

February 14, 2023

To, The Manager, BSE Limited Corporate Relationship Department Sir Phirozee Jeejeebhay Towers 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
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Respected Sir/ Madam,

Subject: Intimation of the outcome of the meeting of the Board of Directors of Career Point Limited held on February 14, 2023 and disclosure(s) under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended ("Listing Regulations")

In compliance with Regulation 30 read with Schedule III of the Listing Regulations, we wish to inform that the Board of Directors of the Company ("**the Board**") at its meeting held today, i.e. February 14, 2023 at 12:30 PM at its corporate office, the Board inter alia has transacted the following businesses:

1. Considered and taken on record Standalone and Consolidated Unaudited Financial Results (Statement) for the quarter and nine month ended 31st December, 2022
2. Considered and taken on record the Limited Review Report for the quarter and nine month ended 31st December, 2022
3. Declared Interim dividend for the financial year 2022-23 at Rs. 1/- per equity share i.e. 10% on the face value of Rs. 10/- per share. The said interim dividend will be paid on or before March 16, 2023.
4. Record date for determination the eligibility of shareholders for payment of interim dividend will be Friday **February 24, 2023**.
5. The Board has considered and approved the Scheme of Arrangement between Srajan Capital Limited ("SCL" or "Transferor Company"), Career Point Limited ("Company" or "Transferee Company" or "Demerged Company" or "CPL") and Career Point Edutech Limited ("CP Edutech" or "Resulting Company") and their respective shareholders ("**Scheme**"), which inter alia provides for the following:
 - A. Merger of Transferor Company into the Company. Please note that no shares shall be issued by the Company pursuant to such merger since Transferor Company is a wholly owned subsidiary of the Company.
 - B. Demerger of the Education Business of the Company (Demerged Undertaking as defined in the Scheme)) into the Resulting Company and in consideration thereof, the Resulting Company shall issue its equity shares to the shareholders of the Demerged Company which shall be listed on BSE Limited and the National Stock Exchange of India Limited (collectively referred to as "Stock Exchanges").

The Scheme is, inter alia, subject to receipt of approval from the statutory, regulatory and customary approvals, including approvals from Stock Exchanges, Jurisdictional National Company Law Tribunal, Chandigarh Bench.

CAREER POINT LIMITED

Registered Office: Village Tangori, Banur, Mohali, Punjab 140601 India
Corporate Office: CP Tower, Road No.-1, IPIA, Kota (Rajasthan) -324005
CIN:L80100PB2000PLC054497, Website: www.cpil.in,
Phone:, 07087228882 ; Fax: +91 744 3040050, E-mail- investors@cpil.in

In terms of the Listing Regulations read with SEBI Circular No CIR/CFD/CMD/4/2015 dated September 9, 2015, we are furnishing herewith the details of the Scheme as **Annexure I**.

6. Considered and approved advertisement for publication of Financial Results in Financial Express (English Daily), Jansatta (Hindi Daily) and Nafa Nuksan (Hindi Daily). Full format of the Financial Results for the quarter ended December 31, 2022. shall be available on the website of the Stock Exchange where shares of the Company are listed i.e. www.nseindia.com; www.bseindia.com and on company's website www.cpil.in.
7. Considered the quarterly compliances made by the company as per the SEBI (LODR) Regulations, 2015.
8. The Board took note of Investor Grievance Report for the period ended December 31, 2022.
9. The Board has considered Reconciliation of Share Capital Audit Report for the period ended December 31, 2022.

The meeting of Board of Directors commenced at 12.30 pm and concluded at 14:32 pm

Thanking you,
For **Career Point Limited**

Manmohan Pareek
Company Secretary & Compliance Officer
ICSI Membership No. A34858

Enclosed:

1. Result highlights and update (Q-3 FY 2022-23)
2. Financial Results for the quarter ended December 31, 2022 (Consolidated & Standalone)
3. **Annexure I** – Details of the Scheme in terms of the Listing Regulations read with SEBI Circular No CIR/CFD/CMD/4/2015 dated September 9, 2015
4. **Annexure II** – Rationale for the Scheme
5. Limited Review Report (Consolidated & Standalone)

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Annexure I
Brief details of merger

S. No	Particulars	Details																
1	Name of the entity(ies) forming part of the amalgamation/ merger, details in brief such as, size, turnover etc.	<ul style="list-style-type: none"> Srajan Capital Limited (Transferor Company) As on September 30, 2022 <table border="1"> <thead> <tr> <th>Particulars</th> <th>INR cr</th> </tr> </thead> <tbody> <tr> <td>Paid up share capital*</td> <td>7.08</td> </tr> <tr> <td>Net worth</td> <td>60.42</td> </tr> <tr> <td>Turnover</td> <td>15.07</td> </tr> </tbody> </table> <i>*Includes preference share capital of INR 0.85 cr</i> Career Point Limited (Transferee Company) As on September 30, 2022 <table border="1"> <thead> <tr> <th>Particulars</th> <th>INR cr</th> </tr> </thead> <tbody> <tr> <td>Paid up share capital</td> <td>18.19</td> </tr> <tr> <td>Net worth</td> <td>486.57</td> </tr> <tr> <td>Turnover</td> <td>38.22</td> </tr> </tbody> </table> 	Particulars	INR cr	Paid up share capital*	7.08	Net worth	60.42	Turnover	15.07	Particulars	INR cr	Paid up share capital	18.19	Net worth	486.57	Turnover	38.22
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2	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"	<p>The proposed Scheme would fall within the ambit of related party transaction since SCL a wholly owned subsidiary of the Company, is a related party to the Company. However, since the Scheme includes merger of SCL with the Company, no shares will be issued pursuant to such merger. As such the question of arms' length transaction does not arise. Further, pursuant to Regulation 23(5)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the related party transaction provisions are not applicable to the proposed Scheme.</p> <p>Further, the said transaction does not fall within the purview of the related party transactions under Section 188 of the Companies Act, 2013 in view of the clarification provided by the Ministry of Corporate Affairs vide General Circular No. 30/2014 dated July 17, 2014.</p>																
3	Area of business of the entities	<p>Career Point Limited</p> <p>CPL is primarily engaged in the education business includes offering the diversified products and integrated services in education segments including pre-school, school education (K-12), test preparation (tutorial services), higher education (universities), e-Learning and vocational education. CPL also carries on education business through its subsidiaries including Career Point Edutech Limited. Further, CPL holds investments in its subsidiaries which are engaged in non-education business.</p> <p>Srajan Capital Limited</p> <p>SCL is primarily engaged in the business of providing loans, including educational loans, institutional loans, personal loans and business loans (trade finance and term loans to regional SMEs). SCL is a wholly owned subsidiary of CPL. SCL is registered as a Non-Banking Financial Company with the Reserve Bank of India.</p>																
4	Rationale for amalgamation/ merger;	The Rationale of the Scheme is enclosed as Annexure II .																
5	In case of cash consideration – amount or	As the Transferor Company is a wholly owned subsidiary of the Transferee Company, upon the Scheme becoming effective, the entire share capital of																

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	otherwise share exchange ratio;	the Transferor company shall get automatically cancelled/ extinguished. The Transferee Company shall not be required to issue any shares.
6	Brief details of change in shareholding pattern (if any) of listed entity.	There will be no change in the shareholding pattern of the Company pursuant to the Scheme as no shares are being issued by the Transferee Company in connection with the Scheme.

