

Care leads to Career



CAREER POINT

Career Point Limited - Annual Report 2013-14

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

Tarun Kumar Jain
Company Secretary

M/s Sharp & Tannan
Chartered Accountants
Statutory Auditors

M/s P. Khandelwal & Co.
Chartered Accountants
Internal Auditor



Bankers

ICICI Bank Limited
HDFC Bank Limited
Oriental Bank of Commerce
State Bank of India
Union Bank of India

Registered Office

112B, Shakti Nagar, Kota – 324 009,
Rajasthan, India

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-13, Pannalal Silk Mills Compound
L.B.S. Marg, Bhandup (West)
Mumbai – 400 078
India

Tel: +91 22 2596 0320

Fax: +91 22 2596 0329

Website: www.linkintime.co.in

Websites

www.cpil.in

www.cpuniverse.in

www.careerpoint.ac.in

www.onlinepado.com

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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.

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 Ph.D.). The company focuses on creating a bright future a strong foundation 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'.

In the Informal Education system, Career Point has established a strong niche in test preparation and school curriculum tutoring through a nationwide extensive network of:

- Company operated branches
- Franchisee centers
- Technology enabled live classrooms
- Online courses
- School integrated programs
- Distance learning solutions

In the Formal Education stream, the company has a strong presence by offering various services to K-12 Schools, Colleges and private Universities. Career Point Group empowers students on both professional development and degree-awarding courses in various streams including:

- Engineering & Technology
- Management & Commerce Studies
- Computer Applications
- Basic & Applied Sciences
- Law and Governance
- Vocational Studies

Products & Services

School Education	Tutorial Services	Higher Education	e-Learning Solutions
GLOBAL KIDS GLOBAL PUBLIC SCHOOL CAREER POINT WORLD SCHOOL Synchro School	CAREER POINT <small>Pre-Engineering, Pre-Medical & Pre-Foundation</small> CAREER POINT gurukul GATE ♦ IES ♦ PSU <small>GATE & Advanced Test Prep Division</small> CAREER POINT STAR <small>Scholarship Test for Admission & Reward</small>	CAREER POINT UNIVERSITY KOTA CAREER POINT UNIVERSITY HAMIRPUR CAREER POINT TECHNICAL CAMPUS RAJSAMAND Skillzone	e-Learning by CAREER POINT ONLINEPADO CP LIVE <small>Live Interactive Classes by CAREER POINT</small> eCAREERPOINT <small>Online Test Series</small> Knowledge Lab

New Initiatives

Residential Coaching CAREER POINT gurukul <small>Integrated campus with academic and non-academic facilities</small>	Onlinepado.com <small>e-Learning by CAREER POINT</small> ONLINEPADO <small>Online learning portal with experts' videos on demand</small>	Vocational Education Skillzone <small>Training courses on employment oriented skill development</small>
GATE Coaching GATE ♦ IES ♦ PSU <small>GATE & Advanced Test Prep Division</small> <small>Advanced test-prep division for engineering graduates</small>	Law Degree Courses School of Legal Studies <small>BCI approved Law courses at Career Point University</small>	

Chairman's Letter

All IITans are not successful and not all successful people are IITians. Having this perspective, our teaching methodology is focused on holistic development of next generation. Vibrant, integrated, flexible and innovative programs at Career Point institutions have clear purpose of students' all round education

Dear fellow shareowners,

The word "education" is derived etymologically from "educare", which implies "to lead out". Instead of just satisfying the knowledge needs of a learner, education should aim to build-in leadership and diverse professional expertise. Focus on life-skills shall be used in parallel to organized coursework and professional teaching practices to transform students in to visionary change agents.

The theme of this annual report 'Care leads to Career' perfectly complements our basic values and business practices. Academic Excellence, Practical Training, Conductive Environment and Learning beyond Classrooms are essential pillars and guiding principles of education delivery process at Career Point institutions. We continually invest and proactively ask our users and experts for their participation in creating new learning solutions. We intend to ensure that our resources are contextualized to be relevant to the local dynamics and present scenario.

I frequently quote our students that all IITans are not successful and not all successful people are IITians. Having this perspective, our teaching methodology is focused on holistic development of next generation. Vibrant, integrated, flexible and innovative programs at Career Point institutions have clear purpose of students' all round education which not only benefit students in achieving their short-term goals but also provides a life-long learning.

The year at a glance

In the year under review, we enrolled more than 20,000 students in our tutorials services programs and close to 3,500 enrollments vs about 2,000 in year before at various formal education units under Career Point Universe. The uncertainty at tutorial division coming from regulatory challenges was known since beginning of the year. However, the increasing trend of new enrollments endorses our claim that the change in examination pattern was a temporary phenomenon and will be neutralized going forward. We expect this division to emerge much stronger due to new initiatives such as residential coaching, school integrated programs, and technology based solutions which have more visible and less volatile business prospects.

Despite challenging market dynamics, we continued our focus on sustainability of our operations and committed to increase the quality of academic deliverables while maintaining the cost efficiency. The delivery of a

reasonable performance further underscores the fact that the company has a well-balanced business model with diverse revenue streams which can counter any adversity. It draws attention that how well the team has remained focused on its core business strengths. A significant and increasing contribution from the formal education division during the year was quite exciting and promising a long-term sustainable business to the company.

Coming to financials in brief, total income for the financial year 2013-14 on console basis was reported at ₹78.01 crores with about 20% lower than previous year, primarily due to the drop in enrollments at tutorial services division. EBITDA for the full year was stood at ₹22.49 crores with margin of 28.8%. Capitalization of new buildings was resulted an increase in depreciation charges. The consolidated net income for the company was realized as ₹9.44 crores for this fiscal with net margin of 12.5% As on 31st of March 2014, the net worth of the Company was ₹3.3 billion.

Accomplishments

Amid all the business challenges and regulatory hurdles, the company has managed to add a strong foundation for future growth. Various new initiatives and business ventures are expected to accelerate the growth path for the company, going forward. Successful completion of first year of our residential coaching project, adding new offerings at formal education division and an entry in to vocational education space are some of the key highlights of the year. During the year, we have also signed new partnerships and added new courses with their respective regulatory approvals at our higher education institutions.

