Particulars of the Contract or Arrangement

The Company and its subsidiaries have entered into Related Party Transactions with SUAPL on an arm's length basis and in the ordinary course of business. The relevant details of the material Related Party Transactions are as under:

a. Availing of services: Financial transaction and other

services:

Availing of services, purchase of any goods and material, avail financial assistance by the Company and/or its subsidiaries from SUAPL including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 15 crores on any date during the financial year 2023-24.

b. Rendering of services: Financial transaction and other services:

rendering of services, sale of any goods and material, providing financial assistance by the Company and/or its subsidiaries to SUAPL including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase / sale / lease / exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of SUAPL, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 15 crores on any date during the financial year 2023-24.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the financial years 2023-24.

4. Percentage of Company's Annual Consolidated Turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions

a. Availing of Services- Approximately 6.65 % of annual consolidated turnover of the Company for the financial year 2022-23

b. Rendering of Services- Approximately 7.59 % of annual consolidated turnover of the Company for the financial year 2022-23

Notes:

- (i) The percentage mentioned above is based on the transaction amount of financial year 2022-23 and consolidated turnover of financial year 2022-23 and the further percentage shall depend upon consolidated turnover of the Company for the financial years 2023-24.

5. Details about Valuation/ Arm's Length and Ordinary Course of Business

The Company undertakes that all these related party transactions are independently reviewed by the accounting firms / Independent accounting firms for arm's length consideration and compared with the benchmarks available for similar type of transactions and these analyses are presented to the Audit Committee. The Related Party Transactions are in the ordinary course of business of the Company given the industry in which the Company operates.

6. Rationale/ benefit of the transactions with Related Party or the justification as to why the transactions with Related

Party are in the interest of the Company

Please refer to "background, details and benefits of the transaction" which form part of the explanatory statement to the resolution no-13.

7. Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and / or its subsidiaries

The Company and its subsidiaries availing and /or rendering financial assistance, loan transaction(s) and /or advances to SUAPL for its operational activities.

8. Any other information relevant or important for the members to take a decision on the proposed resolution/ Any other information that may be relevant

All relevant/ important information form a part of this explanatory statement setting out material facts pursuant to Section 102(1) of the Act. Based on the information on Related Party Transactions, summarized in this Notice of AGM, the Audit Committee and the Board have approved entering into / continuing the aforesaid Related Party Transactions and have reviewed, noted and recommended that the approval of the members be also sought for the resolution set out at Item No. 13.

A-7. TRANSACTION WITH WELLWIN TECHNOLOGIES LIMITED

Wellwin Technosoft Limited ("WTL") is one such entity and are related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and / or arrangements and / or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

WTL is a public limited company. The details of Related Party Transactions entered by the Company and its subsidiaries, with WTL during the preceding two financial years 2021-22 and 2022-23, are given below:

Category of Transaction	FY 2021-22	FY 2022-23
Availing of services	30.60 Cr	24.12 Cr
Rendering of services	24.88 Cr	43.85 Cr

Note: The members may please note that the aforesaid Related Party Transactions were done on an arms' length basis and in the ordinary course of business in compliance with the applicable provisions of the Act.

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with WTL, and in view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with WTL, during the financial year 2023-24, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

The Related Party Transactions, being operational and critical in nature, play a significant role in Company's / its subsidiaries business(es) and therefore, approval of members of the

Company is sought for material Related Party Transactions with WTL.

The relevant details with respect to material Related Party Transactions entered/ to be entered into with WTL, are outlined as under:

1. Name of the Related Party and Relationship

WTL is a public limited company and group entity of the Company. Mr. Pramod Maheshwari, Chairman, MD & CEO, Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the Directors in WTL.

2. Name of Director(s) or Key Managerial Personnel who is related, if any

Mr. Pramod Maheshwari, Chairman, MD & CEO, Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the Directors in WTL.