Brief details of demerger

S. No	Particulars	Details																								
1	Brief details of the division(s) to be demerged;	Education Business ("Demerged Undertaking" as defined in the Scheme) of Career Point Limited (Demerged Company) is proposed to be transferred/ demerged including all assets, properties, liabilities, permits, licenses, registrations, approvals, contracts, and employees, in relation to and pertaining to such Demerged Undertaking into Career Point Edutech Limited (Resulting Company).																								
2	Turnover of the demerged division and as percentage to the total turnover of the listed entity in the immediately preceding financial year / based on financials of the last financial year;	The turnover of the Demerged Undertaking of the Demerged Company as on March 31, 2022 was INR 16.03 cr. The turnover of Demerged Undertaking is ~42% to the total turnover of the Demerged Company as on March 31, 2022.																								
3	Rationale for demerger;	The Rationale of the Scheme is attached as Annexure II																								
4	Brief details of change in shareholding pattern (if any) of all entities;	<ul style="list-style-type: none"> Career Point Limited (Demerged Company) Career Point Limited will not undergo any change in shareholding pattern as a consequence of the effectiveness of the Scheme. Career Point Edutech Limited (Resulting Company) <table border="1" data-bbox="512 1464 1385 1720"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="2">Pre-Scheme – Equity as on December 31, 2022</th> <th colspan="2">Post-Scheme - Equity</th> </tr> <tr> <th>No. of equity shares</th> <th>%</th> <th>No. of equity shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoters</td> <td>5,78,947</td> <td>100%</td> <td>1,15,85,603</td> <td>63.68%</td> </tr> <tr> <td>Public</td> <td>NA</td> <td>NA</td> <td>66,07,336</td> <td>36.32%</td> </tr> <tr> <td>Total</td> <td>5,78,947</td> <td>100%</td> <td>1,81,92,939</td> <td>100%</td> </tr> </tbody> </table>	Particulars	Pre-Scheme – Equity as on December 31, 2022		Post-Scheme - Equity		No. of equity shares	%	No. of equity shares	%	Promoters	5,78,947	100%	1,15,85,603	63.68%	Public	NA	NA	66,07,336	36.32%	Total	5,78,947	100%	1,81,92,939	100%
Particulars	Pre-Scheme – Equity as on December 31, 2022			Post-Scheme - Equity																						
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Public	NA	NA	66,07,336	36.32%																						
Total	5,78,947	100%	1,81,92,939	100%																						
5	In case of cash consideration – amount or otherwise share exchange ratio;	Share entitlement ratio <i>1 equity share (face value of INR 10/- per share) of CP Edutech to be issued for every 1 equity share (face value of INR 10/- per share) of CPL</i>																								

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		<p>If any eligible member becomes entitled to any fractional shares, entitlements or credit on the issue and allotment of equity shares by the Resulting Company in accordance with the Scheme, the Board of Directors of the Resulting Company shall consolidate all such fractional entitlement and shall, without any further application, act, instrument or deed issue and allot such consolidate shares directly to an individual trustee in a separate account nominated by the Resulting Company ("The Trustee"), who shall hold such equity shares with all additions or accretions thereto in trust for the benefit of the respective shareholders, to whom they belong and their respective heir, executors, administrators, successors for the specific purpose of selling such shares in the open market at such price or prices within such timelines as allowed under SEBI circular dated November 23, 2021, as the Trustee may in its sole discretion decide and on such sale, pay to the Resulting Company, the net sale proceeds (after deducting the applicable taxes and cost incurred) thereof and any additions and accretions, whereupon the Resulting Company shall subject to the withholding tax, if any, distribute such sale proceeds to the concerned eligible members in proportion to their respective fractional entitlement.</p>
6	Whether listing would be sought for the resulting entity	The Resulting Company will apply for listing and trading of its equity shares issued pursuant to Scheme on the BSE Limited and National Stock Exchange of India Limited.

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Annexure II – Rationale for the Scheme

- a) **Consolidation of education business** – Management intends to consolidate education business in CP Edutech. Accordingly, demerger of education business of CPL into CP Edutech is being envisaged which will help in consolidation of education business in one single entity i.e. CP Edutech.
- b) **Consolidation of financial services business** – SCL is providing financial services. Merger of SCL into CPL will achieve consolidation of financial services business into CPL.

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

- c) **Streamlining group structure and operations** – The Scheme ensures simplified and streamlined group structure by reducing the number of entities in the group. The Scheme ensures better synergy of operations by way of focused operational efforts, standardization & simplification of processes and productivity improvements which will entails the following advantages:
- Improve the overall operational efficiency and effectiveness of the respective businesses;
 - Reduction in the overall operational and compliance cost.
- d) **Improve management control** – Ensures better management control on the respective businesses. Independent management of each of the education and non-education division will ensure adoption of strategies necessary for growth of respective businesses.

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Press release

Productizing Education: A New Era for Career Point

(Key Business and Financial Updates- Q3/9MFY2022-23)

Kota, India – February 14, 2023: Career Point Limited (NSE: CAREERP; BSE: 533260), a leading Indian education company providing educational solutions across the value chain (KG to PhD), reported strong Q3 / 9M performance with close to 50% year-on-year growth from top-line to bottom-line.

The key important update of this period is early reflection of outcome from a major transition in the company. Career Point has transformed its business operations from an educational service provider to an educational product company. The new business model has performed an exponential growth in very short span of time.

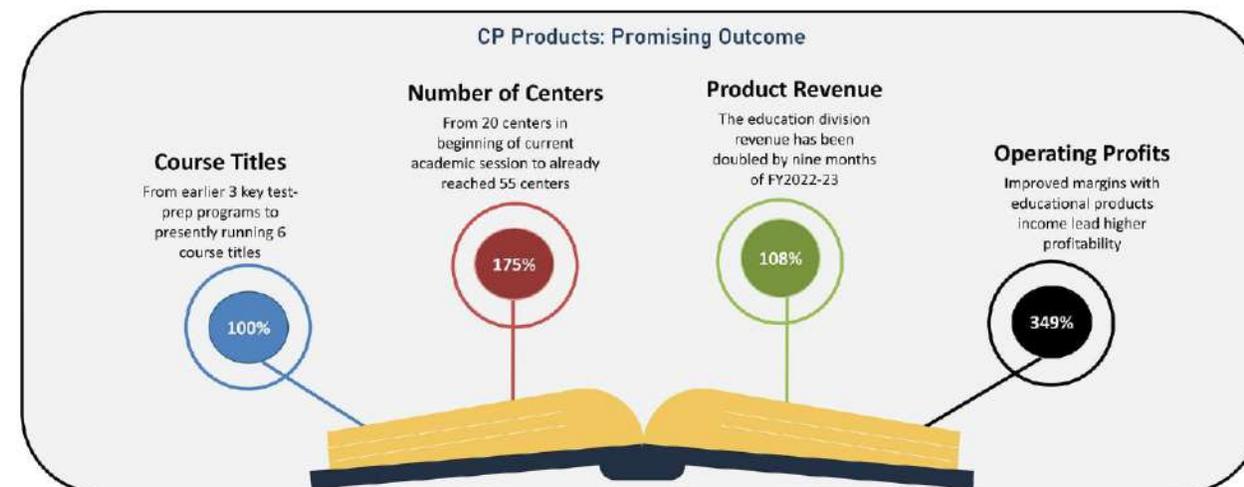
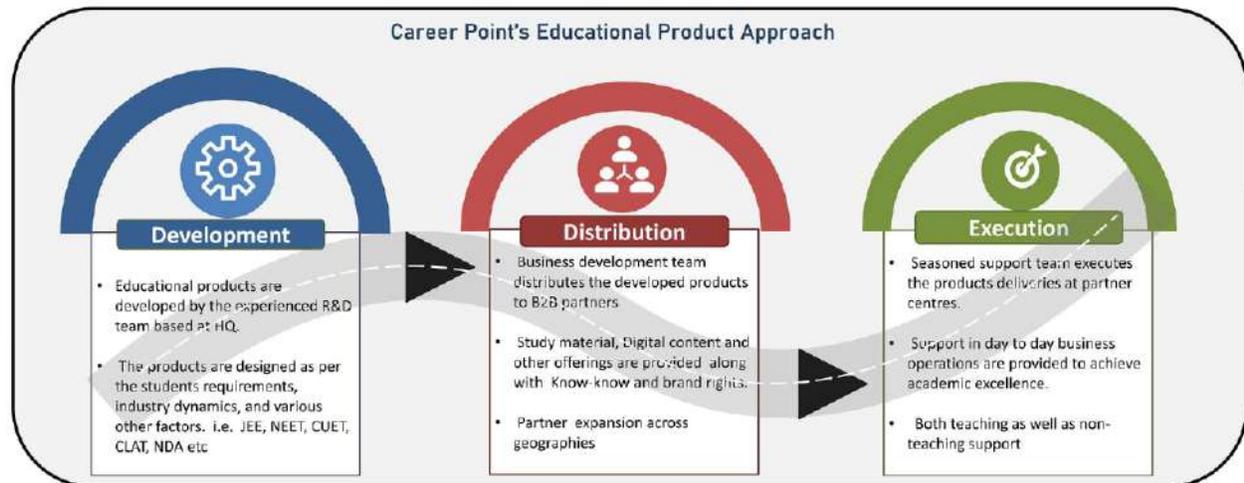
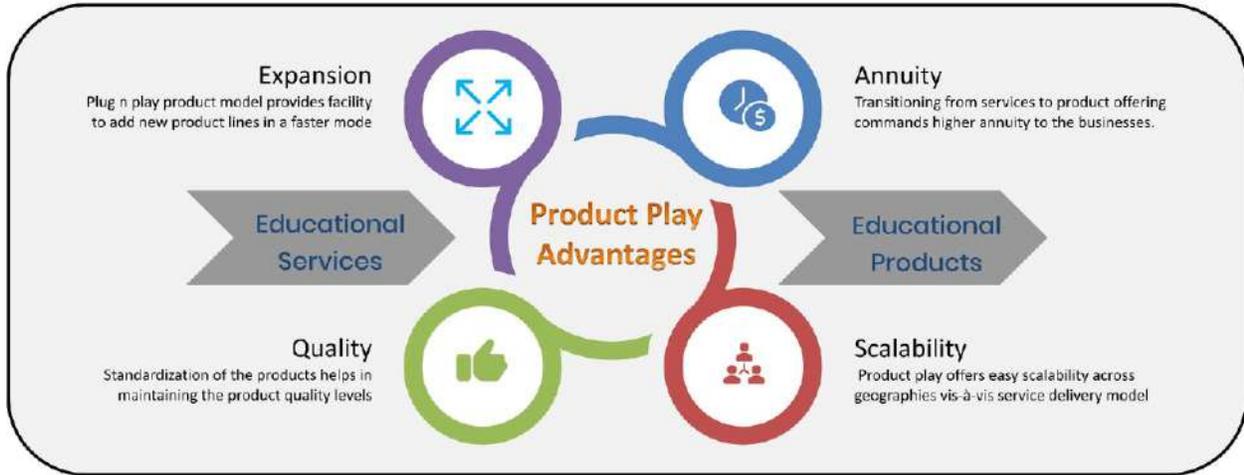
“With an objective to go along with the changed industry dynamics and provide a long-term value to all stakeholders, Career Point management took a decision to transition from an educational service provider to an educational product company. Before transforming the business model, a lot of ground work was done and a detailed process flow was designed to result a successful implementation.” said Mr. Pramod Maheshwari, CMD and CEO of Career Point Limited. “It’s quite encouraging that early outcomes are very promising. Numbers of centers are increased by 2.75x in the current academic session. Education division’s revenue and operating profits are increased by 2x and 4.5x, respectively. With these results, Career Point has once again pioneered the industry and proved its legacy”, he added.