A phenomenal response from the students to CP STAR – our Scholarship Test for Admissions and Reward - sets an exciting platform for coming academic sessions. CP Gurukul – Career Point's residential coaching cum school facility has also been positioned very well to ensure tutorial division's healthy growth in future years. Addition of new tie-ups on school integrated programs along with renewal of existing associations further indicates our partners' advanced trust in our delivery of tutorial programs.

Various academic and non-academic events including Scientific and entrepreneurial workshops, Educational seminars and conferences, Socio-cultural activities at Career Point institutions have attracted lot of praise among media, peers and society. Enrolling more than 100 research scholars in doctorate programs at various disciplines also demonstrates an academic excellence of our higher education institutions. The strong foundations of these institutions, which are built for decades, certainly place Career Point in to a very unique club.

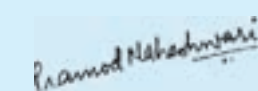
Outlook

Over the journey of more than two decades, Career Point has earned a reputation of creating a bright future with strong foundations while delivering great value to each stakeholder. The focus of our company today is to be established as a premier player in global education space. We have a quite robust strategy to accomplish the vision.

With presence across the education value chain, Career Point would exploit strategic advantages with integrated solutions to strengthen its positioning in different verticals i.e. school education, tutorial services, higher education, e-Learning solutions and vocational education. The company is poised at an exciting juncture and well positioned to step in to another level of growth. We will also broaden the service offerings and increase geographical presence through selective strategic acquisitions and JVs.

A committed team is an important ingredient for building an institution with excellence. I would take this opportunity to express my sincere appreciation for the dedicated efforts and valued contribution by the employees at all level. On behalf of the Board, the Executive Management Committee and the entire Career Point team, I thank all our stakeholders for their valuable trust and continued support.

With best wishes



Pramod Maheshwari

Result Orientated Teaching



Classroom Study



CP Mentors



Learning everywhere



Homework check



ICP Batch (Intensive Care Program)



Knowledge Lab



Face to Face Study



Video Lecture Library



Reading Room



Doubt Removal Counter

Academic Excellence

We impart knowledge with uncompromised standards of education. Our investments in academic quality and service delivery are marked in outstanding results of Career Point students in various competitive examinations. Our course programs aim at utilizing full time, effort and potential of the students through innovative and interactive teaching methodology. Experienced faculty team, result oriented study material, and personalized feedback in very conducive environment make sure sound academic development.

Social and intellectual development is also ensured through regular workshops, motivational seminars and participation in various national and international academic events. Various distinguished features of our academic programs lead to a strong and deep-rooted foundation for a better tomorrow.



Teaching Methodology: Tutorial division

CONCEPT BUILDING

Batch wise classes having limited students are held separately for English & Hindi medium students in air cooled spacious lecture theaters equipped with high quality Wi-Fi audio-video systems.

Lecture Classes

Lecture classes of 90 minutes duration are delivered by highly experienced faculty members to develop student's fundamentals understanding, knowledge and question solving skills as per latest pattern.

Doubt Removal Classes

Regular Doubt removal classes are conducted for discussion of Exercise sheets, Question Bank etc so as to clarify the doubts to the grass root level to ensure complete preparation in all respect.

Revision Classes

Revision classes are conducted during and after completion of the course for important topics for the benefit of the students.

Problem Solving Counters

To ensure individual attention, regular faculty members remain available at Problem Solving counters as per time table. Here, student can study a topic or clarify doubts in the one-to-one interaction with faculty.

Board Preparation

Board preparation classes for entire syllabus of Physics, Chemistry, Maths, English and Physical Education are conducted to enhance the performance in board exams.

Science Practical Classes

Practical in Physics and Chemistry in wellequipped and organised laboratories are also conducted.

ASSESSMENT SYSTEM

Periodic Tests are conducted for continuous practice in exam like environment, for familiarization with latest examination trend and to develop speed, accuracy and capabilities to respond all types of question quickly. Computerized feedback system (a2zfeedback technology®) provides personalized and relative performance analysis with feedback on areas to improve to give right direction to the preparation.

Unit wise Test

These tests are based on the topics which are being currently taught at that time.

Major Test

After every three unit wise tests, major test is conducted to revise the syllabus completed till that time

Board Pattern Test

As per board pattern in a time interval of 4 to 6 weeks to ensure the best performance in Board examination.

Revision Test

After completion of the course, Revision Tests followed by discussion are being conducted on exams and Board Pattern by dividing the entire syllabus into 4 modules for systematic revision.

Full Syllabus Major Test

Full Syllabus Tests followed by discussion are conducted on Competitive exams and Board pattern to give finishing touch to preparation before final exam.

Special Tests for Top Ranks

- Rank Fixer: Conducted throughout the session for meritorious students to fix their rank.
- T-20 Series: Special test series for extra-meritorious students having 20 challenging questions in each subject to be attempted in stipulated time to raise student's level above and ensure top rank.
- Rank Shaper: Regular Tests with discussion before final exam under the guidance of faculty members to shape the rank.

STUDY MATERIAL

Daily Problem Practice Sheets (DPPS)

To ensure day by day progress, after every lecture class, students are given bunch of multi-conceptual questions in form of DPPS, scientifically designed to give in-depth understanding of concepts & application taught in the lecture class and to improve question solving speed through time bound practice.

Subject and Chapter wise Booklets (Exercise Sheets)

Sheet is chapter wise multi exercise booklet, designed as per the latest syllabus, containing different types of conceptual, tricky, multi-chapter and brain storming relevant questions including previous ten years exam questions, covering all possible profiles of the questions which may be asked in forthcoming exams. The level of questions in sheet is scientifically arranged to enhance student performance & confidence to the highest level.

Theory Notes & Key Concepts

Each sheet also has relevant chapter wise theory notes & key concepts for quick review, many illustrations with step by step solution to develop question solving approach. Sheet is provided separately in English and Hindi medium.

Board Preparation Sheets

Chapter wise board practice sheets to prepare for Board examination

Extra Study Material

- Question Banks in each subject for practice are distributed which help student in gaining command on topic.
- NCERT important questions with solutions
- Hand book of Physics, Chemistry, Maths and Biology containing all important formulae and concepts for quick revision
- Previous years exam papers with solutions etc.