3. Nature, Duration/ Tenure, Material Terms, Monetary Value and Particulars of the Contract or Arrangement

The Company and its subsidiaries have entered into Related Party Transactions with WTL on an arm's length basis and in the ordinary course of business. The relevant details of the material Related Party Transactions are as under:

a.Avaling of services: Financial transaction and other services:

Avaling of services, purchase of any goods and material, avail financial assistance by the Company and/or its subsidiaries from WTL including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 55 crores on any date during the financial year 2023-24.

b.Rendering of services: Financial transaction and other services

rendering of services, sale of any goods and material, providing financial assistance by the Company and/or its subsidiaries to WTL including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of WTL, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 55 crores on any date during the financial year 2023-24.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the financial years 2023-24.

4. Percentage of Company's Annual Consolidated Turnover, for the immediately preceding financial year, that is

represented by the value of the proposed transactions

a. Avaling of Services- Approximately 26.43 % of annual consolidated turnover of the Company for the financial year 2022-23

b. Rendering of Services- Approximately 48.05 % of annual consolidated turnover of the Company for the financial year 2022-23

Notes:

(i) The percentage mentioned above is based on the transaction amount of financial year 2022-23 and consolidated turnover of financial year 2022-23 and the further percentage shall depend upon consolidated turnover of the Company for the financial years 2023-24.

5. Details about Valuation/ Arm's Length and Ordinary Course of Business

The Company undertakes that all these related party transactions are independently reviewed by the accounting firms / Independent accounting firms for arm's length consideration and compared with the benchmarks available for similar type of transactions and these analyses are presented to the Audit Committee. The Related Party Transactions are in the ordinary course of business of the Company given the industry in which the Company operates.

6. Rationale/ benefit of the transactions with Related Party or the justification as to why the transactions with Related Party are in the interest of the Company

Please refer to "background, details and benefits of the transaction" which form part of the explanatory statement to the resolution no-13.

7. Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and / or its subsidiaries

The Company and it's subsidiaries availing and/or rendering financial assistance, loan transaction(s) and /or advances to WTL for its operational activities.

8. Any other information relevant or important for the members to take a decision on the proposed resolution/ any other information that may be relevant

All relevant/ important information form a part of this explanatory statement setting out material facts pursuant to Section 102(1) of the Act. Based on the information on Related Party Transactions, summarized in this Notice of AGM, the Audit Committee and the Board have approved entering into / continuing the aforesaid Related Party Transactions and have reviewed, noted and recommended that the approval of the members be also sought for the resolution set out at Item No.13.

A-8. TRANSACTION WITH SOYUG PRIVATE LIMITED

Soyug Private Limited ("SPL") is one such entity and a related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and / or arrangements and / or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

SPL is a private limited company. The details of Related Party Transactions entered by the Company and its subsidiaries, with SPL during the preceding two financial years 2021-22 and 2022-23, are given below:

Category of Transactions	FY 2021-22	FY 2022-23
Availing of services	0.00	0.00
Rendering of services	0.00	0.00

Note: The members may please note that the aforesaid Related Party Transactions were done on an arms' length basis and in the ordinary course of business in compliance with the applicable provisions of the Act.

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with SPL, and in view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with SPL, during a tenure / during the financial year 2023-24, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

The Related Party Transactions, being operational and critical in nature, play a significant role in Company's / its subsidiaries business(es) and therefore, approval of members of the Company is sought for material Related Party Transactions with SPL.

The relevant details with respect to material Related Party Transactions entered/ to be entered into with SPL, are outlined as under:

1. Name of the Related Party and Relationship

SPL is a private limited company and group entity of the Company. Mr. Pramod Maheshwari, Chairman, MD & CEO, Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the Directors in SPL.

2. Name of Director(s) or Key Managerial Personnel who is related, if any

Mr. Pramod Maheshwari, Chairman, MD & CEO, Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the Directors in SPL.