Mr. Mahesh Bhangriya, VP – Corporate Strategy, mentioned on the latest financial results that “Revenue from operations witnessed y-o-y growth of +69% at standalone level and 48% at consolidate level during first nine months of current financial year. This remarkable growth validates the new corporate strategies being implemented post pandemic. The company reported very healthy EBITDA Margin of 62.1% (standalone) and 65.7% (consolidated) for this period. Net income was resulted of rupees 28.6 crores and EPS (Earning per share) of rupees 15.7 on consolidate basis, a y-o-y growth of 49%. As on 31 December 2022, Net worth of the company was reported of rupees 498 crores and Book value per share of rupees 273.6. The Board of Directors at their meeting held on 14th February 2023, has also approved the payment of interim dividend of Rs.1 per share.”

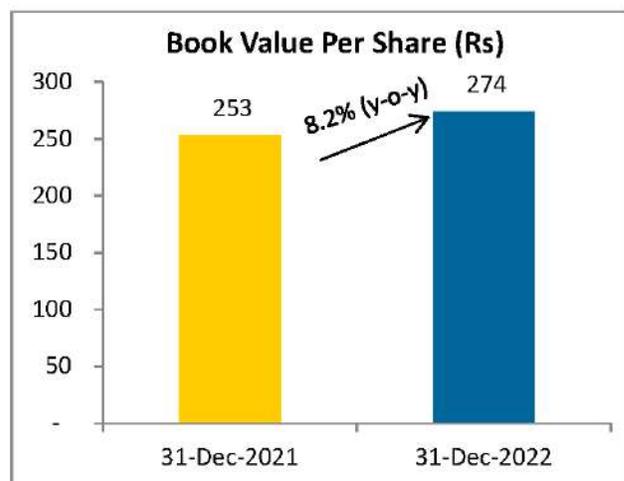
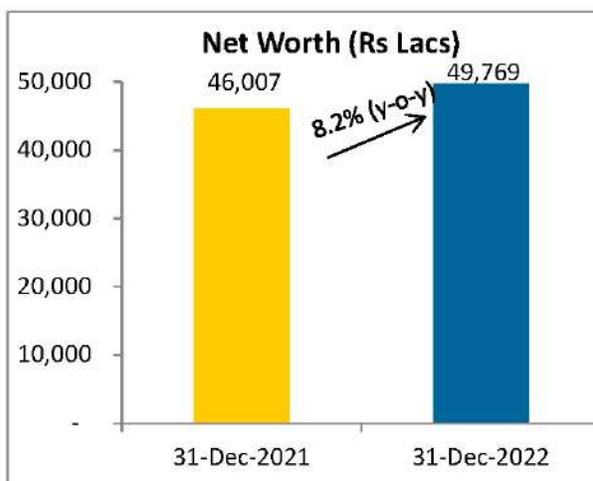
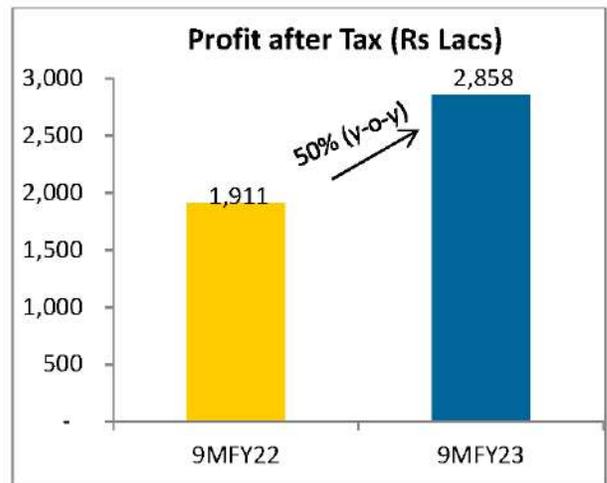
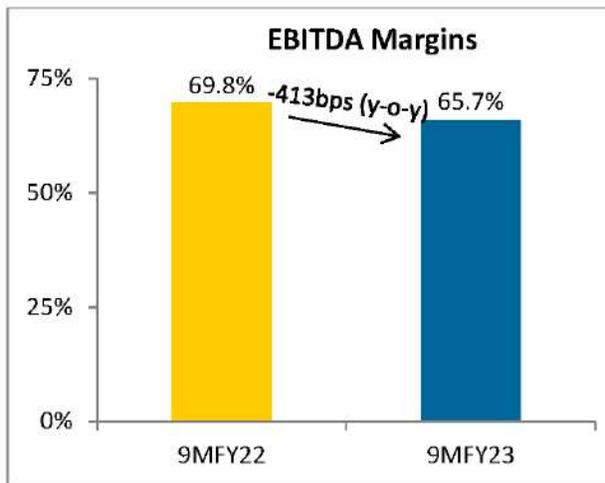
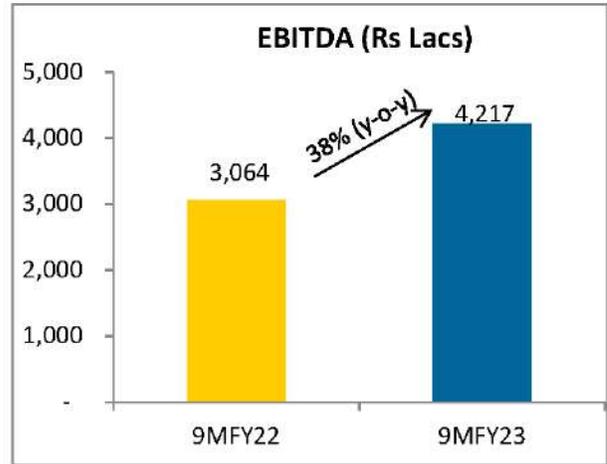
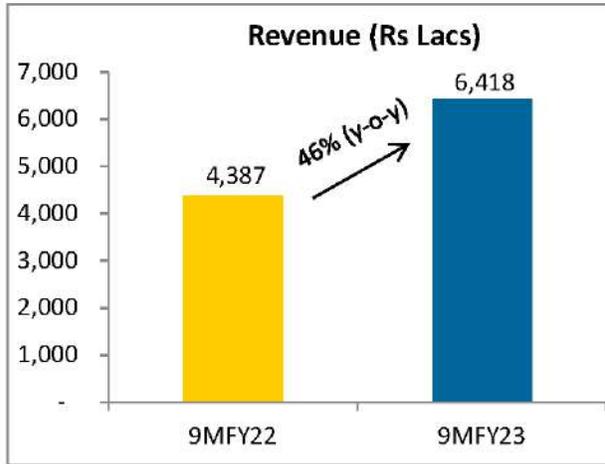
Update on the company’s corporate restructuring plans:

- The application to approve merger of Srajan Capital Ltd. (wholly owned subsidiary) in the company (Career Point Ltd) is already approved by RBI Chandigarh.
- A separate application to grant NBFC license in Career Point Ltd is filed at RBI Mumbai and approval is being awaited.
- Scheme of Arrangement including above merger and also demerger of education business is approved by the board today. Subsequently, this Scheme will be filed to SEBI for its approval.

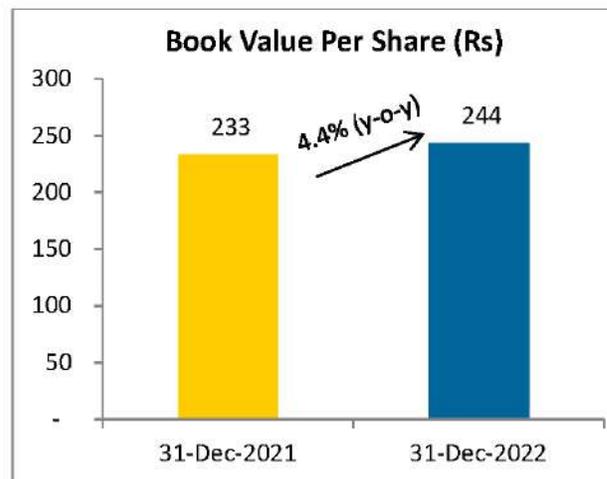
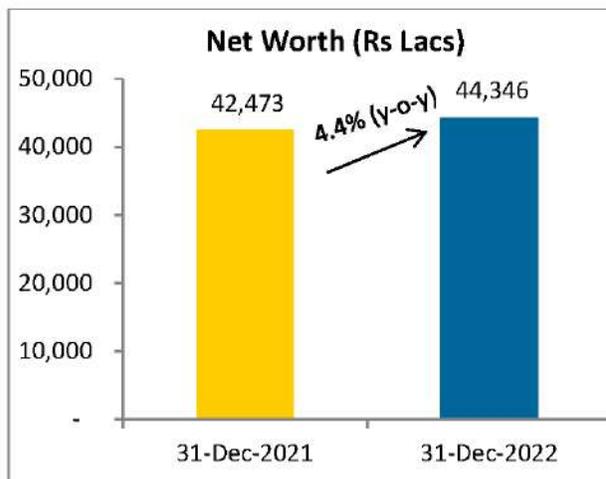
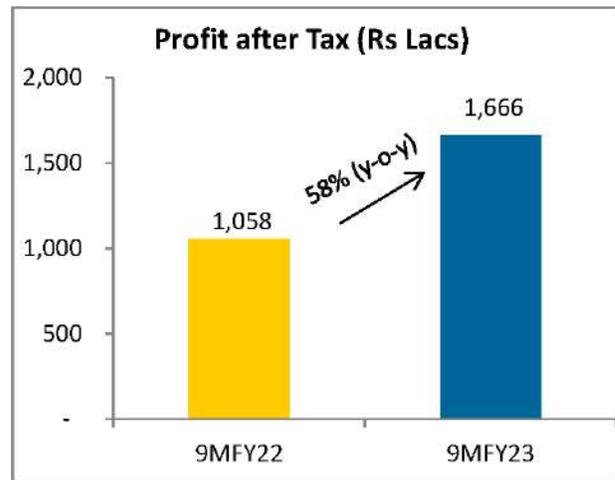
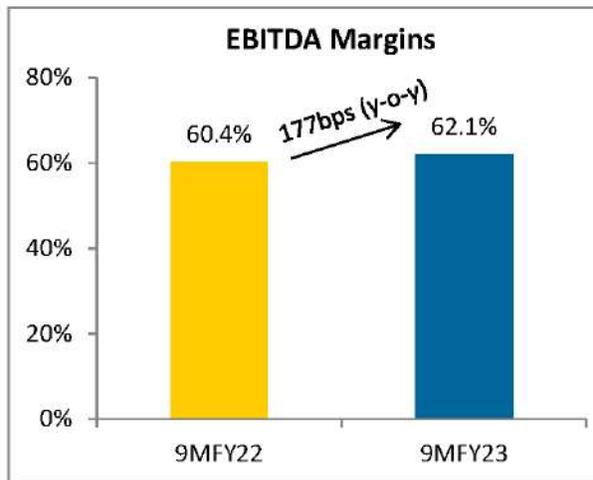
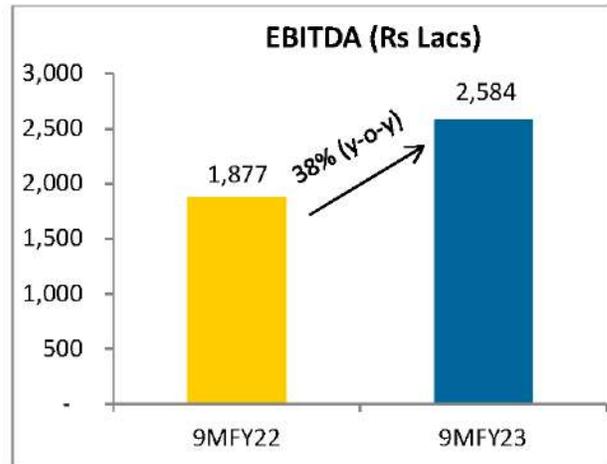
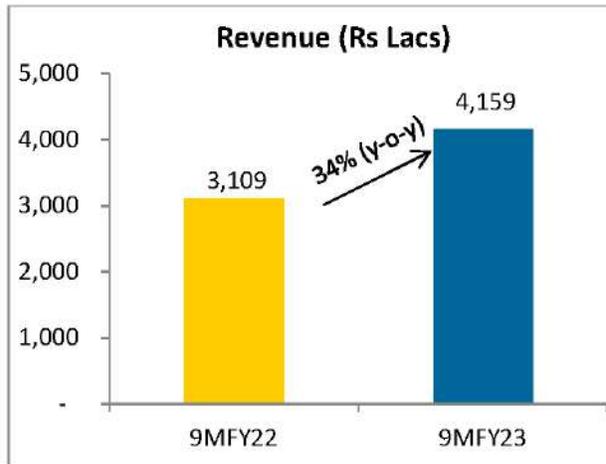
Education Re-imagined – From Services to Products



Consolidated Financials - Snapshot (9M FY2022-23)



Standalone Financials – Snapshot (9M FY2022-23)



Independent Auditor's Review Report on Quarterly and Year to Date Unaudited Standalone Financial Results of Career Point Limited pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To
The Board of Directors of Career Point Limited

1. We have reviewed the accompanying statement of unaudited standalone financial results of Career Point Limited ("the Company") for the quarter ended 31st December 2022 and year to date from 01st April 2022 to 31st December 2022 ("the Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations").
2. This Statement which is the responsibility of the Company's management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 (Ind AS 34) "Interim Financial Reporting", prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statement is free of material misstatement. A review of interim financial information consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. **Basis of Qualified Conclusion**

Attention is drawn to Note no. 5 of the accompanying Statement regarding non provision (amount unascertainable) against the Company's investment in and loan to a subsidiary company M/s Srajan Capital Limited ("SCL") of Rs. 18,402.80 lakhs (Investment Rs. 2,663.00 lakhs and unsecured loan Rs. 15,739.80 lakhs) for the reasons as stated in the said note. Further, as stated in the said note considering the improving scenario for education business, post covid, steps taken by management of SCL, inherent value, investees' assets and expected future cash flows from such investments in / loans to SCL, in the opinion of management of the Company, no provision for diminution in value of above stated investments and loans is necessary at this stage. The matter, as stated above, was also qualified in our limited review report on the unaudited standalone financial results for the quarter ended 30th September, 2022.