ADDITIONAL FEATURES

Special Batch

Students with good past academic record or excellent performance in internal tests are grouped together to form Special batch. They are given specially designed DPPS, challenging problems; Special Test Series and need based academic input to ensure selection with good rank.

Video Lecture Library

Recorded Lectures of top faculties for student to study as per requirement.

Student Mentors

Faculty as mentor is assigned to each student to provide academic guidance, personal care and motivation to get the best academic output.

Motivational and Academic Workshop /Seminars:

To keep student motivated and to improve performance, seminars are organized on various topics like

- Smart Study Techniques
- How to attempt Question Paper
- How to prepare Notes
- Revision Techniques
- How to improve speed and accuracy
- Time management, Confidence Building & Positive thinking etc. Students are motivated to achieve their goal through audio-visual clippings and various inspirational examples.

Awards and Rewards

Cash prizes and medals are given to top rankers of internal test and final exam.

Online Student-Parent Zone

Students and parents can check details like attendance, Test Result, performance analysis, solution to exercise sheets etc. on our website

Academic Excellence

Education is our passion. The team of strong academic team supported by a professional administrative system ensures students' learning of fundamentals to the grass root level through concept building sessions. CP system prepares student scientifically and systematically to get the best output. Basic fundamentals are explained through illustrations. Timely completion of syllabus and well scheduled classes give sufficient time to students for self-study and practice at home. Speed, accuracy and problem solving skills are developed through self-practice using relevant study material. Our faculties have distinguished academic achievements in their credit, highly experienced and trained by best in the field. With all this, personalized feedback, practical exposure and conducive environment meet the students' needs for their betterment and empowerment.



Learning Cycle: Higher Education

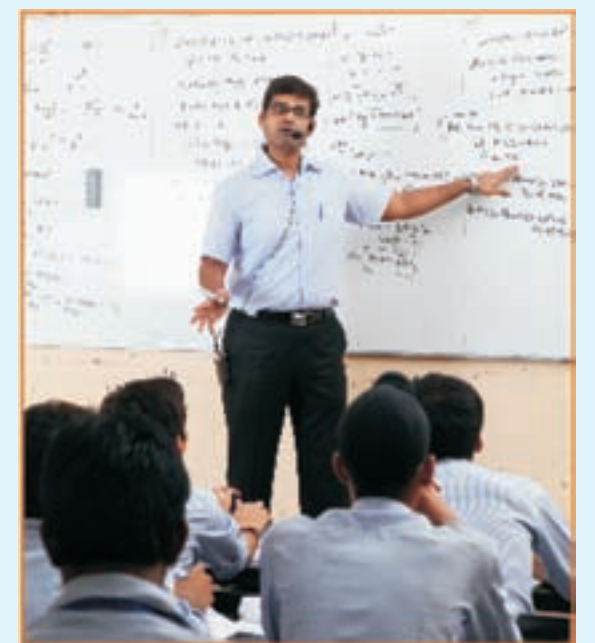
Our academic professionals use creativity, ingenuity and academic entrepreneurship to make leaders & professionals for tomorrow.

- Class room teaching is aimed to provide in depth knowledge of the subject to the students.
- Theoretical teaching is complemented with assignments and industry integrated training.
- Material provided to the students: text books, application and case studies.
- Audio visual aides add to the assimilation.
- After each lesson taught in the class, the students are given assignment and project work based on current and relevant industry application.
- Assessment of the student is been done on the basis of daily assessments, presentations and the evaluations conducted for the particular competency after finishing the unit/ module.
- The assessment is based on semester courses with credits of learning and final CGPA based evaluation



Major Study Areas

- Engineering and Technology
- Computer Application & Technology
- Commerce and Business Management
- Finance and Investments
- Legal Studies and Governance
- Basic and Applied Sciences
- Vocational and Skill Development
- Fashion and Design
- Research Programmes



