



August 30, 2017

The General Manager
Bombay Stock Exchange Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai - 400 001
BSE Scrip Code: 533260

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

Dear Sir / Madam,

Sub: - Annual Report 2016-17

Pursuant to Regulation 34 of the SEBI (LODR) Regulations, 2015, please find attached herewith soft copy of Annual Report 201-17 (containing Notice of the 17th Annual General Meeting along with the Audited Financial Statements (Standalone and Consolidated), Auditors Report, Directors Report, Corporate Governance Report, MGT9, Secretarial Audit Report etc) of Career Point Limited.

This is to inform you that 17th Annual General Meeting (AGM) of the Members of Career Point Limited will be held on Tuesday, 26th day of September, 2017 AT 4.00 P.M. at CP Tower 2, Road No. 1, IPIA, Kota - 324 005, Rajasthan, India.

We have uploaded the Annual Report 2017 on our website www.cpil.in

Thanking you,
For Career Point Limited

Tarun Kumar Jain
Company Secretary & Compliance Officer

Enclosed:
Annual Report 2017



CAREER POINT

Educate and Empower

CAREER POINT LIMITED

2016-17

ANNUAL REPORT



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. Mahesh Gupta
Director

Mr. Pawan Kumar Lalpuria
Director

Mr. Pritam Kumar Goswami
Director

Mr. Ram Swaroop Chaudhary
Director

Mr. Vishal Jain
Director

Mrs. Neelima Maheshwari
Director

Mr. Jagdish Prasad Sarda
Director

Company Secretary

Mr. Tarun Kumar Jain

Statutory Auditors

M/s Sharp & Tannan
Chartered Accountants

Internal Auditors

M/s P. Khandelwal & Co.
Chartered Accountants



Bankers

HDFC Bank Limited
ICICI Bank Limited
State Bank of India
Yes Bank Limited
Union Bank of India
Kotak Mahindra Bank

Registered & Corporate Office

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

Corporate Identification Number (CIN)

L72200RJ2000PLC016272

Registrar and Share Transfer Agent

Link Intime India Private Limited
C-101, 247 Park,
LBS Marg, Vikhroli (West)
Mumbai – 400 083 India
Tel: +91 22 4918 6000
Fax: +91 22 4918 6060
Website: www.linkintime.co.in

Websites

www.cpil.in
www.cpuniverse.in
www.careerpoint.ac.in
www.ecareerpoint.com

Disclaimer

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

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

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TUTORIAL



Career Point Limited

Career Point at a Glance

Career Point Limited is a leading Indian education company with diversified and integrated solutions across the education value chain. With a strong foundation of academic excellence, Career Point caters to the needs of a student throughout the life cycle of a student (K.G. to PhD.). The company focuses on creating a bright future with strong foundations while delivering great value to each stakeholder.

Career Point operates in both the Formal and Informal education streams through a growing network of institutions in multiple geographies. While transforming lives through the power of education, CP Universe has become a benchmark in education space through unique teaching aids, ultimate personal care and continued focus on the responsibility that students, parents and investors entrusted on brand 'Career Point'.

UNIVERSITIES



Career Point University, Kota



Career Point University, Hamirpur

GURUKUL



Career Point Gurukul, Kota



Career Point Gurukul, Mohali

K-12 SCHOOL



Global Public School, Kota



Career Point World School, Jodhpur

CAREER POINT UNIVERSE

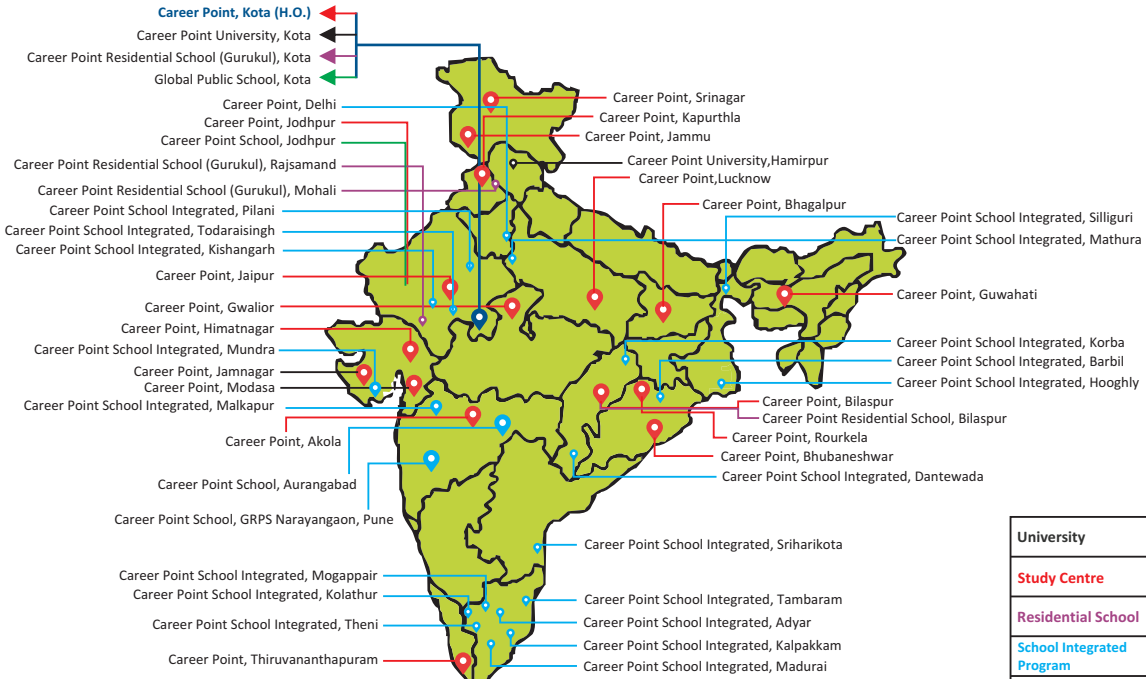
Universities
2

Gurukuls
3

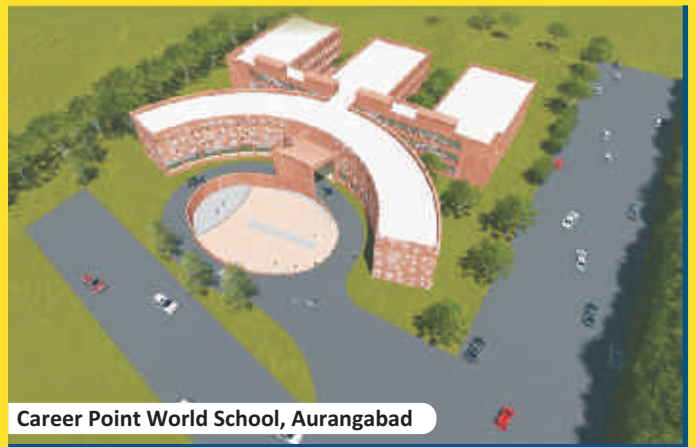
K-12 Schools
4

Study Centres
19

School Integrated Program
21



EDUCATING INDIA SINCE 1993...





Our Corporate
Philosophy

Pursue Excellence...
....rest everything shall follow.

CAREER POINT

where care leads to careers

UNIVERSE OF EDUCATION ~ Pre-School to Ph.D

School Education
2-18 years age



GLOBAL KIDS

GLOBAL
PUBLIC SCHOOL

CAREER POINT
WORLD SCHOOL
JODHPUR | BILASPUR

Tutorial Services
11-18 years age



CAREER POINT
Pre-Engineering, Pre-Medical & Pre-Foundation

CAREER POINT
gurukul
KOTA | MOHALI | RAISAMAND

School Integrated
Coaching Program

e-Learning Solutions
11-18 years age



VIDEO LECTURES
(on Pen Drive | SD Card)

eCareerPoint
Empowering Minds!

StudyBoard

Higher Education
18+ age group



CAREER POINT
UNIVERSITY
KOTA

CAREER POINT
UNIVERSITY
HAMIRPUR

CPISD
Career Point
Institute of
Skill Development



Union Budget 2017-18: Highlights on Education Sector

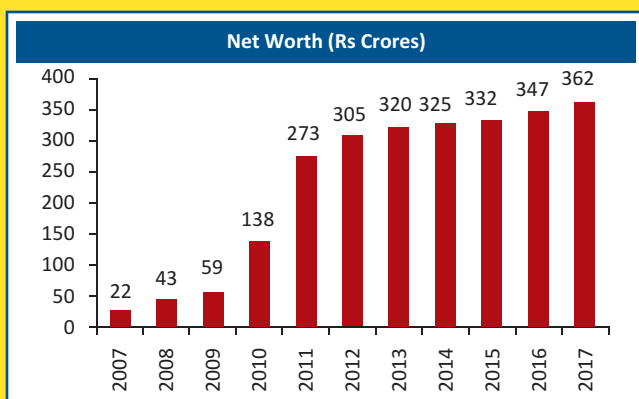
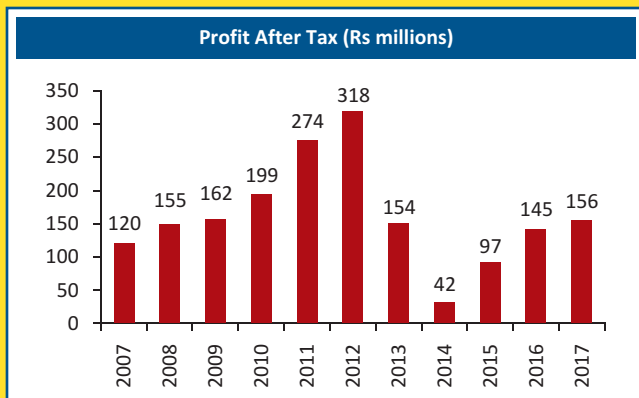
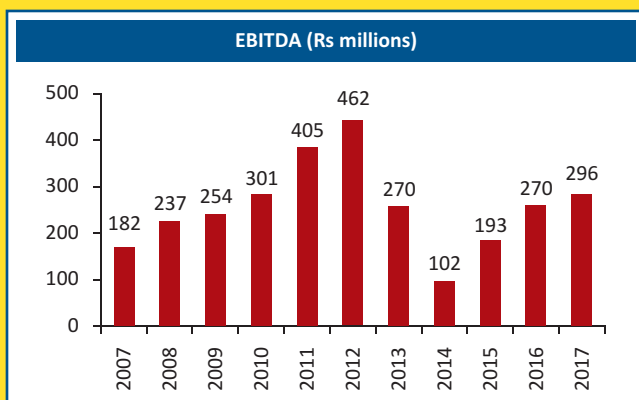
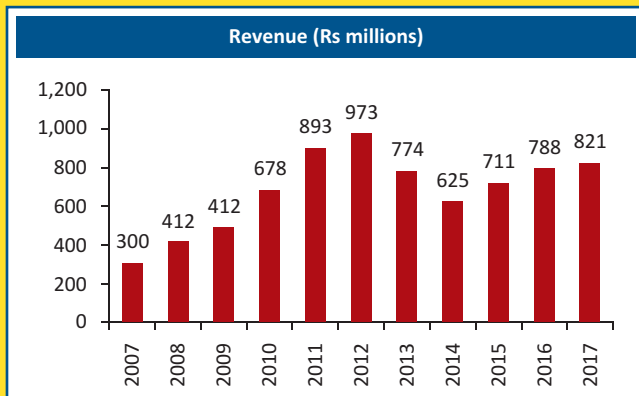
- ◆ ₹ 79,686 Crores of Education budget - up by 8% at 3.71% of total expenditures
- ◆ ₹ 29,556 Crores for National Literacy Mission
- ◆ Rs 11,640 Crores for PMKVY scheme
- ◆ ₹ 4,000 Crores for Skills Development and Awareness programs
- ◆ ₹ 1,300 Crores allocated for Higher Education (Rashtriya Uchhtar Shiksha Abhiyan).
- ◆ ₹ 320 Crores for National Girls Secondary Education encouragement
- ◆ ₹ 320 Crores for scholarships at Colleges and schools
- ◆ 600+ PMKK (Pradhan Mantri Kaushal Kendras) increased from 60 at present
- ◆ 100 India International Skill Centers for preparation of global workforce
- ◆ Spending on Sarva Shiksha Abhiyan is up by 4.4% and on Mid Day Meal scheme is up by 3% over last year.
- ◆ National Testing Agency will be set-up to handle all the entrance exams in higher education.
- ◆ Digi Gaon will be set-up to open new vistas for technology based education for rural folks.
- ◆ Creation of an innovation fund was proposed for Secondary Education to encourage local innovation for ensuring universal access, gender parity and quality improvement and will include ICT enabled learning transformation.
- ◆ SWAYAM – Govt's latest digital initiative and online education platform, is proposed to launch. Swayam will comprise of 350 online courses (MOOCs) and will enable students to virtually attend the courses taught by the best faculty as well as access high quality reading resources, participate in discussion forums, take tests and earn academic grades. Access to this platform will be further expanded by linking it to education-dedicated DTH channels.
- ◆ Emphasis given on science education and flexibility in curriculum to promote creativity through local innovative content.

Rajasthan State Budget 2017-18: Highlights on Education Sector

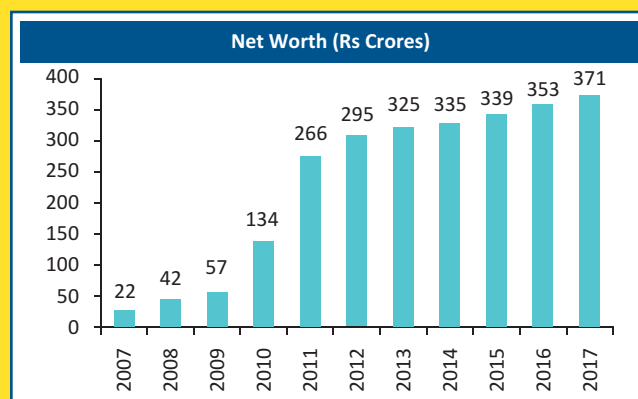
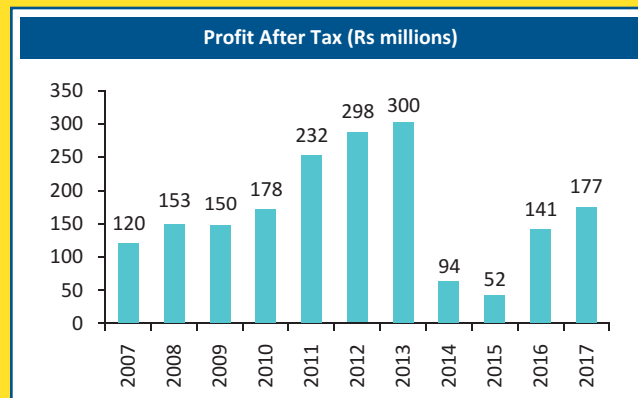
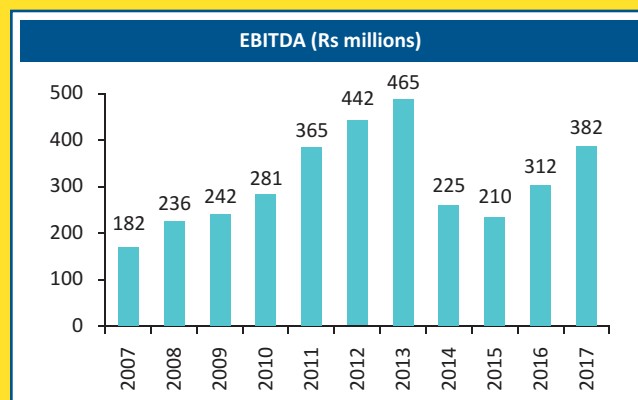
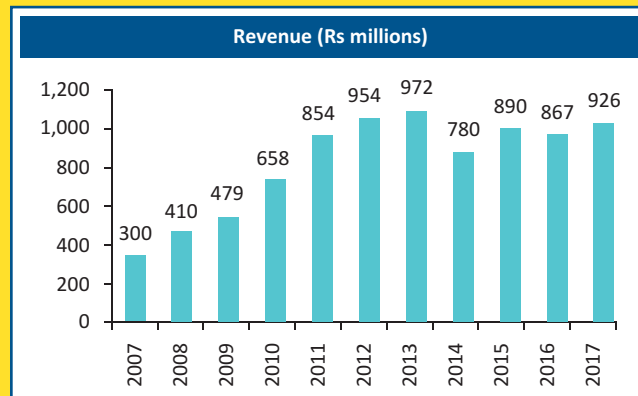
- ◆ ₹ 1,399 Crores allocated for Higher Education including Rs 1,007 Crores (y-o-y increase 31%) in Skill Development
- ◆ ₹ 25,000 scholarship each to 100 candidates selected in IIT/AIIMS based on their merit
- ◆ ₹ 50,000 scholarship each to 50 candidates selected in IAS based on their merit
- ◆ A separate scheme to award meritorious students in SC/ST category
- ◆ ₹ 162 Crores for new Govt. ITIs at Barmer, Udaipur, Jodhpur, Rajsamand, Alwar, Banswara, and Dungarpur
- ◆ ₹ 30 Crores allocated for Govt. Residential schools in Rajasthan
- ◆ ₹ 29.69 Crores rupees for Computers, Printers and Internet in 20,000+ schools
- ◆ ₹ 2.5 Crores for Science Smart Labs (3D Modules, VR, Video Feeds) in 7 Govt. colleges at divisional levels including Jaipur, Jodhpur, Kota, Udaipur, Bikaner, Ajmer and Bharatpur
- ◆ ₹ 74 Crores for 746 new rooms in 133 schools under Rashtriya Madhamic Shiksha Abhiyan
- ◆ ₹ 48 Crores for new Govt. Commerce and Arts colleges in Rajsamand Baanp, Kumbhalgarh, Lasariya, Begun, Anta and Banera; New Govt. Girls colleges in Churu
- ◆ ₹ 149.19 Crores for Machinery and Equipments in 69 ITIs opened last year
- ◆ Entrepreneurship Training Development Center in Open University at Kota
- ◆ Skill University at Jamdoli and Japan India Manufacturing Institute in Neemrana
- ◆ State level talent search examination for Commerce and Arts students, similar to Science
- ◆ Cycles to girls students in govt hostels if their schools are more than 2 km far
- ◆ Moped/Scooty to top 100 girls students of class 12th on scoring 90%+ marks
- ◆ Schools for every Panchayat if 40+ candidates registered in class 10th
- ◆ New Govt. ITIs for Motor Vehicle Trade in Dholpur, Jhalawar and Rajsamand
- ◆ Four new sports academies: Football in Kota, Wrestling in Bharatpur, Cycling in Bikaner and Volleyball in Jhunjhunu

Financial Overview (10 Years)

Standalone Financials



Consolidated Financials





Chairman's Letter

This is an exciting time for Indian education. With change occurring at an unprecedented pace, we are confronting challenges and capitalizing on opportunities. With India at a crossroads, Career Point is a proven vehicle for change.

In this rapidly evolving industry, we have transformed the company into a flexible organization, which respond to the changes fast and align itself with the changing market dynamics. In last couple of years, we have positioned Career Point from a pure coaching player to a complete educational service provider.

The company is now very little dependent on any specific division's performance. The sustainability of the business growth is no more a big challenge. We are also striving hard and putting efforts to achieve the leadership position in each of division in which we operate.

We are focused on offering real value to the people who come to us for help planning the next stage of their lives. Our team is committed to delivering education and services that are distinctive, useful and help learners find the best skills which they need to be competitive in the globally connected workforce.

As an established educational group, our ability to truly make education relevant and connect it with the careers of today and tomorrow help us in maintaining our leadership position. We are dedicated with a mission to provide high-quality education accessible and affordable to as many students as possible.

The financial year 2016-17 or let me call it academic session 2016-17 was one more year in which Career Point (CP) exceeded expectations on various fronts including academics, financially, sustainability and future prospects. This we could achieve through our continued focus on education delivery with the objective of empowerment of our end customer - 'the students'.

Across the organization, we made significant progress towards becoming more efficient

in every interaction with every student. During the year, we forge ahead equipping our students to create the lives they dream of - thanks to the education and career opportunities we provide.

We focus on to promote a high level of academic quality in all our course offerings with elements including professionally relevant curricula, qualified faculty, centralized program design, flexibility in program delivery and continuous curriculum up gradation.

We deploy highly collaboratively designed curriculum development process to ensure a consistent learning experience. We thereafter continuously review our programs in an effort to ensure that they remain consistent, up-to-date, relevant, and effective in producing the desired learning outcomes.

Our assessment team serves as key resource for measuring learning outcomes, student satisfaction, their foundational knowledge and professional competencies for updating our program effectiveness and improving academic delivery.

We also continually focus on developing standards by improving the technology including delivering the online learning platform and further improving student services through the implementation of online interfaces.

The year in review

During the year 2016-17, we spread our footprints through school association projects in the tutorial segment. This provided us an access to the unrepresented territories without any significant capex. In fact we were one of the first in the coaching sector to launch school association project and at present having one of the largest association network with prestigious group like BITS Pilani, Velammal Group Tamil Nadu, Techno India West Bengal, etc.

We are also continuing our alliance with Chhattisgarh Government in Dantewada and Korba, Jindal school in Jharkhand and Adani school in Gujarat. Apart from school associations, we have added new franchises at Trivandrum in Kerala, Rourkela in Odisha, Gwalior in Madhya Pradesh and Bhagalpur in Bihar and two locations in Gujarat at Himmatnagar and Modasa. These developments have not only given our tutorial division a sustainable growth going forward, but also addressed the concern of geographical concentration.

CP Gurukul Kota has already been recognized for its overall excellence from academics to sports to extracurricular. Residents of this campus are performing well on all fronts. CP Gurukul Mohali received an overwhelming response on the launch. Similar response is further expected on next launch of CP Gurukul at Rajsamand. Along with our existing chain of residential and day-boarding K-12 schools; we are proud to add one more Career Point World School at Aurangabad, Maharashtra.

Our higher education division has been doing exceptionally well on various front. I would like to briefly touch upon the placement statistics which is one of the key factors to determine institution

success. Career Point University has set new benchmark of record & quality placement by placing 925 students in 133 companies so far. Many foreign students have also opted various under-grad and post-grad programs in our universities.

Our new verticals; skill development, pre-school, e-learning and publication division are further increasing their contribution in our own company growth.

Coming to financials, the total income in this fiscal was Rs.92.6 Crores with a year-on-year growth of 7% at console level. The increased contribution from new school association projects and other high margin verticals resulted a growth in revenue and a much higher growth at the margin level.

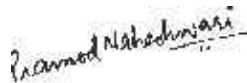
The company reported an extraordinary operating performance with y-o-y growth of 44% in EBITDA at Rs.29.4 Crores. EBITDA margin was witnessed at 35.1 with an improvement of 812 basis points over previous year. The increase in margins is a result of operational efficiency in existing business operation and expansion through more efficient subverticals.

The net income for the year was Rs.17.7 Crores with a y-o-y growth of 22% and the PAT margin of 19%. As on March 31, 2017, the net worth of the company was close to Rs.370 Crores. The increased contribution from new business ventures, an outstanding performance at profit level and a sustainable business expansion for the future growth are few key highlights for the period.

All of this positive momentum sets the stage for another exceptional years coming ahead. We look to the future with enthusiasm, optimism, and the determination to exceed the expectations of our students. On behalf of the board, I appreciate support from entire Career Point team and all stakeholders on our way toward building a stronger, more nimble Career Point.

Thank you for joining us in our journey.

With best wishes



Pramod Maheshwari



Management Discussion & Analysis

The World bank has predicted India's GDP growth to be 7.2% in 2017-18 and 7.7% in 2019-20. This growth forecast strongly supports India's prospects to be recognized as the most promising economy globally. India is a nation with 512 million strong labour force and employment generation is one of the key focuses of Indian policy creation. Various initiatives by the central government and state governments on this front elicit the same.

This further led to Govt. of India's focus on Education sector. The education sector in India also has an advantage of large young population and a huge opportunity for existing and upcoming institutions due to low Gross Enrollment Ratio. Spending on education accounts for second highest share of total household expense of the Indians. Future outlook of the Indian education sector is very positive on increasing income levels, increasing awareness about importance of quality education, increase in enrolment ratio and various Government support schemes spur the sector's prospects.

Growth of Higher Education Institutions in India				
Institutions	2008	2016	Increase (%)	Increase (#)
Central Universities	25	47	88%	22
State Universities	228	345	51%	117
State Private Universities	14	235	1579%	221
Deemed to be Universities	103	123	19%	20
Colleges	23,206	41,435	79%	18,229
Total	23,576	42,185	79%	18,609

Source: University Grant Commission (UGC)

Career Point Limited (NSE: CAREERP, BSE: 533260) is an established and leading player in the Indian education sector with strong brand equity of providing quality education since 1993. The company has diversified products and integrated services in both regulated and non-regulated education segments:

1. Test Prep for Pre-Engineering, Pre-Medical, Olympiads etc:

Career Point has established a strong niche for test preparation of

various engineering & medical entrance examinations and other competitive exams:

- JEE (Main & Advanced) – Joint Entrance Examination
- NEET – National Eligibility cum Entrance Test
- AIIMS: All India Institutes of Medical Sciences
- NTSE – National Talent Search Examination
- Olympiad – IMO, IPHO, IChO, iOS etc

While transforming lives through the power of education, Career Point's Test-Prep division has become a benchmark in education space due to scientific & result oriented teaching methodology and individual focus with ultimate personal care. The test-prep (tutorial) services are offered to students through the following modes:

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

2. Schools and Universities:

The Company has a strong presence in K-12 Schools, Colleges and Universities in multiple geographies. While laying a very strong foundation for future at early age, Career Point empowers students on both professional development and degree-awarding courses in various streams including Engineering & Technology, Management & Commerce Studies, Computer Applications, Law, Pharmacy, Applied Sciences etc.

Career Point's existing institutions, both residential as well as day-boarding, in formal education space include:

- Career Point University, Kota (Rajasthan)
- Career Point University, Hamirpur (Himachal Pradesh)
- Career Point Gurukul, Kota – Residential school
- Career Point Gurukul, Mohali (Punjab) – Residential school
- Career Point Gurukul, Rajsamand (Rajasthan) – Residential school
- Career Point World School, Jodhpur (Rajasthan) – Day School
- Career Point World School, Bilaspur (Chhattisgarh) – Day

Bringing **Success** for each Student



11500+ IITians... **135000+** Engineers... **8000+** Doctor so far..

School & Hostel

- Career Point World School, Aurangabad (Maharashtra)– Day School and Hostel

- Global Public School, Kota (Rajasthan)– Day School

3. Skill Development – Career Point Skill Division:

Career Point Institute of Skill Development (CPISD) 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.

CPISD is approved training partner of National Skill Development Corporation (NSDC), Rajasthan Skill & Livelihood Development Corporation (RSLDC) and affiliated to various sector skill councils. CPISD 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.

4. Early Childhood Education – Global Kids

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.

5. e-Learning

Career Point has initiated innovative products to drive the next generation of education delivering process. With a goal to provide individual flexible personalized learning solutions which help them to learn efficiently and provide them extra edge in highly competitive scenario, Career Point is delivering quality education to students at affordable cost through following technology platforms:

www.ecareerpoint.com - Online adaptive assessment engine with personalized and relative feedback mechanism based on our proprietary 'A2ZFeedback Technology' using scientific and statistical techniques.

www.misostudy.com - Video-lectures and digital content by subject experts available for students on their computers and

other electronic devices over online as well as offline mode (pen-drive, SD card) to provide quality education to students at remote locations.

www.studyboard.com - Online education and social learning marketplace with global reach, as 'Online Tutoring Platform' and 'Question-Answer Services'

Financials

In financial year 2016-17, the company reported an income from operation of Rs. 73.6 crores in year with a growth of 6% over previous year, at standalone level. At console level the revenue from operations was stood at Rs. 83.7 crores for the year with a year-on-year growth of 10%. The increased contribution from new school association projects and other high margin verticals resulted a growth in revenue and a much higher growth at the margin level.

The total income including the other income was reported at Rs. 92.6 crores and year-on-year growth of 6.8%. The total income grew relatively lower as compared to operational income due to smaller investment income. As per the company accounting policy, we book investment income only on maturity. The company does not recognize mark to market gains on its investment.

The company has performed exceptionally well in its operational performance. The reported EBITDA on standalone basis came at Rs.21.1 crores in the period under review, which is 20% higher versus previous financial year. The resulted EBITDA margin of 29.6% is increased by more than 300 basis points y-o-y.

The increase in margin is a result of operational efficiency in existing business operation and expansion through more efficient sub-verticals. At console level as well, the company reported an extraordinary operating performance with EBITDA of Rs.29.4 crores and y-o-y growth of 44%. This implied an EBITDA margin of 35.1% with y-o-y improvement of 812 basis points in the period 2016-17.

The net profit for the company was increased by 22% at Rs. 17.7 crores in the fiscal year with net margin of 19%. Net Profit was impacted by relatively higher taxes – reason being the lower investment income (more tax efficient) versus previous year.

As on March 31, 2017, the net worth of the company was close to Rs.370 crores and cash and cash equivalents was Rs.49 crores excluding loans, advances and long-term investments. Thanks to receipt of Rs.35 crores from Career Point University Kota the debtors have reduced significantly versus previous year. The increase in

Enrollments	FY2013	FY2014	FY2015	FY2016	FY2017
Total	29,398	24,120	27,366	30,857	29,086
Tutorial Division	27,257	20,655	22,412	23,010	21,057
Formal Education	2,141	3,465	4,954	7,847	8,029
Tutorial Enrollments Split					
Branches-LT CR	17,262	11,122	12,946	13,688	10,689
Branches-ST CR	2,978	1,169	1,333	1,011	625
Franchisees-LT CR	1,754	1,764	1,576	1,395	1,605
Franchisees-ST CR	381	23	87	52	-
School Associations				458	1,801
Distance Learning	4,882	6,577	6,470	6,406	6,337
Formal Break-up					
Higher Education	741	1,642	2,327	3,455	3,738
School Education	1,400	1,823	2,627	3,372	3,451
Vocational Education				1,020	840

LTCR – Long Term Classroom, STCR – Short Term Classroom

inventory at console level is nothing but our investment in bonds at NBFC subsidiary.

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 strengthen the management team and add additional talent and expertise. By 31 March 2017, the Company had total number of employees of 645.

Corporate Social Responsibility

The company realizes the need to create an act for posterity, a plan that delivers. To help people discover the joy and meaning of learning in an empowered, dignified world driven by competence, knowledge and wisdom. Institutions of Career Point nurture potential entrepreneurs, technocrats and managers for new level of leadership in their career. Career Point also understands the importance of giving back.

- Giving back to deserving underserved candidates through financial support programs
- Giving back to environment by several 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, leveraging technological advancements, expanding the product portfolio to minimize the regulatory risk, if any.

Decrease in student enrolment: With the increased competition, decentralization of the tutorial students or negative publicity of Kota (as tutorial hub) due to students' suicidal cases; the Company might face a risk of decline in student enrolments. However, the Company's focused marketing strategy (which includes direct and indirect marketing) continues to attract students across its courses

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 in the senior management/faculty team 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.