5. **Qualified Conclusion**

Based on our review conducted as above, except for the effects/possible effects of our observation stated in para 4 above (including non-quantification for the reason stated therein), nothing has come to our attention that causes us to believe that the accompanying statement prepared in all material respects in accordance with applicable Indian Accounting Standards (IND AS) prescribed under section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principle generally accepted in India and has not disclosed the information required to be disclosed in terms of Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. **Emphasis of Matters**

Attention is drawn to Note no. 6 of the accompanying statement which describes the uncertainties relating to legal action pursued by the Company against Rajasthan Skill and Livelihoods Development Corporation (RSLDC) before Hon'ble 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. 6 of the accompanying statements for the amount receivable as stated in the said note. Further, in the opinion of the management stated amount is good and full recoverable.

Our conclusion is not modified in respect of above matter.

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



(Gaurav Lodha)
Partner
Membership No.:507462
UDIN: 23507462BQVDD51511
Place: New Delhi
Date: 14th February 2023



CAREER POINT LTD

Registered Office: Career Point Limited, Village Tangori, Banur, Mohali, Punjab 140601-India

CIN-L80100PB2000PLC054497

Tel : +91-744 6630500

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Website: www.cpl.in

UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED ON 31.12.2022

Particulars	(Rs. in Lakhs)					
	Quarter Ended			Nine Months Ended		Year Ended
	31-12-2022	30-09-2022	31-12-2021	31-12-2022	31-12-2021	31-03-2022
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
Revenue						
I Income from Operations	1,113.04	1,384.85	1,006.81	3,911.46	2,315.99	2,934.24
II Other Income	134.34	54.65	61.89	248.02	793.46	904.63
III Total Income (I+II)	1,247.38	1,439.50	1,158.50	4,159.48	3,109.45	3,838.87
Expenses						
Cost of Material Consumed	15.22	41.61	47.26	179.13	69.62	84.30
Changes in inventories of finished goods, work in progress and trading goods	5.02	(16.27)	12.75	(25.87)	15.60	11.61
Employees Benefit Expenses	210.48	213.05	207.11	623.00	619.12	817.09
Finance Cost	21.03	19.76	39.06	61.84	179.74	203.18
Depreciation & Amortisation	77.63	79.26	84.99	237.53	264.39	351.51
Other expenses	316.72	294.26	238.43	799.24	528.51	895.29
Total Expenses	646.10	631.67	627.60	1,875.17	1,676.92	2,382.96
V Profit(+) / Loss (-) before tax & exceptional items (III-IV)	601.28	807.83	530.90	2,284.31	1,432.53	1,475.91
VI Exceptional Items	-	-	-	-	-	-
VII Profit before tax (V + VI)	601.28	807.83	530.90	2,284.31	1,432.53	1,475.91
VIII Tax Expenses						
a) Current tax	152.63	157.24	128.08	537.74	321.62	348.53
b) MAI Credit Entitlement	-	-	6.81	-	-	-
c) Deferred tax	36.97	26.40	18.23	81.14	45.79	37.90
d) Income tax for earlier years	-	-	7.63	-	7.63	10.55
Total tax expenses	189.60	183.64	160.55	618.88	375.04	397.98
IX Profit after Tax (VII-VIII)	411.68	624.19	370.35	1,665.43	1,057.49	1,077.93
X Other Comprehensive Income (net of taxes)						
(A) (i) Items that will not be Reclassified to Profit or Loss	-	-	-	-	-	(3.24)
(ii) Income tax relating to items that will not be reclassified to Profit or Loss	-	-	-	-	-	0.94
(B) (i) Items that will be Reclassified to Profit or Loss	-	-	-	-	-	-
(ii) Income tax relating to items that will be reclassified to Profit or Loss	-	-	-	-	-	-
Total Other Comprehensive Income (net of income tax)	-	-	-	-	-	(2.30)
XI Total Comprehensive Income for the period (IX +/- X)	411.68	624.19	370.35	1,665.43	1,057.49	1,075.63
XII Paid-up Equity Share Capital (Face value of Rs. 10/- each)	1,819.29	1,819.29	1,819.29	1,819.29	1,819.29	1,819.29
XIII Other Equity						41,042.51
XIV Earnings Per Share (EPS) (Rs / Share) (EPS for the quarter are not Annualised)						
a) Basic EPS	2.26	3.43	2.04	9.15	5.81	5.93
b) Diluted EPS	2.26	3.43	2.03	9.15	5.80	5.92

CAREER POINT LIMITED

MANAGING DIRECTOR



Notes:-	
1.	Previous period figures have been regrouped/ rearranged wherever considered necessary to make them comparable with current period.
2.	In accordance with IND AS 108, Operating Segments, segment information has been provided in the consolidated financial results of the Company and therefore no separate disclosure on segment information is given in these standalone financial results.
3.	The unaudited standalone financial results of Career Point Limited ('the Company' or 'CPL') have been reviewed by the Audit Committee and have been approved and taken on record by the Board of Directors at their respective meetings held on 14th February 2023. Limited Review of these results has been carried out by the auditors.
4.	<p>(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 1 April 2023. The scheme is, inter alia, subject to filing, receipt of approval from the statutory, regulatory and customary approvals, including approvals from Stock Exchanges, NCLT Chandigarh Branch.</p> <p>(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 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.</p> <p>(c) Accordingly, in view of as stated in (b) above, the Company had applied for NBFI Registration with Reserve Bank of India (RBI). In this regard, RBI has advised Company to alter the object clause of the Memorandum of Association (MOA) of the Company in order to be eligible for registration as non deposit taking (ND) NBFC and plan of the Company to obtain regulatory approvals from SEBI and NCLT in relation to the proposed scheme of arrangement (as referred in para 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 and Company is in process of filing the necessary forms with ROC in this regard.</p>
5.	As at 31st December 2022, the Company's investment in and loan to subsidiary company M/s Srajan Capital Limited ('SCL') is Rs. 18,402.80 lakhs (Investment Rs. 2,663.00 lakhs and unsecured loan Rs. 15,739.80 lakhs). SCL has degraded its loans and advances to various parties amounting to Rs. 4,672.21 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), who is in the business of education. SCL had made provisions of Rs. 469.18 lakhs till 31st December 2022 (Rs. 439.73 lakhs till 31st March, 2022) against the Non Performing Assets (NPA) of Rs. 4,672.21 lakhs. Auditors of SCL have qualified their conclusion on the financial results of SCL for the provision made on lower side by Rs. 3,957.60 lakhs on this account. As stated in note of reviewed financial results of SCL, in view of improving post covid scenario for education business the management of SCL is hopeful that the stated account will become standard eventually and the management is also in discussion