Reinforce theoretical learning



Engineering Lab



Physics Lab



Annual Science Exhibition



Applying Concepts



Practical Training



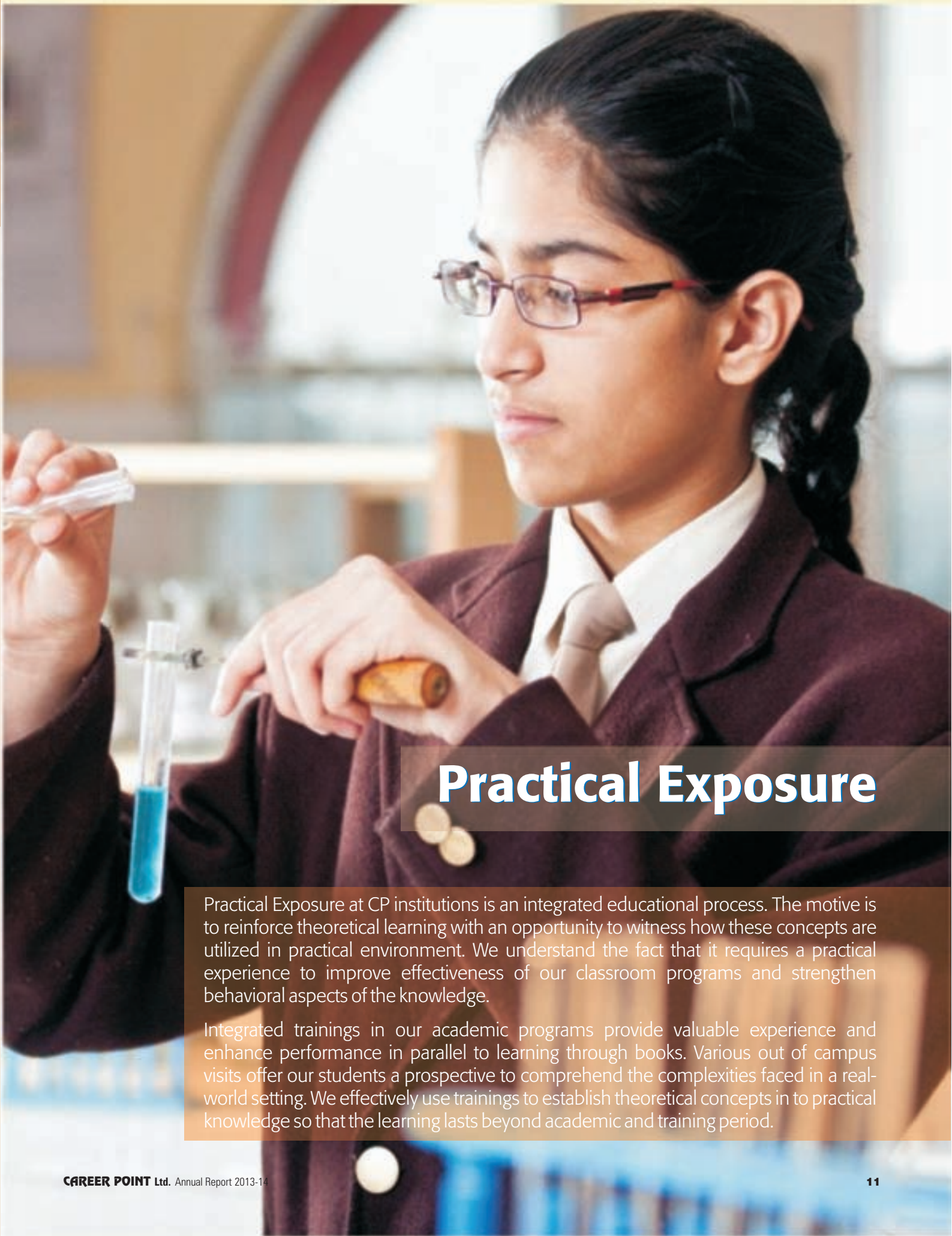
Research & Development



Industrial Visits



Presentations



Practical Exposure

Practical Exposure at CP institutions is an integrated educational process. The motive is to reinforce theoretical learning with an opportunity to witness how these concepts are utilized in practical environment. We understand the fact that it requires a practical experience to improve effectiveness of our classroom programs and strengthen behavioral aspects of the knowledge.

Integrated trainings in our academic programs provide valuable experience and enhance performance in parallel to learning through books. Various out of campus visits offer our students a prospective to comprehend the complexities faced in a real-world setting. We effectively use trainings to establish theoretical concepts in to practical knowledge so that the learning lasts beyond academic and training period.

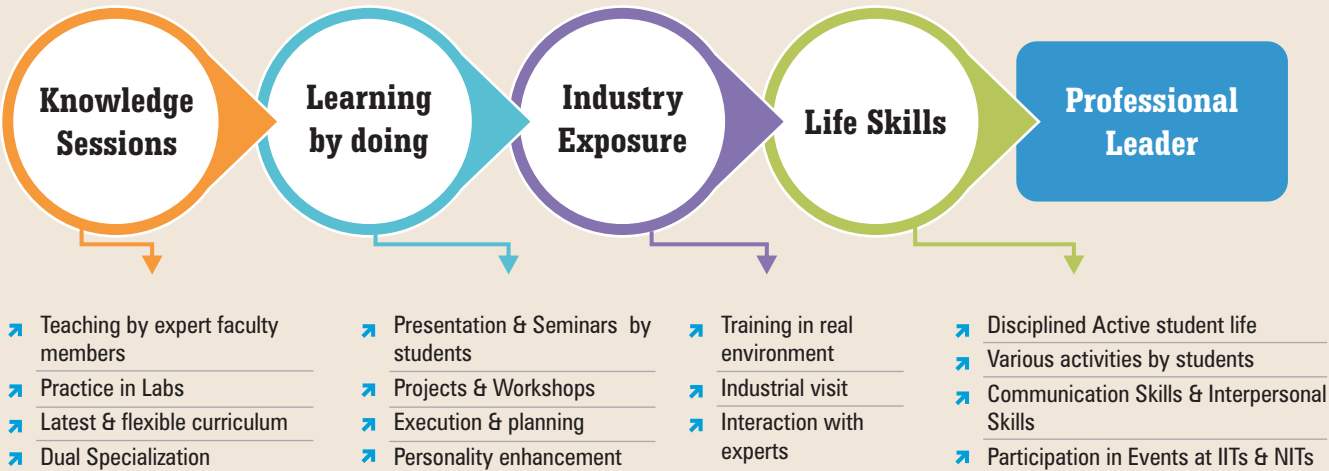
Knowledge into action

Annual 'Science Exhibition' at Career Point University provides a platform to students to showcase their applications of concepts they learned in academics with new ideas. Industrial visits are aimed to let students know the functions of various departments of the industry. CP students have recently shown their creativity and practical learning by preparing a variety of sample models including:

- Hybrid car (Battery, Kerosin and petrol operated)
- Paddle-hexo project
- Bio-gas plant
- Electric heater by scrap
- Pressure rocket
- JCB machine model etc.



Career Point University System to produce a professional flow chart



Practical Exposure

Career Point Education system focuses on practical application of the classroom knowledge. We aim our students to test their skills and knowledge into action in a 'real-world' setting. Students are provided practical exposures at practical labs, industrial visits and various other student development programs comprising workshops, expert talks, seminars, panel discussions etc. Labs of all practical applications to support academic courses are fully equipped with latest machines, tools, and equipments. Computer laboratories have up to date hardware and softwares with advanced networking and multimedia facilities. Students at tutorial division also provided various science laboratories for their practices.

Career Point aims to transform knowledge into ingenious solutions in science, technology and management with some of the most practical methods of imparting knowledge. We have created a learning environment with focus on practical learning where students with talent, ambition and drive transform their dreams into reality. Access to large resources helps students to excel inside and outside the classroom. Our cutting edge in teaching is an indication of our focus on practical exposure:

- We provide industry integration in our courses on a local and global scale, complete research projects and provide our students access to best learning
- Course steering committees include external representatives from key organisations to ensure our programs continue to be relevant to the 'real world'
- Industry practitioners and alumni members lecture on courses
- Our courses involve both individual and group research projects which are collaborated with industry.



Environment for Holistic Development



Mess & Food Court



Digital I-Cards



Computer Lab



For Emergency



Library



ATM in Campus



Ladies & Gents Parlor/Salon



Laundry Services



Helpdesk for Ticket Reservation



Transport Facility



Conducive Environment

A conducive environment improves learner's performance by manifold. Career Point campuses are safe, serene and encompass all facilities required for best academic development. Interactive, stress free and secure environment at Career Point institutions make the educational experience truly transformational and avoid undue pressure to students. State of the art classrooms, fully equipped practical labs, physical and e-Libraries along with other recreational facilities build strong aptitude, analytical skills, and positive attitude to endeavor lifelong success.