3. Nature, Duration/ Tenure, Material Terms, Monetary Value and Particulars of the Contract or Arrangement

The Company and its subsidiaries have entered into Related Party Transactions with WTL on an arm's length basis and in the ordinary course of business. The relevant details of the material Related Party Transactions are as under:

a. Availing of services: Financial transaction and other services:

Availing of services, purchase of any goods and material, avail financial assistance by the Company and/or its subsidiaries from SPL including but not limited to payment services, acquiring/issuing services for offline and online

transactions and other services, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 40 crores on any date during the financial year 2023-24.

b. Rendering of services: Financial transaction and other services

rendering of services, sale of any goods and material, providing financial assistance by the Company and/or its subsidiaries to SPL including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of SPL, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 40 crores on any date during the financial year 2023-24.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the financial years 2023-24.

4. Percentage of Company's Annual Consolidated Turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions

a. Availing of Services- Approximately 0.00 % of annual consolidated turnover of the Company for the financial year 2022-23

b. Rendering of Services- Approximately 0.00 % of annual consolidated turnover of the Company for the financial year 2022-23

Notes:

(i) The percentage mentioned above is based on the transaction amount of financial year 2022-23 and consolidated turnover of financial year 2022-23 and the further percentage shall depend upon consolidated turnover of the Company for the financial years 2023-24.

5. Details about Valuation/ Arm's Length and Ordinary Course of Business

The Company undertakes that all these related party transactions are independently reviewed by the accounting firms / Independent accounting firms for arm's length consideration and compared with the benchmarks available for similar type of transactions and these analyses are presented to the Audit Committee. The Related Party Transactions are in the ordinary course of business of the Company given the industry in which the Company operates.

6. Rationale/ benefit of the transactions with Related Party or the justification as to why the transactions with Related Party are in the interest of the Company

Please refer to "background, details and benefits of the transaction" which form part of the explanatory statement to the resolution no-13.

7. Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and / or its subsidiaries

The Company and its subsidiaries availing and/or rendering financial assistance, loan transaction(s) and /or advances to SPL for its operational activities.

8. Any other information relevant or important for the members to take a decision on the proposed resolution/ any other information that may be relevant

All relevant/ important information form a part of this explanatory statement setting out material facts pursuant to Section 102(1) of the Act. Based on the information on Related Party Transactions, summarized in this Notice of AGM, the Audit Committee and the Board have approved entering into / continuing the aforesaid Related Party Transactions and have reviewed, noted and recommended that the approval of the members be also sought for the resolution set out at Item No.13.

A-9. TRANSACTION WITH SANKALP CAPITAL PRIVATE LIMITED

Sankalp Capital Private Limited ("SCPL") is one such entity and a related party within the meaning of Regulation 2(1) (zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and / or arrangements and / or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

SCPL is a private limited company. The details of Related Party Transactions entered by the Company and its subsidiaries, with SCPL during the preceding two financial years 2021-22 and 2022-23, are given below:

Category of Transactions	FY 2021-22	FY 2022-23
Availing of services	6.62 Cr	8.91 Cr
Rendering of services	2.60 Cr	12.93 Cr

Note: The members may please note that the Related Party Transactions will be done on an arms' length basis and in the ordinary course of business in compliance with the applicable provisions of the Act.

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with SCPL, and in view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with SCPL, during a tenure / during the financial year 2023-24, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

The Related Party Transactions, being operational and critical in nature, play a significant role in Company's / its subsidiaries business(es) and therefore, approval of members of the Company is sought for material Related Party Transactions with SCPL.

The relevant details with respect to material Related Party

Transactions entered/ to be entered into with SCPL, are outlined as under:

1. Name of the Related Party and Relationship

SCPL is a private limited company and group entity of the Company. Mr. Pramod Maheshwari, Chairman, MD & CEO, Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the Directors in SCPL.

2. Name of Director(s) or Key Managerial Personnel who is related, if any

Mr. Pramod Maheshwari, Chairman, MD & CEO, Mr. Om Prakash Maheshwari, Whole time Director & CFO and Mr. Nawal Kishore Maheshwari, Whole time Director and Promoters of the Company are the Directors in SCPL.