Geographical concentration: The Company derives the larger share of

its revenue from Kota, Rajasthan. Hence, any disruption in operations, or competition at this location could impact overall operations significantly. The Company is making a concerted effort to expand its operations pan-India and overseas through franchisees, school association program 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. P. Khandelwal & Co., Chartered Accountants, Kota, 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

Revenue growth with significant margin improvement during year 2016-17 was an outcome of the company's consistent investments into business fundamentals. Increasing contribution from the new divisions was quite remarkable as well. Now, the company is well placed to capture the enormous potential and large opportunities available in key education vertical such as Formal Education, Test-Prep, e-Learning and Vocational Education.

Strategically, the company has got a perfect mix of high return and more sustainable business segments. Tutorial businesses provide higher returns whilst Formal education offers annuity and sustainability. The new initiatives i.e. e-Learning, Skill Development, Pre-schools are also expected to fuel the growth without any additional significant capex.

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.

Management Team

Name	Designation	Experience (Years)	Educational Qualification	Experience
Pramod Maheshwari	CMD & CEO	25	B. Tech (IIT Delhi)	First generation entrepreneur and visionary with a holistic experience in overall management, teaching & strategic guidance
Om Prakash Maheshwari	Executive Director & CFO	27	B.E.	Expertise in project implementations, infrastructural and legal matters
Naval Kishore Maheshwari	Executive Director	21	B.Com	Varied experience in field of administration and liaising with important stakeholders
Shailendra Maheshwari	Senior VP- Academics	23	B.E.	Implementation of effective academic system, teaching and content development activities
Dr. PL Gautam	Vice Chancellor CPU Hamirpur	39	Ph.D	Vice-Chancellor of G.B. Pant University and Deputy Director General at ICAR, New Delhi
Dr. D.N. Rao	Vice Chancellor CPU Kota	37	Ph.D, M.Tech	Vice-Chancellor of Suresh Gyan Vihar University and Senior-VP at Amity University
Mahesh Bhangriya	VP - Corporate Strategy	15	MBA – Finance	Expertise in Corporate Finance, M&A & Investor Relations with past experience in Equity Research at HSBC and Business Consulting
Rajneesh Goyal	VP - Academics	19	B.E.	Test-prep expert with past experience as Lecturer in Engineering College
Dr. Gurudatt Kakkar	GM Higher Education	19	PhD, MSW	Proficient in Academic admin., Regulatory compliances & HR with past experience at Maharshi Arvind Institute of Technology
Uday Shankar Kejriwal	GM – Infra	37	B.Com	Specialist in infrastructure and related matters including liaising, purchase etc.
Tarun Kumar Jain	GM – Legal & Corporate Affairs	17	CS, LLB	Seasoned professional with expertise in legal and Corporate affairs; Past experience at TNT Speedage Express Cargo Services
Ankesh Jain	GM – Marketing	15	MBA	Marketing specialist with experience in Media planning, advertising and brand promotion
Manish Sharma	AGM-Business Development	15	Diploma in Software Engg.	Expert in business development with past experience at Brilliant tutorials, Aakash Edu.
Manish Gupta	Head Administration	23	B.Sc.	Expertise in administration, people management
Deependra Roy	Head Preschool Div	20	MBA, B.Com	Proficient in Pre-Primary education segment
Sanjay Gupta	Regional Head	17	B.E. (MNIT)	Branch management at Master Mind Classes

Directors' Profile



MR. PRAMOD MAHESHWARI

Chairman, Managing Director and CEO

Founder Director of the Company, Mr. Pramod Maheshwari (46) 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 (48) 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 legal matters. He holds a Bachelor's Degree in Mechanical Engineering from University of Rajasthan.



MR. NAWAL KISHORE MAHESHWARI

Executive Director

Mr. Nawal Kishore Maheshwari (42) 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, wherein he possesses more than nine years of varied 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 (50) 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. PRITAM KUMAR GOSWAMI

Independent and Non Executive Director

A practicing chartered accountant, Mr. Goswami (46) possesses over 18 years of experience in the field of finance and taxation. He is a certified corporate trainer in soft skills and has conducted numerous programs for companies, colleges, institutions and NGOs.



MR. RAM SWAROOP CHAUDHARY

Independent and Non Executive Director

With more than 30 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 (74) 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.



MR. VISHAL JAIN

Independent and Non Executive Director

Armed with more than 18 years of experience in important corporate portfolios, Mr. Jain (44) started his career in 1996 with a brief stint at Indorama Synthetics, Nagpur. He moved on to Apple Computers in Singapore in 2000, before joining Merrill Lynch, New York, in advisory capacity. The next step in his journey came in 2008, when he moved on to Nadathur Estates to head their Wealth Management Business. He holds a Bachelor's Degree in Electronics and Communication Engineering from Engineering College, Kota and Master Degree in Management from National University of Singapore.



MR. MAHESH GUPTA

Independent and Non Executive Director

Mr. Gupta (39) is a practicing chartered accountant and partner in Bhutoria Ganesan & Co. He has over 15 years of experience in the field of taxation, project finance and consultancy.



Mrs. NEELIMA MAHESHWARI

Non Independent and Non Executive Director

Mrs. Neelima Maheshwari (46) 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 Sarda (57) has been appointment 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 30 years of experience in the field of Cost and Management Accountancy. He holds a Bachelor's Degree in Commerce from Rajasthan University.

DIRECTORS'S REPORT

Dear Career Point Shareowners,

The Board of Directors ("Board") of Career Point Limited ("Company") with immense pleasure present their 17th report on the business and operations of your Company for the Financial Year 2016-17. 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 2016-17 on standalone basis are as follows:

(₹ in Lacs)

Particulars	31-Mar-17	31-Mar-16
Income from Operations	7357.25	6942.47
Expenditure	5739.30	5648.47
Profit from Operations before Other Income, Interest and Exceptional Items	1617.95	1294.00
Other Income	850.74	939.81
Profit before Interest and Exceptional Items	2468.69	2233.81
Interest Expense	168.58	111.99
Profit after Interest Expense but before Extraordinary items	2300.11	2121.82
Extraordinary Items	-	-
Profit from Ordinary Activities before tax	2300.11	2121.82
Total Provision for taxes	737.92	675.01
Profit from Ordinary Activities after tax	1562.19	1446.81

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 2016-17 have been detailed out in the Management Discussion and Analysis Report which forms part of Directors' Report.

3. 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.

4. Public Deposits

During the year, your Company has neither invited not 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.

5. Credit Rating

Your Company enjoys credit rating of 'CARE A' Stable (Single A; Outlook: Stable) for its Long Term Bank Facilities.

6. Subsidiary Companies

As on March 31, 2017, your Company has Eight Subsidiaries (including two step down Subsidiary Companies) and two Associate Companies as under:

- (1) Six Subsidiary Companies i.e. Career Point Infra Limited, Career Point Edutech Limited, Gyan Eduventure Private Limited, Career Point Accessories Private Limited, Srajan Capital Limited, Career Point Institute of Skill Development Private Limited and
- (2) Two Step down Subsidiary Company i.e. Coupler Enterprises Private Limited and Srajan Agritech Private Limited (Subsidiary of Career Point Infra Limited).
- (3) Two Associate Companies Imperial Infin Private Limited and StudyBoard Education Private Limited

During the Financial Year 2016-17, M/s Gyan Eduventure Private

Limited becomes as wholly owned subsidiary company of Career Point 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 Registered 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 Registered 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, Joint Ventures and Associates

In terms of Section 134 of the Companies Act, 2013 and Rule 8(1) of the Companies (Accounts) Rules, 2014, the financial position and performance of subsidiaries are given as an Annexure - 4.

8. Consolidated Financial Statements and Cash Flow Statement

The Consolidated Financial Statements and Cash flow statement for the Financial Year ended March 31, 2017 were prepared by the Company in accordance with applicable Accounting Standards issued by the Institute of Chartered Accountants of India and the same together with the Auditor's Report thereof form part of the Annual Report.

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

The Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed and forms part of the Directors' 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; and
- 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. P. Khandelwal & Co., 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 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 four times in the year 2016-17. The details of the board meetings and the attendance of the Directors are provided in the Corporate Governance Report.

15. Directors

In accordance with the provision of the Companies Act, 2013, Mr. Om Prakash Maheshwari [DIN - 00185677] and Mr. Nawal Kishore Maheshwari [DIN - 00185762], Directors, retire at the forthcoming Annual General Meeting and are eligible for re-appointment. The Board recommends their re-appointment.

Further, based on recommendation of Nomination and Remuneration Committee, Mr. Jagdish Prasad Sarma (DIN: 07654623) was appointed as an Additional (Independent) Director, on the Board of your Company with effect from November 12, 2016. As per the provisions of Companies Act, 2013 he holds office upto the date of ensuing Annual General Meeting of the Company.

Your Company has received Notice under Section 160 of the Companies Act, 2013 together with requisite deposit from a member proposing appointment of Mr. Jagdish Prasad Sarma as Director on the Board of your Company. Necessary resolution seeking approval of the members for appointment of Mr. Jagdish Prasad Sarma as director is being incorporated in the Notice of the ensuing Annual General Meeting. He has given the declarations that he meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

Details of the proposal for their re-appointment are being given in the Notice of the Annual General Meeting.

16. Declaration 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 thereunder 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 familiarisation of Independent Directors with the Company, their roles, rights, responsibility in the Company, nature of the industry in which the Company operates and other related matters are put on the website of the Company at www.cpil.in.

17. Key Managerial Personnel

In terms of the provisions of Section 203 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mr. Pramod Maheshwari, Chairman, Managing Director & CEO, Mr. Om Maheshwari, Executive Director & CFO and Mr. Tarun Kumar Jain, GM (Corporate & Legal Affairs) & Company Secretary are the Key Managerial Personnel of the Company. They continue to hold the respective offices.

18. Auditors and Auditors' Report

In terms of the provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, an audit firm can hold office as statutory auditor for two terms of five consecutive years i.e. for a maximum period of ten years. Further, as per the provisions of the Act, Company is required to comply with these provisions within three years from the commencement of the Act.

M/s. Sharp & Tannan, Chartered Accountants, New Delhi were appointed as the Statutory Auditors of the Company in November, 2007 and were re-appointed at every Annual General Meeting (AGM) thereafter. As they have been in office for more than 10 years, in compliance with the provisions of the Act, the Company have to appoint a new auditor in their place. In terms of the shareholder's resolution passed at the 14th Annual General Meeting of the Company held on 26th September, 2014, M/s Sharp & Tannan shall hold office until the conclusion of the ensuing 17th AGM.

Necessary resolution seeking approval of the members for appointment of new statutory auditors will be proposed by the Board of Directors in 17th Annual General Meeting of the Company.

19. Cost Audit

The Company is not required to conduct cost audit during the Financial Year 2016-17

20. Secretarial Audit

Pursuant to Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Company had appointed Secretarial Auditor of the Company for the year ended March 31st 2017. In accordance with the section 204 of the Act they M/s. M Sancheti & Associates, Company Secretaries, Jaipur (Certificate of Practice No.: 8997) submitted their report in prescribed format and the same has been attached at Annexure-3. The report so submitted is self-explanatory and does not call for any further explanation(s) / comment(s).

21. 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, 2017, are set out in NOTE 10, 10A, 12 and 16 to the Standalone Financial Statements forming part of this report.

22. 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 were in the ordinary course of business and did not attract provisions of section 188 of the Companies Act, 2013. There were material transactions entered into with related parties, during the year under review, which have been disclosed in Form AOC-2 as Annexure-5 in that regard.

During the year 2016-17, 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 and the Listing Regulations.

A statement showing the disclosure of transactions with related parties as required under Accounting Standard 18 is set out separately in this Annual Report.

The Policy on RPTs as approved by the Board is uploaded on the Company's website www.cpil.in

23. 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 - 6. 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.

24. 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.

25. Audit Committee

Audit Committee currently comprises of Mr. Pawan Kumar Lalpuria as Chairman of the Audit Committee with other members being Mr. Pritam Kumar Goswami, Mr. Mahesh Gupta and Mr. Om Prakash Maheshwari, Mr. Ram Swaroop Choudhary, Mr. Jagdish Prasad Sarada. Further details relating to the Audit Committee are provided in the Corporate Governance Report, which forms part of this report.

Mr. Ram Swaroop Choudhary and Mr. Jagdish Prasad Sarada were inducted as a member of the Committee with effect from November 11, 2016 and January 31, 2017 respectively.

26. 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.

27. 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 participations 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.

28. 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.

29. Policies of the Company

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

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

30. 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. During the Financial Year 2016-17, your Company has granted 10,000 options under the scheme.

31. Significant and Material Orders Passed by the Regulators or Courts

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

32. Extract of Annual Return

The Extract of Annual Return as required under Section 134(3)(a) of the Companies Act, 2013 is set out at Annexure-1 which forms part of this report.

33. 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-2.

Your directors have constituted the Corporate Social Responsibility Committee of the Board of Directors, with Mr. Mahesh Gupta as Chairman, and Mr. RS Chaudhary and Mr. Nawal Kishore Maheshwari as other members.

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, 2017

35. 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 2016-17:

No. of complaints received: Nil

No. of complaints disposed off: N. A.

36. Green Initiative

Your Company has taken the initiative of going green and minimising 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.

37. Additional Information to Shareholders

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

38. Acknowledgments and Appreciation

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

For and on behalf of the Board of Directors

Place: Kota
Date: May 16, 2017

Pramod Maheshwari
Chairman, Managing Director and CEO

FORM NO. MGT - 9**Annexure-1**

Extract of Annual Return as on Financial Year ended on 31st March, 2017
[Pursuant to section 92(3) of the Companies Act, 2013 & Rule 12(1)
of the Companies (Management and Administration) Rule, 2014]

I. REGISTRATION AND OTHER DETAILS:

1	CIN	L72200RJ2000PLC016272
2	Registration Date	31/03/2000
3	Name of the Company	Career Point Limited
4	Category / Sub-Category of the Company:	Public Company limited by shares
5	Address of the Registered office & contact details	CP Tower 1, Road No. 1, IPIA, Kota, Rajasthan 324005
5	Whether listed company Yes / No	Yes
6	Name, Address and Contact details of Registrar if any and Transfer Agent,	M/s. Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikroli (West), Mumbai - 400 083, Telephone No. : 022-49186000, Fax No: 022-491 86060, Email id: mumbai @linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

S.No.	Name and Description of main products / services	NIC Code of the Product/ service*	% to total turnover of the company
1	Coaching Services	85491	68.26
2	Hostel Services	55901	24.84

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	Career Point Infra Limited B-28,10-B Scheme, Gopalpura Bypass, Jaipur, Rajasthan 302018	U45201RJ2007PLC025439	Subsidiary Company	100%	Section 2(87)
2	Career Point Edutech Limited B-28,10-B Scheme, Gopalpura Bypass, Jaipur, Rajasthan 302018	U80302RJ2006PLC023306	Subsidiary Company	100%	Section 2(87)
3	Gyan Eduventures Private Limited B-28,10-B Scheme, Gopalpura Bypass, Jaipur, Rajasthan 302018	U80302RJ2012PTC037928	Subsidiary Company	100%	Section 2(87)
4	Srajan Agritech Private Limited, 112-B Shakti Nagar, Kota Rajasthan 324009	U01122RJ2013PTC044626	Step Down Subsidiary Company	100%	Section 2(87)
5	Coupler Enterprises Private Limited e-8(II) CP TOWER, INDRAPRASTHA INDUSTRIAL AREA, ROAD, NO.1, Kota, Rajasthan	U31900RJ2012PTC037933	Step Down Subsidiary Company	100%	Section 2(87)
6	Srajan Capital limited 112-B , Shakti Nagar, Kota324009	U65910RJ2013PLC044519	Subsidiary Company	100%	Section 2(87)
7	Career Point Institute of skill Development Private Limited, 112-B, Shakti Nagar, Kota Rajasthan 324005	U80302RJ2015PTC048296	Subsidiary Company	100%	Section 2(87)
8	Career Point Accessories Private Limited, B-28,10-B Scheme, Gopalpura Bypass, Jaipur, Rajasthan 302018	U21098RJ2013PTC041510	Subsidiary Company	60%	Section 2(87)
9	StudyBoard Education Private Limited E-8(II), Road No.1, IPIA, Kota Rajasthan 324005	U80302RJ2015PTC047884	Associate Company	50%	Section 2(6)
10	Imperial Infin Private Limited 112-B, Shakti Nagar, Kota, Rajasthan 324009	U67120RJ1994PTC008872	Associate Company	42.74%	Section 2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) A Category-wise Share Holding

SN	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Shareholding of Promoter and Promoter Group									
[1]	Indian									
(a)	Individuals / Hindu Undivided Family	10997413	-	10997413	60.65	11037853	-	11037853	60.87	0.22
(b)	Central Government / State Government(s)	-	-	-	-	-	-	-	-	-
(c)	Financial Institutions / Banks	-	-	-	-	-	-	-	-	-
(d)	Any Other (Specify)	-	-	-	-	-	-	-	-	-
	Sub Total (A)(1)	10997413	-	10997413	60.65	11037853	-	11037853	60.87	0.22
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	-	-	-	-	-	-	-	-	-
(b)	Government	-	-	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-
(e)	Any Other (Specify)	-	-	-	-	-	-	-	-	-
	Sub Total (A)(2)	-	-	-	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	10997413	-	10997413	60.65	11037853	-	11037853	60.87	0.22
(B)	Public Shareholding									
[1]	Institutions									
(a)	Mutual Funds / UTI	284144	-	284144	1.57	284144	-	284144	1.57	0.0000
(b)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(c)	Alternate Investment Funds	-	-	-	-	-	-	-	-	-
(d)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
(e)	Foreign Portfolio Investor	1233405	-	1233405	6.80	1812141	-	1812141	9.99	3.19
(f)	Financial Institutions / Banks	27733	-	27733	0.15	19568	-	19568	0.11	-0.04
(g)	Insurance Companies	-	-	-	-	-	-	-	-	-
(h)	Provident Funds/ Pension Funds	-	-	-	-	-	-	-	-	-
(i)	Any Other (Specify)	-	-	-	-	-	-	-	-	-
	Sub Total (B)(1)	1545282	-	1545282	8.52	2115853	-	2115853	11.67	3.15
[2]	Central Government/ State Government(s)/ President of India									
	Sub Total (B)(2)	-	-	-	-	-	-	-	-	-
[3]	Non-Institutions									
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh.	2531340	1	2531341	13.96	1878480	1	1878481	10.36	-3.60
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	958738	-	958738	5.29	903517	-	903517	4.98	-0.31

(b)	NBFCs registered with RBI	-	-	-	-	-	-	-	-	-
(c)	Employee Trusts	-	-	-	-	-	-	-	-	-
(d)	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-
(e)	Any Other (Specify)									
	Trusts	29048	-	29048	0.16	20	-	20	0.0001	-0.16
	Hindu Undivided Family	211092	-	211092	1.16	109206	-	109206	0.60	-0.56
	Non Resident Indians (Non Repeat)	13040	-	13040	0.07	49190	-	49190	0.27	0.20
	Non Resident Indians (Repat)	51220	-	51220	0.28	184341	-	184341	1.02	0.74
	Clearing Member	173619	-	173619	0.96	169258	-	169258	0.94	-0.02
	Bodies Corporate	1622146	-	1622146	8.95	1685220	-	1685220	9.29	0.34
	Sub Total (B)(3)	5590243	1	5590244	30.83	4979232	1	4979233	27.46	-3.37
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	7135525	1	7135526	39.35	7095085	1	7095086	39.13	-0.22
	Total (A)+(B)	18132938	1	18132939	100	18132938	1	18132939	100	0
(C)	Non Promoter - Non Public									
[1]	Custodian/DR Holder	-	-	-	-	-	-	-	-	-
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	-	-	-	-	-	-	-	-	-
	Total (A)+(B)+(C)	18132938	1	18132939	100	18132938	1	18132939	100	

(ii) Shareholding of Promoters

S. No.	Shareholders Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% change during the year
		No. of Shares	% of Total shares of the Company	% of shares pledged encumbered to Total shares	No. of Shares	% of Total Shares of the Company	% of Shares pledged encumbered to Total shares	
1	Mr. PRAMOD MAHESHWARI	1527813	8.42	-	1568253	8.64	-	0.22
2	Mr. OM MAHESHWARI	1386300	7.64	-	1386300	7.64	-	-
3	Mr. NAVAL MAHESHWARI	1385800	7.64	-	1385800	7.64	-	-
4	Mr. GULAB CHAND MAHESHWARI	1339500	7.39	-	1339500	7.39	-	-
5	Mrs. KAILASH BAI	1339500	7.39	-	1339500	7.39	-	-
6	Mrs. NEELIMA MAHESHWARI	1339500	7.39	-	1339500	7.39	-	-
7	Mrs. REKHA MAHESHWARI	1339500	7.39	-	1339500	7.39	-	-
8	Mrs. SHILPA MAHESHWARI	1339500	7.39	-	1339500	7.39	-	-
	Total	10997413	60.65	-	11037853	60.87	-	0.22

(iii) Change in Promoters shareholding (Please specify, if there is no change)

Sl. No	Name & Type of Transaction	Shareholding at the beginning of the year		Transactions during the year		Cumulative Shareholding at the end of the year	
		No. of Shares Held	% of Total Shares of the Company	Date of Transaction	No. of Shares	No of Shares Held	% of Total Shares of The Company
1	Mr. PRAMOD MAHESHWARI	1527813	8.42			1527813	8.42
	Transfer			30 Jun 2016	40440	1568253	8.64
	AT THE END OF THE YEAR					1568253	8.64
2	Mr. OM PRAKASH MAHESHWARI	1386300	7.64			1386300	7.64
	AT THE END OF THE YEAR					1386300	7.64
3	Mr. NAWAL KISHORE MAHESHWARI	1385800	7.64			1385800	7.64
	AT THE END OF THE YEAR					1385800	7.64
4	Mr. GULAB CHAND MAHESHWARI	1339500	7.39			1339500	7.39
	AT THE END OF THE YEAR					1339500	7.39
5	Mrs. KAILASH BAI	1339500	7.39			1339500	7.39
	AT THE END OF THE YEAR					1339500	7.39
6	Mrs. SHILPA MAHESHWARI	1339500	7.39			1339500	7.39
	AT THE END OF THE YEAR					1339500	7.39
7	Mrs. NEELIMA MAHESHWARI	1339500	7.39			1339500	7.39
	AT THE END OF THE YEAR					1339500	7.39
8	Mrs. REKHA MAHESHWARI	1339500	7.39			1339500	7.39
	AT THE END OF THE YEAR					1339500	7.39

(iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No	Name & Type of Transaction	Shareholding at the beginning of the year		Transactions during the year		Cumulative Shareholding at the end of the year	
		No. of Shares Held	% of Total Shares of the Company	Date of Transaction	No. of Shares	No of Shares Held	% of Total Shares of The Company
1	FIDELITY ASIAN VALUES PLC	814333	4.49			814333	4.49
	Transfer			08 Apr 2016	92312	906645	5.00
	Transfer			27 May 2016	22383	929028	5.12
	Transfer			03 Jun 2016	27617	956645	5.27
	AT THE END OF THE YEAR					956645	5.27
2	FIDELITY FUNDS - ASIAN SMALLER COMPANIES POOL	418411	2.31			418411	2.31
	Transfer			08 Apr 2016	92979	511390	2.82
	Transfer			22 Apr 2016	20567	531957	2.93
	Transfer			29 Apr 2016	71362	603319	3.33
	Transfer			06 May 2016	14463	617782	3.41
	Transfer			20 May 2016	132300	750082	4.14
	Transfer			27 May 2016	28645	778727	4.29
	Transfer			03 Jun 2016	31383	810110	4.46
	Transfer			30 Jun 2016	12363	822473	4.53
	Transfer			15 Jul 2016	7500	829973	4.58
	Transfer			22 Jul 2016	24862	854835	4.71
	AT THE END OF THE YEAR						

4	NADATHUR ESTATES PRIVATE LIMITED	341713	1.88			341713	1.88
	AT THE END OF THE YEAR					341713	1.88
5	AKASH BHANSHALI	450967	2.49			450967	2.49
	Transfer			20 May 2016	(51702)	399265	2.20
	Transfer			28 Oct 2016	(65000)	334265	1.84
	AT THE END OF THE YEAR					334265	1.84
6	DSP BLACKROCK MICRO CAP FUN	284144	1.57			284144	1.57
	AT THE END OF THE YEAR					284144	1.57
7	RAJASTHAN GLOBAL SECURITIES PRIVATE LIMITED	296192	1.63			296192	1.63
	Transfer			08 Apr 2016	(28941)	267251	1.47
	Transfer			15 Apr 2016	(5270)	261981	1.44
	Transfer			27 May 2016	(6415)	255566	1.41
	Transfer			03 Jun 2016	(9998)	245568	1.35
	Transfer			17 Jun 2016	(17942)	227626	1.25
	Transfer			24 Jun 2016	163396	391022	2.15
	Transfer			30 Jun 2016	(6098)	384924	2.12
	Transfer			01 Jul 2016	279742	664666	3.66
	Transfer			08 Jul 2016	133190	797856	4.40
	Transfer			26 Aug 2016	61296	859152	4.74
	Transfer			16 Sep 2016	10453	869605	4.79
	Transfer			23 Sep 2016	76737	946342	5.22
	Transfer			30 Sep 2016	13854	960196	5.29
	Transfer			14 Oct 2016	(30000)	930196	5.13
	Transfer			09 Dec 2016	(5000)	925196	5.10
	Transfer			17 Feb 2017	(22153)	903043	4.98
	Transfer			24 Feb 2017	(268545)	634498	3.50
	Transfer			03 Mar 2017	(21473)	613025	3.38
	Transfer			17 Mar 2017	(27454)	585571	3.23
	Transfer			24 Mar 2017	(75926)	509645	2.81
	Transfer			31 Mar 2017	(274302)	235343	1.30
	AT THE END OF THE YEAR					235343	1.30
8	ENAM INVESTMENT & SERVICES PVT LTD	202250	1.12			202250	1.12
	Transfer			28 Oct 2016	(38504)	163746	0.90
	Transfer			04 Nov 2016	(11000)	152746	0.84
	AT THE END OF THE YEAR					152746	0.84
9	KULBANDHU RAMADARSH SHARMA	-	-			-	-
	Transfer			16 Dec 2016	82011	82011	0.45
	AT THE END OF THE YEAR					82011	0.45
10	ASHOK DEWAN	-	-			-	-
	Transfer			07 Oct 2016	350	350	0.0019
	Transfer			14 Oct 2016	2310	2660	0.014
	Transfer			21 Oct 2016	3810	6470	0.03
	Transfer			28 Oct 2016	9998	16468	0.09
	Transfer			04 Nov 2016	1174	17642	0.09
	Transfer			18 Nov 2016	2477	20119	0.11
	Transfer			25 Nov 2016	1166	21285	0.12
	Transfer			02 Dec 2016	921	22206	0.12
	Transfer			09 Dec 2016	3884	26090	0.14
	Transfer			16 Dec 2016	1420	27510	0.15

	Transfer			23 Dec 2016	7771	35281	0.19
	Transfer			30 Dec 2016	13806	49087	0.27
	Transfer			06 Jan 2017	3664	52751	0.30
	Transfer			10 Feb 2017	2700	55451	0.30
	Transfer			17 Feb 2017	1215	56666	0.31
	Transfer			24 Feb 2017	4780	61446	0.34
	Transfer			03 Mar 2017	1204	62650	0.34
	Transfer			10 Mar 2017	3885	66535	0.37
	Transfer			17 Mar 2017	9299	75834	0.42
	Transfer			24 Mar 2017	1688	77522	0.43
	Transfer			31 Mar 2017	3947	81469	0.45
	AT THE END OF THE YEAR					81469	0.45
11	FRANKLIN TEMPLETON PRIVATE EQUITY STRATEGY - A/C PMS	403756	2.23			403756	2.23
	Transfer			08 Apr 2016	(52144)	351612	1.94
	Transfer			22 Apr 2016	(16049)	335563	1.85
	Transfer			29 Apr 2016	(14006)	321557	1.77
	Transfer			13 May 2016	(3330)	318227	1.75
	Transfer			20 May 2016	(37018)	281209	1.55
	Transfer			27 May 2016	(50810)	230399	1.27
	Transfer			03 Jun 2016	37154	267553	1.47
	Transfer			10 Jun 2016	(884)	266669	1.47
	Transfer			24 Jun 2016	(164388)	102281	0.56
	Transfer			30 Jun 2016	(67014)	35267	0.19
	Transfer			01 Jul 2016	(13404)	21863	0.12
	Transfer			15 Jul 2016	(13653)	8210	0.04
	Transfer			22 Jul 2016	(8210)	-	-
	AT THE END OF THE YEAR					-	-
12	VIKAS SINGHI	200220	1.10			200220	1.10
	Transfer			24 Mar 2017	(119563)	80657	0.44
	Transfer			31 Mar 2017	(80657)	-	-
	AT THE END OF THE YEAR					-	-
13	ABHISHEK SINGHAL	70000	0.39			70000	0.39
	Transfer			20 May 2016	(14029)	55971	0.31
	Transfer			27 May 2016	(55971)	-	-
	AT THE END OF THE YEAR						

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For each of the Director & KMP	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of shares of the the Company	% fo Total shares	No. of shares of the Company	% of Total Shares
1	Mr. Pramod Maheshwari, Chairman, Managing Director and Chief Executive Officer	1527813	8.42	1568253	8.64
2	Mr. Om Prakash Maheshwari, Executive Director and Chief Financial Officer	1386300	7.64	1386300	7.64
3	Mr. Nawal Kishore Maheshwari, Executive Director	1385800	7.64	1385800	7.64
4	Mr. Ram Swaroop Chaudhary, Independent Director	20	0.00	20	0.00
5	Mr. Pritam Kumar Goswami, Independent Director	20	0.00	20	0.00
6	Mr. Pawan Kumar Lalpuria, Independent Director	-	-	-	-
7	Mr. Vishal Jain, Independent Director	22500	0.10	22500	0.10
8	Mr. Mahesh Gupta, Independent Director	-	-	-	-
9	Mrs. Neelima Maheshwari, Non Executive Non-Independent	1339500	7.39	1339500	7.39
10	Mr. Tarun Kumar Jain, Company Secretary	-	-	-	-

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Amount in ₹

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits Shares	Total Indebtedness
Indebtedness at the beginning of the Financial Year				
i) Principal Amount	134,482,748	-	-	134,482,748
ii) Interest due but not paid	731,264	-	-	731,264
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	135,214,012	-	-	135,214,012
Change in Indebtedness during the Financial Year				
Additions	299,000,000	-	-	299,000,000
Reduction	176,816,581	-	-	176,816,581
Net Change	122,183,419	-	-	122,183,419
Indebtedness at the end of the Financial Year				
i) Principal Amount	256,184,702	-	-	256,184,702
ii) Interest due but not paid	1,212,729	-	-	1,212,729
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	257,397,431	-	-	257,397,431

VI Remuneration of Directors and Key Managerial Personnel

(a) Remuneration to Managing Director, Whole-time Directors and/or Manager:

Amount in ₹

S. No.	Gross salary	Name of the MD/WTD/Manager			Total Amount
		Mr. Pramod Maheshwari, CMD & CEO	Mr. Om Prakash Maheshwari, Executive Director	Mr. Nawal Kishore Maheshwari, Executive Director	
1.	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	33,00,000	33,00,000	33,00,000	99,00,000
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission as % of profit others (specify)	-	-	-	-
5	Others, please specify	-	-	-	-
Total (A)					99,00,000
Ceiling as per Act					2,50,51,011

(b) Remuneration to other directors:

Amount in ₹

S. No.	Particulars of Remuneration		Name of the Directors					Total Amount
1	Independent Directors	Mr. Pawan Kumar Llpuria	Mr. Pritam Kumar Goswami	Mr. RS Choudhary	Mr. Vishal Jain	Mr. Mahesh Gupta	Mr. Jagdish Prasad Sarda	
	(a) Fee for attending board committee meetings	20,000	10,000	25,000	10,000	20,000	10,000	95,000
	(b) Commission	-	-	-	-	-	-	-
	(c) Others, please specify	-	-	-	-	-	-	-
	Total (1)	20,000	10,000	25,000	10,000	20,000	10,000	95,000
2	Other Non Executive	Mrs. Neelima Maheshwari						
	(a) Fee for attending board committee meetings	20,000						
	(b) Commission	Nil						
	(c) Others, please specify.	Nil						
	Total (2)	20,000	-	-	-	-	-	20,000
	Total (B)=(1+2)							1,15,000
3.	Ceiling as per Act	Rs. 1,00,000 per meeting of the board per director						

(c) Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

Amount in ₹

S. No	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Mr. Pramod Maheshwari, CMD & CEO	Mr. Om Prakash Maheshwari, CFO	Mr. Tarun Kumar Jain CS	
1.	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	33,00,000	33,00,000	11,63,044	77,63,044
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	*	-
3	Sweat Equity	-	-	-	-
4	Commission as % of profit others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	33,00,000	33,00,000	11,63,044	77,63,044

*On 30 November 2015, Company granted 5000 (Five Thousand) ESOP to Mr. Tarun Kumar Jain, Company Secretary.