CAREER POINT LIMITED

MANAGING DIRECTOR



	<p>with the above stated related party to create second charge on its assets in favour of SCL including fixed assets to secure against the outstanding loan amount. Hence SCL has not made provision of Rs. 3,957.60 lakhs in the nine months ended 31st December, 2022.</p> <p>Accordingly, in view of above, the management has not considered necessary and not made provision for diminution in the value of non-current investments in and loans given to SCL by the Company at this stage, since in the opinion of the management such diminution in the value is temporary in nature, considering the improving scenario for education business, post covid steps taken by management of SCL, inherent value of investees' assets and expected future cash flows from such investments / loans.</p>
6.	<p>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. 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.</p>
7.	<p>The Board of Directors at their meeting held on 14th February 2023, has approved the payment of interim dividend of Rs 1 per share to the equity shareholders of the Company.</p>
	<p>For and on behalf of board</p> <p style="text-align: center;">CAREER POINT LIMITED</p> <p style="text-align: center;"> MANAGING DIRECTOR</p> <p>Pramod Maheshwari Chairman & Managing Director DIN : 00185711 Date : 14/02/2023 Place: Kota (Rajasthan)</p>



Independent Auditor's Review Report on Quarterly and Year to Date Unaudited Consolidated Financial Results of Career Point Limited pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To
The Board of Directors of Career Point Limited

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of Career Point Limited ("the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together hereinafter referred to as the "Group") and its associate for the quarter ended 31st December 2022 and year to date from April 1, 2022 to December 31, 2022 ("the Statement"), attached herewith, being submitted by the Holding company pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations").
2. This Statement which is the responsibility of the Holding Company's Management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant Rule 3 of Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.
3. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statement is free of material misstatement. A review of interim financial information consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.

4. The statement includes the results of the following entities:

Subsidiary Companies:

- a. Srajan Capital Limited
- b. Career Point Infra Limited
- c. Coupler Enterprises Private Limited (Subsidiary of Career Point Infra Limited)
- d. Srajan Agritech Private Limited (Subsidiary of Career Point Infra Limited)
- e. Career Point Accessories Private Limited
- f. Career Point Institute of Skill Development Private Limited



- g. Career Point Learning Solutions Limited (Formerly Gyan Eduventures Private Limited)
- h. Career Point Edutech Limited
- i. Edutiger Private Limited

Associate

- a. Imperial Infin Private Limited

5. Basis of Qualified conclusion:

Attention is drawn to note no. 5(b) of accompanying Statement, in relation to a subsidiary company M/s Srajan Capital Limited ('SCL') who has made provision of Rs. 29.45 lakhs during the nine months ended 31st December 2022, while as per the provisions of the RBI Master Circular on Prudential norms on Income Recognition, Assets Classification and Provisioning pertaining to advances, provision should be of Rs. 3,987.05 lakhs. Thus the SCL has made short provision of Rs. 3,957.60 lakhs, which further inflated the profit and retained earnings by Rs. 3,957.60 lakhs. The auditors of the subsidiary company have qualified its conclusion in this regard. The matter, as stated above, was also qualified in our limited review report on the unaudited consolidated financial results for the quarter ended 30th September, 2022.

6. Qualified Conclusion

Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of the other auditors referred to in paragraph 8 below, except for the effects/possible effects of observation stated in paragraph 5 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing regulations including the manner in which it is to be disclosed, or that it contains any material misstatement.

7. Emphasis of Matter

Attention is drawn to:

- (a) Note no. 5(a) of the accompanying Statement in respect to a subsidiary Company M/s Srajan Capital Limited ('SCL') having outstanding loans and advances of Rs. 26,310.76 lakhs, out of which SCL degraded (to NPA/Sub-standard assets) loan of Rs. 4,672.21 lakhs till 31st December 2022 in 16 number of accounts (upto 31st March 2022 Rs. 4,431.72 lakhs in 15 number of accounts), including two accounts of a related party having total outstanding of Rs. 4,397.32 lakhs. The auditors of the subsidiary company have not modified its conclusion in this regard.
- (b) Note no. 6 of the accompanying statement which describes the uncertainties relating to legal action pursued by the Holding Company against Rajasthan Skill and Livelihoods Development Corporation (RSLDC) before Hon'ble 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 of the Holding Company is of the view that the aforesaid receivable balances are good and



recoverable and hence, no adjustment is required as stated in the note no. 6 of the accompanying statements for the amount receivable as stated in the said note. Further, in the opinion of the management of the Holding Company, stated amount is good and full recoverable.

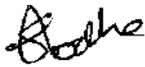
Our conclusion is not modified in respect of above matters.

8. Other Matters

We did not review the financial results of 9 subsidiaries included in the consolidated unaudited financial results, whose financial results/information reflect total revenue of Rs. 1,745.80 lakhs and Rs. 4,101.41 lakhs, total net profit after tax of Rs. 681.15 lakhs and Rs. 1,371.66 lakhs and total comprehensive income of Rs.681.15 lakhs and Rs. 1,371.66 lakhs for the quarter and nine months ended 31st December 2022 respectively as considered in the consolidated financial results. The consolidated financial results also include the Group's share of net profit/(loss) of Rs. 3.14 lakhs and Rs.8.85 lakhs and total comprehensive income of Rs. 3.14 lakhs and Rs. 8.85 lakhs for the quarter and nine months ended 31st December 2022 respectively as considered in the consolidated financial results in respect of an associate company. These financial results have been reviewed by other auditors whose reports have been furnished to us by the management and our report on the consolidated results, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries & associate is based solely on the report of other auditors and the procedures performed by us as stated in paragraph 3 above.

Our conclusion is not modified in respect of above matter.

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



(Gaurav Lodha)
Partner
Membership No.: 507462
UDIN: 23507462BQVDDT9728
Place: New Delhi
Date: 14th February 2023



CAREER POINT LIMITED

Registered Office: Career Point Ltd., Village Tangori, Banur, Mohali (Punjab) -140601

CIN-L80100PB2000PLC054497

Tel : 0744-6630500

Email : investors@cpil.in

Website: www.cpil.in

UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED ON 31.12.2022

Particulars	(Rs. in Lakhs)					
	Quarter Ended			Nine months Ended		Year Ended
	31/12/2022 (Unaudited)	30/09/2022 (Unaudited)	31/12/2021 (Unaudited)	31/12/2022 (Unaudited)	31/12/2021 (Unaudited)	31/03/2022 (Audited)
Revenue						
I Income from Operations	2,231.54	1,861.98	1,496.80	6,054.04	4,088.88	5,423.85
II Other Income	186.02	89.85	124.01	363.89	297.84	507.56
III Total Income (I+II)	2,417.56	1,951.83	1,620.81	6,417.93	4,386.72	5,931.41
IV Expenses						
Cost of Material Consumed	83.22	81.33	44.18	303.74	64.90	136.00
Changes in inventories	4.45	(16.27)	127.80	(1.82)	132.16	172.04
Employees Benefit Expenses	233.93	235.28	229.91	690.34	673.53	894.04
Finance Cost	52.03	41.95	61.06	151.14	255.63	323.58
Depreciation & Amortisation	99.42	100.19	105.07	299.37	307.69	413.04
Other expenses	490.15	453.47	75.07	1,208.57	453.16	1,239.67
Total Expenses	972.20	895.95	643.09	2,651.34	1,886.47	3,178.57
V Profit before tax (III-IV)	1,445.36	1,055.88	977.72	3,766.59	2,500.25	2,752.84
Share of profit/(Loss) in Associate	3.14	2.75	0.32	8.85	8.37	8.87
Profit before tax	1,448.50	1,058.63	978.04	3,775.44	2,508.62	2,761.71
VI Tax Expenses						
a) Current tax	307.25	217.94	199.33	817.08	490.88	570.88
b) MAT Credit Entitlement	6.81	(6.01)	4.39	2.52	-	0.73
c) Deferred tax	37.65	25.56	65.57	87.68	99.03	50.80
d) Income tax for earlier years	0.83	3.25	7.62	4.08	7.83	(153.52)
Total taxes	352.54	240.74	276.91	911.36	597.54	468.89
Profit after tax (V-VI)	1,095.96	817.89	701.13	2,864.08	1,911.08	2,292.82
VII Other Comprehensive Income (net of taxes)						
(A) Items that will not be Reclassified to Profit or Loss	-	-	-	-	-	(3.24)
Income tax on Items that will not be Reclassified to Profit or Loss	-	-	-	-	-	0.94
(B) Items that will be Reclassified to Profit or Loss	-	-	-	-	-	-
Total Other Comprehensive Income	-	-	-	-	-	(2.30)
VIII Total Comprehensive Income for the period	1,095.96	817.89	701.13	2,864.08	1,911.08	2,290.52
IX Profit for the Period attributable to						
Owner of the parent	1,091.10	816.75	701.30	2,857.67	1,910.91	2,292.72
Non Controlling Interest	4.86	1.14	(0.17)	6.41	0.17	0.10
X Other Comprehensive Income for the period attributable to						
Owner of the parent	-	-	-	-	-	(2.30)
Non Controlling Interest	-	-	-	-	-	-
XI Total Comprehensive Income attributable to						
Owner of the parent	1,091.10	816.75	701.30	2,857.67	1,910.91	2,290.42
Non Controlling Interest	4.86	1.14	(0.17)	6.41	0.17	0.10
XII Other Equity						45,253.41
XIII Paid-up Equity Share Capital (Face value of Rs. 10/- each)	1,819.29	1,819.29	1,819.29	1,819.29	1,819.29	1,819.29
XIV Earnings Per Share (EPS) (Rs./ Share) (EPS for the quarter are not Annualised)						
a) Basic EPS	6.00	4.48	3.85	15.71	10.50	12.62
b) Diluted EPS	6.00	4.48	3.84	15.71	10.49	12.61