The professional management team at Career Point also ensures student centric approach in all aspects i.e. general administration, discipline, academic and non-academic support. The core objective is to provide a highly conducive and holistic environment to students so they utilize their full potential while converting their dreams in to success.



Conducive For Learning

Academic Facilities

- Classroom
- Library & e-Library
- Computer Centre
- Laboratories & work shops
- Seminar & Conference Halls
- Language Labs
- Personality Development Lab
- Centre for innovation
- Knowledge Lab
- Self Assessment Centre
- Activity Centre

Other Facilities

- Student Welfare & Amenities Centre
- Hostels (Boys & Girls)
- Guest House
- Transportation
- Medical and Fitness Centre
- Art & Culture Centre
- Sports & Yoga
- Cafeteria & Mess
- Banking Services
- Xerox, Courier & Shopping



Information Kiosk

Conducive Environment

Career Point institutions are ideal & conducive for learning. We pride ourselves on our dynamic and state-of-the-art facilities which included classrooms equipped with latest teaching aids, library, the latest computers & other laboratory equipment for our designs, the most up-to-date study material, excellent students' amenities and much more. Career Point campuses are situated in a sublime and serene environment. Our hostels and student facilities are conveniently located within an easy walk to classes, the library, computer labs and other hobby and club activities. Living on campus is the complete CAREER POINT experience.

In line with our commitment to provide a truly conducive environment for learning, Career Point offers a wide range special care, welfare and support services to make the student life not only a worthwhile academic learning experience but also one that is socially enriching for students. Students will be able to adapt and acclimatise quickly and effectively to the new environment at all the Career Point Campuses, specialised student services units are established to focus on the following areas:

Teaching Rooms and libraries

At Career Point campuses, we have state of the art teaching rooms to deliver lectures with AV/OHP facilities. Libraries are equipped with vast collection of course books, journals as well as reference books by well known Indian and International authors.

Practical labs

Labs of all practical applications to support academic courses are fully equipped with latest machines, tools, and equipments. Computer laboratories have up to date hardware and softwares with advanced networking and multimedia facilities.

Accommodation and Refreshment

Finding a place to think, to eat, to relax, to sleep and to study is very important. Affordable & comfortable student accommodation alongside canteen & cafeteria is available in Career Point campuses.

Student Support

All students at Career Point are given an "academic plan" for entire academic session and their progress is monitored accordingly. Students who encounter difficulty in coping with their studies are also placed under special care of the mentors who provide extra tutorial and academic counselling sessions.

Counselling and Guidance

Career Point offers individual counselling services to students who require personal advice and guidance in the areas of emotional health, stress, studies, time management, relationships and more.



Learning Life Skills



Street Plays for social awareness



Blood Donation Camp



Celebrating Communal Harmony



Participation in cultural fests & workshops at IIT's & NITs



Extra Curricular activities



True Tribute to Gandhi Ji & Shastri Ji on 2nd October



Sports : Hit the Target



CPins : Team Players



Visit IIT Jodhpur



Organizing Skills



Unwind Energy

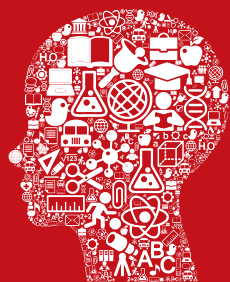
Learning beyond Classrooms

Education at Career Point institutions enables students to improve their prospect in life through learning beyond classrooms. The system offers a broad spectrum of opportunities for students to learn about themselves, other people, different cultures and the world around while making important contribution to our society. Various add-on features such as focus on communication and presentation skills, building relationship and leadership skills, promoting creative thinking and innovations, and developing organizational and decision making etc ensure an all round education to the students.

The events and activities are organized by students themselves, which provide them an opportunity to learn, plan, execute and manage resources. Overall CP education system brings positive changes in students' personality and embeds all ingredients of success whilst preparing them for all future challenges.



Embedding Success Ingredients



Learning beyond Classrooms

At Career Point, we believe that staying fit not only benefits to body but also to the mind. Sports and recreation activities plays a vital part in students overall development. Our students get to refresh themselves by indulging in various facilities for fitness, indoor and outdoor games:

- Football and Cricket Ground
- Health clubs and Fitness centers
- State of the art courts for Basketball and Volleyball
- Indoor Games Facilities i.e. Table-tennis, Chess, Caroms etc.

Integrated Learning



Student life is more than just books and examinations. At the Career Point, we are committed to supporting our students' development: intellectually, physically and emotionally. We understand that student success is not solely defined by grades, which is why Student Life at the Career Point serves as the hub for a variety of student-focused programs, services, facilities and operations which support the academic and non-academic development of our students. We encourage students to participate in as many out-of-classroom activities as possible. A correct approach in a right direction with focus on true values ensures a successful life and career.

At Career Point institutions, Students learn various life-skills during their education which include:

- Organizational and decision making
- Planning and execution capabilities
- Communication and presentation skills
- Creative thinking and innovations,
- Negotiation and people management
- Relationship and leadership skills,
- Time and stress management

Career Point students organize variety of social and cultural events to get real life exposure and to enhance life skills. Co-curricular and extracurricular activities are planned and executed through a number of associations, clubs, societies and students' chapters of professional bodies. They are owned and managed by representatives of students and are monitored by the faculty in-charge. All activities are planned in a way to have individual participation from every student. The activities are grouped in to various boards and each board consists of clubs in area of:

- | | |
|-------------|---------------|
| ■ Music | ■ Sports |
| ■ EDLC | ■ Photography |
| ■ Media | ■ Robotic |
| ■ Animation | ■ Quiz |
| ■ Ecology | |