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES (Under the Companies Act): None

**ANNUAL REPORT ON THE CSR ACTIVITIES PURSUANT TO THE COMPANIES
(CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES 2014**

1.	A brief outline of the Company's CSR Policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs	Mentioned in Corporate Governance Report. For detailed policy, please refer our website www.cpil.in
2.	The composition of the CSR Committee	Mr. Mahesh Gupta as Chairman, and Mr. RS Chaudhary and Mr. Nawal Kishore Maheshwari as other members
3.	Average net profit of the Company for last three Financial Years	Rs. 12,47,30,551/-
4.	Prescribed CSR Expenditure (two percent of the amount as in item 3 above)	Rs. 24,94,611/-
5.	Details of CSR spent during the Financial Year	Detail mentioned below
	a) Total amount to be spent for the Financial Year	
	b) Amount unspent, if any;	
	c) Manner in which the amount spent during the Financial Year is detailed below	
6.	In case the Company has failed to spend the two per cent of the average net profit of the last three Financial Years or any part thereof, the Company shall provide the reason for not spending the amount in its Board report	As a socially responsible caring Company, we desire to play a larger role in country's sustainable development. There is a deep commitment to CSR engagement. The Company is in process of identifying the right charitable institutes to be associated with which has vis-à-vis same purpose as that of Company CSR Policy. We are continuously looking at CSR initiatives to give back to the Society.
7.	A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance of CSR objectives and Policy of the Company	Yes

S.No.	CSR Project or activity Identified	Sector in which the project is covered	Projects or Programs 1. Local area or otherwise 2. Specify the State & district	Amount outlay (budget) Project or program wise (Rs.)	Amount Spent on the projects or programs (Rs.)	Cumulative Spend till reporting period	Amount Spent, Direct or implementing agency
1	Overall development of the local area	<ul style="list-style-type: none"> ■ Education ■ Art and Culture ■ Health & Medical facilities ■ Environment sustainability ■ Others 	Local Area	24,94,611/-	Rs.51,000 (Education) Rs.67,360 (Art & Culture) Rs.3,57,576 (Health) Rs.1,00,100 (Environment) Rs.3,40,200 (Others) TOTAL Rs. 9,16,236	Total Rs. 9,79,540	Directly by the Company

For and on behalf of the Board of Directors

Pramod Maheshwari
Chairman, Managing Director & CEO

Om Prakash Maheshwari
CFO

Mahesh Gupta
Chairman CSR Committee

Place: Kota
Date: May 16, 2017

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE Financial Year ENDED ON 31ST MARCH, 2017
 {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
 CP Tower-1, IPIA, Road No.1
 Kota, Rajasthan-324005
 CIN: L72200RJ2000PLC016272

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** [CIN: L72200RJ2000PLC016272](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 Company 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, 2017 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, 2017 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, 2009; **(Not applicable to the Company during Audit Period)**
 - d) The Securities and Exchange Board of India (Share based employee benefit) Regulations, 2014;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during 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;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during Audit Period) &**
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during Audit Period)**
 - i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 Bombay Stock Exchange Limited and National Stock Exchange of India Limited.
- (iii) Labour Laws to the extent of Employees` State Insurance Act, 1948, Employees` Provident Fund and Miscellaneous Provisions Act, 1952, the Payment of Gratuity Act, 1972, Rajasthan Shops and Commercial Establishments Acts, 1958, Air (Prevention and Control of Pollution) Act, 1981 and Rules issued by the State Pollution Control Boards; and Water (Prevention and Control of Pollution) Act, 1974 and Rules issued by the State Pollution Control Boards.

To best of my understanding I am of the view that during the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

The Company is engaged in the business of providing tutorial services for various competitive entrance examinations belongs engineering and medical. To the best of our knowledge and believe and as confirmed by the Management of the Company there is no specific law applicable only to the tutorial Industry in India.

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.

All decision at Board Meetings & Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board as the case may be

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 there were no instances of:

- (i) Public/Right/Preferential issue of shares / debentures/ sweat equity.
- (ii) Redemption / buy-back of securities
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- (iv) Merger / amalgamation / reconstruction, etc.
- (v) Foreign technical collaborations

I further report that during the Audit period the Company has had the following specific events/actions having a major bearing on the company's affairs in pursuance of above referred laws, rules, regulations, guidelines, standards etc., and the same has been intimated to the Stock Exchange:

- (i) That the Company has made further investment in its wholly owned material subsidiary Company namely, Srajan Capital Limited by allotment of 5,00,000 Equity shares at issue Price of Rs. 100 each (Face value Rs. 10 each at Premium of Rs. 90 each) aggregating to Rs. 5,00,00,000/- (Rupees Five Crore only). and 8,55,000 Preference Shares at issue Price of Rs. 100 each (Face value Rs. 10 each at Premium of Rs. 90 each).
- (ii) Ministry of Social Justice and Empowerment signs agreement with Career Point (10 Mar 2017)
- (iii) Career Point launches e-Learning VOD solution in partnership with MisoStudy (20 Feb 2017)
- (iv) Career Point receives a new order for tutorial services in Chhattisgarh (01 Dec 2016)
- (v) Gyan Eduventure Pvt. Ltd.- the subsidiary, becomes a wholly owned subsidiary Company (17 Nov 2016)
- (vi) Career Point is sanctioned a skill development project of Rs. 8.93 Crores (05 Nov 2016)
- (vii) Career Point receives Rs 350 million towards assets sale transaction (20 Oct 2016)
- (viii) Career Point receives order of Rs. 5.4 Crores from Govt. of Chhattisgarh (01 Sep 2016)
- (ix) Career Point receives first tranche of Rupees 4.2 Crores from NSDC (11 Jul 2016)
- (x) Investment in wholly owned Subsidiary Company dt. 02 Jun 2016- Career Point Ltd has informed BSE that the Company has invested Rs. 1.40 Crore in its wholly owned subsidiary 'Career Point Institute of Skill Development Pvt. Ltd.' by subscribing 14 Lacs equity shares of Rs. 10/- each at a price of Rs. 10/- per equity share.

For M SANCHETI & ASSOCIATES

Shagun Kishore Daga
Practicing Company Secretary

M.N. No. A37643

C. P. No.: 14938

Dated: May 16, 2017

Place: Kota

This report is to be read with our letter which is annexed as Annexure A and forms an integral Part of the 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

CIN: L72200RJ2000PLC016272

To
The Members,
Career Point Limited
CP Tower-1, IPIA, Road No.1
Kota, Rajasthan-324005
CIN: L72200RJ2000PLC016272

Dear Members,

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. We 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the management representation about the compliance of laws, rules, and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For M SANCHETI & ASSOCIATES

Dated: May 16, 2017
Place: Kota

Shagun Kishore Daga
Practicing Company Secretary
M.N. No. A37643
C. P. No.: 14938

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

PART A: SUBSIDIARIES

S. No.	Name of Subsidiary Company	Reporting Currency & Exchange rate	Share capital	Reserve and surplus	Total Assets	Total Liabilities	Investments	Turnover/ Total Income	Profit Before Taxation	Provision for Taxation	Proposed Dividend	% of Share holding	Amount in ₹
1	Career Point Infra Limited	INR	39,790,000	1,46,59,63,269	1,66,22,78,470	15,65,25,201	227,273,533	5,74,80,023	3,16,98,352	92,26,000	-	100%	
2	Career Point Edutech Limited	INR	5,789,470	(25,87,400)	41,86,482	9,84,412	-	1,37,98,504	61,00,240	10,87,900	-	100%	
3	Gyan Eduventure Private Limited	INR	4,42,00,000	(2,86,69,217)	1,56,61,324	1,30,541	-	35,53,636	(12,39,968)	-	-	100%	
4	Career Point Accessories Private Limited	INR	1,000,000	17,49,222	93,53,631	65,73,281	-	1,09,48,057	4,22,522	1,10,600	-	60%	
5	Coupler Enterprises Private Limited	INR	1,34,00,000	(33,435)	1,35,09,466	1,42,900	-	1,30,000	(73,445)	-	-	100%	
6	Srajan Agritech Private Limited	INR	2,81,00,000	6,95,67,780	9,99,89,708	23,21,928	Nil	(2,80,928)	(6,86,223)	-	-	100%	
7	Srajan Capital Limited	INR	6,26,50,000	13,77,74,939	1,38,44,67,759	1,18,18,98,303	59,90,000	7,89,73,365	98,25,033	31,86,000	-	100%	
8	Career Point Institute of Skill Development Private Limited	INR	1,41,00,000	(22,04,743)	5,39,81,541	42,086,284	-	8,63,961	(17,96,235)	-	-	100%	

Part B: Associates

Statement pursuant to Section 129(3) of the Companies Act 2013 related to Associate Companies and Joint Venture

Name of Associates/ Joint Ventures	Latest Audited Balance Sheet Date	Shares of Associate held by the Company on the year end		Description of how there is significant influence	Reason why the associate/ joint venture is not consolidated	Net worth attributable to shareholding as per latest audited Balance Sheet	Profit/Loss for the year	Amount in ₹
		No.	Extend of Holding %					Considered in Consolidation
Imperial Infin Private Limited	31/03/2017	34000	42.74%	Voting Power	Not Applicable	7,329,439	-73275	-98169
Study Board Education Private Limited	31/03/2017	55000	50.00%	Voting Power	Not Applicable	-270,312	-1031518	-1031518

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:

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 company	Loans and Advances	One year	Rs. 51,67,23,446	Approval of Board is taken on 8 th August 2016.	NA
2.	Career Point, University, Kota	Enterprises under same management	Loans and Advances	One year	Rs. 16,10,71,303	Approval of Board is taken on 8 th August 2016.	NA
3.	Gopi Bai Foundation	Enterprises under same management	Loans and Advances	One year	Rs. 38,27,08,996	Approval of Board is taken on 8 th August 2016.	NA

Annexure 6

PARTICULARS OF REMUNERATION OF EMPLOYEES

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.

Amount in ₹

Name of Directors/Key Managerial Personnel	Remuneration	% increase in Remuneration	Ratio of Director's Remuneration to Median Remuneration	Comparison of remuneration of each KMP against company performance	
				% of Turnover	% of Net Profit Before Tax
Non Executive Directors					
Mr. Pawan Kumar Lalpuria	20000	Nil	0.10	0.00	0.01
Mr. Pritam Kumar Goswami	10000	Nil	0.05	0.00	0.00
Mr. RS Choudhary	25000	Nil	0.13	0.00	0.01
Mr. Vishal Jain	10000	Nil	0.05	0.00	0.00
Mr. Mahesh Gupta	20000	Nil	0.10	0.00	0.01
Mrs. Neelima Maheshwari	20000	Nil	0.10	0.00	0.01
Mr. Jagdish Prasad Sarda	10000	Nil	0.05	0.00	0.00
Executive Directors and Key Managerial Personnel					
Mr. Pramod Maheshwari	3300000	Nil	17.19	0.45	1.43
Mr. Om Prakash Maheshwari	3300000	Nil	17.19	0.45	1.43
Mr. Nawal Kishore Maheshwari	3300000	Nil	17.19	0.45	1.43
Mr. Tarun Kumar Jain, Company Secretary	1163044	4.35	6.06	0.16	0.51

S.No.	Requirements	Disclosure		
1.	Percentage increase in the median remuneration of employees in the Financial Year	(29.50)		
2.	Number of permanent employees on the rolls of the Company as on 31st March, 2017.	645		
3.	Explanation w.r.t average increase in remuneration and Company's performance	Not Applicable		
4.	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company (Standalone)	The aggregate remuneration of KMP was 1.50% of turnover and 4.81% of Net profit (before tax) during the Financial Year		
5.	Variations in the market Capitalisation of the Company and PE Ratio as at the closing date of the current and previous Financial Year	Particulars	Market Capitalisation (Rs. In Cr.) based on BSE	P/E Ratio
		31.03.2017	193.57	12.38
		31.03.2016	199.28	13.77
		Change %	(2.87)	(10.08)
6.	Percent increase over / decrease in the market quotations of the shares of the company as compared to the rate at which the company came out with the last public offer in the year.	The Closing market price of the Equity Shares of the Company was Rs. 106.75 per share. As per the Initial Public Offer of the company done in 2010-11, 37,12,642 equity shares were issued at a price of Rs.310 per share. The Company has not issued any shares further till date and therefore comparative details are not applicable.		
7.	Average percentage increase in the salaries of the employees other than Managerial Personnel in Financial Year	The average annual increase in the salaries of employees other than managerial personnel during the year was 5%		
8.	The key parameters for the variable component of remuneration availed by the directors	Not Applicable		
9.	The ratio of the remuneration of the highest paid Director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	Mr. Pankaj Talwar (Faculty) received total remuneration of Rs. 89,89,992 during FY 2016-17 which is 2.7 times of the highest paid director.		
10.	Affirmation that the remuneration paid is as per the as per the Remuneration Policy of the Company.	It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy of the Company		

B. Particulars of Employees whose remuneration exceeds Rs. 60 Lacs per annum or Rs. 5 Lacs per month during FY 2016-17

(a) Employed throughout the year and in receipt of remuneration aggregating Rs. 60 lacs per annum

Amount in ₹

Employee Name	Designation in the Company	Qualification	Age (in Years)	Previous Employer	Total Experience (In Years)	Designation at Previous Employment	Date of Joining	Amount (Rs.)
Mr. Pankaj Talwar	Faculty (Chemistry)	B.E.	40	Allen Career Institute, Kota	21	Faculty (Chemistry)	01/01/2010	89,89,992/-
Mr. Ramesh Kumar Sharda	Faculty (Chemistry)	M.Sc.	45	AllenCareer Institute, Kota	20	Faculty (Chemistry)	01/01/2010	84,15,000/-
Mr. Rajnesh Goyal	Faculty (Maths)	B.E.	41	Self Employed	12	Self Employed	01/04/2006	65,40,000/-
Mr. Govind Sharma	Faculty (Physics)	B.E.	41	Allen Career Institute, Kota	18	Faculty (Physics)	01/01/2010	72,45,000/-

(b) There are no employees who are employed for part of the year and in receipt of remuneration aggregating Rs. 5 Lacs or more per month

For and on behalf of the Board of Directors

Pramod Maheshwari

Chairman, Managing Director and CEO

Place: Kota

Date: May 16, 2017

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 emphasises 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 is Compliance Officer for the purposes of Insider Trading Code and appointed as Chief Investor Relations Officer for the purpose of Fair Disclosure Policy.

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, fiancé, 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

BOARD OF DIRECTORS

i) Composition of Board

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

ii) The table below gives the composition of the Board during the Financial Year 2016-2017

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
Mr. Pawan Kumar Lalpuria (02016032)	Non-Executive Independent Director	Director
Mr. Pritam Kumar Goswami (00082224)	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
Mrs. Neelima Maheshwari (00194928)	Non-Executive Non- Independent Director	Director
Mr. Jagdish Prasad Sarda(07654623)	Non-Executive Independent Director	Director

Director's attendance record and Directorship in other companies

Name of Director	No. of Board Meetings during the Financial Year 2016-2017		No. of Directorship in other Companies including private Ltd. companies and excluding sec.8 companies (as on March 31,2017)	No. of Membership/ Chairmanships of other Board Committees		Whether attended last AGM
	Held	Attended		Membership	Chairmanship	
Mr. Pramod Maheshwari	4	4	12	-	-	Yes
Mr. Om Prakash Maheshwari	4	4	16	2	-	Yes
Mr. Nawal Kishore Maheshwari	4	4	14	-	-	Yes
Mr. Pawan Kumar Lalpuria	4	3	1	-	-	Yes
Mr. Pritam Kumar Goswami	4	1	3	-	-	Yes
Mr. Ram Swaroop Chaudhary	4	4	1	-	-	Yes
Mr. Vishal Jain	4	2	2	-	-	No
Mr. Mahesh Gupta	4	3	3	-	-	Yes
Mrs. Neelima Maheshwari	4	4	2	1	-	Yes
Mr. Jagdish Prasad Sarda	4	1	-	-	-	No

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

Board Meetings:

The annual calendar of meetings is broadly determined at the beginning of each year. In compliance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Meetings are held at least once every quarter and the time gap between two Meetings is not more than four months. The notice of Board meeting is given well in advance to all the Directors. Usually, meetings of the Board are held in Kota. The Agenda of the Board / Committee meetings is set by the Company Secretary in consultation with the Chairman and the Managing Director and Chief Executive Officer of the Company. The Agenda for the Board and Committee meetings cover items set out as per the guidelines in Listing Regulations to the extent it is relevant and applicable. The Agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision. However, in case of a special and urgent business need, the Board's approval is taken by passing Resolutions by Circulation, as permitted by law, which is noted and confirmed in the subsequent Board meeting. All Directors on the Board are free to suggest any item for inclusion in the agenda for the consideration of the Board. During the year Four Board Meetings were held on May 09, 2016, August 08, 2016, November 11, 2016 and January 31, 2017.

Independent Directors` Meetings:

During the year under review, the Independent Directors met on March 27, 2017, without the attendance of Non-Independent Directors and members of the management, inter alia, to discuss on the following:

- To review the performance of the Non-Independent Directors and the Board as a whole;
- Review the performance of the Chairperson of your Company, taking into account views of Executive / Non- Executive Directors;
- Assess the quality, quantity and timeliness of flow of information between your Company's management and the Board that was necessary for the Board to effectively and reasonably perform their duties.

Maximum tenure of Independent Directors

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

Formal letter of appointment to Independent Directors

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

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 Reports

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.

3) 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 Committees
- (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. Pritam Kumar Goswami (Non-Executive Independent Director),
Mr. Mahesh Gupta (Non-Executive Independent Director) and
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)

During the year, Mr. Ram Swaroop Choudhary and Mr. Jagdish Prasad Sarda were induced as a member of the committee w.e.f. November 11, 2016 and January 31, 2017 respectively.

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 dates of the meetings held during the Financial Year 2016-17 are given below:

Sr. No	Name of Members	No. of Meetings during the Financial Year 2016-2017		Dates of Meetings
		Held	Attended	
1	Mr. Pawan Kumar Lalpuria	4	3	April 30, 2016 August 06, 2016, November 11, 2016 January 31, 2017
2	Mr. Pritam Kumar Goswami	4	1	
3	Mr. Om Prakash Maheshwari	4	4	
4	Mr. Mahesh Gupta	4	3	
5	Mr. Ram Swaroop Choudhary	4	4	
6	Mr. Jagdish Prasad Sarda	4	1	

Mr. Tarun Kumar Jain, Company Secretary acts as the Secretary of the Committee.

Audit Committee Meetings are generally attended by the Chief Executive Officer, Chief Financial Officer and representative of the Statutory Auditors of the Company. Internal Auditors have attended Audit Committee Meeting wherein the Internal Audit Reports were considered by the Committees.

(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. Pritam Kumar Goswami (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 directors 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 2016-2017 is given below:

Sr. No	Name of Members	No. of Meetings during the Financial Year 2016-2017		Dates of Meetings
		Held	Attended	
1	Mr. Pawan Kumar Lalpuria	4	3	May 09, 2016 August 08, 2016 November 11, 2016 January 31, 2017
2	Mr. Pritam Kumar Goswami	4	1	
3	Mr. Ram Swaroop Chaudhary	4	4	

Mr. Tarun Kumar Jain, Company Secretary acts 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, 2017.

Name of Director	Salary (Rs.)	Benefits /Allowances /perquisites (Rs.)	Bonuses (Rs.)	Sitting fees (Rs.)	Details of fixed Component and performances incentives (Rs.)	Total (Rs.)	Stock Option details, if any	Service contract, notice period, severance fee/pension
Mr.Pramod Maheshwari	1500000	1800000	-	-	-	3300000	-	*
Mr. Om Prakash Maheshwari	1500000	1800000	-	-	-	3300000	-	**
Mr. Nawal Kishore Maheshwari	1500000	1800000	-	-	-	3300000	-	***
Mr. Pritam Kumar Goswami	-	-	-	10000	-	10000	-	****
Mr. Ram Swaroop Chaudhary	-	-	-	25000	-	25000	-	****
Mr.Pawan Kumar Lalpuria	-	-	-	20000	-	20000	-	****
Mr.Vishal Jain	-	-	-	10000	-	10000	-	****
Mr. Mahesh Gupta	-	-	-	20000	-	20000	-	****
Mrs.Neelima Maheshwari	-	-	-	20000	-	20000	-	Retire by rotation
Mr. Jagdish Prasad Sarda	-	-	-	10000	-	10000	-	*****

*5 years with effect from July 01, 2017/notice period 2 months or 2 months' salary in lieu of the notice

**5 years with effect from April 01, 2014/notice period 2 months or 2 months' salary in lieu of the notice

***5 years with effect from April 01, 2014/notice period 2 months or 2 months' salary in lieu of the notice

**** 5 years with effect from September 26, 2014/written notice as per letter of appointment

*****Mr. Jagdish Prasad Sarda was appointed as an Independent Director with effect from w.e.f. November 12, 2016.

Non- Executive Independent 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, 2017.

Disclosures regarding re-appointment of Directors

The resume of the Directors who are being reappointed are provided in the Notice to 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. Pritam Kumar Goswami (Non-Executive Independent Director)

Mr. Tarun Kumar Jain, 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.
- ◆ 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 expeditiously. There were no complaints pending as on 31st March, 2017.

The Company has appointed M/s. LinIntime India Private Limited as Share Transfer Agent, to look after the Shareholders correspondence, share transfers, transmissions, transpositions, to prepare shareholding pattern, which are approved by the Committee. The Company has connectivity with NSDL & CDSL for Dematerialization of Shares.

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

The particulars of the meetings attended by the Members of the Stakeholders Relationship Committee and the dates of the meetings held during the Financial Year 2016-2017 are given below: Mr. Tarun Kumar Jain, Company Secretary of the Company is the Compliance Officer of the Company.

Sr. No	Name of Members	No. of Meetings during the Financial Year 2016-2017		Dates of Meetings
		Held	Attended	
1	Mr. Pawan Kumar Lalpuria	4	3	May 09, 2016
2	Mr. Pritam Kumar Goswami	4	1	August 08, 2016
3	Mr. Ram Swaroop Chaudhary	4	4	November 11, 2016 January 31, 2017

Details of complaints received/resolved during the Financial Year 2016-2017:

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.

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 2016-2017		Dates of Meetings
		Held	Attended	
1	Mr. Nawal Kishore Maheshwari	4	4	May 09, 2016
2	Mr. Ram Swaroop Chaudhary	4	4	August 08, 2016
3	Mr. Mahesh Gupta	4	3	November 11, 2016 January 31, 2017

Mr. Tarun Kumar Jain, 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.

Chairman: Mr. Om Prakash Maheshwari

Members: Mr. Pramod Maheshwari and Mr. Mahesh Gupta

Sr. No	Name of Members	No. of Meetings during the Financial Year 2016-2017		Dates of Meetings
		Held	Attended	
1	Mr. Om Prakash Maheshwari	4	4	May 09, 2016 August 08, 2016 November 11, 2016 January 31, 2017
2	Mr. Pramod Maheshwari	4	4	
3	Mr. Mahesh Gupta	4	3	

Mr. Tarun Kumar Jain, Company Secretary acts as the Secretary of the Committee.

4) 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
2015-2016	16th AGM	September 26,2016	4.00 p.m	CP Tower-1 Road No. 1,IPIA, Kota-324005	3
2014-2015	15th AGM	September 26,2015	4.00 p.m.	CP Tower-1 Road No. 1,IPIA, Kota-324005	6
2013-2014	14th AGM	September 26, 2014	4.00 p.m.	CP Tower-2,Road No. 1,IPIA, Kota-324005	11

AGM=Annual General Meeting.

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

5) Chief Investor Relationship Officer/Compliance Officer

Mr. Tarun Kumar Jain,
Compliance Secretary and Compliance Officer, Career Point Limited
Registered & Corporate Office: CP Tower-1, Road No-1, IPIA, Kota-324005
Tel: +91 744 3040000; Fax: +91 744 3040050; Email: tarun.jain@cpil.in

6) DISCLOSURES

i. Related Party Transactions

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 2016-17 with Related Parties were on arm's length basis and the same are reported under notes to 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 with the Code of Corporate Governance

The Company has complied with all the mandatory requirements of the Code of Corporate Governance as stipulated under the Listing Regulations. The Company has also obtained a certificate affirming the compliances from M/s Sharp & Tannan, Chartered Accountants, the statutory auditors of the Company and the same is attached to this Report.

v. Details of Compliance with Non-Mandatory requirements 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 Statements / 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.

7) Means of Communication

- 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 "Mint" "Hindustan Times" and Hindi Newspapers "Nafa Nuksan"/Jansatta" and displayed on the Company's website www.cpil.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.
- e) The investor complaints (if any) are processed in a centralized web based complaint system SEBI Complaint Redress System (SCORES).

8) General Information for Shareholders

i) Annual General Meeting

Date	Tuesday, September 26, 2017
Venue	CP Tower 2, IPIA, Road No. 1, Kota, 324005, Rajasthan, India
Time	4.00 p.m
Financial Year	2016-17

Book Closure Date – From September 19, 2017 to September 26, 2017 (both days inclusive)

ii) Tentative Financial Calendar (For FY 2017-18)

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	Within 45 days from end of quarter (Un-audited) / Within 60 days from end of Financial Year (Audited).

iii) 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 declaration

iv) 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 2016-17 to BSE & NSE has been duly paid.

v) Market Price Data

a. Share Price movement for the Financial Year 2016-2017

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-16	124.50	105.00	117.60	25606.62	126.20	106.10	118.00	7849.80
May-16	126.70	108.20	109.85	26667.96	126.50	107.20	109.45	8160.10
Jun-16	115.00	103.10	114.05	26999.72	112.50	101.10	113.80	8287.75
Jul-16	123.95	114.20	116.20	28051.86	124.00	113.15	115.75	8638.50
Aug-16	116.75	105.20	106.10	28452.17	117.00	105.00	105.95	8786.20
Sep-16	109.65	100.05	101.35	27865.96	109.90	101.00	102.00	8611.15
Oct-16	141.75	102.15	132.70	27930.21	141.80	102.05	133.30	8625.70
Nov-16	132.35	101.00	111.00	26652.81	134.80	100.10	109.40	8224.50
Dec-16	122.70	105.10	111.80	26626.46	120.35	104.95	112.15	8185.80
Jan-17	120.00	110.00	118.65	27655.96	120.80	108.90	119.30	8561.30
Feb-17	125.00	110.00	113.55	28743.32	125.00	105.50	112.50	8879.60
Mar-17	122.50	105.60	106.75	29620.50	122.95	105.65	106.60	9173.73

b. Shareholding Distribution as on March 31, 2017

Shareholding of Shares	Number of Shareholders	Percentage of Total Shareholders	Total no of Shares	Percentage of Total Shares
1-500	12689	93.41	891,976	4.92
501-1000	448	3.30	360,159	1.99
1001-2000	178	1.31	273,689	1.52
2001-3000	83	0.61	215,331	1.19
3001-4000	37	0.27	133,555	0.74
4001-5000	40	0.29	192,153	1.05
5001-10000	54	0.40	393,609	2.1
10001-above	56	0.41	15,672,467	86.42
Total	13585	100.00	18,132,939	100.00

c. Shareholding Pattern as on March 31, 2017

Category	No. of shares held	% Shareholding
Company Promoter/Promoter Group	11,037,853	60.87
Mutual Funds /UTI	284,144	1.57
Financial Institutions /Banks	19,568	0.11
Foreign Institutional Investors	1,812,141	9.99
NRIs(Repatriate)	184,341	1.02
NRIs (Non -Repatriate)	49,190	0.27
Trusts	20	0.00
Bodies Corporate	1,685,220	9.29
General Public	2,891,204	15.94
Clearing Members	169,258	0.93
TOTAL	18,132,939	100.00

vi) Registrar for Dematerialisation 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. Link Intime India Private Limited
Unit: Career Point Limited
C-101, 247 Park,
L.B.S. Marg, Vikhroli (West)
Mumbai - 400 083
Contact Person: Mr. Mahesh Masurkar
Telephone No. : 022-49186000
Fax No. : 022-49186060
Email id: rnt.helpdesk@linkintime.co.in

vii) Share Transfer System

The Company has appointed a 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 Obligations and Disclosure Requirements) 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 dematerialised 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, 2017 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 Chartered Accountant 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. Link Intime India Private Limited
Unit: Career Point Limited
C-101, 247 Park,
L.B.S. Marg, Vikhroli (West)
Mumbai - 400 083
Contact Person: Ms. Nayna Wakle
Telephone No. : 022-49186000
Fax No. : 022-49186060
Email id: nayna.wakle@linkintime.co.in

Investors may also write to or contact

Company Secretary
CAREER POINT LIMITED
Registered Office: CP Tower-1, Road No. 1,
IPIA, Kota - 324 005, Rajasthan, India
Tel: +91 744 3040000;
Fax: +91 744 3040050
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) Consolidate 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 2016-17.

xvii) Inter-se relationships between directors

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

xviii) Company Registration Details

The Company is registered in the State of Rajasthan. The Corporate Identity Number (CIN) allotted to the Company by the MCA is L72200RJ2000PLC016272.

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) 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 twenty 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 as "material non-listed Indian subsidiary".

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 2016-17. The Company has been regularly submitting the quarterly compliance report to the stock exchanges as required under regulation 27 of the SEBI Listing Regulations, 2015.

14) Auditors' certificate on corporate governance:

The Company has obtained the certificate from its statutory auditors regarding compliance with the provisions relating to corporate governance laid down in Part E of Schedule V to the SEBI Listing Regulations, 2015. This certificate is annexed to the Directors' Report and will be sent to the stock exchanges, along with the Annual Report to be filed by the Company.