3. Nature, Duration/ Tenure, Material Terms, Monetary Value and Particulars of the Contract or Arrangement

The Company and its subsidiaries have entered into Related Party Transactions with WTL on an arm's length basis and in the ordinary course of business. The relevant details of the material Related Party Transactions are as under:

a. Availing of services: Financial transaction and other services:

Availing of services, purchase of any goods and material, avail financial assistance by the Company and/or its subsidiaries from SCPL including but not limited to payment services, acquiring/issuing services for offline and online transactions and other services, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 15 crores on any date during the financial year 2023-24.

b. Rendering of services: Financial transaction and other services

rendering of services, sale of any goods and material, providing financial assistance by the Company and/or its subsidiaries to SCPL including but not limited to payment services, arrangement for offline and online transactions, technology services, branding, advertising and promotional Services, purchase/ sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of SCPL, transfer of any resources, services or obligations and other services including providing any guarantee, up to a maximum aggregate value and/or total outstanding not exceeding Rs. 15 crores on any date during the financial year 2023-24.

The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the financial year 2023-24.

4. Percentage of Company's Annual Consolidated Turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions

a. Availing of Services- Approximately 9.76 % of annual consolidated turnover of the Company for the financial year 2022-23

b. Rendering of Services- Approximately 14.17 % of annual consolidated turnover of the Company for the financial year 2022-23

Notes:

(i) The percentage mentioned above is based on the transaction amount of financial year 2021-22 and consolidated turnover of financial year 2021-22 and the further percentage shall depend upon consolidated turnover of the Company for the financial years 2023-24.

5. Details about Valuation/ Arm's Length and Ordinary Course of Business

The Company undertakes that all these related party transactions are independently reviewed by the accounting firms / Independent accounting firms for arm's length consideration and compared with the benchmarks available for similar type of transactions and these analyses are presented to the Audit Committee. The Related Party Transactions are in the ordinary course of business of the Company given the industry in which the Company operates.

6. Rationale/ benefit of the transactions with Related Party or the justification as to why the transactions with Related Party are in the interest of the Company

Please refer to "background, details and benefits of the transaction" which form part of the explanatory statement to the resolution no-13.

7. Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and / or its subsidiaries

The Company and its subsidiaries availed and/or rendering financial assistance, loan transaction(s) and /or advances from SCPL for operational activities.

8. Any other information relevant or important for the members to take a decision on the proposed resolution/ Any other information that may be relevant

All relevant/ important information form a part of this explanatory statement setting out material facts pursuant to Section 102(1) of the Act. Based on the information on Related Party Transactions, summarized in this Notice of AGM, the Audit Committee and the Board have approved entering into / continuing the aforesaid Related Party Transactions and have reviewed, noted and recommended that the approval of the members be also sought for the resolution set out at Item No. 13.

Kota (Rajasthan), August 14th 2023

Registered Office:

Village Tangori, Banur
Mohali, Punjab- 140601

Corporate Office:

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

By Order of the Board
For **CAREER POINT LIMITED**

Manmohan Pareek
Company Secretary
ICSI Membership No. A34858

GREEN INITIATIVE IN CORPORATE GOVERNANCE

Dear Shareholders,

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the Companies through electronic mode. In accordance with the circulars issued by the MCA during April and May 2021, companies can now send notices and documents, including Annual Reports and postal ballots to its shareholders through electronic mode to the registered e-mail addresses of the Shareholders.

It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow shareholder as well as the companies to contribute towards a Greener Environment.

Your Company also proposes to participate in this Green initiative by opting for e-mailing all the future shareholder communications henceforth including notices of Annual General Meetings and Annual Reports of the Company to those shareholders opting to receive the same in electronic mode.

To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holding with the Depository through their concerned Depository Participants.

Members who holds shares in physical form are requested to furnish their e-mail id to the following e-mail id viz. careerpointgogreen@linkintime.co.in quoting your folio number, name, PAN, mobile number. We would be mailing all the future shareholder communication to the e-mail id furnished to us.