CAREER POINT LIMITED

MANAGING DIRECTOR



Segment Wise Revenue, Results, Segment Assets & Segment Liabilities

Particulars	Quarter Ended			Nine Months Ended		(Rs. In Lakhs)
	31/12/2022	30/09/2022	31/12/2021	31/12/2022	31/12/2021	Year Ended
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
Segment Revenue (Net Sales Income from Segment)						
Education & Related Activities Division	1,006.43	1,095.54	364.67	3,279.87	1,575.01	1,846.73
Financing and Investing (NBFC) Division	1,195.81	741.12	1,127.73	2,703.71	2,502.43	3,563.15
Infra Division	29.30	25.32	4.40	70.46	22.72	25.25
Less: Inter Segment Revenue	-	-	-	-	(11.28)	(11.28)
Net Sales/Income from Operation	2,231.54	1,861.98	1,496.80	6,054.04	4,088.88	5,423.85
Segment Results (Profit/(Loss) before interest and tax						
Education & Related Activities Division	302.93	489.15	18.65	1,285.45	286.55	(23.89)
Financing and Investing (NBFC) Division *	750.71	495.92	832.30	1,528.28	1,299.92	1,635.14
Infra Division	(5.17)	(14.55)	(18.48)	(27.71)	(40.45)	(61.26)
Total	1,048.47	970.52	832.47	2,786.02	1,556.02	1,549.99
Less: Finance Cost	52.03	41.95	61.06	151.14	255.63	323.58
Add: Other Un-allocable income Net of Un-allocable Expenditure	452.06	130.06	206.63	1,140.56	1,208.23	1,535.30
Profit before Tax (Including share of profit/(loss) of Associates)	1,448.50	1,058.63	978.04	3,775.44	2,508.62	2,761.71
Segment Assets						
Education & Related Activities Division	14,434.74	14,298.04	15,289.11	14,434.74	15,289.11	14,426.61
Financing and Investing (NBFC) Division	28,172.65	28,465.36	24,731.96	28,172.65	24,731.96	25,898.65
Infra Division	11,772.89	10,992.07	10,627.88	11,772.89	10,627.88	11,301.98
Unallocated Assets	363.19	166.78	1,494.55	363.19	1,494.55	289.51
Total	54,743.47	53,912.26	52,143.50	54,743.47	52,143.50	51,915.75
Segment Liabilities						
Education & Related Activities Division	2,078.03	2,563.87	2,985.76	2,078.03	2,985.76	1,891.14
Financing and Investing (NBFC) Division	1,302.91	1,095.46	1,065.69	1,302.91	1,065.69	1,144.15
Infra Division	313.00	382.72	258.17	313.00	258.17	628.43
Unallocated Liabilities	1,280.25	1,196.89	1,126.18	1,280.25	1,126.18	964.88
Total	4,974.19	5,238.94	5,435.80	4,974.19	5,435.80	4,828.60

* Profit Before Tax

CAREER POINT LIMITED

MANAGING DIRECTOR



Notes:-	
1.	Previous period figures have been regrouped/ rearranged wherever considered necessary to make them comparable with current period.
2.	The Group has identified Reportable segments namely: Education & Related Activities, Financing & Investing (NBFC) and Infra Division.
3.	The unaudited consolidated financial results of the Group have been reviewed by the Audit Committee and have been approved and taken on record by the Board of Directors of Career Point Limited ('the Holding Company' 'CPL') at their respective meetings held on 14th February 2023. Limited Review of these results has been carried out by the auditors.
4.	<p>(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 1 April 2023. The scheme is, inter alia, subject to filing, receipt of approval from the statutory, regulatory and customary approvals, including approvals from Stock Exchanges, NCLT Chandigarh Branch.</p> <p>(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.</p> <p>(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 the 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 SFBI and NCLT in relation to the proposed scheme of arrangement (as referred in para 4(a) above). The Holding Company has informed RBI, it is in process to file application with SFBI 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 and Holding Company is in process of filing the necessary forms with ROC in this regard.</p>
5.	(a) One of the Subsidiary Company Srajan Capital Limited ("SCL"), has granted loans and advances to various parties amounting to Rs. 26,310.76 lakhs as on 31st December, 2022, out of which SCL has degraded its loans (to NPA/Sub-standard assets) of Rs. 4,672.21 lakhs till 31st December, 2022 in 16 number of accounts (upto 31.3.2022, Rs. 4431.72 lakhs in 15 number of accounts) including two loan accounts which relates to related party having total outstanding balance of Rs. 4,397.32 lakhs (upto 31.3.2022, Rs. 4,397.32 lakhs) who is in the business of education. Accordingly, in view of above, the management has not considered necessary and not made provision for diminution in the value of non-current investments in and loans given to SCL by the Holding Company at this stage, since in the opinion of the management such diminution in the value is temporary in nature, considering the improving scenario for education business, post covid, steps taken by

CAREER POINT LIMITED

MANAGING DIRECTOR



	<p>management of SCL, inherent value of investees' assets and expected future cash flows from such investments / loans.</p> <p>(b) SCL has made provisions of Rs. 469.18 lakhs till 31st December 2022 (Rs 439.73 lakhs till 31st March, 2022) against the Non Performing Assets (NPA) of Rs. 4672.21 lakhs (as stated in note 5(a) above). Auditors of SCL have qualified their conclusion on the financial results of SCL for the provision made at lower side by Rs. 3,957.60 lakhs on above stated two loan accounts of a related party. In view of improving scenario for education business, post covid, the management of SCL is hopeful that the account will become standard eventually and the management also is in discussion with the above stated related party to create second charge on its assets in favour of SCL including fixed assets to secure against the outstanding loan amount. Hence SCL has not made provision of Rs. 3,957.60 lakhs till 31st December, 2022.</p>
6.	<p>During the earlier years, the Holding Company has received principal amount of 1st installment of Rs. 216.90 lakhs from Rajasthan Skill and Livelihoods Development Corporation (RSLDC) for the Deen-Dayal Upadhyaya Grameen Kaushalya Yojana (DDU-GKY) project, against which the Company had incurred Rs.371.75 lakhs and issued bank guarantee of Rs. 54.22 lakhs in terms of the agreement signed with RSLDC. During the previous 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. 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.</p>
7.	<p>In one of the Subsidiary Company Career Point Edutech Limited, Scheme of Arrangement ('Scheme') between Plancess Edusolutions Private Limited (Demerged Company) and Career Point Edutech 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, was filed in the end of calendar year 2019 for the approval of Hon'ble NCLT, Bench at Jaipur and Mumbai, who have passed the Scheme vide their order dated 28th April 2022 and 3rd February 2023 respectively. The Appointed date of the Scheme is April 1, 2019. As the signed order copy of NCLT Mumbai is still pending to be received, the same is pending for filing to Registrar of Companies. Hence, the Scheme effect in the books of accounts of resulting company will be provided after the NCLT, Mumbai's signed order is received and filed with the Registrar of Companies.</p>
	<p>For and on behalf of board</p> <p style="text-align: center;">CAREER POINT LIMITED</p> <p style="text-align: center;"> MANAGING DIRECTOR</p> <p>Pramod Maheshwari Chairman & Managing Director DIN : 00185711 Date : 14/02/2023 Place: Kota (Rajasthan)</p>