The Corporate Governance Report was adopted by the Board of Directors at their meeting held on May, 16 2017

CEO AND CFO CERTIFICATION

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

CEO / CFO CERTIFICATE

To,
The Board of Directors,
Career Point Limited
Kota

We have reviewed the Stand-alone and Consolidated Financial Statements and the cash flow statement of Career Point Limited (the Company) for the Financial Year ended 31 March 2017, and certify that:

- (a) These results and statements, to the best of our knowledge and belief:
 - (i) do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) To the best of our knowledge and belief, there are no transactions entered into by the Company during the year 2016-17, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls and have evaluated the effectiveness of the internal control systems of the Company and have disclosed to the Auditors and the Audit Committee, efficiencies in the design or operation of internal controls of which we are aware, and the steps taken and proposed to be taken to rectify these deficiencies.
- (d) We have also indicated to the Auditors and the Audit Committee:
 - (i) significant changes if any in the internal controls with respect to financial reporting during the year and the achievement of adequate internal controls within the Company;
 - (ii) significant changes if any in accounting policies during the year 2016-17, and these have been disclosed in the notes to the Financial Statements.
- (e) To the best of our knowledge and belief, there are no instances of significant fraud involving either the Management or employees having a significant role in the Company's internal control systems with respect to financial reporting.

Place : Kota
Date : May 16, 2017

Pramod Maheshwari
Chairman, Managing Director & CEO
DIN : 00185711

Om Prakash Maheshwari
Executive Director & CFO
DIN : 00185677

CERTIFICATE ON COMPLIANCE WITH CODE OF CONDUCT

I hereby confirm that the Company has obtained from all the members of the Board and Management Personnel, affirmation that they have complied with the 'Code of Conduct' and 'Our Code' for the financial year 2016-17

Place : Kota
Date : May 16, 2017

For Career Point Limited
Pramod Maheshwari
Chairman, Managing Director & CEO
DIN : 00185711

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members,
Career Point Limited,
Dear Sirs,

We have examined the compliance of conditions of Corporate Governance by Career Point Ltd., for the year ended 31 March 2017 as stipulated in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para 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, 2015).

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance, issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

We 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.

Place: New Delhi
Date: May 16, 2017

SHARP & TANNAN
Chartered Accountants
ICAI Registration No: - 000452N
By the hand of

Pavan K. Aggarwal
Partner
Membership No. 91466

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

Report on the Standalone Financial Statements

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

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (the Act) with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under Section 133 of the Act, read with relevant rules issued thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibility

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

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

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

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure 'A', a Statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant Rules issued thereunder;
 - (e) on the basis of the written representations received from the Directors as on 31st March, 2017 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act; and
 - (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure 'B';
 - (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and

Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- (i) the Company has disclosed the impact of pending litigations, on its financial position in its standalone financial statements-Refer Note 18 to the financial statement.
- (ii) the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
- (iii) there has been no delay in transferring amounts, required to be transferred, to Investor Education and Protection Fund by the Company; and
- (iv) the Company has provided requisite disclosures in its standalone financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 26(xiii) to the standalone financial statement.

SHARP & TANNAN

Chartered Accountants
Firm's Registration No. 000452N
By the hand of

Place: New Delhi
Date: May 16, 2017

Pavan K. Aggarwal
Partner
Membership No. 091466

ANNEXURE `A' TO THE INDEPENDENT AUDITOR'S REPORT

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

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

- (i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us, these fixed assets have been physically verified by the management in accordance with a phased programme of verification, which in our opinion is reasonable, considering the size of the Company and nature of its assets. The frequency of physical verification is reasonable and no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination the records of Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) As explained to us, inventories have been physically verified by the Management during the year. In our opinion, the frequency of such verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not material and have been properly dealt with in the books of account.
- (iii) According to the information and explanations given to us, the Company has granted unsecured loans of Rs.11541.4 Lakhs (Previous Year 9546.8 Lakhs) @ 9%-9.75% to companies/other parties covered in the register maintained under Section 189 of the Act. The total unsecured loans outstanding as on 31st March, 2017 amount to Rs 5458.45 Lakhs (Previous Year Rs 5994.21 Lakhs). Further,
 - (a) the terms and conditions of the grant of such loans are generally not prejudicial to the Company's interest. Cost of part borrowing is higher by 1-2%;
 - (b) the loan agreements stipulate repayment of Principal on demand and Interest payment on Quarter basis. The repayment of Principal and Interest are regular.
 - (c) there are no overdue amounts overdue for more than ninety days except interest of Rs.0.91 Lakhs from Study Board Education Private Limited (Joint Venture).
- (iv) According to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of loans, investments, guarantees and security- Read with Note 26(xvi)&(xvii)
- (v) According to the information and explanations given to us, the Company has not accepted any deposits from the public and accordingly, Paragraph 3 (v) of the Order is not applicable to the Company.
- (vi) According to the information and explanations given to us, the Company has not been prescribed maintenance of cost records by the Central Government under section 148(1) of the Act and accordingly, Paragraph 3 (vi) of the Order is not applicable to the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, where applicable, to the appropriate authorities. According to the information and explanations given to us, there are no arrears of outstanding statutory dues except equalization levy of Rs 1.16 Lakhs as at the last day of the financial year for a period of more than six months from the date they became payable which was later paid on 12th May, 2017.
- (b) According to the information and explanations given to us and the records examined by us, the particulars of sales tax, service tax and value added tax as at 31st March, 2017 which have not been deposited on account of a dispute pending, are as under

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

* Amount deposited: 193.33 Lakhs

Amount deposited: 27.92 Lakhs

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

SHARP & TANNAN
Chartered Accountants
Firm's Registration No. 000452N
By the hand of

Pavan K. Aggarwal
Partner
Membership No. 91466

Place: New Delhi
Date: May 16, 2017

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

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

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

We have audited the internal financial controls over financial reporting of Career Point Limited (the 'Company') as of 31st March, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable, to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

SHARP & TANNAN

Chartered Accountants

Firm's Registration No. 000452N

By the hand of

Pavan K. Aggarwal

Partner

Membership No. 091466

Place: New Delhi

Date: May 16, 2017

Career Point Limited
Balance Sheet as at 31st March, 2017
CIN - L72200RJ2000PLC016272

Amount in ₹

Particulars	Note No.	As at 31.03.2017	As at 31.03.2016
EQUITY AND LIABILITIES			
Shareholder's funds			
(a) Share Capital	1	181,329,390	181,329,390
(b) Reserves and Surplus	2	3,443,218,362	3,285,844,569
Non-current Liabilities			
(a) Long-term Borrowing	3	58,124,866	45,943,448
(b) Deferred Tax Liabilities (Net)	3A	70,196,630	57,279,696
(c) Long-Term Provisions	4	5,352,761	5,610,034
Current Liabilities			
(a) Short-term borrowings	5	198,346,813	95,374,160
(b) Trade payables	6	2,916,051	1,976,502
(c) Other current liabilities	7	153,828,907	153,377,061
(d) Short-Term Provisions	8	8,703,071	21,874,100
Total Equity and Liabilities		4,122,016,852	3,848,608,962
ASSETS			
Non-current Assets			
(a) Fixed Assets	9		
(i) Tangible assets		1,321,514,516	1,272,952,748
(ii) Intangible assets		126,824	304,665
(iii) Capital work-in-progress		65,488,822	11,134,688
(b) Non-current investments	10 & 10A	1,808,889,400	1,454,189,400
(c) Long-term loans and advances	11	29,927,336	73,390,027
Current Assets			
(a) Current investments	12	277,807,977	286,579,351
(b) Inventories	13	10,864,326	16,792,163
(c) Trade receivables	14	15,361,711	34,285,180
(d) Cash and cash equivalents	15	30,230,188	9,180,622
(e) Short-term loans and advances	16	561,791,004	689,800,060
(f) Other Current Assets	17	14,748	57
Total Assets		4,122,016,852	3,848,608,961
CONTINGENT LIABILITIES	18		
OTHER NOTES FORMING PART OF ACCOUNTS	26		
SIGNIFICANT ACCOUNTING POLICIES	27		

SHARP & TANNAN
Chartered Accountants
ICAI Registration no. 000452N
By the hand of

For and on behalf of the Board of Directors

Pramod Maheshwari
Managing Director & CEO
DIN : 00185711

Om Prakash Maheshwari
Executive Director & CFO
DIN : 00185677

Pavan K. Aggarwal
Partner
Membership No. 091466

Tarun Kumar Jain
GM (Corporate and Legal Affairs
and Company Secretary)

Place: New Delhi
Date: 16/05/2017

Place: Kota
Date: 16/05/2017

Career Point Limited
Statement of Profit and Loss for the Quarter ended on 31st March, 2017
CIN - L72200RJ2000PLC016272

Amount in ₹

Particulars	Note No.	For the year ended 31.03.2017	For the Year ended 31.03.2016
REVENUE			
Revenue from operations	19	735,724,676	694,247,244
Other Income	20	85,074,478	93,981,198
Total Revenue		820,799,154	788,228,442
EXPENSES			
Cost of materials consumed	21	14,889,953	16,229,564
Changes in inventories (of Study Material)	22	6,565,151	2,840,941
Employee benefits expense	23	349,602,110	336,430,801
Finance costs	24	16,857,573	11,199,471
Depreciation and amortization expenses	9	48,905,416	46,518,272
Other expenses	25	153,967,477	162,827,682
Total expenses		590,787,680	576,046,732
Profit before tax		230,011,473	212,181,710
Tax expense/credits:			
(1) Current tax		66,500,000	46,700,000
(2) MAT Credit Entitlement		(5,866,478)	(1,147,893)
(3) Deferred tax		12,916,931	20,175,820
(4) Earlier Years		241,400	1,772,734
Total Tax		73,791,853	67,500,661
Profit/ (Loss) after tax for the period		156,219,620	144,681,048
Profit carried to Balance Sheet		156,219,620	144,681,048
Earnings per equity share:			
(1) Basic		8.62	7.98
(2) Diluted		8.62	7.96
OTHER NOTES FORMING PART OF ACCOUNTS	26		
SIGNIFICANT ACCOUNTING POLICIES	27		

SHARP & TANNAN
Chartered Accountants
ICAI Registration no. 000452N
By the hand of

Pavan K. Aggarwal
Partner
Membership No. 091466

Place: New Delhi
Date: 16/05/2017

For and on behalf of the Board of Directors

Pramod Maheshwari
Managing Director & CEO
DIN : 00185711

Tarun Kumar Jain
GM (Corporate and Legal Affairs
and Company Secretary)

Place: Kota
Date: 16/05/2017

Om Prakash Maheshwari
Executive Director & CFO
DIN : 00185677

Career Point Limited
Registered Office: 112-B, Shakti Nagar, Kota, Rajasthan-324009
CASH FLOW STATEMENT FOR THE PERIOD ENDED 31.03.2017

Amount in ₹

Particulars	March 31, 2017	March 31, 2016
A. Cash Flows from Operating Activities		
Net Profit Before Taxation and before prior period items	230,011,473	212,181,709
Adjustments for:		
Depreciation	48,905,416	46,518,272
Dividend Income	-	-
Short/Long Term Capital Gain on shares/assets	(13,026,672)	(23,874,216)
Interest Income	(65,014,799)	(55,631,228)
Interest expense	16,857,573	11,199,471
Profit on sale of Fixed Assets	(29,129)	(11,615,226)
Bad debts written off	233,500	344,122
Provision for Doubtful Advances	-	-
Provisions for employee stock option schemes and other non-current employee benefit	1,154,164	-
Provision for Doubtful Debts	880,792	3,675,225
Provision for Gratuity	1,398,152	1,002,583
Operating Profit before Working Capital Changes	221,370,470	183,800,712
(Increase)/Decrease in Trade and Other Receivables	17,809,176	2,995,942
(Increase)/Decrease in Inventories	5,927,837	2,329,672
(Increase)/Decrease in Loans and Advances	13,962,746	(314,163,149)
Increase/(Decrease) in Current Liabilities	(13,435,060)	30,465,091
Cash generated from operations	245,635,170	(94,571,732)
Direct taxes paid	(66,741,400)	(48,472,734)
Net Cash from Operating Activities	178,893,770	(143,044,465)
B. Cash Flow from Investing Activities		
Sale of Fixed Assets	34,155	15,181,886
Interest & Dividend Received	65,014,799	55,631,228
Purchase of Fixed Assets (including CWIP)	(151,648,502)	(54,607,368)
Loans & Advances	163,360,788	
Dividend Received from subsidiary		-
Sale/(Purchase) of Other Investments	(332,901,954)	84,209,839
Net Cash (used in)/ from Investing Activities	(256,140,714)	100,415,585
C. Cash Flows from Financing Activities		
Proceeds from Long Term Borrowing	12,181,430	45,943,448
Proceeds from Short Term Borrowings	102,972,653	(3,449,800)
Interim Dividend		-
Public Issue expenses		-
Interest paid	(16,857,573)	(11,199,471)
Net Cash from Financing Activities	98,296,510	31,294,177
Net increase/(decrease) in cash and cash equivalents (A + B + C)	21,049,566	(11,334,703)
Cash and Cash Equivalents at beginning of the period	9,180,622	20,515,325
Cash and Cash Equivalents at end of the period	30,230,188	9,180,622

Notes:

- Cash flow statement has been prepared under the indirect method as set out in the Accounting Standard (AS) 3 : "Cash Flow Statements" issued by the Institute of Chartered Accountants of India.
- Purchase of fixed assets includes movement of Capital Work-in-progress during the period.
- Cash equivalents represent bank balance.
- Previous Year figures have been regrouped / reclassified where necessary.

SHARP & TANNAN
Chartered Accountants
ICAI Registration no. 000452N
By the hand of

Pavan K. Aggarwal
Partner
Membership No. 091466

Place: New Delhi
Date: 16/05/2017

For and on behalf of the Board of Directors

Pramod Maheshwari
Managing Director & CEO
DIN : 00185711

Tarun Kumar Jain
GM (Corporate and Legal Affairs
and Company Secretary)

Place: Kota
Date: 16/05/2017

Om Prakash Maheshwari
Executive Director & CFO
DIN : 00185677

Career Point Limited
Notes forming part of the Financial Statements

NOTE 1. SHARE CAPITAL

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Authorised:		
25,000,000 Equity Shares of ₹ 10/- each	250,000,000	250,000,000
(Previous Year 25,000,000 Equity Shares of ₹ 10/- each)		
Issued, Subscribed and Paid up:		
18,132,939 Equity Shares of ₹ 10/- each	181,329,390	181,329,390
(Previous Year 18,132,939 Equity Shares of ₹ 10/- each)		
Total	181,329,390	181,329,390

Sub Notes :

(a) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period:

Particulars	As at 31.03.2017	As at 31.03.2016
Share outstanding at beginning of year	18,132,939	18,132,939
Shares issued during the year	-	-
Shares outstanding at the end of the year	18,132,939	18,132,939

(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) Details of shares held by each shareholder holding more than 5% shares of the aggregate shares in the Company:

Name of shareholder	As at 31.03.2017		As at 31.03.2016	
	No. of Shares	% held	No. of Shares	% held
Mr. Pramod Kumar Maheshwari	1,568,253	8.65	1,527,813	8.43
Mr. Om Prakash Maheshwari	1,386,300	7.65	1,386,300	7.65
Mr. Nawal Kishore Maheshwari	1,385,800	7.64	1,385,800	7.64
Mr. Gulab Chand Maheshwari	1,339,500	7.39	1,339,500	7.39
Mrs. Kailash Bai	1,339,500	7.39	1,339,500	7.39
Mrs. Shilpa Maheshwari	1,339,500	7.39	1,339,500	7.39
Mrs. Rekha Maheshwari	1,339,500	7.39	1,339,500	7.39
Mrs. Neelima Maheshwari	1,339,500	7.39	1,339,500	7.39

(d) CPL Employee Stock Option Plan 2013:

"The Company has granted 5,000 employee stock options under the scheme. Each option so granted shall carry a right to subscribe one equity share of the company upon vesting and payment of exercise price of Rs 100 per option. The said Stock Option vested on 2nd July, 2015 and entitled to exercise the options up to a period of 4 years from the date of vesting. Further, the Company has granted 70,000 employee stock options under the scheme. Each option so granted shall carry a right to subscribe one equity share of the company upon vesting and payment of exercise price of Rs 125 per option. Out of the above 40,000 stock option vested on 30th November, 2016 and 30,000 stock option shall be vested over a period of 2 years from the date of grant, 30th November, 2015 and same is entitled to be exercised up to a period of 4 years from the date of vesting. During the year, Company has granted 10,000 employee stock options under the scheme. Each option so granted shall carry a right to subscribe one equity share of the company upon vesting and payment of exercise price of Rs 110 per option. Out of the above 5,000 stock option granted shall be vested over a period of one year and 5,000 stock option over a period of 2 years from the date of grant, 30th March, 2017 and same is entitled to be exercised up to a period of 4 years from the date of vesting."

Particular	Upto Mar, 17	Up to March, 16
Options outstanding at beginning of period :	75,000	5,000
Add: Options Granted	10,000	70,000
Less: Options Exercised	-	-
Options Forfeited	-	-
Options outstanding at the end of period :	85,000	75,000

Career Point Limited
Notes forming part of the Financial Statements

NOTE 2. RESERVES AND SURPLUS

Amount in ₹

Particular	As at 31.03.2017		As at 31.03.2016	
(i) Securities premium account:		1,715,501,190		1,715,501,190
(ii) General Reserve		8,657,591		8,657,591
(iii) ESOP Outstanding		1,827,246		673,082
(iv) Retained Earnings				
Opening Balance	1,561,012,714		1,416,331,658	
Statement of profit and loss	156,219,620	1,717,232,334	144,681,048	1,561,012,706
Total		3,443,218,362		3,285,844,569

NOTE 3 : LONG-TERM BORROWINGS

Amount in ₹

Particular	As at 31.03.2017		As at 31.03.2016	
Term Loan from Kotak Mahindra Bank (Secured)				
Working Capital Term Loan [Read with Note 5(a)]		58,124,865		45,943,448
Total		58,124,865		45,943,448

- (a) Working Capital Term Loan of Rs. 459 Lacs @ 10.75% p.a. payable by October, 2020 and 284 Lacs @ 10.25% p.a. payable by November, 2021. Both the loans are 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 and Plot No. 49, Shree Nath Puram, Sector-B, Kota.
- (b) Repayable in 60 equal installments, started from Nov-2015 for 459 Lacs
- (c) Repayable in 60 equal installments, started from Dec-2016 for 284 Lacs

NOTE 3A. DEFERRED TAX LIABILITY

The major components of deferred tax assets and deferred tax liabilities are as under:-

Amount in ₹

Particulars	As at 31.03.2017		As at 31.03.2016	
	Deferred Tax Assets	Deferred Tax Liabilities	Deferred Tax Assets	Deferred Tax Liabilities
Difference between book and tax WDV		74,411,856		61,101,875
Expenses allowable for tax purposes on payment basis/ Provisions	4,215,227		3,822,178	
Net Deferred Tax Liability / (Assets)		70,196,629		57,279,696
Net incremental liability charged to the profit and loss account		12,916,931		20,175,820

Career Point Limited
Notes forming part of the Financial Statements

NOTE 4. LONG-TERM PROVISION

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Employees Benefits		
- Gratuity	5,352,761	5,610,034
Total	5,352,761	5,610,034

NOTE 5. SHORT-TERM BORROWINGS

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
a) Current Maturities of Long-Term Borrowing		
- Working Capital Term Loan [Refer Sub-Note (a), (b) & (c)] to Note 3	16,201,954	10,039,300
b) Overdraft from Bank		
- (i)ICICI Bank (Secured) - Refer Sub Note- (a)	(178,710)	6,834,860
- (ii)Deutsche Bank (Secured) - Refer Sub Note- (b)	83,823,569	-
c) On demand credit facility - Secured		
From Bank-Barclays Bank PLC	-	78,500,000
Barclays Investment and Loan (India) Ltd. (BILIL) - Refer Sub Note- (c)	98,500,000	-
Total	198,346,813	95,374,160

- (a) Overdraft facility from ICICI Bank of ₹ 79.80 Lacs against the security of FMP of ₹ 100/- Lacs (Market Value ₹ 114.09 lacs as on 31st March, 2017). The Company can avail it further up to ₹ 500 Lacs by pledging it FMP securities in the ration of 7:10"
- (b) Overdraft facility from Deutsche Bank of ₹ 884.86 Lacs against the security of FMP of ₹ 1,282.23/- Lacs (Market Value ₹ 1,244.67 Lacs as on 31st March, 2017). The Company can avail it further up to ₹ 1500 Lacs by pledging it FMP securities in the ration of 7:10"
- (c) Secured On Demand Credit Facility of ₹ 985 Lacs @ 8.62% p.a. from Barclays Investment and Loan (India) Ltd. (BILIL) against the security of Mutual Funds of ₹ 1190 Lacs (Market Value ₹ 1519.25 Lacs as on 31st March, 2017), repayable on demand.

NOTE 6. TRADE PAYABLES

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Sundry creditors		
Due to others	2,916,051	1,976,502
Due to subsidiaries	-	-
Due to Micro, Medium and Small enterprises	-	-
Total	2,916,051	1,976,502

Sub Note:

Amount payable to Micro, Small & Medium Enterprises (MSMED Act)

- (i) The management is of the opinion that there are no parties which can be classified as Micro, Small & Medium Enterprises to whom the company owes any sum. The Auditors have accepted the representations of the management in this regard.

NOTE 7. OTHER-CURRENT LIABILITIES

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Accrued Salaries and benefits		
-Salaries and benefits	23,877,463	21,063,477
Other liabilities		
- Security deposits	37,814,017	39,917,390
- Withholding and other taxes	6,110,625	6,490,433
- Interest accrued but not due	747,043	731,264
- Advance against DDU-GKY - Refer Note 26(xv)	18,072,172	-
- Others Payable	12,284,171	6,783,101
- Unpaid Dividend	147,587	148,030
Income received in advance	54,775,829	78,243,367
Total	153,828,906	153,377,061

Sub Note :**(I) Amount Due to Related Parties**

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Salaries and benefits		
Key Managerial Personnel:		
(i) Mr. Om Prakash Maheshwari (Executive Director & CFO)	175,000	200,000
(ii) Mr. Pramod Maheshwari (Managing Director & CEO)	175,000	200,000
(iii) Mr. Nawal Kishore Maheshwari (Executive Director)	175,000	200,000
Total	525,000	600,000

(ii) Amount Due to Related Parties

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Others Payable-Rent		
(i) Mr. Pramod Maheshwari (Managing Director & CEO)	-	18,000
(ii) Smt. Neelima Maheshwari (Non Executive Director)	-	5,000
(iii) Smt. Shilpa Maheshwari (Relative of Director)	-	22,500
Enterprises under same Management:		
(i) Diamond Business Solutions Private Ltd.	-	104,500
(ii) Wellwin Technosoft Private Ltd.	-	10,450
(iii) Om Prakash Maheshwari (HUF)	-	22,500
(iv) Gopi Bai Foundation	-	191,619

NOTE 8 : SHORT-TERMS PROVISION

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Employees benefits-Gratuity	338,256	370,618
Wealth tax	-	1,196,000
Provision for Expenses	6,027,103	7,722,775
Leave Encashment	-	640,728
Provision for Income Tax (Net of Advance tax)	2,337,712	11,943,979
Total	8,703,071	21,874,100

Career Point Limited
Notes forming part of the Financial Statements

NOTE - 9

FIXED ASSETS

FOR YEAR ENDED 31ST MARCH, 2017

Amount in ₹

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	As at 01.04.2016	Addition	Deletion	As At 31.03.2017	Upto 31.03.2016	For the Year	Deletion	As at 31.03.2017	As at 31.03.2016
(A) Tangible Assets									
Freehold Land	46,775,305	64,459,562	-	111,234,867	-	-	-	111,234,867	46,775,305
Land leasehold	266,955,021	1,535,736	-	268,490,757	18,198,997	3,233,957	-	21,432,954	248,756,024
Building#	937,557,012	18,619,545	-	956,176,557	50,202,436	17,322,963	-	67,525,399	887,354,576
Plant & Machinery	12,147,832	-	-	12,147,832	11,637,504	482,329	-	12,119,833	510,328
Furniture & Fixtures#	169,209,670	12,435,726	247,345	181,398,051	87,025,354	25,142,356	242,343	111,925,367	82,184,316
Computer	17,285,635	197,500	870,734	16,612,401	15,402,388	1,063,154	870,710	15,594,832	1,883,247
Vehicle	14,338,632	-	-	14,338,632	8,849,680	1,436,517	-	10,286,197	5,488,953
Sub-total (A)	1,464,269,107	97,248,069	1,118,079	1,560,399,097	191,316,358	48,681,276	1,113,053	238,884,581	1,321,514,516
(B) Intangible Assets									
Trademark	18,500	-	-	18,500	-	-	-	-	18,500
Software	712,813	46,299	-	759,112	426,648	224,140	-	650,788	286,165
Sub-total (B)	731,313	46,299	-	777,612	426,648	224,140	-	650,788	304,665
Total (A)+(B)	1,465,000,420	97,294,368	1,118,079	1,561,176,709	191,743,006	48,905,416	1,113,053	239,535,369	1,321,641,340
Capital Work in progress	-	65,488,822	-	-	-	-	-	65,488,822	11,134,688
TOTAL	1,465,000,420	162,783,190	1,118,079	1,561,176,709	191,743,006	48,905,416	1,113,053	239,535,369	1,387,130,162
<i>Previous Year</i>	<i>1,418,573,927</i>	<i>62,825,866</i>	<i>5,235,061</i>	<i>1,465,000,420</i>	<i>146,893,135</i>	<i>46,518,272</i>	<i>1,668,401</i>	<i>191,743,006</i>	<i>1,284,392,101</i>

Sub note:

- (a) Building and CWIP include Building and CWIP constructed on leasehold land.
- (b) 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.
- (c) # Include Built on land owned by a related party. [Gross block of Rs. 74.94 Crore (Previous Year Rs. 74.94 Crore), Net Block of Rs. 68.51 Crore (Previous Year Rs. 69.65 Crore)]

NOTE 10. NON CURRENT INVESTMENT

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
1. Investment in Equity Instruments		
a) Subsidiaries (Unquoted)		
578,947 (Previous year 578,947) shares of ₹ 10 each fully paid up in Career Point Edutech Limited "	5,789,470	5,789,470
3,978,994 (Previous year 3,978,994) shares of ₹ 10 each fully paid up in Career Point Infra Limited"	1,349,499,940	1,349,499,940
419,999 (Previous year 252,000) shares of ₹ 10 each fully paid up in Gyan Eduventure Pvt. Ltd.*	4,849,990	4,650,000
60,000 (Previous year 60,000) shares of ₹ 10 each fully paid up in Career Point Accessories Pvt. Ltd."	600,000	600,000
5,410,000 (Previous year 4,910,000) shares of ₹ 10 each fully paid up in Srajan Capital Limited.	99,100,000	49,100,000
1,409,999 (Previous year 9,999) shares of ₹ 10 each fully paid up in Career Point Institute of Skill Development Pvt. Ltd.	14,100,000	99,990
b) Joint Venture		
55,000 (Previous year 55,000) shares of ₹ 10 each fully paid up in Study Board Education Private Limited**	1,050,000	1,050,000
c) Associates		
Equity Shares of Imperial Infin Private Ltd. (Unquoted)	3,400,000	3,400,000
34,000 (Previous year 34,000) shares of ₹ 100/- each		
2. Investments in Preference share		
a) Subsidiaries (Unquoted)		
855,000 ,10% Optionally Convertible Non-Cumulative Redeemable Preference up in Srajan Capital Limited.	85,500,000	-
4,000,000 ,10% Optionally Convertible Non-Cumulative Redeemable Shares (Previous year Nil) of ₹ 10 each fully paid up in Gyan Eduventure P. Ltd.*	40,000,000	-
Total	1,603,889,400	1,414,189,400

* The networth of Company is negative.

Sub Note:

(a) Disclosure of Related Party Transactions:-

Particulars	As at 31.03.2017	As at 31.03.2016
Shares Purchased		
Subsidiaries:		
(i) Study Board Education Private Limited(Equity)	-	1,050,000
(ii) Career Point Institute of Skill Development Private Limited (Equity)	14,000,000	99,990
(iii) Gyan Eduventure Pvt. Ltd. (Preference)	40,000,000	-
(iv) Gyan Eduventure Pvt. Ltd. (Equity)	199,990	-
(v) Srajan Capital Ltd. (Preference)^	85,500,000	-
(v) Srajan Capital Ltd. (Equity)^	50,000,000	-

^ shares acquired during the year were at premium of Rs. 90 per share.

(b) Aggregate Book value of unquoted investments:

Particulars	As at 31.03.2017	As at 31.03.2016
Book value of unquoted Investments (Cost)	1,603,889,400	1,414,189,400

Career Point Limited
Notes forming part of the Financial Statements

NOTE 10A. NON CURRENT INVESTMENT

Amount in ₹

Particular	Date of Maturity	No. of Units As at 31.03.2017	No. of Units As at 31.03.2016	As at 31.03.2017	As at 31.03.2016
A. Investment In Mutual Funds					
Uti Fixed Term Income Fund(4)	12/5/2020	3,000,000	-	30,000,000	
Birla Sunlife Dynamic Bond Fund (3)	22/11/2019	38,089,564	-	115,000,000	-
DSP Black Rock Income Opportunities Fund(2) & (3)	31/8/2019	1,949,934	-	50,000,000	-
UTI FTIF Series Xxiii-ii (1100 Days)(1)	3/10/2018	1,000,000	1,000,000	10,000,000	10,000,000
Total				205,000,000	10,000,000

- (1) Pledged/marked a lien, Refer Note 5(b)(i).
(2) Pledged/marked a lien as security (₹ 367.77 Lacs) against on demand credit facility to its wholly owned subsidiary Srajan Capital Limited. Read with Note 26 (xvii).
(3) Pledged/marked a lien, Refer Note 5(b)(ii)
(4) Pledged/marked a lien, Refer Note 5(c)

Sub Note:

- (a) Aggregate value of quoted investment (Same Category)

Particulars	As at 31.03.2017	As at 31.03.2016
Market value of quoted Investments	204,426,031	10,377,700
Book value of quoted Investments	205,000,000	10,000,000

NOTE 11. LONG-TERM LOANS AND ADVANCES

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Unsecured and considered good		
a) Capital Advances	1,515,900	48,100,000
b) Security Deposits	5,733,403	4,563,141
c) Deposits with Authorities	22,678,033	20,726,886
Total	29,927,336	73,390,027

NOTE 12. CURRENT INVESTMENT

Amount in ₹

Particulars	Date of Maturity	No. of Units At at 31.03.17	No. of Units As at 31.03.16	As at 31.03.17	As at 31.03.16
UTI TRANSPORTATION AND LOGISTICS FUND	10/11/2017	2,037	-	199,000	
UTI FIXED TERM INCOME FUND SERIES XIX-III (368 Days) GROWTH(2)	19/6/2017	3,000,000	3,000,000	30,000,000	30,000,000
RELIANCE FIXED HORIZON FUND SERIES 11(1)	22/8/2016	8,900,000	8,900,000	89,000,000	89,000,000
UTI FTIF SERIES XV-VIII (368 DAYS) GROWTH	9/8/2016	-	3,897,037	-	38,970,374
SBI DYNAMIC BOND FUND REGULAR PLAN GROWTH (2)	Liquid Fund	2,726,329	2,726,329	38,296,199	38,296,199
ICICI PRUDENTIAL DYNAMIC BOND FUND GROWTH(2)	Liquid Fund	2,358,329	2,358,420	30,312,778	30,312,778
RELIANCE DYNAMIC BOND FUND GROWTH(2)	Liquid Fund	3,843,616	3,843,616	60,000,000	60,000,000
HDFC FMP 371 D JULY 2013 SERIES 26 GR(2)	Liquid Fund	3,000,000	3,000,000	30,000,000	30,000,000
TOTAL				277,807,977	316,579,351

- (1) Pledged/marked a lien, Refer Note 5(c).
(2) Pledged/marked a lien, Refer Note 10A(2).