Please note that as a member of the Company, you will always be entitled to receive all such communication in physical form, upon request.

For Career Point Limited

Manmohan Pareek

Company Secretary

Media Speak

मूवीज: मिरर ऑफ द पॉलीटिक्स पर सेमिनार



कोटा, कैरियर पॉइंट यूनिवर्सिटी व इंटरनैशनलने इन्स्टीट्यूट ऑफ मैनजमेंट, 'मिरर ऑफ द पॉलीटिक्स पर सेमिनार' का आयोजन किया। यूनिवर्सिटी के कुलपति प्रमोद खोस्लाजी ने अध्यक्षता की। सैमिनार में मुख्य अतिथि डॉ. संजय कुमार वर्मा (सी। डी। डिप्लोमा) 'मिरर ऑफ द पॉलीटिक्स पर सेमिनार' का आयोजन किया। डॉ. वर्मा ने कहा कि फिल्मों में समाज के प्रतिबिम्बित रूप में दर्शाया जाता है। उन्होंने कहा कि फिल्मों में समाज के प्रतिबिम्बित रूप में दर्शाया जाता है। उन्होंने कहा कि फिल्मों में समाज के प्रतिबिम्बित रूप में दर्शाया जाता है।

सीपीयू पायोनियर इंक्यूब उद्यमिता को दे रहा प्रोत्सा

महिला उद्यमियों को स्टार्टअप के लिए मिलेगी 15 लाख तक की सौद मनी

कोटा, सीपीयू पायोनियर इंक्यूब उद्यमिता को दे रहा प्रोत्सा... महिला उद्यमियों को स्टार्टअप के लिए मिलेगी 15 लाख तक की सौद मनी... कोटा, सीपीयू पायोनियर इंक्यूब उद्यमिता को दे रहा प्रोत्सा... महिला उद्यमियों को स्टार्टअप के लिए मिलेगी 15 लाख तक की सौद मनी...

कोटा 02-03-2023

सीपीयू मुक्तक का एसटीएसई में बेहतरीन प्रदर्शन



कोटा, सीपीयू मुक्तक का एसटीएसई में बेहतरीन प्रदर्शन... कोटा, सीपीयू मुक्तक का एसटीएसई में बेहतरीन प्रदर्शन... कोटा, सीपीयू मुक्तक का एसटीएसई में बेहतरीन प्रदर्शन...

सीपीयू में तीसरे सेमेस्टर से ही कर रहेगे 50 हजार रुपए प्रतिमाह तक की पैड इंटर्नशिप

सीपीयू में तीसरे सेमेस्टर से ही कर रहेगे 50 हजार रुपए प्रतिमाह तक की पैड इंटर्नशिप

कोटा, सीपीयू में तीसरे सेमेस्टर से ही कर रहेगे 50 हजार रुपए प्रतिमाह तक की पैड इंटर्नशिप... कोटा, सीपीयू में तीसरे सेमेस्टर से ही कर रहेगे 50 हजार रुपए प्रतिमाह तक की पैड इंटर्नशिप...

सीपीयू और जेके टायर्स एंड इंडस

कोटा, राजसमंद स्थित जेके टायर्स एंड इंडस्ट्रीज लि. के एचआर डिवीजन में आर केडिया, बॉयस प्रेसिडेंट (बर्बर) रमेश शीवास्वय, जमल मैनेजर, (एचआर एंड आईआर) तथा रवि पंत, डिप्टी जेएम (एचआर एंड आईआर) तथा कैरियर पॉइंट यूनिवर्सिटी कोट कुम्हार तथा डॉ. संतोष कुमार एसोसिएट प्रो. स्कूल ऑफ कॉमि के बीच हस्ताक्षर किए। इस समझौते के अंतर्गत दोनों संस्था इंडस्ट्रीज में होने वाले प्रायोगिक उपयोग की जानकारी विद्यार्थियों को दे रहेगे।

कोटा 03-02-2023

सेलेब्रिटी नाइट से आइमिटर का समापन

कोटा, सेलेब्रिटी नाइट से आइमिटर का समापन... कोटा, सेलेब्रिटी नाइट से आइमिटर का समापन... कोटा, सेलेब्रिटी नाइट से आइमिटर का समापन...