Sharing Experiences

Selected in AIPMT 2014



OM PRAKASH
Achiever Batch
1 Year Classroom Student
12th Marks : 58%

JAY PRAKASH
Achiever Batch
1 Year Classroom Student
12th Marks : 68%

“ 58% एवं 68% अंक, फिर भी
करियर पॉइंट के साथ हुए सपने साकार

मैं ओम प्रकाश कुमार CP का एक साल नियमित Classroom Student रहा हूँ। मेरे पिता किसान हैं। मेरे बिहार बोर्ड से 12वीं में 58% अंक आये। बोर्ड में Marks कम आने पर भी मैंने हार नहीं मानी। करियर पॉइंट ने विशेष छात्रवृत्ति प्रदान की जिससे कोटा आकर पढ़ाई करने के लिए मदद मिली। 2013 में नीट (यूजी) में 21000 रैंक आई थी फिर 2014 में करियर पॉइंट से तैयारी कर अखिल भारतीय स्तर पर 49वीं रैंक तथा ओबीसी में छठा स्थान प्राप्त किया।

जहाँ अन्य संस्थानों में विद्यार्थी भीड़ में खो कर रह जाते हैं, वहीं मेरे जैसे विद्यार्थी पर भी करियर पॉइंट Faculty Team ने विशेष ध्यान दिया।

मेरे भाई ने जिसके 12वीं में 68% अंक थे, ने भी प्रथम प्रयास में ही CP की मदद से अखिल भारतीय स्तर पर 69 रैंक एवं OBC में 10 वीं रैंक हासिल कर सपना साकार किया।

मैं अपनी सफलता के लिए अपने माता-पिता एवं करियर पॉइंट परिवार का हमेशा आभारी रहूँगा। तथा अपनी सफलता का श्रेय भी इनको ही देता हूँ।



We found the ambience is very secure here. We are observing the real life outside the Kashmir. Here the climate, boarding, lodging all are good. Many girls from Kashmir are studying here, that is why I have never ever felt alone.

Humera,
Course : Pre-Medical
Home Town : Anantnag, Kashmir

Selected in JEE Advanced 2014



AASHISH NAGPAL
IIT-JEE 2012
Special [ICP] Batch
1 Year Classroom Student

ANUJ NAGPAL
JEE Advanced 2014, Fresher Batch
1 Year Classroom Student
12th Marks : 96.2%
JEE Main : 315/360, BIT-SAT : 393
selected in KVPY, Chemistry & Astronomy Olympiad

“ I really found Career Point as my family
which provided ultimate personal care,
support and guidance

I, Anuj Nagpal, one year classroom program of Career Point writing this letter to thanks all the members of Career Point who helped me to achieve this goal.

I admired Career Point since, with the success of my brother Ashish Nagpal who secured AIR 164 in 2012. The result oriented guidance and ultimate personal care at Career Point helped my brother to gain his confidence back after being demoralized by attitudes of other institutes in class XI and XII.

He then suggested me to take admission at Career Point for JEE and today I am extremely happy to secure AIR 190 in JEE Advanced 2014. All credit goes to CP Faculty team and specially SM Sir for regular motivation and academic help.

My father, Kime Kamiz is working as DCP in Police Department at Guwahati. The standard of school education there is not satisfactory and teaching level is not up to the mark. After joining CP-Gurukul, at first I thought that I came too far for study but then I saw that there are many students from my zone i.e Manipur, Meghalaya, Arunachal and Assam.

Kime Naveen,
Course : JEE | Home Town: Itanagar, Arunachal



..... Quality Speak

Give sermons to children as well



I came here with my daughter Ranjvanshi Singh and both of my sons Amrit Singh and Karanveer Singh. My daughter is in class 11th this year and wants to prepare for IIT-JEE. In Delhi the coaching institutes are away from home, there the environment is not safe for children. You can't leave them alone. Here everything is in one campus. All three of them are very happy to be here. I am linked with a social NGO. Here while staying in flat I give sermons to children; "Roz Ishwar ka naam lekar, apnein sapnein kein saath jeena sikhein, aap isi lagan sein mehnat kartein raho, Ishwar aapkein sapnein awashya sach karega". [One should have faith in God and always live with your dreams, do hard work with full dedication, one day God will fulfill your dreams.]

- Balvinder Kaur, (Member of NGO in Delhi)
Living with Children in CP Gurukul

Here the flat is better than home

I am a lucky grandmother. I got the chance to stay here with my grandson from Delhi. He is studying in Class 11th here and also preparing for IIT-JEE. We have searched many residential campuses on net but we have chosen CP-Gurukul because it provides a facility for parents to stay with their wards in the flat. In outside hostels students don't get quality food. Here he likes the atmosphere better than at home.

- Urmila, Delhi (Grand Mother of Dev Mittal)
Living in CP Gurukul Flat



Akash Gupta
1st Rank in UPTU 2014
Special Course - ICP Batch

I, Akash Gupta a student of 1 year Classroom program secured 1167 General Rank JEE Advanced 2014 and also secured 1st rank in UPTU. I heartly thankful to Career Point family for such a performance specially my teachers and parents who supported me to achieve this success. My decision to take admission in Gurukul is one of the best decisions. There all teachers and staff members supported me like my family members.

I studied in ICP batch, in this batch special attention is given to students which helped me to perform good in the exam. SM Sir supported me and motivated me at every stage. I belong to village, there is not a good system of education, but my father encouraged me to perform better and called me to join Career after XII. Career Point is one of the best institutes for IIT-JEE. I really thankful to Career Point all teachers and to my parents.



Anshuman Jha
AIR-84, NEET-UG 2013

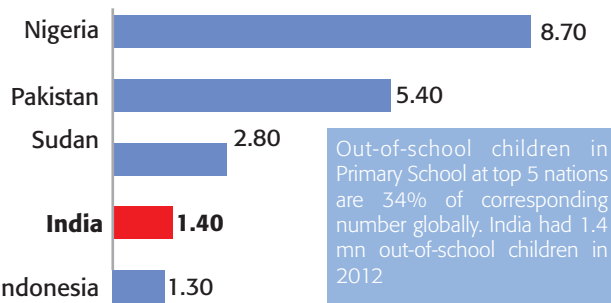
I, Anshuman Jha am a student of one year CP program. In 2012, when I first appeared in AIPMT my performance was not that good. But then, I joined CP and I was really glad that I had joined it. The matter was very concise. It helped me to focus on my weak as well as strong topics. The regular interaction with faculty team also helped me to rectify my weak points. The handbook provided helped to give a final touch and revision.