Sub Note :

(a) Aggregate value of quoted investment (Same Category)

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Market value of quoted Investments	387,389,538	401,904,829
Book value of quoted Investments	277,807,977	316,579,351

NOTE 13. INVENTORIES

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
i) Paper	3,509,182	2,871,868
ii) Books and student kit	7,355,144	13,920,295
Total	10,864,326	16,792,163

Sub Note:

(a) Classification of Inventories as required by AS-2 "Valuation of 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 14. TRADE RECEIVABLE

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
(a) Unsecured Debts outstanding for a period exceeding six months		
i) Considered good	1,264,285	3,127,443
ii) Doubtful	3,874,097	3,675,224
	5,138,382	6,802,667
Less: Provision for doubtful debts	3,874,097	3,675,224
	1,264,284	3,127,443
(b) Other Unsecured trade receivables		
i) Considered good	3,920,957	2,127,257
ii) Doubtful		-
	3,920,957	2,127,257
Less: Provision for doubtful trade receivables	-	-
	3,920,957	2,127,257
iii) Subsidiaries and Related Parties- Unsecured and considered good		
(a) More than six months	-	3,338,643
(b) Others	10,176,470	25,691,837
	10,176,470	29,030,480
Total	15,361,711	34,285,180

Sub Notes : Amount Due from Related Parties

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Enterprises under same Management:		
- Gyan Eduventure Private Limited	-	2,039,030
- Career Point University, Hamirpur	4,500,000	10,620,000
- Career Point University, Kota	5,670,000	16,360,000
- Career Point Edutech Ltd.	6,470	-
- Career Point Accessories Pvt. Ltd.	-	5,725
- Career Point Infra Ltd.	-	5,725

NOTE 15. CASH AND CASH EQUIVALENTS

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
a) Cash on Hand	2,407,813	3,182,960
b) Balances with Banks		
-In Current Accounts	22,377,759	5,997,662
-In Deposit Accounts (against Margin Money of Bank Guarantee)	5,444,616	-
Total	30,230,188	9,180,622

NOTE 16. SHORT-TERM LOANS AND ADVANCES

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Unsecured and considered good		
Loans and advances to Employees	288,071	698,939
Loans to Subsidiaries & Related Parties- Read with Sub-note (a), (b) & (c)	545,844,661	599,421,339
MAT Credit Entitlement	14,177,017	24,286,209
Deposit with Service Tax Authorities	727,533	1,439,843
Loans and Advances - Others - Read with Sub-note (c) (ii)	753,721	63,953,731
Total	561,791,004	689,800,060

Sub Note:

(a) During the period, the Company has given loans to the following related parties defined as per AS-18 "Related Party

Disclosures":-

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Subsidiaries/Joint Venture(JV):		
(i) Career Point Edutech Limited	4,980,403	3,191,655
(ii) Gyan Eduventure Pvt. Ltd.	4,740,997	15,901,296
(iii) Career Point Accessories Pvt. Ltd.	13,025,691	8,611,104
(iv) Srajan Agritech Private Limited	7,005,410	24,517,067
(v) Srajan Capital Limited	516,723,446	505,923,341
(vi) Career Point Institute of Skill Development Private Limited	2,086,691	383,910
(vii) StudyBoard Education Private Limited	1,418,603	1,190,210
(viii) Coupler Enterprises Private Limited	227,500	-
Enterprises under same Management:		
(i) Gopi Bai Foundation	382,708,996	255,928,800
(ii) Career Point University, Kota	161,071,303	62,405,000
(iii) Career Point University, Hamirpur	60,150,776	76,635,000
Total	1,154,139,816	954,687,383

(b) During the period, the Company has recovered the loans from the following related parties defined as per AS-18 "Related Party Disclosures":-

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
(i) Career Point Edutech Limited	9,674,917	3,742,782
(ii) Gyan Eduventure Pvt. Ltd.	41,691,149	2,719,335
(iii) Career Point Accessories Private Limited	9,053,515	9,446,514
(iv) Srajan Capital Limited	547,820,000	245,973,395
(v) StudyBoard Education Private Limited	-	947,096
(vi) Srajan Agritech Private Limited	120,525,000	-
(vii) Career Point Institute of Skill Development Private Limited	2,579,170	-
(viii) Coupler Enterprises Private Limited	12,844,490	-
Enterprises under same Management:		
(i) Gopi Bai Foundation	235,275,000	323,556,884
(ii) Career Point University, Kota	156,287,137	36,316,740
(iii) Career Point University, Hamirpur	126,800,000	1,828,250
Total	1,262,550,378	624,530,996

(c) Amount Due from Related Parties

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Subsidiaries/Joint Venture(JV):		
(i) Career Point Edutech Limited (Maximum Balance outstanding during the period ₹ 5,263,894)	-	4,513,043
(ii) Gyan Eduventure Pvt. Ltd. (Maximum Balance outstanding during the period ₹ 40,801,433)*	-	34,669,110
(iii) Career Point Accessories Private Limited (Maximum Balance outstanding during the period ₹ 6,649,276)#	6,139,984	1,909,588
(iv) Srajan Agritech Private Limited (Maximum Balance outstanding during the period ₹ 112,020,272)	2,058,014	109,176,527
(v) Coupler Enterprises Private Limited (Maximum Balance outstanding during the period ₹ 12,844,490)	-	11,891,569
(vi) Srajan Capital Limited (Maximum Balance outstanding during the period ₹ 509,685,839)^	333,063,583	328,423,502
(vii) Career Point Institute of Skill Development Private Limited (Maximum Balance outstanding during the period ₹ 2,534,078)	-	400,648
(viii) StudyBoard Education Private Limited (Maximum Balance outstanding during the period ₹ 1,743,496)*	1,743,496	242,303
Enterprises under same Management:		
(i) Gopi Bai Foundation (Maximum Balance outstanding during the period ₹ 162,662,288)	158,340,682	7,610,540
(ii) Career Point University, Kota (Maximum Balance outstanding during the period ₹ 41,134,199)	25,949,934	32,054,760
(iii) Career Point University, Hamirpur (Maximum Balance outstanding during the period ₹ 112,346,170)	12,443,942	74,634,575
Total	545,844,461	599,421,339

* The networth of the Company is negative.

Readwith note 26(xvi).

^ Readwith note 26(xvii).

- (i). The Company has outstanding unsecured loan amounting to ₹ 2,028.39 Lacs (P.Y. ₹ 1,081.95) Lacs to a Charitable Institution/Universities under the same management.
- (ii). Loans & Advances- others includes ₹ Nil (Previous Year ₹ 622.26 Lacs), given to various parties at the interest rates varying from 12% to 15% (Previous year @12% to 15%)

NOTE 17. OTHER CURRENT ASSETS

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Accrued Interest on Bank Deposits	14,748	57
Total	14,748	57

NOTE 18. CONTINGENT LIABILITIES

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Service tax liability	84,590,214	68,480,797
Claims against the Company not acknowledged as debts*	4,721,915	4,014,632
Value added tax liability	55,149,082	55,959,143
Total	144,461,211	128,454,572

@ The Company has deposited Rs. 226.78 lacs with respective authorities. Read with Note 11 (c)

* A defamation case filed against the Company has not been considered in above.

NOTE 19. REVENUE FROM OPERATION

Amount in ₹

Particulars	For the year ended 31.03.2017	For the year ended 31.03.2016
a) Services		
- Coaching fees	423,660,585	461,728,599
- Franchise Income	70,622,872	34,188,931
- Hostel and Mess Income#	182,730,960	151,489,993
- Formal Education Services*	50,800,758	45,667,232
b) Sale of Study Material	7,909,502	1,172,489
Total	735,724,676	694,247,244

*Includes Vocational Training Income of ₹5,000,758/- (P.Y ₹. 1,267,232/-)

Net of Discount ₹ 941,106/-

Sub Note:

(a) During the year, the Company has earned income from the following related parties defined as per AS-18 "Related Party Disclosures":-

Amount in ₹

Particulars	For the year ended 31.03.2017	For the year ended 31.03.2016
Fee Income - Formal Education Service		
Enterprises under same Management:		
Career Point University, Hamirpur	25,200,000	14,000,000
Career Point University, Kota	20,600,000	30,400,000
Study material sold		
Subsidiary:		
(i) Career Point Edutech Limited	327,974	-
(ii) Career Point Accessories Private Limited	1,533,895	-
(iii)Gyan Eduventure Private Limited	-	261,966
Total	47,661,869	14,261,966

NOTE 20. OTHER INCOME

Amount in ₹

Particulars	For the year ended 31.03.2017	For the year ended 31.03.2016
a) Lease Rent	1,200,000	1,200,000
b) Interest Income :		
(i) From Group Companies	60,926,315	43,982,597
(ii) From Bank Deposits	112,877	611,315
(iii) Other loans and advances*	3,975,607	11,037,316
c) Net gain on sale of :		
- Current/Non Current Investments	13,026,672	23,874,216
d) Other Income :		
(i) Profit on sale of fixed assets (net)	29,129	11,615,226
(ii) Miscellaneous Income	5,803,878	1,660,528
Total	85,074,478	93,981,198

* Includes interest of Rs. 127,814 (P.Y 2,720,640/-) on Income Tax Refund.

Sub note:

(a) (a) During the quarter, the company has earned other income from the following related parties defined as per AS-18 "Related Party Disclosures" :-

Amount in ₹

Particulars	For the year ended 31.03.2017	For the year ended 31.03.2016
Interest Income on Loan from :		
Subsidiaries/Joint Venture(JV):		
(i) Career Point Edutech Limited	201,635	357,454
(ii) Gyan Eduventure Private Limited	2,534,490	2,391,661
(iii) Career Point Accessories Private Limited	286,911	104,072
(iv) Srajan Agritech Private Limited	7,112,308	7,901,207
(v) Coupler Enterprises Private Limited	806,024	986,960
(vi) Srajan Capital Limited	39,707,372	21,201,605
(vii) StudyBoard Education Private Limited(JV)	91,767	8,114
(viii) Career Point Institute of Skill Development Pvt. Ltd.	102,034	18,598
Enterprises under same Management:		
Gopi Bai Foundation	3,662,384	7,907,916
Career Point University, Kota	1,467,400	1,721,750
Career Point University, Hamirpur	4,953,990	1,383,260
Miscellaneous Income(Rent) :		
(i) Career Point Infra Limited	50,000	17,500
(ii) Gyan Eduventure Private Limited	10,000	17,500
(iii) Career Point Accessories Private Limited	50,000	17,500
(iv) Career Point Edutech Limited	60,000	-
Total	61,096,315	44,035,097

NOTE 21. COST OF MATERIAL CONSUMED

Amount in ₹

Particulars	For the year ended 31.03.2017	For the year ended 31.03.2016
Cost of materials consumed		
Opening stock	2,871,868	2,360,599
Add: Purchases during the period		
Paper Purchased	7,432,680	10,757,436
Ink & Chemicals used	27,892	18,019
Printing Labour	8,066,695	5,965,378
	18,399,135	19,101,432
Less: Closing stock	3,509,182	2,871,868
Total	14,889,953	16,229,564

NOTE 22. CHANGE IN INVENTORY OF STUDY MATERIAL

Amount in ₹

Particulars	For the year ended 31.03.2017	For the year ended 31.03.2016
Opening stock	13,920,295	16,761,236
Closing stock	7,355,144	13,920,295
(Increase)/Decrease in Study Material	6,565,151	2,840,941

NOTE 23. EMPLOYEE BENEFIT EXPENSES

Amount in ₹

Particulars	For the year ended 31.03.2017	For the year ended 31.03.2016
Salaries, Wages and Bonus to		
-Teaching staff	242,616,564	243,295,419
-Non Teaching Staff	99,243,811	87,136,408
Expense on ESOP Scheme	1,154,164	549,145
Contribution to provident and other funds	2,993,125	2,423,807
Gratuity	1,398,152	1,002,583
Staff Welfare	2,196,294	2,023,439
Total	349,602,110	336,430,801

Sub Note:

- (a) Provision for Bonus has been made for ₹ 2,614,824/-.(Previous year ₹ 747,613/-) for eligible employees.
- (b) During the year, the company has paid remuneration to the following related parties defined as per AS-18 "Related Party Disclosures" :-

Amount in ₹

Particulars	For the year ended 31.03.2017	For the year ended 31.03.2016
Mr. Pramod Maheshwari	3,300,000	3,300,000
Mr. Om Prakash Maheshwari	3,300,000	3,300,000
Mr. Nawal Kishore Maheshwari	3,300,000	3,300,000

- (c) During the year, the company has recovered staff welfare expenses from following related parties defined as per AS-18 "Related Party Disclosures" :-

NOTE 24. FINANCE COST

Amount in ₹

Particulars	For the year ended 31.03.2017	For the year ended 31.03.2016
a) Interest Expense		
(i) On demand credit facility		
- Bank	6,695,453	8,238,388
(ii) On Term Loan & Overdraft Facility	10,022,995	2,682,083
b) Other borrowing cost	139,125	279,000
Total	16,857,573	11,199,471

NOTE 25. OTHER EXPENSES

Amount in ₹

Particulars	For the year ended 31.03.2017	For the year ended 31.03.2016
Advertisement Expenses	31,701,527	30,575,245
Legal and professional charges	6,863,819	5,988,306
Repairs - Buildings	4,578,017	5,690,662
- Computers	953,231	630,584
- Others	6,324,927	6,272,704
Rent	11,981,002	13,615,389
Insurance	196,627	201,697
Travelling & Conveyance	7,130,399	10,419,553
Payments to Auditors	578,756	548,733
Bad debts and advances written off	233,500	344,122
Provision for doubtful debts and advances	880,792	3,675,225
Director's fees	145,000	100,000
Bank charges	380,119	214,655
Telephone, postage & telegram	3,798,902	4,742,155
Printing and stationery expenses	3,091,171	2,843,070
Security charges	7,192,824	8,612,455
Gifts, Awards & Prizes	1,659,767	2,215,294
Electricity & Water Expenses	23,314,781	21,771,811
"Conference, Seminars & Business promotion expenses"	1,491,968	402,535
Institute Expenses	17,358,042	14,017,816
CSR Expenses	916,236	-
Service Tax Expense	2,377,876	3,925,131
Interest, Penalty & Fine Charges	638,732	991,295
Student kit and examination expenses	3,302,353	5,088,108
Hostel & Mess Expenditure	16,877,108	19,646,833
Donation	-	294,304
Total	153,967,477	162,827,682

Sub Note:

(a) Payments to Auditors (excluding service tax)

Amount in ₹

Particulars	For the year ended 31.03.2017	For the year ended 31.03.2016
(i) Audit Fee	500,000	500,000
(ii) Expenses Reimbursed	78,756	48,733
Total	578,756	548,733

Sub Note:

(b) During the quarter, the company has carried out the following transactions with related parties defined as per AS-18 "Related Party Disclosures" :-

Amount in ₹

Particulars	For the year ended 31.03.2017	For the year ended 31.03.2016
(a) Rent		
Key Management Personnel:		
Mr. Pramod Maheshwari	240,000	240,000
Smt. Neelima Maheshwari	60,000	60,000
Relative of Key Management Personnel:		
Smt. Shilpa Maheshwari	300,000	300,000
Enterprises under same Management:		
Diamond Business Solutions Private Ltd.	1,200,000	1,200,000
Wellwin Technosoft Private Ltd.	100,000	120,000
Gopi Bai Foundation	2,200,440	2,200,440
Om Prakash Maheshwari HUF	300,000	300,000
(b) Online Test Service purchased under Institute Expenditure		
Career Point Edutech Limited	750,000	750,000
(c) Director Sitting Fees		
Neelima Maheshwari	20,000	20,000
Total	5,170,440	5,190,440

Career Point Limited
Notes forming part of the Financial Statements

26. Additional Information to the Financial Statements

- (i) The Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss for the year ended 31st March, 2017 are drawn and presented as per the Schedule III to the Companies Act, 2013.
- (ii) Disclosures pursuant to Accounting Standard on “Inventories” Benefit Plans – Gratuity (the company does not provide encashment of earned leave) on the following assumptions:

Particulars	2016-17 Rupees	2015-16 Rupees
Papers	3,509,182	2,871,868
Books and student kit	7,355,144	1,39,20,295

- (iii) Disclosures pursuant to Accounting Standard on “Depreciation”

As per the Companies Act, 2013, the Company has charged depreciation and obsolescence on the basis of useful life of assets as per Schedule II of the Companies Act, 2013. The total depreciation and obsolescence charged during the Financial Year 2016-17 is ₹ 4,89,05,416/-

- (iv) Estimated amount of contracts remaining to be executed on capital account (net of advances): ` 6,544,656 (Previous Year ` 46,591,850).

- (iv a) The Company has classified the various benefits provided to employees as follows:

(a) Defined Contribution Plans – Provident Fund

(b) State Plans – Employer’s Contribution to Employees Pension Scheme, 1995.

During the year the Company has recognized ₹ 640,122/- (Previous year- ₹ 526,754/-) as employer’s contribution to Provident Fund and ` 1,367,513/- (Previous Year- ₹ 1,196,753/-) as employer’s contribution to Employees Pension Scheme, 1995 in the Profit and Loss Account.

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.

(c) Defined Benefit Plans:

I) Gratuity

II) Leave Encasement

In accordance with Accounting Standard-15 (revised 2005) actuarial valuation was carried out as at 31st March, 2017 in respect of Defined Benefit Plans – Gratuity (the company does not provide encasement of earned leave) on the following assumptions:

Assumptions

Particulars	As at 31.03.2017	As at 31.03.2016
Discount rate	7.50%	8%
Salary Growth Rate	5%	5%
Mortality	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate
Expected rate of return	0%	0%
Withdrawal rate (Per Annum)	5% p.a.	5% p.a.

The estimates of future salary increase, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

In the absence of any investment, description of the basis required to be used to determine the overall expected rate of return on assets including major categories of plan assets has not been given.

Change in present value of the defined benefit obligation:

Amount in ₹

Particulars	As at 31.03.2017		As at 31.03.2016	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Present value of obligation as at the beginning of the period	5,980,652	-	6,307,974	-
Acquisition adjustment	-	-	-	-
Interest cost	448,549	-	504,638	-
Past service cost	-	-	-	-
Current service cost	1,656,163	-	1,561,288	-
Curtailement cost/(Credit)	-	-	-	-
Settlement cost/(Credit)	-	-	-	-
Benefits paid	(1,687,787)	-	(1,329,905)	-
Actuarial (gain)/loss on obligation	(706,560)	-	(1,063,343)	-
Present value of obligation as at the end of period	5,691,017	-	5,980,652	-

Changes in the fair value of plan assets:

Amount in ₹

Particulars	As at 31.03.2017		As at 31.03.2016	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Fair value of plan assets at the beginning of the period	-	-	-	-
Acquisition adjustment	-	-	-	-
Expected return on plan assets	-	-	-	-
Contributions	-	-	-	-
Benefits paid	-	-	-	-
Actuarial gain/(loss) on plan assets	-	-	-	-
Fair value of plan assets at the end of the period	-	-	-	-

Amount recognized in the Balance Sheet:

Amount in ₹

Particulars	As at 31.03.2017		As at 31.03.2016	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Present value of Defined Benefit Obligation	-	-	-	-
- Funded	-	-	-	-
- Unfunded	5,691,017	-	5,980,652	-
Net liability/(asset) recognized in Balance Sheet & related analysis	5,691,017	-	5,980,652	-
Less: Fair value of Plan Assets	-	-	-	-
Amount to be recognized as (liability) or asset	(5,691,017)	-	(5,980,652)	-

Expense recognized in the statement of profit and loss:

Amount in ₹

Particulars	As at 31.03.2017		As at 31.03.2016	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Current service cost	1,656,163	-	1,561,288	-
Past service cost	-	-	-	-
Interest cost	448,549	-	504,638	-
Expected return on plan assets	-	-	-	-
Settlement cost / (credit)	-	-	-	-
Net actuarial (gain)/ loss recognized in the period	(706,560)	-	(1,063,343)	-
Expenses recognized in the statement of profit & losses	1,398,152	-	1,002,583	-

Amount for the current period is as follows:-
Gratuity

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Defined Benefit Obligation	1,398,152	1,002,583
Plan Assets	-	-
Surplus/ (Deficit)	-	-
Experience adjustments on plan liabilities	(917,979.0)	(1,063,343.0)
Experience adjustments on plan assets	-	-

Leave Encasement:

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Defined Benefit Obligation	-	-
Plan Assets	-	-
Surplus/ (Deficit)	-	-
Experience adjustments on plan liabilities	-	-
Experience adjustments on plan assets	-	-

Experience Adjustment:

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Experience Adjustment (Gain)/ Loss for Plan Liabilities	(917,979)	(1,063,343)
Experience Adjustment Gain/ (loss) for Plan assets	-	-

Current Liability:

Amount in ₹

Period	As at 31.03.2017	As at 31.03.2016
Current Liability	338,256	370,618
Non Current Liability	5,352,761	5,610,034
Total Liability	5,691,017	5,980,652

(v) Segment Reporting

The Management has opined hostel and mess activities are very much incidental part of its main activity i.e. Coaching. Therefore, whole business of the company is considered by the management as a single segment.

(vi) An amount of `NIL (Previous year `NIL) towards borrowing costs for qualifying asset is inventorised during the year.

(vii) Disclosure of related parties/ related party transactions:

(b) List of related parties over which control exists:

Name of Related Party	Relationship
Career Point Edutech Limited	Wholly owned Subsidiary
Career Point Infra Limited	Wholly owned Subsidiary
Srajan Agritech Private Limited	Wholly owned Subsidiary
Srajan Capital Limited	Wholly owned Subsidiary
Coupler Enterprises Private Limited	Wholly owned Subsidiary
Career Point Institute of Skill Development Pvt. Ltd.	Wholly owned Subsidiary
Gyan Eduventure Private Limited	Wholly owned Subsidiary
Career Point Accessories Private Limited	Subsidiary
StudyBoard Education Pvt. Ltd.	Joint Venturer

(b) 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
 Gyan Eduventure Private Limited
 Career Point Accessories Private Limited
 Srajan Agritech Private Limited
 Srajan Capital Limited
 Coupler Enterprises Private Limited
 Career Point Institute of Skill Development Pvt. Ltd.

- Associates companies:

Imperial Infin Pvt Ltd

-Joint Venturer:

StudyBoard Education Pvt. Ltd.

- Key Management Personnel:

Mr. Pramod Maheshwari (Chairman & Managing Director)
 Mr. Om Prakash Maheshwari (CFO & Whole time Director)
 Mr. Nawal Kishore Maheshwari (Whole time Director)

- Relative of Key Management Personnel:

Smt. Shilpa Maheshwari (Wife of Director)
 Smt. Neelima Maheshwari (Wife of Director)

- Enterprises under same Management:

Diamond Business Solutions Private Ltd.

Om Prakash Maheshwari (HUF)
Wellwin Technosoft Private Ltd.
Gopi Bai Foundation
Career Point University, Kota
Career Point University, Hamirpur

- (viii) A CSR Committee is constituted and policy framed and uploaded on the website of the Company. The Company has incurred Rs. 916,236 on CSR activities during the year 2016-17.
- (ix) Fees received by the company's franchises 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 the agreement entered into with the franchise.
- (x) Basic and Diluted Earnings per share ["EPS"] computed in accordance with Accounting Standard (AS) 20 "Earnings Per Share"

Particulars	2016-17	2015-16
Basic EPS:-		
Net profit after prior period items and Income tax (')	156,219,620	144,681,048
Weighted average number of equity shares outstanding at the end of the year	18,132,939	18,132,939
Basic EPS (in ₹)	8.62	7.98
Diluted EPS:		
Adjusted profit for diluted earning per share (₹)	156,219,620	144,681,048
Weighted average number of equity shares outstanding at the end of the year	18,132,939	18,132,939
Number of Options Outstanding	85,000	75,000
Number of Shares that would have been issued at fair value	91,748	27,753
Weighted average number of shares outstanding for diluted earning per share	18,126,191	18,175,186
Diluted EPS (in ₹)	8.62	7.96

- (xi) Un-hedged foreign currency exposures as at 31st March, 2017 are as under:

Particulars	2016-17	2015-16
Receivables	Nil	Nil
Payables	Nil	Nil

- (xii) Disclosure pursuant to Accounting Standard on "Leases"
There were no transactions carried out on leases during the year.
- (xiii) Details of Specified Bank Notes

	SBNs*	Other denomination Notes	Total
Closing cash in hand as on 08.11.2016	2,120,000	757,752	2,877,752
(+) Permitted receipts	-	3,958,282	3,922,173
(-) Permitted payments	57,500	2,408,861	2,466,361
(-) Amount deposited in Banks	2,062,500	1,214,558	3,277,058
Closing cash in hand as on 31.12.2016	-	1,056,506	1,056,506

- (xiv) Expenditure in foreign currency:
There were no transactions carried out in foreign currency during the year.
- (xv) "Rajasthan Skill and Livelihoods Development Corporation (RSLDC) has accorded approval to sanction a project of skilling for 1500 rural poor youth under Deen Dayal Upadhyaya Grameen Kaushalya Yojana (DDU-GKY) of Ministry of Rural Development, Government of India to the Company under various categories for example Tourism & Hospital, Front office cum receptionist etc. Duration of the project is 36 months and the place of training will be at Kota, Baran, Bundi, Jhalawar and Jaipur. The sanctioned total Project cost including welfare cost is ₹ 893.10 Lacs. On 3rd February, 2017, Company received ₹ 212.56 Lacs, after issuing bank guarantee of ₹ 54.22 lacs. As per records of Company, they have spent ₹ 31.84 Lacs and the remaining balance ₹ 180.72 lacs is shown as Advance against DDU-GKY in Note-7. The Company is of the opinion that this project will not result in any profit or loss and therefore has not routed any Income and Expenditure through Profit and loss account."
- (xvi) "The Company has given a Loan of ₹ 130.25 Lacs during the year and balance outstanding as at year end is 61.40 Lacs to a Subsidiary Company (60% Voting right) in which directors of the Company hold 40% Voting Power. The main business activity of the said

Company is to supply accessories for example uniform, books etc. to the students. The management of the Company is of the opinion that the loan has been given in the ordinary course of business and 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 under Companies Act, 2013."

- (xvii) "During the year the Company has given a loan of ₹ 5167.23 lacs and the outstanding balance at the year end is ₹ 3330.63 lacs (Maximum Outstanding Balance during the year ₹ 5096.85 Lacs) at the rate of 9.75% to a wholly owned NBFC Subsidiary. The management of the Company is of the opinion that the loan has been given in the ordinary course of business and 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 under Companies Act, 2013."
- (xviii) There are no amounts due and outstanding to be credited to Investor Education & Protection Fund as at 31st March, 2017.
- (xix) Figures for the previous year have been regrouped/reclassified wherever necessary.

GENERAL INFORMATION:

Career Point Limited is engaged in providing Non Formal and Formal Education Service which inter alia include Education Consultancy, Management Services, Tutorial Services and Residential Hostel Services.

27 SIGNIFICANT ACCOUNTING POLICIES:

(i) **Basis of Accounting**

The Company maintains its accounts on accrual basis following the historical cost convention in accordance with Generally Accepted Accounting Principles ["GAAP"], in compliance with the provisions of the Companies Act, 2013 and the Accounting Standards prescribed in the Section 133 of Companies Act, 2013 read rules issued thereunder. Further, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also considered, wherever applicable except to the extent where compliance with other statutory promulgations override the same requiring a different treatment.

The Preparation of Financial Statements in conformity with GAAP requires that the management of the company makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as at the date of the Financial Statements. Examples of such estimates include the useful life of tangible and intangible fixed assets, provision for doubtful debts/ advances, future obligations in respect of retirement benefit plans etc. Actual results could differ from these estimates.

These estimates could change for 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.

(ii) **Presentation of Financial Statements**

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 ("the Act"). The Cash Flow Statement has been prepared and presented as per the requirements of Accounting Standard (AS) 3 "Cash Flow Statements". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of accounts along with the other notes required to be disclosed under the notified Accounting Standards and the Listing Agreement.

(iii) **Revenue Recognition**

Revenue is recognised only when it can be reasonably measured and there exists reasonable certainty of its recovery. Minimum revenue commitment from franchisee and Income from School Associate Project is recognised at the time of receipt. Fees/income collected in advance for the period subsequent to the accounting period is shown as current liability.

Interest: Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

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

Gain from investment in Mutual Funds (FMPs) is recognised at the date of Maturity.

(iv) **Employee Benefits**

a. **Defined Contribution plan**

Company's contributions paid/ payable during the year to Provident Fund and Employee Pension Scheme are recognized in the Profit and Loss Account.

b. **Defined Benefit Plan**

Company's liabilities towards gratuity, are determined using the projected unit credit method which considers each period of service as giving rise to additional unit of benefit entitlement and measures each unit separately to build up the final obligation. Actuarial gain and losses are recognised immediately in the statement of Profit and Loss Account as income or expenses. Obligation measured at the present value of estimated future cash flows using discounted rate that is determined by reference to market yields at the balance sheet date on government bonds where the currency and terms of the Government are consistent with currency and estimated terms of the defined benefit obligation.

The Company does not provide carry forward and encashment of leave.

(v) **Property, Plant and Equipment (Fixed Assets)**

Gross carrying amount of an asset is its cost or other amount substituted for the cost in the books of accounts, without making any deduction for accumulated depreciation and accumulated impairment losses. Fixed Assets are stated at cost of recognition/ installation less accumulated depreciation and include directly attributable cost including installation and freight charges for bringing the assets to working condition for intended use.

Cost is the amount of cash or cash equivalents paid or the fair value of the other considerations given to acquire an asset at the time of its

acquisition or construction or, where applicable, the amount attributed to that asset at the time of its acquisition or construction or, where applicable, the amount attributed to that asset when initially recognized in accordance with the specific requirements of other Accounting Standards.

Carrying amount is the amount at which an asset is recognized after deducting any accumulated depreciation and accumulated impairment losses.

Depreciation is the systematic allocation of the depreciable amount of an asset over its useful life.

" Useful life is the period over which an asset is expected to be available for use by an enterprise."

" The cost of an item of property, plant and equipment is recognized as an asset if, and only if:(a) it is probable that future economic benefits associated with the item will flow to the Company; and(b) the cost of the item can be measured reliably."

Tangible assets not ready for the intended use on the date of the Balance Sheet are disclosed as "capital work-in-progress".

(vi) Depreciation

Leasehold land is amortised over the period of lease. Depreciation on Fixed assets is provided from the date the asset is ready for commercial use on a pro-rata basis as per useful life prescribed in Schedule II of the Companies Act, 2013.

Depreciation for additions to/deletions from assets is calculated pro-rata from/to the date of addition/deletion.