कोटा 07-05-2023

कैरियर पॉइंट देगा न्यूनतम फीस में कॉलेज

कोटा, कैरियर पॉइंट देगा न्यूनतम फीस में कॉलेज... कोटा, कैरियर पॉइंट देगा न्यूनतम फीस में कॉलेज... कोटा, कैरियर पॉइंट देगा न्यूनतम फीस में कॉलेज...

राष्ट्रीय कॉन्फ्रेंस में 180 से अधिक शोधपत्र पढ़े गए

कोटा, राष्ट्रीय कॉन्फ्रेंस में 180 से अधिक शोधपत्र पढ़े गए... कोटा, राष्ट्रीय कॉन्फ्रेंस में 180 से अधिक शोधपत्र पढ़े गए... कोटा, राष्ट्रीय कॉन्फ्रेंस में 180 से अधिक शोधपत्र पढ़े गए...

'जीवन में विफलताओं को कैसे संभालना है?, यह भी सीखें स्टूडेंट्स'

कोटा, जीवन में विफलताओं को कैसे संभालना है? यह भी सीखें स्टूडेंट्स... कोटा, जीवन में विफलताओं को कैसे संभालना है? यह भी सीखें स्टूडेंट्स... कोटा, जीवन में विफलताओं को कैसे संभालना है? यह भी सीखें स्टूडेंट्स...

सीपीयू छात्रों व

कोटा, सीपीयू छात्रों व... कोटा, सीपीयू छात्रों व... कोटा, सीपीयू छात्रों व...

कोटा 17-01-2023

कोटा, कैरियर पॉइंट देगा न्यूनतम फीस में कॉलेज... कोटा, कैरियर पॉइंट देगा न्यूनतम फीस में कॉलेज... कोटा, कैरियर पॉइंट देगा न्यूनतम फीस में कॉलेज...

सीपीयू स्टूडेंट्स को लिटिगेशन का तोहफा

कोटा, सीपीयू स्टूडेंट्स को लिटिगेशन का तोहफा... कोटा, सीपीयू स्टूडेंट्स को लिटिगेशन का तोहफा... कोटा, सीपीयू स्टूडेंट्स को लिटिगेशन का तोहफा...

आर्थिक स्थिति नहीं बन पाएगी कोविंग में बाधा, कैरियर पॉइंट देगा न्यूनतम फीस में कॉलेज

कोटा, आर्थिक स्थिति नहीं बन पाएगी कोविंग में बाधा, कैरियर पॉइंट देगा न्यूनतम फीस में कॉलेज... कोटा, आर्थिक स्थिति नहीं बन पाएगी कोविंग में बाधा, कैरियर पॉइंट देगा न्यूनतम फीस में कॉलेज...

सीपीयू में आइटीआर तथा पेटेंट फाइलिंग पर कार्यशाला

कोटा, सीपीयू में आइटीआर तथा पेटेंट फाइलिंग पर कार्यशाला... कोटा, सीपीयू में आइटीआर तथा पेटेंट फाइलिंग पर कार्यशाला...

कोटा 07-05-2023

कोटा, कैरियर पॉइंट देगा न्यूनतम फीस में कॉलेज... कोटा, कैरियर पॉइंट देगा न्यूनतम फीस में कॉलेज... कोटा, कैरियर पॉइंट देगा न्यूनतम फीस में कॉलेज...

कैरियर पॉइंट के 53% विद्यार्थियों ने किया क्वालीफाई

कोटा, कैरियर पॉइंट के 53% विद्यार्थियों ने किया क्वालीफाई... कोटा, कैरियर पॉइंट के 53% विद्यार्थियों ने किया क्वालीफाई...

WE LEARN*



*By famous psychiatrist Mr. William Glasser

Hence, at Career Point...
...We Teach More to Learn More!