This year my AIR-95 (AI India quota rank of 84) was greatly due to the contribution of teachers at CP. The orientations and seminars held here also helped me to a great extent. The libraries were fabulous. Finally, I would like to thank the complete CP administration for giving me such a great platform to stand upon and I hope that CP produces many more highly talented students in the future and forthcoming years.

Management Discussion & Analysis

The global economy witnessed a modest recovery in financial year 2013-14. However, Indian economy continued its less than 5% GDP growth for second year. The country faced multiple challenges such as capital outflows, volatile current account movement and pressure on other key macroeconomic factors including exchange rates, interest rates and inflation. Customer decision making was further impacted due to uncertainty caused by general elections. Overall macro-economic environment remained sluggish during FY 2013-14. Education sector which is considered to be less affected from economic headwinds reflected a mixed response. The sector faced regulatory challenges and policy threats, but responded with increased efforts to capitalize large growth opportunities available in all education verticals.

Opportunity in School Education

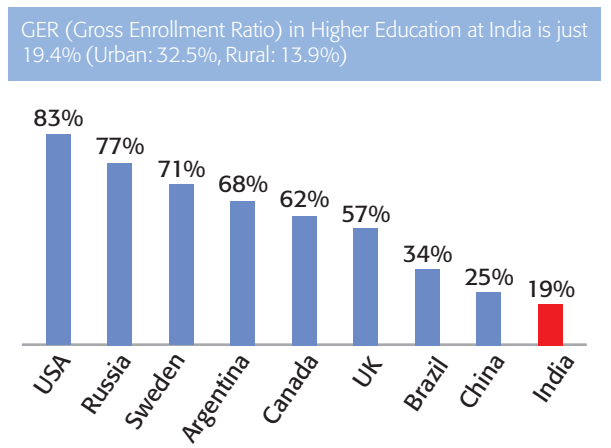


At 315 mn, India has the largest student body in the world, as per census 2011 data. It is larger than China's student population of approximately 252 mn, as per Unesco statistics and even bigger than total population of the US of 318 mn. However, India ranks among the top five nations where kids aged 6 to 11 are out of school, as per Unesco's Education for All (EFA) Global Monitoring Report on out-of-school populations. India has 1.4 mn children who have not availed primary schooling out of total 57.8 mn globally. Good news is that there is an improvement at global level. There were 99.8 mn children who were out of school at primary level in year 2000. EFA has a goal of universal primary education by 2015.

Since RTE (Right to Education), there has been a significant progress in India's school system – at least on quantity parameters. Around 11.18 mn more children have enrolled in schools in last three years. Private institutions have also played an important role in the country's education ecosystem where approximately 40% of school students and 60% of college students are enrolled in the private institutions and further increasing. However, the performance on quality measure has not been so impressive.

The status of education in public school is abysmal. As per a report by HRD ministry, out of total public schools at primary level in India, 31% do not have girls toilet, 43% do not have playground and 39% do not have boundary. 63% of the schools have teacher student ratio of less than 1:30. These are the few reasons that about 7.5 mn students do not complete their schooling. The drop-out rate is 27% till class V and 40.6% till class VIII. According to the Annual Status of Education Report (ASER) 2012-13, 53% of Class-V students cannot read Class-II books. In 2012, the Organization for Economic Cooperation and Development (OECD) released their triennial Program for International Student Assessment (PISA) report, which ranked two states of India- Himachal Pradesh and Tamil Nadu- 72nd and 73rd out of the 74 countries it inspected.

Opportunity in Higher Education



At higher education, Gross Enrollment Ratio (GER) for India is 19.4% against 83% in USA, 77% in Russia, 35% in Brazil and 25% in China. India stands nowhere near the top in the list of countries with international students. The reason for India's low GER and international students can be attributed to lower expenditure on research and higher education. As per a report by the Observer Research Foundation (ORF) – a think-tank, India has one of the lowest R&D spend to GDP ratio in the world. The country invests only 0.88% of GDP into science research compared to US's 7-8% and South Korea's 3-4%. Moreover, more than 25% of India's R&D spend goes in to basic research, which has weak connection to economic growth. China spends only 5% on basic research. The report also highlights that science education at undergraduate level tends to be highly theoretical. This structure results in 'teach more and learn less' against ideal of other way round.

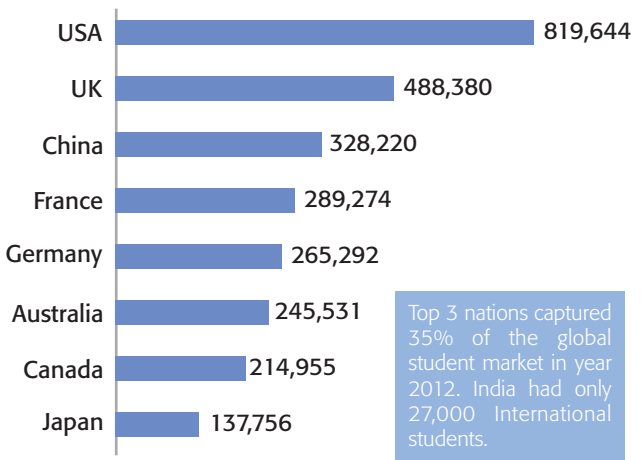
Indian education system needs significant investment on infrastructure, pedagogy, assessment, technology, and teacher quality. As per a comment from finance minister, the country is at a stage where its so-called "demographic dividend" will be bereft of any meaning" unless steps were taken to improve the country's quality of education. Various reports have indicated that India's demographic advantage, with about 60 percent of the population being under 25, may turn into a liability in the future if the education sector fails to provide necessary employability skills to young generation.

India: Key Statistics related to Education

1. Literacy Rate		2. No. of seats per lakh population	
Total	73.0%	Engineering	145.6
Male	80.9%	Polytechnic	100.3
Female	64.6%	Medical	5.2
3. Gross Enrollment Ratio		4. Net Enrollment Ratio	
Primary	105.98	Primary	90.78
Upper Primary	82.50	Upper Primary	64.24
5. Learning Level (Std. 3 to 5)		6. Learning Level (Std. 6 to 8)	
Std. 1 level text	54.80	Std. 2 level text	65.70
Subtraction	39.70	Division	38.90
7. Board Result (Secondary)		8. Board Result (Sr. Secondary)	
Boys	79.32	Boys	72.46
Girls	79.88	Girls	77.93

Sources: ASER (Annual Status of Education Report), NUEPA (National University of Educational Planning and Administration), DISE (District Information System for Education), RUSA (Rashtriya Uchchatar Shiksha Abhiyan)

Opportunity in Education Tourism



We believe that every child deserves quality education. There is an urgency to cut license raj and bring efficiency in functioning. Quality standards of course curriculum are required to be improved through nationwide assessments. Learning outcomes are required to be included in Result Framework Document (RFD). Colleges should tweak their courses in tune with an evolving business environment and equip students to deal real-world demands.