(vii) Intangible Assets and Amortisation

Intangible assets are recognized as per the criteria specified in Accounting Standard (AS) 26 "Intangible Assets" issued by the Institute of Chartered Accountants of India, adopted by the company from the Financial Year 2007-08 and are amortised as follows:

-Cost of Lease hold land is amortized over the period of lease.

- Software - Amortised over a period of 3 years

(viii) Impairment of Assets

(a) At each Balance Sheet date, the carrying amount of assets is tested for impairment so as to determine:

(I) The provision for impairment loss required, if any, or

(II) The reversal required of impairment loss recognized in previous periods, if any.

(b) 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:

(I) in the case of an individual asset, at higher of the net selling price or value in use.

(II) in the case of cash generating unit, at higher of the cash generating unit's net selling price or value in use.

(ix) Investments

(a) Long term investments are carried at cost after providing for any diminution in value, if such diminution is of permanent nature.

(b) Current investments that are readily realizable and intended to be held for not more than a year are carried at lower of cost or market value. The determination of carrying costs of such investments is done on the basis of specific identification.

(x) 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 on FIFO method.

(xi) Miscellaneous Expenditure

Preliminary expenses incurred on formation of the company and expenses incurred for increase in authorized capital are amortized over a period of 5 years.

(xii) Foreign Currency Transactions

(a) The reporting currency of the company is Indian Rupee.

(b) 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.

(xiii) Earning per share

Earnings considered in ascertaining the company's earning per share comprises the net profit after tax (includes the post tax effect of any extra ordinary items) attributable to equity shareholders

(xiv) Taxes on Income

Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961.

Deferred Tax is recognized on timing differences between the accounting income and the taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the balance sheet date.

(xv) Provisions, Contingent Liabilities and Contingent Assets

- (a) Provisions are recognised for liabilities that can be measured only by using substantial degree of estimation, if
 - (I) the company has a present obligation as a result of past event;
 - (II) a probable outflow of resources is expected to settle the obligation;
 - (III) the amount of the obligation can be reliably estimated.
- (b) Contingent liability is disclosed in the case of :
 - (I) a present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation;
 - (II) a present obligation when no reliable estimate is possible; and
 - (III) a possible obligation arising from past events where the probability of outflow of resources is not remote.

Contingent Assets are neither recognized, nor disclosed.

- (c) Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.

(xvi) Cash Flow Statement

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

- (i) transactions of a non-cash nature
- (ii) any deferrals or accruals of past or future operating cash receipts or payments and
- (iii) items of income or expense associated with investing or financing cash flows.

Cash and cash equivalents (including bank balances) are reflected as such in the Cash Flow Statement. Those cash and cash equivalents which are not available for general use as on the date of Balance Sheet are also included under this category with a specific disclosure.

SHARP & TANNAN
Chartered Accountants
ICAI Registration no. 000452N
By the hand of

For and on behalf of the Board of Directors

Pramod Maheshwari
Managing Director & CEO
DIN : 00185711

Om Prakash Maheshwari
Executive Director & CFO
DIN : 00185677

Pavan K. Aggarwal
Partner
Membership No. 091466

Tarun Kumar Jain
GM (Corporate and Legal Affairs
and Company Secretary)

Place: New Delhi
Date: 16/05/2017

Place: Kota
Date: 16/05/2017

INDEPENDENT AUDITORS' REPORT
To the Members of Career Point Limited

Report on the Consolidated Financial Statements

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

Management's Responsibility for the Consolidated Financial Statements

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

Auditor's Responsibility

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

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

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

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

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

Opinion

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

Other Matters

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Company so far as it appears from our examination of those books;
- (c) the consolidated Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
- (d) in our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant Rules issued thereunder;
- (e) on the basis of the written representations received from the Directors of the Holding Company as on 31st March, 2017 taken on record by the Board of Directors of the Holding Company and the reports of statutory auditors of its subsidiary companies incorporated in India, none of the Directors of the Group companies incorporated in India is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act; and
- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure 'A';
- (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) the Company has disclosed the impact of pending litigations, on its financial position in its consolidated financial statements-Refer Note 18 to the financial statement.
 - (ii) the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - (iii) there has been no delay in transferring amounts, required to be transferred, to Investor Education and Protection Fund by the Company; and
 - (iv) the Company has provided requisite disclosures in its consolidated financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 26(xi) to the consolidated financial statement.

SHARP & TANNAN
Chartered Accountants
Firm's Registration No. 000452N
By the hand of

Pavan K. Aggarwal
Partner
Membership No. 091466

Place: New Delhi
Date: May 16, 2017

ANNEXURE `A'TO THE INDEPENDENT AUDITOR'S REPORT

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

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

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act, to the extent applicable, to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

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

SHARP & TANNAN
Chartered Accountants
Firm's Registration No. 000452N
By the hand of

Pavan K. Aggarwal
Partner
Membership No. 091466

Place: New Delhi
Date: May 16, 2017

Career Point Limited
Consolidated Balance Sheet as at 31st March, 2017
CIN: L72200RJ2000PLC016272

Amount in ₹

Particulars	Note No.	For the Year ended 31.03.2017	For the Year ended 31.03.2016
EQUITY AND LIABILITIES			
Shareholder's funds			
(a) Share Capital	1	181,329,390	181,329,400
(b) Reserves and Surplus	2	3,524,949,067	3,345,956,842
(c) Minority interest		1,099,757	1,019,480
Non-current Liabilities			
(a) Deferred Tax Liabilities (Net)	3	50,487,889	31,242,966
(b) Long Term Borrowing	3A	100,124,865	45,943,448
(c) Long-Term Provisions	4	7,497,278	6,745,722
Current Liabilities			
(a) Short-term borrowings	5	1,190,170,436	427,578,203
(b) Trade Payables	6	3,047,640	1,062,735
(c) Other current liabilities	7	166,314,050	163,528,516
(d) Short-Term Provisions	8	11,689,846	23,757,682
		5,236,710,220	4,228,164,995
ASSETS			
Non-current Assets			
(a) Fixed Assets	9		
(i) Tangible assets		1,759,653,257	1,633,655,096
(ii) Intangible assets		774,924	160,857
(iii) Capital work-in-progress		81,241,035	26,886,901
(b) Non-current investments	10	212,329,418	133,213,535
(c) Long-term loans and advances	11	223,761,883	783,583,443
Current Assets			
(a) Current investments	12	399,616,510	333,078,565
(b) Inventories	13	764,137,218	19,896,573
(c) Trade receivables	14	400,235,169	808,209,860
(d) Cash and cash equivalents	15	88,798,939	24,800,454
(e) Short-term loans and advances	16	1,293,858,914	464,679,654
(f) Other current assets	17	12,302,954	57
Total Assets		5,236,710,220	4,228,164,995
CONTINGENT LIABILITIES AND COMMITMENTS			
OTHER NOTES FORMING PART OF ACCOUNTS			
SIGNIFICANT ACCOUNTING POLICIES			

SHARP & TANNAN
Chartered Accountants
ICAI Registration no. 000452N
By the hand of

For and on behalf of the Board of Directors

Pramod Maheshwari
Managing Director & CEO
DIN : 00185711

Om Prakash Maheshwari
Executive Director & CFO
DIN : 00185677

Pavan K. Aggarwal
Partner
Membership No. 091466

Tarun Kumar Jain
GM (Corporate and Legal Affairs
and Company Secretary)

Place: New Delhi
Date: 16/05/2017

Place: Kota
Date: 16/05/2017

Career Point Limited
Consolidated Statement of Profit and Loss for the period ended on 31st March, 2017
CIN: L72200RJ2000PLC016272

Amount in ₹

Particulars	Note No.	For the Year ended 31.03.2017	For the Year ended 31.03.2016
REVENUE			
Revenue from operations	19	837,436,180	758,940,987
Other Income	20	88,223,784	107,825,337
Total Revenue		925,659,965	866,766,326
EXPENSES			
Cost of materials purchased/ consumed	21	26,485,490	23,637,795
Change in Inventories	22	1,894,072	4,128,617
Employee benefits expense	23	355,299,687	356,528,373
Finance costs	24	58,809,024	44,370,198
Depreciation and amortization expense	9	52,597,922	52,703,872
Other expenses	25	160,054,927	170,263,677
		655,141,123	651,632,532
Profit before exceptional & extraordinary items and tax		270,518,843	215,133,794
Extraordinary items		-	-
Profit before tax after extraordinary items		270,518,843	215,133,794
Tax expense:			
(1) Current tax		79,022,600	55,202,000
(2) MAT Credit		(5,880,118)	(1,147,893)
(3) Deferred tax liability / (asset)		19,244,924	17,811,652
(4) Earlier Years		1,208,710	1,775,434
Total Tax		93,596,116	73,641,193
Profit/ (Loss) after tax for the period		176,922,726	141,492,601
Minority Interest in income		80,209	(94,553)
Capital Profit		-	-
Share of Profit / Loss in associate companies		(65,584)	3,082,844
Profit carried to Balance Sheet		176,776,934	144,669,998
Earnings per equity share before extraordinary items:			
(1) Basic		9.75	7.98
(2) Diluted		9.75	7.96
Earnings per equity share after extraordinary items:			
(1) Basic		9.75	7.98
(2) Diluted		9.75	7.96
SIGNIFICANT ACCOUNTING POLICIES			
OTHER NOTES FORMING PART OF ACCOUNTS			

SHARP & TANNAN
Chartered Accountants
ICAI Registration no. 000452N
By the hand of

Pavan K. Aggarwal
Partner
Membership No. 091466

Place: New Delhi
Date: 16/05/2017

For and on behalf of the Board of Directors

Pramod Maheshwari
Managing Director & CEO
DIN : 00185711

Tarun Kumar Jain
GM (Corporate and Legal Affairs
and Company Secretary)

Place: Kota
Date: 16/05/2017

Om Prakash Maheshwari
Executive Director & CFO
DIN : 00185677

Career Point Limited
Consolidated Cash Flow Statement for the period ended 31 March, 2017
CIN: L72200RJ2000PLC016272

Amount in ₹

Particulars	For the period ended 31.03.2017	For the Year ended 31.03.2016
A. Cash Flows from Operating Activities		
Net Profit Before Taxation and before prior period items	270,518,843	215,133,795
Adjustments for:		
Depreciation	52,597,922	52,703,872
Dividend Income	-	-
Short/Long Term Capital Gain on shares/assets	(15,778,919)	(12,016,225)
Interest Income	(65,487,310)	(69,899,313)
Interest expense	32,857,718	44,396,910
Bad Debts written off	352,641	344,122
Miscellaneous expenditure written off	-	526,679
Provision for Doubtful Debts and Advances	880,792	3,675,225
Provisions for employee stock option schemes and other non-current employee benefit	1,154,164	-
Provision for Gratuity	1,398,152	1,002,583
(Increase)/Decrease in Trade and Other Receivables	406,741,258	5,034,913
(Increase)/Decrease in Inventories	(744,240,645)	3,506,388
(Increase)/Decrease in Loans and Advances	2,006,299	(237,040,577)
Increase/(Decrease) in trade and other payables	(7,943,992)	30,729,148
Cash generated from operations	(64,943,077)	38,097,518
Direct taxes paid	(80,231,310)	(56,977,434)
Net Cash from Operating Activities	(145,174,387)	(18,879,916)
B. Cash Flow from Investing Activities		
Sale of Fixed Assets	6,874,731	19,650,816
Interest & Dividend Received	65,487,310	69,899,313
Purchase of Fixed Assets (including CWIP)	(237,439,338)	(73,461,264)
(Increase)/ Decrease in Loans and Advances	(277,986,772)	(39,918,105)
Sale/(Purchase) of Other Investments	(131,678,991)	44,986,412
Profit on Disposal of equity shares of subsidiary		
Cash flow before extra ordinary item	(574,743,060)	21,157,173
Extra ordinary item		
Loss on disposal of fixed assets		
Net Cash (used in)/ from Investing Activities	(574,743,060)	21,157,173
C. Cash Flows from Financing Activities		
(Repayment)/Proceeds from Short Term Borrowings	762,592,233	42,325,568
(Repayment)/Proceeds from Long Term Borrowings	54,181,417	
Interim Dividend		
Dividend Tax Paid		
Payment (to)/from of Minority Interest		(0)
Interest paid	(32,857,718)	(44,396,910)
Net Cash Flow from Financing Activities	783,915,932	(2,071,341)
Net increase/(decrease) in cash and cash equivalents (A + B + C)	63,998,485	205,916
Cash and Cash Equivalents at beginning of the period	24,800,454	24,594,538
Cash and Cash Equivalents at end of the period	88,798,939	24,800,454

Sub Notes:

1. Cash flow statement has been prepared under the indirect method as set out in the Accounting Standard (AS) 3 : "Cash Flow Statements" issued by the Institute of Chartered Accountants of India.
2. Purchase of fixed assets includes movement of Capital Work-in-progress during the period.
3. Cash and cash equivalents represent bank balance.
4. Previous Year figures have been regrouped / reclassified where necessary.

SHARP & TANNAN
Chartered Accountants
ICAI Registration no. 000452N
By the hand of

For and on behalf of the Board of Directors

Pramod Maheshwari
Managing Director & CEO
DIN : 00185711

Om Prakash Maheshwari
Executive Director & CFO
DIN : 00185677

Pavan K. Aggarwal
Partner
Membership No. 091466

Tarun Kumar Jain
GM (Corporate and Legal Affairs
and Company Secretary)

Place: New Delhi
Date: 16/05/2017

Place: Kota
Date: 16/05/2017

Career Point Limited
Consolidated Notes forming part of the Financial Statements

NOTE 1. SHARE CAPITAL

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Authorised:		
2,50,00,000 Equity Shares of ₹ 10/- each	250,000,000	250,000,000
(Previous Year 2,50,00,000 Equity Shares of ₹ 10/- each)		
Issued, Subscribed and Paid up:		
1,81,32,939 Equity Shares of ₹ 10/- each	181,329,390	181,329,400
(Previous Year 1,81,32,939 Equity Shares of ₹ 10/- each)		
Preference Shares of ₹ 10/- each		
Total	181,329,390	181,329,400

(a) (i) The company has only one class of share referred to as equity shares having a par value of Rs 10/-. Each holder of equity share is entitled to one vote per share.

(ii) CPL Employee Stock Option Plan 2013:

"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. 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. During the year, Company has granted 10,000 employee stock options under the scheme. Each option so granted shall carry a right to subscribe one equity share of the company upon vesting and payment of exercise price of ₹ 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."

Particulars	Up to March, 17	Up to March, 16
Options outstanding at beginning of period :	75,000	5,000
Add: Options Granted	10,000	70,000
Less: Options Exercised	-	-
Options Forfeited	-	-
Options outstanding at the end of period :	85,000	75,000

(b) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period:

Particulars	As at 31.03.2017		As at 31.03.2016	
	Number of shares	Amount (₹)	Number of shares	Amount (₹)
Equity Shares with voting rights:				
Opening balance	18,132,939	181,329,390	18,132,939	181,329,390
Change during the year	-	-	-	-
Closing balance	18,132,939	181,329,390	18,132,939	181,329,390

(c) Details of shares held by each shareholder holding more than 5% shares of the aggregate

Name of shareholder	As at 31.03.2017		As at 31.03.2016	
	Number of shares	% held	Number of shares	% held
Mr. Pramod Kumar Maheshwari	1568253	8.65	1527813	8.43
Mr. Om Prakash Maheshwari	1386300	7.65	1386300	7.65
Mr. Nawal Kishore Maheshwari	1385800	7.64	1385800	7.64
Mr. Gulab Chand Maheshwari	1339500	7.39	1339500	7.39
Mrs. Kailash Bai	1339500	7.39	1339500	7.39
Mrs. Shilpa Maheshwari	1339500	7.39	1339500	7.39
Mrs. Rekha Maheshwari	1339500	7.39	1339500	7.39
Mrs. Neelima Maheshwari	1339500	7.39	1339500	7.39

(d) The list of the subsidiaries and associates included in the consolidated financials as at 31.03.2017 are as under:-

Name	Country of Incorporation	Proportion of Ownership Interest (%)	Proportion of Voting Power held (%)
Subsidiaries:			
Career Point Edutech Limited	India	100	100
Career Point Infra Limited	India	100	100
Gyan Eduventure Private Limited	India	100	100
Career Point Accessories Private Limited	India	60	60
Coupler Enterprises Private Limited	India	100	100
Srajan Agritech Private Limited	India	100	100
Srajan Capital Limited	India	100	100
Career Point Institute of Skill Development Pvt. Ltd.	India	100	100
* 1 no. share held by the holder nominated by the company, the company is beneficial owner of the share.			
Associate:			
Imperial Infin Private Limited (India)	India	42.74	42.74
Joint Venture Study Board Education Private Limited	India	50	50

Career Point Limited
Consolidated Notes forming part of the Financial Statements

NOTE 2. RESERVES AND SURPLUS

Amount in ₹

Particulars	As at 31.03.2017		As at 31.03.2016	
(i) Securities Premium Account:				
Opening Balance	1,715,431,590		1,715,431,590	
Add: Received During the Period	-		-	
	1,715,431,590		1,715,431,590	
Less : Commission and expenditure related to equity share issue	-	1,715,431,590	-	1,715,431,590
(ii) General Reserve		8,657,591		8,657,591
(iii) Statutory Reserve				
Opening Balance	1,855,241		510	
Add : Transfer from statement of profit & loss	1,284,046	3,139,287	1,854,731	1,855,241
(iv) Capital Reserve	60,413		60,413	
Add: Addition in Joint Venture	-		-	
Less: Discontinuation of subsidiary	-	60,413	-	60,413
(v) ESOP Outstanding				673,082
Opening	673,082			
Addition	1,154,164	1,827,246	673,082	-
(vi) Balance in Statement of Profit and Loss:				
Opening Balance	1,619,278,928		1,482,764,854	
Add : Profit for the year	176,776,934		144,669,998	
Add : Discontinuation of subsidiary	-		-	
Less : Minority Interest transferred	-		6,301,193	
Less : Statutory Reserve	1,284,046		1,854,731	
Less : Interim Dividend	-		-	
Less : Corporate Dividend Tax	-		-	
Less : Depreciation of Fixed Assets	(1,061,124)			
Less : Stock Reserve (App. Of Profit)				
Statement of Profit and Loss	-		-	
	-	1,795,832,939	-	1,619,278,928
Total		3,524,949,066		3,345,956,845

NOTE 3. DEFERRED TAX LIABILITY

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Deferred Tax Liabilities/(Assets)	50,487,889	31,242,966
Total	50,487,889	31,242,966

Sub Note:

The major components of deferred tax assets and deferred tax liabilities are as under:-

Amount in ₹

Particulars	As at 31.03.2017		As at 31.03.2016	
	Deferred Tax Assets	Deferred Tax Liabilities	Deferred Tax Assets	Deferred Tax Liabilities
Difference between book and tax WDV	-	82,804,360	-	68,723,576
Expenses allowable for tax purposes on payment basis	3,671,666	-	4,007,200	-
MAT Credit	13,013,107		16,538,948	-
Unabsorbed Depreciation & carried forward business losses	14,654,229	-	16,934,464	-
	31,339,002	82,804,360	37,480,612	68,723,576
Net deferred tax liability / (asset)	-	51,465,358	-	31,242,966
Net incremental assets charged to the Profit & Loss Account	20,222,392	-	17,811,652	-

Career Point Limited
Consolidated Notes forming part of the Financial Statements

NOTE 3(A). LONG TERM BORROWINGS

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Working Capital Term Loan from Bank		
- Secured	58,124,865	45,943,448
Term Loan from NSC	42,000,000	
CPL	-	-
Total	100,124,865	45,943,448

Sub Note:

- (a) Working Capital Term Loan of Rs. 459 Lacs @ 10.75% p.a. payable by October, 2020 and 284 Lacs @ 10.25% p.a. payable by November, 2021. Both the loans are 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 and Plot No. 49, Shree Nath Puram, Sector-B, Kota.
- (b) Repayable in 60 equal installments, started from Nov-2015 for 459 Lacs
- (c) Repayable in 60 equal installments, started from Dec-2016 for 284 Lacs

NOTE 4. LONG TERM PROVISIONS

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Employees Benefits [Refer Note 28 (ii)]		
- Gratuity	5,352,761	5,610,034
Contigent provision against standard assets	2,144,517	1,135,688
Total	7,497,278	6,745,722

NOTE 5. SHORT TERM BORROWINGS

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Working Capital Short Term Loan from Bank(WCSTL)		
- Secured (Kotak) (Refer Sub Note (a), (b), (c) to note 3A)	16,201,954	342,243,343
Working Capital Short Term Loan from NBFC(WCSTL)		
- Secured	991,823,623	-
Overdraft from Bank		
- Secured (Refer Subnote (b))	83,644,859	6,834,860
Working Capital Demand Loan from Bank (WC DL)		
- Secured (BILIL) Refer Sub Note-(c)	98,500,000	78,500,000
CPL -	-	-
From others including accrued interest	-	-
Total	1,190,170,436	427,578,203

Sub Note:

- (a) Overdraft facility from ICICI Bank of ₹ 79.80 Lacs against the security of FMP of ₹ 100/- Lacs (Market Value Rs. 114.09 lacs as on 31st March, 2017). The Company can avail it further up to Rs. 500 Lacs by pledging it FMP securities in the ration of 7:10
- (b) Overdraft facility from Deutsche Bank of ₹ 884.86 Lacs against the security of FMP of ₹ 1,282.23/- Lacs (Market Value Rs. 1,244.67 Lacs as on 31st March, 2017). The Company can avail it further up to Rs. 1500 Lacs by pledging it FMP securities in the ration of 7:10
- (c) Secured On Demand Credit Facility of ₹ 985 Lacs @ 8.62% p.a. from Barclays Investment and Loan (India) Ltd. (BILIL) against the security of Mutual Funds of ₹ 1190 Lacs (Market Value ₹ 1519.25 Lacs as on 31st March, 2017), repayable on demand.(c) Secured On Demand Credit Facility of ₹ 985 Lacs @ 8.62% p.a. from Barclays Investment and Loan (India) Ltd. (BILIL) against the security of Mutual Funds of ₹ 1190 Lacs (Market Value ₹ 1519.25 Lacs as on 31st March, 2017), repayable on demand.
- (d) Security (Investments) given by Career Point Infra is ₹ 1158.19 Lakhs (MV: ` 1506.36 Lakhs).

NOTE 6. TRADE PAYABLES

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Sundry Creditors		
Due to others	3,047,640	1,062,735
Total	3,047,640	1,062,735

Sub Note:

Amount payable to Micro, Small & Medium Enterprises (MSMED Act)

- i) The management is of the opinion that there are no parties which can be classified as Micro, Small & Medium Enterprises to whom the company owes any sum. The Auditors have accepted the representations of the management in this regard.

NOTE 7. OTHER CURRENT LIABILITIES

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Accrued Salaries and benefits		
- Salaries and benefits	24,379,428	22,495,515
Other liabilities		
- Security deposits (Including retention)	38,684,724	45,281,167
- Withholding and other taxes	8,029,359	7,873,270
- Interest accrued but not due	6,672,348	731,264
- Others payables	14,867,303	8,755,903
- Unpaid Dividend	147,587	148,030
Advance for Expenses (DDUJKY)	18,072,172	-
Income received in advance	55,461,129	78,243,367
Total	166,314,050	163,528,516

Sub Note:**Amount Due to Related Parties**

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Salaries and benefits		
Key Managerial Personnel:		
(i) Mr. Om Prakash Maheshwari	175,000	200,000
(ii) Mr. Pramod Maheshwari	175,000	200,000
(iii) Mr. Nawal Kishore Maheshwari	175,000	200,000
Other Liabilities		
(a) Key Managerial Personnel:		
(i) Mr. Pramod Maheshwari (Rent)	-	23,000
(ii) Smt. Neelima Maheshwari	-	5,000
(b) Enterprises under same Management:		
(i) Diamond Business Solutions Private Ltd.	-	104,500
(ii) Wellwin Technosoft Private Ltd.	-	10,450
(iii) Om Prakash Maheshwari (HUF)	-	22,500
(iv) Gopi Bai Foundation (Rent)	-	191,619
(c) Associates/Group companies:		
(i) Imperial Infin Pvt Ltd	-	-
(d) Relative of Key Management Personnel:		
(i) Smt. Shilpa Maheshwari	22,500	22,500
(iii) Smt Radha Rani	22,500	22,500

NOTE 8. SHORT TERM PROVISIONS

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Provision for standard assets		-
Employee benefits	338,256	377,155
Tax (wealth tax)	-	1,430,731
Income Tax (Net)	5,183,487	13,521,293
Leave Encashment Exp.	-	640,728
Provisoin for Expenses	6,168,103	7,787,775
Total	11,689,846	23,757,682

Career Point Limited
Consolidated Notes forming part of the Financial Statements

NOTE - 9 FIXED ASSETS
FOR THE PERIOD ENDED ON 31/03/2017

Amount in ₹

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	As at 01.04.2016	Addition	Deletion	As At 31.03.2017	Up to 31.03.2016	For the Period	Deletion	up to 31.03.2017	As at 31.03.2017	As at 31.03.2016
(A) Tangible Assets										
Freehold Land	217,723,517	86,480,375	-	304,203,892	-	-	-	-	304,203,892	217,723,517
Leasehold Land	393,757,259	64,865,005	6,280,631	452,341,633	22,010,246	4,635,760	-	26,646,006	425,695,627	371,747,013
Vehicle	16,137,632	-	-	16,137,632	8,905,129	1,661,392	-	10,566,521	5,571,111	7,232,503
Building #	1,005,168,412	18,619,545	-	1,023,787,957	53,054,964	18,328,072	-	71,383,036	952,404,921	952,113,448
Computer	17,540,885	197,500	870,734	16,867,651	15,657,628	1,063,154	870,710	15,850,072	1,017,579	1,883,257
Furniture & Fixtures	169,719,388	13,520,668	247,345	182,992,711	87,274,389	25,228,566	242,343	112,260,612	70,732,099	82,444,999
Plant & Machinery	12,147,832	-	-	12,147,832	11,637,505	482,299	-	12,119,804	28,028	510,327
Sub-total (A)	1,832,194,925	183,683,093	7,398,710	2,008,479,308	198,539,861	51,399,243	1,113,053	248,826,051	1,759,653,257	1,633,655,096
(B) Intangible Assets										
Software	8,631,761	551,537	-	9,183,298	8,491,904	1,198,649	1,261,178	8,429,374	753,924	139,857
Trademark	21,000	-	-	21,000	-	-	-	-	21,000	21,000
Sub-total (B)	8,652,761	551,537	-	9,204,298	8,491,904	1,198,649	1,261,178	8,429,374	774,924	160,857
Total (A)+(B)	1,840,847,686	184,234,630	7,398,710	2,017,683,606	207,031,764	52,597,892	2,374,231	257,255,425	1,760,428,181	1,633,815,953
Capital Work in progress	-	-	-	-	-	-	-	-	81,241,035	26,886,901
TOTAL	1,840,847,686	184,234,630	7,398,710	2,017,683,606	207,031,764	52,597,892	2,374,231	257,255,425	1,841,669,216	1,660,702,854
Previous Year	1,784,783,141	66,025,119	9,960,572	1,840,847,687	156,653,842	52,703,872	2,325,981	207,031,733	1,660,702,854	1,647,580,055

Sub Note:

- Building and CWIP include Building constructed 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.
- Includes Leasehold Lands of ₹ 1.59 Crore Mortgaged to Kotak Mahindra Bank as Collateral Security for Working Capital Term Loan Facility.

Related party Transactions

Include Built on land owned by a related party. (Gross block of ₹ 74.94 Crore, Net Block of ₹ 69.65 Crore)

Career Point Limited
Consolidated Notes forming part of the Financial Statements

NOTE 10. NON CURRENT INVESTMENTS

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
A. Trade Investments		
1. Investment in Equity Instruments		
a) Subsidiaries		
b) Associate		
Equity Shares of Imperial Infin Private Ltd. (Unquoted) 34,000 (Previous year 34,000) shares of ₹ 100/- each	3,400,000 -	3,400,000
"Add/(Less) : Accumulated share in profit/(loss) of associate Company at the beginning of the year"	3,995,001	912,158
"Add/(Less) : Share in profit/(loss)(net) of associate company - current year"	-65,584	3,082,844
2. Investments in preference shares		
a) Subsidiaries (Unquoted)		
2. Investment in Mutual Fund		
UTI FTIF SERIES XXIII-II (1100 DAYS) (1)	10,000,000	10,000,000
DSP BLACKROCK INCOME OPPORTUNITIES FUND (2) & (3)	50,000,000	-
TATA INCOME FUND APPRECIATION OPTION-BONUS	-	15,818,533
BIRLA SUNLIFE DYNAMIC BOND FUND (3)	115,000,000	-
UTI FIXED TERM INCOME FUND (4)	30,000,000	-
ICICI PRUDENTIAL FMP SERIES-74	-	100,000,000
Total	212,329,418	133,213,535

- (1) Pledged/pledged a lien, Refer Note 5
(2) Pledged/pledged a lien as security (Rs. 367.77 Lacs) against on demand credit facility to its wholly owned subsidiary Srajan Capital Limited. Read with Note 26 (xvii).
(3) Pledged/pledged a lien, Refer Note 5
(4) Pledged/pledged a lien, Refer Note 5

Sub Note:

- (a) Aggregate value of quoted investments

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Market value of quoted Investments	204,426,031	149,477,150
Book value of quoted Investments	205,000,000	125,818,533

NOTE 11. LONG TERM LOANS AND ADVANCES

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Unsecured and considered good:		
Capital Advances	4,315,900	70,426,671
Security Deposits	7,603,403	6,433,141
Balances with Authorities	38,289,882	25,740,680
MAT Credit Entitlement	13,013,107	17,651,948
Advance payment of Income Tax (Including TDS) (Net of Provision)	-	12,871,319
Loans and advances to Related Parties	-	424,696,464
Loans and advances - Others	160,539,591	225,763,220
Total	223,761,883	783,583,443

NOTE 12. CURRENT INVESTMENTS

Amount in ₹

Particulars	Face value per unit	No. of Units	No. of Units	As at	As at
		As at 31.03.2017	As at 31.03.2017	31.03.2017	31.03.2016
TATA INCOME FUND APPRECIATION OPTION-BONUS(2)*	10	1,500,000	1,500,000.0	15,818,533	-
ICICI PRUDENTIAL FMP SERIES-74		1,000,000		100,000,000	-
RELIANCE FIXED HORIZON FUND SERIES 11(1)	10	8,900,000	8,900,000	89,000,000	89,000,000
SBI DYNAMIC BOND FUND REGULAR PLAN GROWTH(2)	10	2,726,329	2,726,329	38,296,199	38,296,199
HDFC FMP 371 D JULY 2013 SERIES 26 GR (2)	10	3,000,000	3,000,000	30,000,000	30,000,000
ICICI PRUDENTIAL INCOME OPPORTUNITIES FUND GROWTH(2)	10	4,503,490	4,503,490	-	-
ICICI PRUDENTIAL DYNAMIC BOND FUND GROWTH(2)	10	2,358,420	2,358,420	30,312,778	30,312,778
UTI FTIF SERIES XV-VIII (368 DAYS) GROWTH (2)	10	-	3,897,037	-	38,970,374
RELIANCE DYNAMIC BOND FUND GROWTH(2)	10	3,843,616	3,843,616	60,000,000	60,000,000
UTIFIXED TERM INCOME FUND SERIES XIX-III (368 Days) GROWTH*# (2)	10	3,000,000		30,000,000	30,000,000
SHRI BITTHAL TRADERS				-	16,499,214
UTI Transportation & Logistics Fund			-	199,000	-
Birla Sunlife Balanced 95 Fund		3,820.942	-	2,496,000	-
UTI Transportation & Logistics Fund		27,759.861	-	2,746,000	-
ICICI Prudential Balanced Fund		6,953.649	-	748,000	-
TOTAL			399,616,510	333,078,565	

- (1) Pledged/marked a lien as security against on demand credit facility of Barclays Investment and Loan (India) Ltd. (BILIL) to the company.
- (2) Pledged/marked a lien as security against on demand credit facility to its wholly owned subsidiary Srajan Capital Limited. The Management has confirmed that the facility is used for its principal business activity.