Annexure I
Brief details of merger

S. No	Particulars	Details																
1	Name of the entity(ies) forming part of the amalgamation/ merger, details in brief such as, size, turnover etc.	<ul style="list-style-type: none"> Srajan Capital Limited (Transferor Company) <p>As on September 30, 2022</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>INR cr</th> </tr> </thead> <tbody> <tr> <td>Paid up share capital*</td> <td>7.08</td> </tr> <tr> <td>Net worth</td> <td>60.42</td> </tr> <tr> <td>Turnover</td> <td>15.07</td> </tr> </tbody> </table> <p><i>*Includes preference share capital of INR 0.85 cr</i></p> Career Point Limited (Transferee Company) <p>As on September 30, 2022</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>INR cr</th> </tr> </thead> <tbody> <tr> <td>Paid up share capital</td> <td>18.19</td> </tr> <tr> <td>Net worth</td> <td>486.57</td> </tr> <tr> <td>Turnover</td> <td>38.22</td> </tr> </tbody> </table> 	Particulars	INR cr	Paid up share capital*	7.08	Net worth	60.42	Turnover	15.07	Particulars	INR cr	Paid up share capital	18.19	Net worth	486.57	Turnover	38.22
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2	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"	<p>The proposed Scheme would fall within the ambit of related party transaction since SCL a wholly owned subsidiary of the Company, is a related party to the Company. However, since the Scheme includes merger of SCL with the Company, no shares will be issued pursuant to such merger. As such the question of arms' length transaction does not arise. Further, pursuant to Regulation 23(5)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the related party transaction provisions are not applicable to the proposed Scheme.</p> <p>Further, the said transaction does not fall within the purview of the related party transactions under Section 188 of the Companies Act, 2013 in view of the clarification provided by the Ministry of Corporate Affairs vide General Circular No. 30/2014 dated July 17, 2014.</p>																
3	Area of business of the entities	<p>Career Point Limited</p> <p>CPL is primarily engaged in the education business includes offering the diversified products and integrated services in education segments including pre-school, school education (K-12), test preparation (tutorial services), higher education (universities), e-Learning and vocational education. CPL also carries on education business through its subsidiaries including Career Point Edutech Limited. Further, CPL holds investments in its subsidiaries which are engaged in non-education business.</p> <p>Srajan Capital Limited</p> <p>SCL is primarily engaged in the business of providing loans, including educational loans, institutional loans, personal loans and business loans (trade finance and term loans to regional SMEs). SCL is a wholly owned subsidiary of CPL. SCL is registered as a Non-Banking Financial Company with the Reserve Bank of India.</p>																
4	Rationale for amalgamation/ merger;	The Rationale of the Scheme is enclosed as Annexure II .																
5	In case of cash consideration – amount or	As the Transferor Company is a wholly owned subsidiary of the Transferee Company, upon the Scheme becoming effective, the entire share capital of																

CAREER POINT LIMITED

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	otherwise share exchange ratio;	the Transferor company shall get automatically cancelled/ extinguished. The Transferee Company shall not be required to issue any shares.
6	Brief details of change in shareholding pattern (if any) of listed entity.	There will be no change in the shareholding pattern of the Company pursuant to the Scheme as no shares are being issued by the Transferee Company in connection with the Scheme.

Brief details of demerger

S. No	Particulars	Details																								
1	Brief details of the division(s) to be demerged;	Education Business ("Demerged Undertaking" as defined in the Scheme) of Career Point Limited (Demerged Company) is proposed to be transferred/ demerged including all assets, properties, liabilities, permits, licenses, registrations, approvals, contracts, and employees, in relation to and pertaining to such Demerged Undertaking into Career Point Edutech Limited (Resulting Company).																								
2	Turnover of the demerged division and as percentage to the total turnover of the listed entity in the immediately preceding financial year / based on financials of the last financial year;	The turnover of the Demerged Undertaking of the Demerged Company as on March 31, 2022 was INR 16.03 cr. The turnover of Demerged Undertaking is ~42% to the total turnover of the Demerged Company as on March 31, 2022.																								
3	Rationale for demerger;	The Rationale of the Scheme is attached as Annexure II																								
4	Brief details of change in shareholding pattern (if any) of all entities;	<ul style="list-style-type: none"> Career Point Limited (Demerged Company) Career Point Limited will not undergo any change in shareholding pattern as a consequence of the effectiveness of the Scheme. Career Point Edutech Limited (Resulting Company) <table border="1" data-bbox="513 1458 1385 1711"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="2">Pre-Scheme – Equity as on December 31, 2022</th> <th colspan="2">Post-Scheme - Equity</th> </tr> <tr> <th>No. of equity shares</th> <th>%</th> <th>No. of equity shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoters</td> <td>5,78,947</td> <td>100%</td> <td>1,15,85,603</td> <td>63.68%</td> </tr> <tr> <td>Public</td> <td>NA</td> <td>NA</td> <td>66,07,336</td> <td>36.32%</td> </tr> <tr> <td>Total</td> <td>5,78,947</td> <td>100%</td> <td>1,81,92,939</td> <td>100%</td> </tr> </tbody> </table> 	Particulars	Pre-Scheme – Equity as on December 31, 2022		Post-Scheme - Equity		No. of equity shares	%	No. of equity shares	%	Promoters	5,78,947	100%	1,15,85,603	63.68%	Public	NA	NA	66,07,336	36.32%	Total	5,78,947	100%	1,81,92,939	100%
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5	In case of cash consideration – amount or otherwise share exchange ratio;	Share entitlement ratio <i>1 equity share (face value of INR 10/- per share) of CP Edutech to be issued for every 1 equity share (face value of INR 10/- per share) of CPL</i>																								

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		<p>If any eligible member becomes entitled to any fractional shares, entitlements or credit on the issue and allotment of equity shares by the Resulting Company in accordance with the Scheme, the Board of Directors of the Resulting Company shall consolidate all such fractional entitlement and shall, without any further application, act, instrument or deed issue and allot such consolidate shares directly to an individual trustee in a separate account nominated by the Resulting Company (“The Trustee”), who shall hold such equity shares with all additions or accretions thereto in trust for the benefit of the respective shareholders, to whom they belong and their respective heir, executors, administrators, successors for the specific purpose of selling such shares in the open market at such price or prices within such timelines as allowed under SEBI circular dated November 23, 2021, as the Trustee may in its sole discretion decide and on such sale, pay to the Resulting Company, the net sale proceeds (after deducting the applicable taxes and cost incurred) thereof and any additions and accretions, whereupon the Resulting Company shall subject to the withholding tax, if any, distribute such sale proceeds to the concerned eligible members in proportion to their respective fractional entitlement.</p>
6	Whether listing would be sought for the resulting entity	The Resulting Company will apply for listing and trading of its equity shares issued pursuant to Scheme on the BSE Limited and National Stock Exchange of India Limited.

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Annexure II – Rationale for the Scheme

- a) **Consolidation of education business** – Management intends to consolidate education business in CP Edutech. Accordingly, demerger of education business of CPL into CP Edutech is being envisaged which will help in consolidation of education business in one single entity i.e. CP Edutech.
- b) **Consolidation of financial services business** – SCL is providing financial services. Merger of SCL into CPL will achieve consolidation of financial services business into CPL.

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

- c) **Streamlining group structure and operations** – The Scheme ensures simplified and streamlined group structure by reducing the number of entities in the group. The Scheme ensures better synergy of operations by way of focused operational efforts, standardization & simplification of processes and productivity improvements which will entails the following advantages:
- Improve the overall operational efficiency and effectiveness of the respective businesses;
 - Reduction in the overall operational and compliance cost.
- d) **Improve management control** – Ensures better management control on the respective businesses. Independent management of each of the education and non-education division will ensure adoption of strategies necessary for growth of respective businesses.

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