* Shown in the previous year as Non-Current Investment, converted into Current Investment due to the change in terms.

Sub Note:

- (a) Aggregate value of quoted investments

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Market value of quoted Investments	544,407,777	366,962,029
Book value of quoted Investments	399,616,510	333,078,565

NOTE 13. CURRENT INVESTMENTS

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
i) Raw Material	3,509,182	2,871,868
ii) Finished Goods	15,130,634	17,024,705
iii) Securities	745,497,402	-
Total	764,137,218	19,896,573

- (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.
- (b) Inventory includes securities purchased during the year.

NOTE 14. TRADE RECEIVABLES

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
(a) Debts overdue for a period exceeding six months		
- Unsecured		
i) Considered good	186,304,371	778,411,379
ii) Doubtful	3,874,097	3,675,224
	190,178,468	782,086,603
Less: Provision for doubtful debts	3,874,097	3,675,224
	186,304,371	778,411,379
(b) Other trade receivables		
- Unsecured and considered good	4,959,745	2,801,307
iii) Associates and Related Parties- Unsecured and considered good		-
(a) More than six months	198,800,334	3,338,643
(b) Others	10,170,720	23,658,531
	208,971,054	26,997,174
Total	400,235,169	808,209,860

Sub Notes:

Amount Due from Related Parties:

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Other trade receivables:		
Gopi Bai Foundation	-	-
Career point University, Kota	5,670,000	408,913,210
Career point University, Hamirpur	203,300,333	209,420,332
Swastika Polyolefins Pvt. Ltd.	-	5,725
Total	208,970,333	618,339,267

NOTE 15. CASH AND CASH EQUIVALENTS

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
a) Cash on Hand	2,960,138	3,967,639
b) Balances with Banks		
(i) In Current Accounts	80,793,426	20,832,815
(ii) In Deposit Accounts [refer note 5 sub note (a)(i)]	5,444,616	-
(c) Cheques and drafts on hands		
(i) Cheques and drafts on hands	(399,241)	-
Total	88,798,939	24,800,454

NOTE 16. SHORT-TERM LOANS AND ADVANCES

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Unsecured, considered good, unless otherwise stated:		
Capital Advances	-	
Security Deposits	174,000	590,000
Loans and advances to Related Parties- Read with Subnote (a), (b), (c)	688,786,586	108,316,201
Loans and advances to others	586,615,309	328,429,217
Advance given against expenses	36,033	647,131
Advance payment of Income Tax (Including TDS) (Net of Provision)	37,000	214,799
Advances recoverable in cash or in kind or for value to be received:		
Deposit with Sales Tax/Service Tax Authorities	758,024	1,486,423
Loans and advances to Employees	288,071	707,242
Others - Interest Accrued	-	732
MAT Credit Entitlement	15,264,917	24,286,209
Advance given to parties	1,145,254	1,700
Advance Payment of Income Tax (Incl. TDS) (Net of Provision)	-	
Others-Loans & Advances	753,721	
Total	1,293,858,914	464,679,654

Sub Note:

- (a) Loans to others include Rs 5866.00 Lacs (Previous Year ₹ 5240.00 Lacs), given to various parties at the interest rates varying from 12% to 18% (Previous year @ 12% to 15%)
- (b) During the year, the Company has given loans to the following related parties defined as per AS-18 "Related Party Disclosures":-

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Enterprises under same Management:		
(i) Gopi Bai Foundation	661,251,553	255,928,800
(ii) Adarsh Foundation	12,838	
(iii) Progressive Foundation	2,001,106	
(iv) Proseed Foundation	63,369,342	
(v) Sankalp Foundation	-	
(vi) Sarthak Foundation	1,763	
(vii) Shakti Foundation	3,058,585	
(viii) Career Point University, Kota	161,071,303	62,405,000
(ix) Career Point University, Hamirpur	60,150,776	76,635,000
Total	950,917,266	394,968,800

Sub Note:

- (c) During the year, the Company has recovered the loans from the following related parties defined as per AS-18 "Related Party Disclosures":-

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Enterprises under same Management:		
(i) Gopi Bai Foundation	499,173,000	323,556,884
(ii) Adarsh Foundation	186,035	
(iii) Progressive Foundation	-	
(iv) Proseed Foundation	22,500,000	
(v) Sankalp Foundation	-	
(vi) Sarthak Foundation	23,166	
(vii) Shakti Foundation	-	
(viii) Career Point University, Kota	156,287,137	36,316,740
(ix) Career Point University, Hamirpur	126,800,000	1,828,250
Total	804,969,338	361,701,874

(d) Amount Due from Related Parties

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Enterprises under same Management:		
(i) Gopi Bai Foundation	303,577,836	7,610,540
(ii) Adarsh Foundation	-	
(iii) Progressive Foundation	26,706,121	
(iv) Proseed Foundation	286,930,881	
(v) Sankalp Foundation	-	
(vi) Sarthak Foundation	-	
(vii) Shakti Foundation	26,201,298	
(viii) Career Point University, Kota	32,054,760	25,949,934
(ix) Career Point University, Hamirpur	12,443,942	74,634,575
(x) Studyboard Education Pvt. Ltd.	871,748	121,152
Total	688,786,586	108,316,201

1. The Company has outstanding unsecured loan amounting to ₹ 2028.39 Lacs (P.Y. ` 1083.49) Lacs to a Charitable Institution/Universities under the same management.

NOTE 17. OTHER CURRENT ASSETS

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Defferement of Exp.	-	-
Interest accrued	12,302,954	57
FDR -		
Total	12,302,954	57

NOTE 18. CONTINGENT LIABILITIES AND COMMITMENTS @

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
(a) Contingent Liabilities: (to the extent not provided for)		
Service tax liability that may arise in respect of matters in appeal	84,590,214	69,389,525
Income tax & TDS liability that may arise in respect of matters in appeal	773,540	773,540
Claims against the Company not acknowledged as debts*	4,721,915	54,111,794
Value added tax liability that may arise in respect of matters in appeal	55,149,082	58,529,283
(b) Commitments:		
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	-	-
Total	145,234,751	182,804,142

Note:

'@ The company has deposited ₹ 226.78 lacs with respective authorities. Read with Note 11 (c)

* A defamation case filed against the company has not been considered in above.

NOTE 19. REVENUE FROM OPERATION

Amount in ₹

Particulars	For the period ended 31.03.2017	For the year ended 31.03.2016
a) Sale		
- Domestic	16,011,120	12,312,630
b) Services		
- Coaching fees	436,693,106	475,250,534
- Franchisees Income	70,622,872	34,188,931
- Formal Education Services*	50,918,258	45,667,232
- Software Service Charges	-	
- Hostel and Mess Income#	182,730,960	151,489,993
- Financial Income	78,959,865	37,331,667
- Lease rent Income	1,500,000	2,700,000
Total Gross Revenue	837,436,180	758,940,987
Less-		
- Rebates/Discounts	-	-
Total	837,436,180	758,940,987

*Includes Vocational Training Income of ₹ 5,000,758/- (P.Y ₹ 1,267,232/-)

Net of Discount ₹ 941,106/-

Sub Note:

(a) During the year, the Company has earned income from the following related parties defined as per AS-18 "Related Party Disclosures":-

Amount in ₹

Particulars	For the period ended 31.03.2017	For the year ended 31.03.2016
Fee Income - Education Service Charges		
Enterprises under same Management:		
Career Point University, Kota	20,600,000	30,400,000
Career Point University, Hamirpur	25,200,000	14,000,000
Total	45,800,000	44,400,000

NOTE 20. OTHER INCOME

Amount in ₹

Particular	For the period ended 31.03.2017	For the year ended 31.03.2016
a) Dividend Income :		
(i) from Current Investments	-	-
b) Interest Income :		
(i) From Related Parties	48,518,543	47,953,924
(ii) From Bank Deposits	112,877	611,315
(iii) From Loans and Advances	11,771,409	21,305,550
(iv) Other (Including income Tax Refund)	5,084,481	1,812
c) Net gain on sale of :		
- Current Investments	14,040,421	23,874,216
d) Other Income :		
(i) Profit on sale of fixed assets (net)	1,738,498	12,016,225
(ii) Bad debts recovered	-	-
(iii) Agriculture Income	496,118	370,376
(iii) Rent Income	1,200,000	-
(iv) Miscellaneous Income	5,261,437	1,691,919
Total	88,223,784	107,825,337

Sub Note:

(a) During the year, the Company has earned other income from the following related parties defined as per AS-18 "Related Party Disclosures":-

Amount in ₹

Particular	For the period ended 31.03.2017	For the year ended 31.03.2016
Interest Income on Loan to :		
Enterprises under same Management:		
Gopi Bai Foundation	16,831,892	18,882,072
Career Point University, Kota	1,467,400	1,721,750
Career Point University, Hamirpur	4,953,900	1,383,260
Adarsh Foundation	14,264	14,456
Progressive Foundation	2,223,451	2,050,852
Proseed Foundation	23,578,156	19,340,368
Sankalp Foundation	-	2,564,942
Sarthak Foundation	1,763	1,772
Shakti Foundation	2,122,872	1,990,395
Study Board Education Pvt. Ltd. (JV)	45,884	4,057
Total	48,518,543	47,953,924

NOTE 21. COST OF MATERIAL CONSUMED

Amount in ₹

Particular	For the period ended 31.03.2017	For the year ended 31.03.2016
Cost of materials consumed		
Opening stock	2,871,868	2,360,599
Add: Purchases during the period		
Paper Purchased	7,432,680	10,757,436
Ink & Chemicals used	27,892	18,019
Printing Labour	8,066,695	5,965,378
	18,399,135	19,101,432
Less: Closing stock	3,509,182	2,871,868
Cost of materials / securities sold		
Securities Purchased	745,497,402	
Study Material & Education Tools	4,034,141	43,420
Uniform	2,600,251	3,075,229
Register & Student Kit	4,961,146	4,289,582
Less: Closing stock of Securities	745,497,402	
Total	26,485,490	23,637,795

*Closing stock includes inventory of securities of ₹74,54,97,402/-

NOTE 22. CHANGE IN INVENTORY OF FINISHED GOODS

Amount in ₹

Particular	For the period ended 31.03.2017	For the year ended 31.03.2016
Opening stock	17,024,706	21,153,323
Closing stock	15,130,634	17,024,706
(Increase)/Decrease in Finished Goods	1,894,072	4,128,617

NOTE 23. EMPLOYEE BENEFITS EXPENSES

Amount in ₹

Particular	For the period ended 31.03.2016	For the year ended 31.03.2017
Salaries, Wages and Bonus to		
-Teaching staff	242,616,564	251,983,271
-Non Teaching Staff	104,941,388	98,546,128
Expense on ESOP Scheme	1,154,164	549,145
Contribution to provident and other funds	2,993,125	2,423,807
Gratuity	1,398,152	1,002,583
Staff Welfare	2,196,294	2,023,439
Total	355,299,687	356,528,373

Sub Note:

(a) Provision for Bonus has been made for ₹ 2,614,824 /-.(Previous year ₹ 747,613/-) for eligible employees.

(b) During the year, the Company has paid remuneration to the following related parties defined as per AS-18 "Related Party Disclosures" :-

Amount in ₹

Particular	For the period ended 31.03.2017	For the year ended 31.03.2016
Key Management Personnel:		
Mr. Pramod Maheshwari	3,300,000	3,300,000
Mr. Om Prakash Maheshwari	3,300,000	3,300,000
Mr. Nawal Kishore Maheshwari	3,300,000	3,300,000
Total	9,900,000	9,900,000

NOTE 24. FINANCE COST

Amount in ₹

Particular	For the period ended 31.03.2017	For the year ended 31.03.2016
a) Interest Expenses		
(i) Term loan		
- Bank	6,695,453	44,090,748
- Others	51,974,446	450
b) Other borrowing cost	139,125	279,000
Total	58,809,024	44,370,198

NOTE 25. OTHER EXPENSES

Amount in ₹

Particular	For the period ended 31.03.2017	For the year ended 31.03.2016
Advertisement Expenses	31,728,653	31,850,014
Legal and professional charges	9,031,191	6,394,608
Repairs - Buildings	4,878,017	5,842,114
Repairs - Plant and equipment	8,805	630,584
Repairs - others	7,287,605	6,272,704
Rent	12,427,192	16,479,965
Insurance	208,594	201,697
Travelling & Conveyance	6,625,028	9,821,171
Payments to Auditors [Refer sub note (a) below]	683,406	701,159
Transportation & Packing Material Expenses	581,687	975,720
Bad debts and advances written off	352,641	344,122
Provision for doubtful debts and advances	880,792	3,675,225
Directors' fees	145,000	100,000
Bank charges	423,911	251,784
Telephone, postage & telegram	3,798,902	4,839,527
Printing and stationery expenses	3,160,989	3,045,773
Security charges	7,192,824	8,612,455
Gifts, Awards & Prizes	1,659,767	2,386,511
Electricity & Water Expenses	23,314,781	22,074,947
Conference, Seminars & Business promotion expenses	2,868,127	404,526
Institute Expenses	16,633,714	13,410,918
Miscellaneous expenses	7,463	18,064
Membership fees	126,892	34,750
Interest, Penalty & Fine Charges	648,901	996,997
Scholarship, student kit and examination expenses	3,302,353	5,092,133
Books periodicals and subscriptions	167,718	110,302
Hostel & Mess Expenditure	16,877,108	19,646,833
Service Tax Expense	2,377,876	3,925,131
Loss on sale of Fixed Assets	-	-
Donation	-	294,304
Corporate Social Responsibility	916,236	-
Contigent Provision For Standard Assets	1,008,829	836,362
Commission Expenses	647,500	466,599
Preliminary expenses written off.	82,425	526,679
Total	160,054,927	170,263,677

Sub Note:

(a) Payments to Auditors (excluding service tax)

Amount in ₹

Particular	For the period ended 31.03.2017	For the year ended 31.03.2016
(i) Audit Fee	597,150	644,926
(ii) Expenses Reimbursed	78,756	48,733
Total	675,906	693,659

(b) During the year, the company has paid rent to the following related parties defined as per AS-18 "Related Party Disclosures" :-

Amount in ₹

Particular	For the period ended 31.03.2017	For the year ended 31.03.2016
Key Management Personnel:		
Mr. Pramod Maheshwari	285,000	285,000
Smt. Neelima Maheshwari	60,000	60,000
Associates/Group companies:		
Imperial Infin Pvt Ltd	-	400,000
Relative of Key Management Personnel:		
Smt. Shilpa Maheshwari	300,000	300,000
Smt. Rekha Maheshwari	-	-
Smt. Radha Rani	-	50,000
Enterprises under same Management:		
Diamond Business Solutions Private Ltd.	1,200,000	1,200,000
Om Prakash Maheshwari (HUF)	300,000	300,000
Wellwin Technosoft Private Ltd.	100,000	120,000
Gopi Bai Foundation	2,200,440	2,472,420
Director Sitting Fees		
Neelima Maheshwari	-	20,000
Total	4,445,440	5,207,420

NOTE 26. ADDITIONAL INFORMATION TO THE Financial Statements

(i) The Consolidated Financial Statements (CFS) are prepared in accordance with Accounting Standard (AS) 21 "Consolidated Financial Statements", Accounting Standard (AS) 23 "Accounting for Investment in Associates in Consolidated Financial Statements", and Accounting Standard (AS) 27 "Financial Reporting of Interest in Joint Venture", notified by the Companies (Accounts) Rules, 2014. The CFS comprises the Financial Statements of Career Point Limited, its subsidiaries and associates. Reference in these notes to Company, Parent Company, Companies and Group shall mean to include Career Point Limited and its Subsidiaries, Associates and Joint Venture unless otherwise stated. The notes and significant policies to the CFS are intended to serve as a guide for better understanding of the Group's position. In this respect, the company has disclosed such notes and policies which represent the required disclosure.

The company maintains its accounts on accrual basis following the historical cost convention in accordance with the Generally Accepted Accounting Principals and in compliance with the Accounting Standards notified under section 133 and other requirement of the Companies Act 2013.

(ii) The Company has classified the various benefits provided to employees as follows:

(a) Defined Contribution Plans – Provident Fund

(b) State Plans – Employer's Contribution to Employees Pension Scheme, 1995.

During the year the Company has recognized ` 6,40,122/- (Previous year- ` 5,26,754/-) as employer's contribution to Provident Fund and ` 1,367,513/- (Previous Year- ` 1,196,753/-) as employer's contribution to Employees Pension Scheme, 1995 in the Profit and Loss Account.

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.

(c) Defined Benefit Plans:

I) Gratuity

II) Leave Encasement

In accordance with Accounting Standard-15 (revised 2005) actuarial valuation was carried out as at 31st March, 2017 in respect of Defined Benefit Plans – Gratuity (the company does not provide encasement of earned leave) on the following assumptions:

Particular	For the period ended 31.03.2017	For the year ended 31.03.2016
Discount rate	7.50%	8%
Salary Growth Rate	5%	5%
Mortality	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate
Expected rate of return	0%	0%
Withdrawal rate (Per Annum)	5% p.a.	5% p.a.

The estimates of future salary increase, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

In the absence of any investment, description of the basis required to be used to determine the overall expected rate of return on assets including major categories of plan assets has not been given.

Change in present value of the defined benefit obligation:

Amount in ₹

Particulars	As at 31.03.2017		As at 31.03.2016	
	Gratuity	Leave Encasement	Gratuity	Leave Encasement
Present value of obligation as at the beginning of the period	5,980,652	-	6,307,974	-
Acquisition adjustment	-	-	-	-
Interest cost	448,549	-	504,638	-
Past service cost	-	-	-	-
Current service cost	1,656,163	-	1,561,288	-
Curtailment cost/(Credit)	-	-	-	-
Settlement cost/(Credit)	-	-	-	-
Benefits paid	(1,687,787)	-	(1,329,905)	-
Actuarial (gain)/loss on obligation	(706,560)	-	(1,063,343)	-
Present value of obligation as at the end of period	5,691,017	-	5,980,652	-

Changes in the fair value of plan assets:

Amount in ₹

Particulars	As at 31.03.2017		As at 31.03.2016	
	Gratuity	Leave Encasement	Gratuity	Leave Encasement
Fair value of plan assets at the beginning of the period	-	-	-	-
Acquisition adjustment	-	-	-	-
Expected return on plan assets	-	-	-	-
Contributions	-	-	-	-
Benefits paid	-	-	-	-
Actuarial gain/(loss) on plan assets	-	-	-	-
Fair value of plan assets at the end of the period	-	-	-	-

Amount recognized in the Balance Sheet:

Amount in ₹

Particulars	As at 31.03.2017		As at 31.03.2016	
	Gratuity	Leave Encasement	Gratuity	Leave Encasement
Present value of Defined Benefit Obligation	-	-	-	-
- Funded	-	-	-	-
- Unfunded	5,691,017	-	5,980,652	-
Net liability/(asset) recognized in Balance Sheet & related analysis	5,691,017	-	5,980,652	-
Less: Fair value of Plan Assets	-	-	-	-
Amount to be recognized as (liability) or asset	(5,691,017)	-	(5,980,652)	-

Expense recognized in the statement of profit and loss:

Amount in ₹

Particulars	As at 31.03.2017		As at 31.03.2016	
	Gratuity	Leave Encasement	Gratuity	Leave Encasement
Current service cost	1,656,163	-	1,561,288	-
Past service cost	-	-	-	-
Interest cost	448,549	-	504,638	-
Expected return on plan assets	-	-	-	-
-	-	-	-	-
Settlement cost / (credit)	-	-	-	-
Net actuarial (gain)/ loss recognized in the period	(706,560)	-	(1,063,343)	-
Expenses recognized in the statement of profit & losses	1,398,152	-	1,002,583	-

Amount for the current period is as follows:-

Gratuity

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Defined Benefit Obligation	1,398,152	1,002,583
Plan Assets	-	-
Surplus/ (Deficit)	-	-
Experience adjustments on plan liabilities	(917,979.0)	(1,063,343.0)
Experience adjustments on plan assets	-	-

Leave Encashment

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Defined Benefit Obligation	-	-
Plan Assets	-	-
Surplus/ (Deficit)	-	-
Experience adjustments on plan liabilities	-	-
Experience adjustments on plan assets	-	-

Experience Adjustment:

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Experience Adjustment (Gain)/ Loss for Plan Liabilities	(917,979)	(1,063,343)
Experience Adjustment Gain/ (loss) for Plan assets	-	-

Current liability:

Amount in ₹

Particulars	As at 31.03.2017	As at 31.03.2016
Current Liability	338,256	370,618
Non Current Liability	5,352,761	5,610,034
Total Liability	5,691,017	5,980,652

(iii) **Segment Reporting:**

The management has identified three segments i.e. Formal education division, Informal education division & Financing division at consolidated level and segment report is prepared accordingly.

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

Particulars	Quarter Ended			Year to date figures for the current period ended March 31, 2017	Year to date figures for the previous period ended March 31, 2016
	Three months ended 31/03/2017	Preceding 3 months Ended 31/12/2016	Corresponding 3 months ended in the previous year 31.03.2016		
	(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)
Segment Revenue (Net Sales Income from Segment)					
Informal Education Division	1,768.90	1,953.36	1,742.81	7,061.76	6,745.09
Formal Education Division	113.84	163.24	105.08	523.01	471.00
Financing	286.20	195.85	134.53	789.60	373.32
Net Sales/Income from Operation	2,168.93	2,312.45	1,982.42	8,374.36	7,589.41
Segment Results Profit/(Loss) before interest & Tax					
Informal Education Division	617.57	744.85	312.41	1,931.81	1,414.76
Formal Education Division	128.67	161.67	48.22	530.34	389.30
Financing	(5.15)	(21.28)	58.11	98.25	142.42
TOTAL	741.10	885.24	418.74	2,560.41	1,946.48
Less: Finance Cost	270.13	96.15	115.07	588.09	443.97
Add: Other Un-allocable income Net of	189.44	216.40	192.52	732.87	648.83
Un-allocable Expenditure					
Profit before Tax	660.41	1,005.49	496.19	2,705.19	2,151.34
Capital Employed					
Informal Education Division	21,626.14	19,093.97	18,462.30	21,626.14	18,462.30
Formal Education Division	15,004.26	16,818.07	16,225.52	15,004.26	16,225.52
Financing	2,024.48	648.98	585.05	2,024.48	585.07
Total Capital Employed	38,654.88	36,561.02	35,272.87	38,654.88	35,272.87

(vi) An amount of ₹ NIL (Previous year ₹ NIL) towards borrowing costs for qualifying asset is inventorised during the year.

(vii) Disclosure of related parties/ related party transactions:

(a) Name of the related parties with whom transactions were carried out during the period and description of relationship:

- Key Management Personnel:

Mr. Pramod Maheshwari (Managing Director)

Mr. Om Prakash Maheshwari (Whole time Director)

Mr. Nawal Kishore Maheshwari (Whole time Director)

Smt. Neelima Maheshwari (Director)

- Relative of Key Management Personnel:

Smt. Shilpa Maheshwari (Wife of Director)

Smt. Rekha Maheshwari (Wife of Director)

Smt. Radha Rani (Sister of Director)

- Associates/Group companies:

Imperial Infin Pvt Ltd

- Joint Venture companies:

StudyBoard Education Pvt. Ltd.

- Enterprises under same Management:

Diamond Business Solutions Private Ltd.

Om Prakash Maheshwari (HUF)

Wellwin Technosoft Private Ltd.

Gopi Bai Foundation

Proseed Foundation

Adarsh Foundation

Career Point Foundation

Progressive Foundation

Sankalp Foundation

Sarthak Foundation

Shakthi Foundation

(b) Disclosure of Related Party transactions:

Amount in ₹

S.No.	Nature of Transaction/ Relationship/ parties	2016-17	2015-16
i)	Loan availed and repaid:		
	Key management Personnel:		
	Mr. Pramod Maheshwari		240,967
	Mr. Om Prakash Maheshwari		559,939
ii)	Loan Given:		
	Enterprises under same Management:		
	Gopi Bai Foundation	661,251,553	344,645,540
	Career Point University, Kota	161,071,303	62,405,000
	Career Point University, Hamirpur	60,150,776	76,635,000
	Proseed Foundation	63,369,342	51,825,811
	Career Point Foundation		
	Progressive Foundation	2,001,106	2,126,767
	Sankalp Foundation	3,713,448	
	Adarsh Foundation	12,838	13,010
	Sarthak Foundation	1,763	1,772
	Shakti Foundation	3,058,585	3,216,355
	Joint Venture		
	StudyBoard Education Pvt. Ltd.	1,418,603	1,193,114
iii)	Repayment of Loan received:		
	Enterprises under same Management:		
	Gopi Bai Foundation	499,173,000	446,698,884
	Career Point University, Kota	156,287,137	36,316,740
	Career Point University, Hamirpur	126,800,000	1,828,250
	Adarsh Foundation	186,035	
	Sankalp Foundation		42,481,435
	Progressive Foundation		
	Shakti Foundation		1,270,000
	Proseed Foundation	22,500,000	2,500,000
	Sarthak Foundation	23,166	
	Joint Venture		
	StudyBoard Education Pvt. Ltd.	0	950,811

(c) Amount due to/from related parties:

Amount in ₹

S.No.	Nature of Transaction/ Relationship/ parties	2016-17	2015-16
	Loan Amount :		
	Enterprises under same Management:		
	Gopi Bai Foundation	303,577,836	138,203,137
	Career Point University, Kota	32,054,760	25,949,934
	Career Point University, Hamirpur	12,443,942	74,634,575
	Adarsh Foundation		173,197
	Career Point Foundation		
	Progressive Foundation	26,706,121	24,705,015
	Proseed Foundation	286,930,881	246,061,539
	Sankalp Foundation		
	Sarthak Foundation		21,403
	Shakti Foundation	26,201,298	23,142,713
	Receivable Amount		
	Career Point University, Kota		392,553,211
	Career Point University, Hamirpur	198,800,333	198,800,333
	Joint Venture		
	StudyBoard Education Pvt. Ltd	1,743,496	242,303

(d)

Amount in ₹

	Rent Paid	Interest Paid	Interest Received
Key management Personnel:	300,000		
Relative of Key Management Personnel:	360,000	-	-
Associates/Group companies:		-	-
Enterprises under same Management:	3,800,440		51,193,788
Total	4,460,440	-	51,193,788

(vi) Fees received by the Company's franchisees are deposited in the franchisee wise bank account of the Company. However, Company is recording in its books of account only the amount which the Company is entitled to receive as royalty as per the agreement entered into with the franchisee.

(vii) Basic and Diluted Earnings per share ["EPS"] computed in accordance with Accounting Standard (AS) 20 "Earnings Per Share"

Amount in ₹

Particulars	2016-17	2015-16
Basic EPS:-		
Net profit after prior period items and Income tax (₹)	167,674,728	144,681,048
Weighted average number of equity shares outstanding at the end of the year	18,132,939	18,132,939
Basic EPS (in ₹)	9.25	7.98
Diluted EPS:		
Adjusted profit for diluted earning per share (₹)	167,674,728	144,681,048
Weighted average number of equity shares outstanding at the end of the year	18,132,939	18,132,939
Number of Options Outstanding		70,000
Number of Shares that would have been issued at fair value		27,753
Weighted average number of shares outstanding for diluted earning per share		18,175,186
Diluted EPS (in ₹)	9.25	7.96

(viii) Un-hedged foreign currency exposures as at 31st March, 2017 are as under:

Amount in ₹

Particulars	2016-17	2015-16
Receivables	NIL	NIL
Payables	NIL	NIL

(ix) Estimated amount of contracts remaining to be executed on capital account (net of advances): ₹ 6,544,656/- (Previous Year ₹ 46,591,850/).

(x) A CSR Committee is constituted and policy framed and uploaded on the website of the Company. The Company has incurred ₹ 916,236 on CSR activities during the year 2016-17.

	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	3,266,000	1,300,924	4,566,924
(+) Permitted receipts		4,917,299	4,917,299
(-) Permitted payments	57,500	2,410,861	2,468,361
(-) Amount deposited in Banks	3,208,500	1,637,428	4,845,928
Closing cash in hand as on 31.12.2016	-	2,169,934	2,169,934

- (xii) Figures for the previous year have been regrouped/reclassified wherever necessary.
- (xiii) There are no amounts due and outstanding to be credited to Investor Education & Protection Fund as at 31st March, 2017.
- (xiv) Expenditure in foreign currency: There were no transactions carried out in foreign currency during the year.
- (xv) "Rajasthan Skill and Livelihoods Development Corporation (RSLDC) has accorded approval to sanction a project of skilling for 1500 rural poor youth under Deen Dayal Upadhyaya Grameen Kaushalya Yojana (DDU-GKY) of Ministry of Rural Development, Government of India to the Company under various categories for example Tourism & Hospital, Front office cum receptionist etc. Duration of the project is 36 months and the place of training will be at Kota, Baran, Bundi, Jhalawar and Jaipur. The sanctioned total Project cost including welfare cost is Rs. 893.10 Lacs. On 3rd February, 2017, Company received Rs. 212.56 Lacs, after issuing bank guarantee of Rs. 54.22 lacs. As per records of Company, they have spent Rs. 31.84 Lacs and the remaining balance Rs. 180.72 lacs is shown as Advance against DDU-GKY in Note-7. The Company is of the opinion that this project will not result in any profit or loss and therefore has not routed any Income and Expenditure through Profit and loss account."

GENERAL INFORMATION

Career Point Limited is engaged in providing Non Formal and Formal Education Service which inter alia include Education Consultancy, Management Services, Tutorial Services and Residential Hostel Services.

27 SIGNIFICANT ACCOUNTING POLICIES:

(i) Basis of Accounting

The Company maintains its accounts on accrual basis following the historical cost convention in accordance with Generally Accepted Accounting Principles ["GAAP"], in compliance with the provisions of the Companies Act, 2013 and the Accounting Standards prescribed in the Section 133 of Companies Act, 2013 read rules issued thereunder. Further, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also considered, wherever applicable except to the extent where compliance with other statutory promulgations override the same requiring a different treatment.

The Preparation of Financial Statements in conformity with GAAP requires that the management of the company makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as at the date of the Financial Statements. Examples of such estimates include the useful life of tangible and intangible fixed assets, provision for doubtful debts/ advances, future

obligations in respect of retirement benefit plans etc. Actual results could differ from these estimates.

These estimates could change for 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.

(ii) Principles of Consolidation

The Financial Statements of the Parent Company and its subsidiaries have been consolidated on a line by line basis by adding together the book values of like items of assets, liabilities, incomes and expenses, after eliminating intra-group balances and the unrealized profit / losses on intra-group transactions, and are presented to the extent possible, in the same manner as the Company's independent Financial Statements.

Investments in associate companies have been accounted for, by using the equity method whereby investment is initially recorded at cost and the carrying amount is adjusted thereafter for post acquisition change in the Company's share of net assets of the associate.

(iii) Revenue Recognition

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. Interest: Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend: Dividend income is recognized when the right to receive the same is established.

Gain from investment in Mutual Funds (FMPs) is recognised at the date of Maturity.

(iv) Employee Benefits

Group's contributions paid/ payable during the year to Provident Fund and Retirement Benefits are recognized in the Profit and Loss Account as statutory requirements and on the basis of actuarial valuation.

(v) Property, Plant and Equipment (Fixed Assets)

Gross carrying amount of an asset is its cost or other amount substituted for the cost in the books of accounts, without making any deduction for accumulated depreciation and accumulated impairment losses. Fixed Assets are stated at cost of recognition/ installation less accumulated depreciation and include directly attributable cost including installation and freight charges for bringing the assets to working condition for

intended use.

Cost is the amount of cash or cash equivalents paid or the fair value of the other considerations given to acquire an asset at the time of its acquisition or construction or, where applicable, the amount attributed to that asset at the time of its acquisition or construction or, where applicable, the amount attributed to that asset when initially recognized in accordance with the specific requirements of other Accounting Standards.

Carrying amount is the amount at which an asset is recognized after deducting any accumulated depreciation and accumulated impairment losses.

Depreciation is the systematic allocation of the depreciable amount of an asset over its useful life.

Useful life is the period over which an asset is expected to be available for use by an enterprise.

The cost of an item of property, plant and equipment is recognized as an asset if, and only if:

- (a) it is probable that future economic benefits associated with the item will flow to the Company; and
- (b) the cost of the item can be measured reliably.

Tangible assets not ready for the intended use on the date of the Balance Sheet are disclosed as "capital work-in-progress".

(vi) Depreciation

Leasehold land is amortised over the period of lease. Depreciation on Fixed assets is provided from the date the asset is ready for commercial use on a pro-rata basis as per useful life prescribed in Schedule II of the Companies Act, 2013.

Depreciation for additions to/deletions from assets is calculated pro-rata from/to the date of addition / deletion.

(vii) Intangible assets

Intangible assets are recognized as per the criteria specified in Accounting Standard (AS) 26 "Intangible Assets" issued by the Institute of Chartered Accountants of India, adopted by the company from the Financial Year 2007-08 and are amortised as follows:

- Cost of Lease hold land is amortized over the period of lease.
- Software - Amortised over a period of 3 years

(viii) Impairment of Assets

(a) At each Balance Sheet date, the carrying amount of assets is tested for impairment so as to determine:

- (I) The provision for impairment loss required, if any, and
- (II) The reversal required of impairment loss recognized in previous periods, if any.

(b) 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:

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

(ix) Investments

(a) Long term investments are carried at cost after providing for any diminution in value, if such diminution is of permanent nature.

(b) Current investments i.e. investments that are readily realizable and intended to be held for not more than a year from the date

on which such investments are made are carried at lower of cost or market value. The determination of carrying costs of such investments is done on the basis of specific identification.

(x) Inventories

Inventories are valued at lower of cost or net estimated realizable value and mainly comprise 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 on FIFO method.

(xi) Miscellaneous Expenditure

Preliminary expenses incurred by the Group are amortized over a period of 5 years.

(xii) Foreign Currency Transactions

(a) The reporting currency of the Group is Indian Rupee.

(b) 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 or on reporting at each balance sheet date are recognised as income or expense in the year in which they arise.

(xiii) Taxes on Income

Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961.

Deferred Tax is recognized on timing differences between the accounting income and the taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the balance sheet date.

(xiv) Provisions, Contingent Liabilities and Contingent Assets

(a) Provisions are recognised for liabilities that can be measured only by using substantial degree of estimation, if

- (I) there is a present obligation as a result of past event;
- (II) a probable outflow of resources is expected to settle the obligation;
- (III) the amount of the obligation can be reliably estimated.

(b) Contingent liability is disclosed in the case of :

- (I) a present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation;
- (II) a present obligation when no reliable estimate is possible; or
- (III) a possible obligation arising from past events where the probability of outflow of resources is not remote.

Contingent Assets are neither recognized, nor disclosed.

(c) Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.

(xv) Cash Flow Statement

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

- (i) transactions of a non-cash nature
- (ii) any deferrals or accruals of past or future operating cash

receipts or payments and
(iii) items of income or expense associated with investing or
financing cash flows.
Cash and cash equivalents (including bank balances) are

reflected as such in the Cash Flow Statement. Those cash and
cash equivalents which are not available for general use as on
the date of Balance Sheet are also included under this category
with a specific disclosure.

SHARP & TANNAN
Chartered Accountants
ICAI Registration no. 000452N
By the hand of

For and on behalf of the Board of Directors

Pramod Maheshwari
Managing Director & CEO
DIN : 00185711

Om Prakash Maheshwari
Executive Director & CFO
DIN : 00185677

Pavan K. Aggarwal
Partner
Membership No. 091466

Tarun Kumar Jain
GM (Corporate and Legal Affairs
and Company Secretary)

Place: New Delhi
Date: 16/05/2017

Place: Kota
Date: 16/05/2017

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 17th Annual General Meeting (AGM) of the members of Career Point Limited (CINL72200RJ2000PLC016272) will be held on Tuesday, 26th day of September, 2017 at 4.00 p.m. at CP Tower 2, IPIA, Road No.1, Kota, Rajasthan 324 005 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended 31st March, 2017 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended 31st March, 2017 and the report of the Auditors thereon and in this regard, pass the following resolution(s) as an **Ordinary Resolution(s)**:
 - (a) **"RESOLVED THAT** the audited financial statement of the Company for the financial year ended 31st March, 2017 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."
 - (b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended 31st March, 2017 and the report of the Auditors thereon laid before this meeting, be and are hereby considered and adopted."
2. To appoint a Director in place of Mr. Om Prakash Maheshwari (DIN 00185677), who retires by rotation at this Annual General Meeting and being eligible has offered himself for reappointment and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Om Prakash Maheshwari (DIN 00185677), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."
3. To appoint a Director in place of Mr. Nawal Kishore Maheshwari (DIN 00185762), who retires by rotation at this Annual General Meeting and being eligible has offered himself for reappointment and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Nawal Kishore Maheshwari (DIN 00185762), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."
4. To appoint M/s. Lodha & Co., Chartered Accountants (Firm Registration No. 301051E), as the Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Lodha & Co., Chartered Accountants, (Firm Registration No. 301051E) be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors M/s. Sharp & Tannan, Chartered

Accountants, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Twenty Second Annual General Meeting of the Company to be held in the calendar year 2022 (subject to ratification of their appointment at every Annual General Meeting, if so required under the Act), at such remuneration as may be mutually agreed to, between the Board of Directors and the Auditors."

SPECIAL BUSINESS

5. To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the 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), and pursuant to Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Jagdish Prasad Sarda (DIN: 07654623), who has been appointed as an Additional Director (Independent) by the Board of Directors with effect from 12th November 2016, in terms of Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years, with effect from 12th November 2016, not liable to retire by rotation."
6. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013, Rule 15 (3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), approval of the Company be and is hereby accorded to material related party transaction to be entered into and carried out in ordinary course of business and at arm's length price with related Party/related Parties as set out in the Statement annexed to this Notice on such terms and conditions and in such manners may be mutually acceptable for the period up to the next Annual General meeting of the Company or such further period of time as may be decided by the Board of Directors, for an aggregate amount, which may exceed the threshold limit of 10 percent of annual consolidated turnover of the Company as per the Company's last Audited Financial Statements or any materiality threshold as may be applicable from time to time under the applicable law."

RESOLVED FURTHER THAT the Members of the Company do hereby accord their approval to the Board of Directors of the Company to sign and execute all such documents, deeds and writings including agreements, memorandum and other documents with such modifications as may be required from time to time and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any

Committee of Directors and/ or director(s) and/ or officer(s) of the Company to give effect to this resolution and to the aforesaid transaction(s) in the best interest of the Company.”

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds or things, as may be necessary and expedient, to give effect to the aforesaid resolutions.”

7. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **Special Resolution**:
“RESOLVED THAT further to the ordinary resolution passed by the members of the Company at their 16th Annual General Meeting held on September 26, 2016 according their consent for the re-appointment and remuneration of Mr. Pramod Maheshwari (DIN:00185711) as Chairman, Managing Director & CEO for 5 years with effect from July 1, 2017 and in accordance with the provisions of the Companies Act, 2013 (“the Act”) and

the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, amendments, enactment or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby accorded for payment to Mr. Pramod Maheshwari (DIN:00185711), Managing Director, such remuneration as reproduced in the Explanatory Statement w.e.f. 1st July, 2017.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary of the Company be and is hereby severally authorised to take such steps as may be necessary for obtaining necessary approvals, in relation to the above and to perform all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution.”

By Order of the Board
For **CAREER POINT LIMITED**

Tarun Kumar Jain
GM (Corporate & Legal Affairs)
& Company Secretary
ICSI Membership No. F6584

Kota, August 24, 2017
Registered Office:
CP Tower 1, Road No. 1,
IPIA, Kota, Rajasthan 324005

Notes:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business as set out above to be transacted at the Meeting is annexed hereto and forms part of this Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF COMPANIES, SOCIETIES, ETC. MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE. A BLANK PROXY FORM IS ATTACHED WITH THE ANNUAL REPORT A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The Register of Members and Share Transfer Books of the Company shall remain closed during the Book Closure period, i.e., from September 19, 2017 to September 26, 2017, both days inclusive.
5. While Members holding shares in physical form may write to the Company for any change in their address and bank mandates, Members having shares in electronic form may inform any change in address and bank details to their depository participant(s) immediately.
6. 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.
7. The route map showing directions to reach the venue of the AGM is annexed.
8. 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.
9. 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.
10. 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.
11. 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 atleast 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.
12. Electronic copy of the Notice of the 17th Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the aforesaid documents are being sent by the permitted mode.
13. 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.
14. The Annual Report of the Company for the Financial Year 2016-17, circulated to the members of the Company, is also uploaded on the Company's website www.cpil.in in the 'Investor Relations' Section.
15. 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 under Section 20 of the Act, in all other cases.In case, you desire to receive the aforesaid documents in electronic mode in lieu of physical mode, kindly update your e-mail ID with:
 - i. Our RTA: for the Shares held in physical form and
 - ii. Your respective Depository Participants: for the Shares held in dematerialised form.
16. The Company has decided to e-mail Annual Report through electronic mode to all the shareholders whose e-mail addresses has been registered/updated in the record of Company/ Registrar/ Depositories pursuant to the 'Green Initiative in Corporate Governance' initiated by The Ministry of Corporate Affairs, Government of India vide its Circular Nos. 17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011 respectively. Further, in support to this green initiative, the company has already sent a communication to all the shareholders that various documents/ notices meant for them will be sent electronically on their e-mail addresses as obtained from the Depositories/ other sources,

unless specifically requested to be sent in physical form. 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.

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

facilitate necessary payments through electronic mode.

18. THE COMPANY WHOLE-HEARTEDLY WELCOMES MEMBERS/ PROXIES AT THE ANNUAL GENERAL MEETING OF THE COMPANY. THE MEMBERS /PROXIES MAY PLEASE NOTE THAT NO GIFTS / GIFT COUPONS WILL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING.
19. During the Financial Year 2014-15, Career Point Limited declared Interim Dividend. Members are informed that the list of unclaimed dividend for the year ended 31st March 2017 has been updated on Company's website www.cpil.in. If shareholders does not claim the said dividend within 7 years from the date of declaration the unclaimed dividend shall be transferred to the Investor Education and Protection Fund established by the Central Government on the expiry of 7 years from the date of declaration.
20. 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	Mr. Jagdish Prasad Sarda
Designation	Executive and Chief Financial Officer	Executive Director	Independent and Non-Executive Director
Date of Birth	September 12, 1968	February 5, 1975	September 16, 1959
Date of Appointment	31/03/2000	31/03/2000	11/11/2016
Experience in Specific functional areas	Over 23 years of experience in the field of Finance & Legal matters.	Over 21 years of experience in the field of Administration.	Over 30 years of experience in the field of Cost and Accounting
Educational Qualifications	B.E. (Mechanical Engineering) from University of Rajasthan	B.Com. from MDS University, Ajmer	CMA from Institute of Cost Accountants of India and B.Com from Rajasthan University
Details of shares held in the Company	1386300 equity shares	1385800 equity shares	-
List of companies (other than Career Point Ltd.) in which Directorships held as on 31.03.2017 (excluding Pvt. Ltd. Companies)	1. Career Point Infra Ltd. 2. Shricon Industries Ltd. 3. Srajan Capital Ltd. 4. Wellwin Technosoft Ltd. 5. Longway Business Solutions Ltd.	1. Career Point Edutech Ltd. 2. Career Point Infra Ltd. 3. Srajan Capital Ltd. 4. Wellwin Technosoft Ltd	-
Chairman / Member of the Committees of companies (other than Career Point Ltd.) on which he is a Director as on 31.03.2017	2	-	-
Relationship with other directors	Relative of Mr. Pramod Maheshwari, Managing Director and Mr. Nawal Kishore Maheshwari, Executive Director, Mrs. Neelima Maheshwari, Non-Executive Director	Relative of Mr. Pramod Maheshwari Managing Director and Mr. Om Prakash Maheshwari, Executive Director & CFO	None

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.

1. 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:

- a. The voting period begins on Friday the 22 day of September, 2017 at 9.00 a.m. and will end on Monday, the 25 day of September, 2017 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of the 18th day of September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- i. For Members holding shares in Demat Form and Physical Form

- c. Click on "Shareholders" tab.
- d. Now, select the "CAREER POINT LIMITED" from the drop down menu and click on "SUBMIT"
- e. Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- f. Next enter the Image Verification as displayed and Click on Login.
- g. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- h. If you are a first time user follow the steps given below:

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. -In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Bank detail	Enter the Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- ii. After entering these details appropriately, click on "SUBMIT" tab.
- (ii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN along with 'Career Point Limited' on which you choose to vote.
- (v) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (vii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (x) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xi) Note for Institutional Shareholders
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able

to link the account(s) for which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(XII) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com or investors@cpil.in

- The Board of Directors has appointed Advocate Amit Gupta, (Bar Council Registration No. 1550/2005) as a Scrutinizer to scrutinize the process of remote e-voting and voting at the venue of the meeting in a fair and transparent manner.
- The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through

remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the Meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.

- The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.cpil.in and on the website of CDSL immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
- The facility for voting, either through electronic voting system or polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.
- The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

By Order of the Board
For **CAREER POINT LIMITED**

Kota, August 24, 2017

Registered Office:

CP Tower 1, Road No. 1,
IPIA, Kota, Rajasthan 324005

Tarun Kumar Jain
GM (Corporate & Legal Affairs)
& Company Secretary
ICSI Membership No. F6584

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.4

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

As per the provisions of Section 139 of the Companies Act, 2013 (“the Act”) read with rules made thereunder, no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Further, as per Section 139 of the Act, a period of three years has been provided to comply with this requirement. In view of the same, the term of the existing Statutory Auditors, M/s Sharp & Tannan, Chartered Accountants, New Delhi is upto the conclusion of this Annual General Meeting (AGM).

The Board of Directors has based on the recommendation of the Audit Committee, at its meeting, proposed the appointment of M/s. Lodha & Co., Chartered Accountants (Firm Registration No. 301051E), as the Statutory Auditors of the Company for a period of five years, to hold office from the conclusion of this AGM till the conclusion of the Twenty Second Annual General Meeting of the Company to be held in the Calendar Year 2022, subject to ratification of their appointment at every Annual General Meeting, if so required under the Act.

M/s Lodha & Co., have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

None of the Directors and Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board commends the ordinary resolution as set out in Item No. 4 of this Notice for your approval.

Item No.5

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Jagdish Prasad Sarda as an Additional Director (Independent) with effect from 12th November 2016 to hold office for a period of five consecutive years with effect from 12th November 2016, 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. Sarda 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”) together with the requisite amount of deposit from a Member signifying his intention to propose the appointment of Mr. Sarda as a Director of the Company. Mr. Sarda 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. Sarda 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. Sarda 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 Cost and Management Accountant (CMA) from Institute of Cost Accountants of India. He has over 30 years of experience in the field of Cost and Management Accountancy. He holds a Bachelor's Degree in Commerce from Rajasthan University. 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 is available for inspection by the Members at the Registered 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. Sarda 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. Sarda, are concerned or interested in the above resolution.

The Board commends the ordinary resolution as set out in Item No. 5 of this Notice for your approval.

Item No.6

Pursuant to provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, all Material Related Party Transactions will require approval of the Members through an Ordinary Resolution. A transaction with a related party shall be considered material under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a Financial Year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited Financial Statements of the listed entity.

The Company's transactions in the Financial Year 2017-18 with Related Parties are expected to exceed the prescribed threshold limits under the LODR Regulation so as to qualify as material related party transactions thereunder.

The Company now proposes to obtain approval of the members for giving further approval to the Board of Directors (hereinafter referred to as the “Board”, which include any Committee duly constituted/empowered by the Board) for carrying out and/or continuing with arrangements and transactions with Related Parties, whether by way of fresh transaction, continuation, renewal(s) or extension(s) or modification(s) of earlier arrangements/transactions. The Audit Committee and the Board of Directors have reviewed major terms & conditions of these transactions and recommend to the members for their approval by way of an Ordinary Resolution. The major details/terms and conditions of the material related party transactions are given herein below: –

S.No.	Type of Transaction	Name of the Related Parties	Nature of Relationship	Maximum Limit (Rs. In Crores)
1.	Sale or Supply of Goods & Material	Career Point Accessories Private Limited	Subsidiary	10
2.	Availing/Rendering of any services	Gopi Bai Foundation Trust	Charitable Trust under same management	25
		Career Point Accessories Private Limited	Subsidiary	10
		Career Point University, Kota	Institution sponsored by Gopi Bai Foundation Trust & established by Act no. 13/2012 Govt. of Rajasthan	75
		Career Point University, Hamirpur	Institution sponsored by Gopi Bai Foundation Trust & established by Act no. 12/2012 Govt. of H.P.	50

The value of transactions stated above would be for the period up to next Annual General Meeting of the Company. The value of the transactions proposed is estimated on the basis of the Company's current transactions and future business projections.

Mr. Pramod Maheshwari, Mr. Om Prakash Maheshwari, Mr. Nawal Kishore Maheshwari and Mrs. Neelima Maheshwari being Director and shareholder of Career Point Limited may be concerned or interested in the resolution.

The above transactions are in the ordinary course of business of the Company and on an arm's length basis.

The Board accordingly recommends the resolution set forth in item no.6 for approval of the members

Item No.7

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, Mr. Pramod Maheshwari (DIN:00185711) as Chairman, Managing Director & CEO re-appointed in the 16th Annual General Meeting held on 26th September 2016 to hold office for a period of five consecutive years with effect from 1st July, 2017. Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors has approved following remuneration of Mr. Pramod Maheshwari as the Chairman, Managing Director & CEO of the Company for a further period of five (5) years w.e.f. July 1, 2017 subject to the approval of the shareholders at this Annual General Meeting:

- Basic Salary: Rs. 125,000 per month
- House rent allowance: Rs. 80,000 per month.
- Other Allowances; Rs. 70,000 per month (including Medical Reimbursement, Allowance on purchase of books/journal/periodicals/Transport allowance by whatever name called as decided by the Board of Directors from time to time)
- Leave travel allowance upto one month's salary, which can be availed once in two years.
- Gratuity: not exceeding on half month's salary for each completed years of service.
- Bonus: as per rules of our Company not exceeding 20% of salary.
- Superannuation fund: superannuation or annuity funds benefits

in accordance with any such scheme adopted by our Company.

- Reimbursement of expenses: reimbursement of travelling and other expenses incurred by him during the course of business of our Company.
- Club Membership: Admission and subscription fees for 2 clubs.
- Reimbursement of Mobile phone bill for use on Company's business
- 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.
- Washing and Uniform Allowance: Rs.5000 per month
- 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. Pramod Maheshwari, is the Chairman, Managing Director and Chief Executive Officer of the Company. He has been a Director of the Company since March 2000. He holds a B.Tech Degree from IIT Delhi. He is the key founder member of the Company. Under his leadership and guidance, the Company has taken great strides. His dynamic vision, strategic focus, and entrepreneurial skills continue to guide the growth of the Company's businesses. He has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time;

A copy of the draft letter setting out the terms and conditions is available for inspection is available for inspection by the Members at the Registered 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. Pramod Maheshwari is interested in the resolution. Mr. Om Prakash Maheshwari, Executive Director & CFO and Mr. Nawal Kishore Maheshwari, Executive Director being relatives of Mr. Pramod Maheshwari are also concerned or interested in the Resolution.

The Board accordingly recommends the resolution set forth in item no.7 for approval of the members

By Order of the Board
For **CAREER POINT LIMITED**

Tarun Kumar Jain
GM (Corporate & Legal Affairs)
& Company Secretary
ICSI Membership No. F6584

Kota, August 24, 2017
Registered Office:
CP Tower 1, Road No. 1,
IPIA, Kota, Rajasthan 324005

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 2011, 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

Tarun Kumar Jain

GM (Corporate & Legal Affairs) & Company Secretary



CAREER POINT LIMITED

(CIN: L72200RJ2000PLC016272)

Registered & Corporate Office: CP Tower 1, Road No. 1, IPIA, Kota – 324 005, Rajasthan, India

[Form No. MGT-11]

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member (s): _____ E-mail Id: _____

Registered address: _____

Folio/Client Id: _____ DP ID: _____

I/We, being the member (s) of _____ Shares of the above named company, hereby appoint:

- 1) _____ of _____ having e-mail id _____ or failing him
- 2) _____ of _____ having e-mail id _____ or failing him
- 3) _____ of _____ having e-mail id _____

and whose signature(s) are appended below, as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17th Annual General Meeting of the Company, to be held on Tuesday, the 26th day of September, 2017 at 4.00 P.M. at CP Tower 2, Indraprastha Industrial Area, Road No.1, Kota-324005, Rajasthan India and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolutions
	Ordinary Business
1.	Adoption of Audited Financial Statements for the year ended 31 st March, 2017
2.	Re-appointment of Mr. Om Prakash Maheshwari, who retires by rotation.
3.	Re-appointment of Mr. Nawal Kishore Maheshwari, who retires by rotation.
4.	To appoint M/s Lodha & Co., Chartered Accountants the Statutory Auditor of the Company
	Special Business
5.	To Appoint Mr. Jagdish Prasad Sarda as Independent Director of the Company
6.	Approval for Material Related Party Transaction, under section 188 of the Companies Act, 2013
7.	To approve remuneration of Managing Director

₹1
Revenue
Stamp here

Signed this _____ day of _____ 2017

Signature of Shareholder

Signature of Proxy Holder

- Note :**
1. A Proxy need not be a member of the Company.
 2. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
 3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
 4. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a Certified Copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.



CAREER POINT LIMITED

(CIN: L72200RJ2000PLC016272)

Registered & Corporate Office: CP Tower 1, Road No. 1, IPIA, Kota – 324 005, Rajasthan, India

ATTENDANCE SHEET

(This attendance sheet duly filled in, to be handed over at the meeting)

Regd. Folio No/Client ID _____ DP-ID No. _____

Name and Address of First Sole Shareholder _____


No. of Shares held: _____

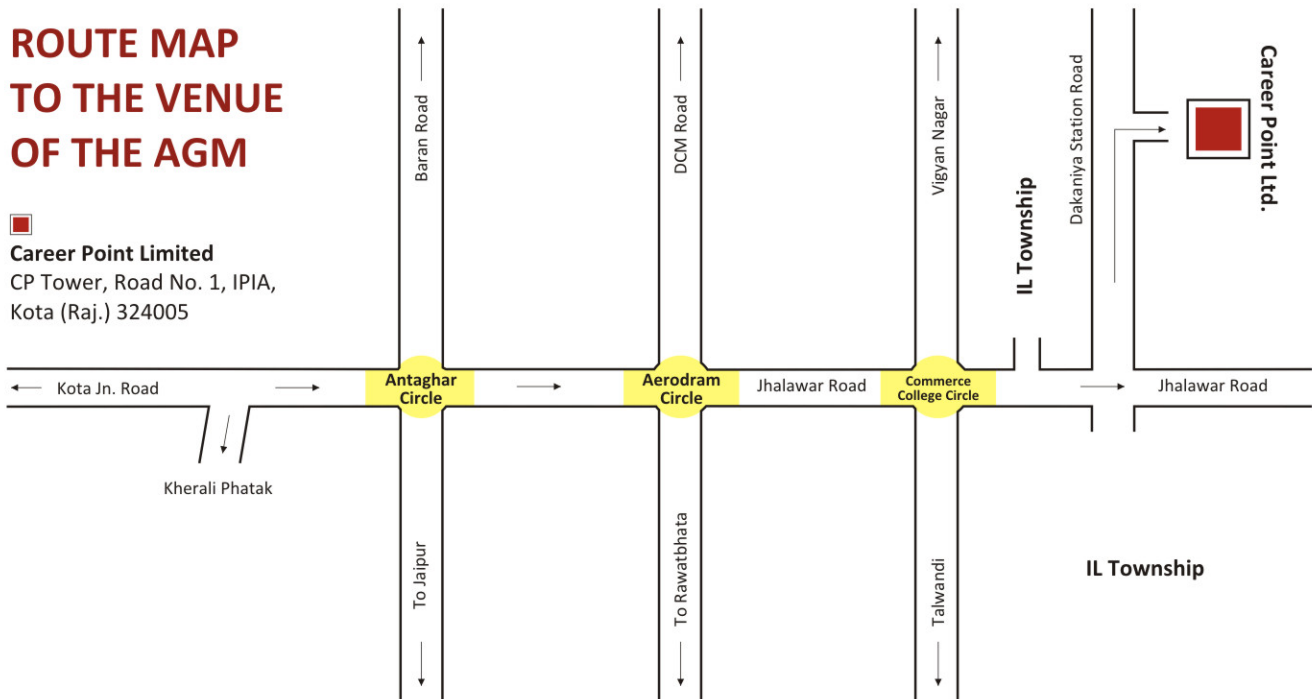
I hereby record my presence at the 17th Annual General Meeting of the Members of CAREER POINT LIMITED to be held on Tuesday, the 26th day of September, 2017 at 4.00 P.M. at CP Tower 2, Indraprastha Industrial Area, Road No.1, Kota-324005, Rajasthan India.

Signature of the Member / Proxy

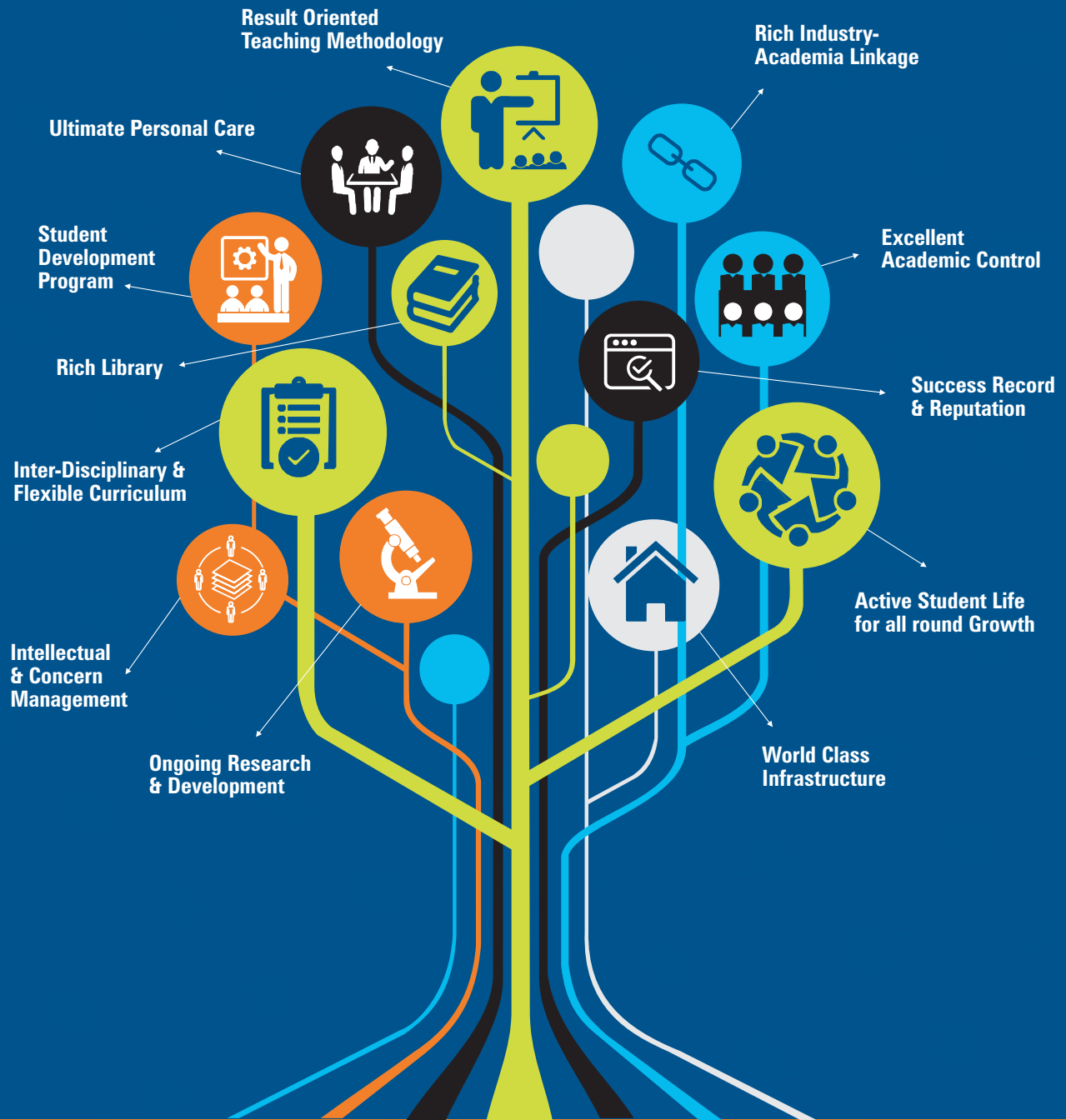
- Note:
1. Only Member / Proxy can attend the meeting.
 2. Member / Proxy who wish to attend the meeting must bring this attendance slip to the meeting and hand it over at the entrance of the meeting hall.
 3. Member / Proxy should bring his / her copy of the Annual Report for reference at the meeting.

ROUTE MAP TO THE VENUE OF THE AGM

 **Career Point Limited**
CP Tower, Road No. 1, IPIA,
Kota (Raj.) 324005



CAREER POINT ADVANTAGES



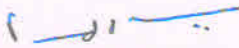


May 16, 2017

'Statement on Impact of Audit Qualifications'

We hereby declare that SHARP & TANNAN, Chartered Accountants, New Delhi, Statutory Auditor of the Company have issued Auditors' Report with unmodified opinion for Consolidated and Standalone Financial Results for the quarter and year ended 31 March, 2017.

For Career Point Limited


Pramod Maheshwari
Managing Director