Knowledge Tip

GERD: Apart from Gastro Esophageal Reflux Disease, GERD also stands for Gross Domestic Expenditure on R&D. Generally, it is calculated for a country as a percentage of GDP. The expenditures consist of all current and capital expenditures, both public and private, on innovative work undertaken to devise new applications and increase knowledge through basic research, applied research and experimental development.



Knowledge Tip

FTE: Full Time Equivalent is one of the key units in education to measure faculty's contribution in academics. It is very useful in tertiary level education where academicians are involved in multiple assignment i.e. teaching, publishing journals, supervise researchers and consulting assignments. FTE is also referred to indicate comparable workload of employees.

Company Overview

At Career Point, each student is special and Career point team collectively aims to ensure success of each individual. Students are educated on both professional development and degree-awarding courses. They come either to enhance an already chosen career, or to move to a new one. The company brings a wide array of academic programs and multidisciplinary skills to address a number of fields. Most courses have a challenging but fun group project where students will aim to resolve real world problems. The emphasis is on problem solving, teamwork and application of knowledge. The design and execution of courses makes them truly interactive. The team knows that the future belongs to those who understand the possibilities and promises of a globally-integrated world and who are prepared to succeed.

Informal Education division



Tutorial service business is operated through a nationwide extensive network of various delivery platforms including:

- Company Owned Branches
- Franchisee Training Centers
- Technology enabled Live classrooms
- School Integrated Programs
- Online Solutions
- Distance Learning Courses

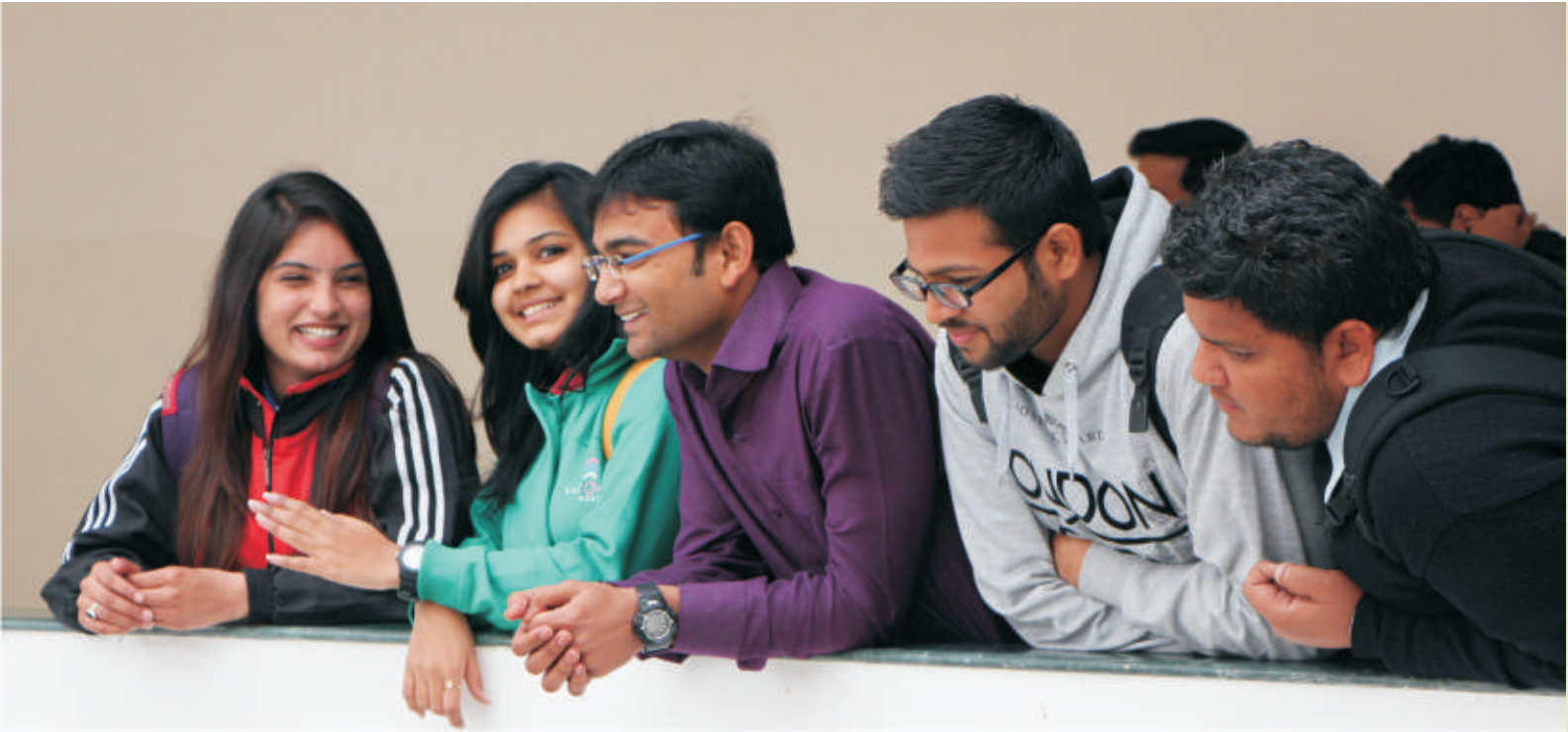
Career Point's Distance Learning Division provides relevant and effective study material and test series courses to students who are unable to join regular classroom programs due to some reason, however they wish to add academic advantage of Career Point to their studies.

The school integrated programs provide preparation for various competitive examinations to students in association with their respective schools. The e-Learning division offers live interactive classes, experts' video lectures and complete assessment solutions through various latest, innovative and cost-effective technology based products to all students situated at various remote locations.

In the year under review, the company enrolled 20,151 students in tutorial courses. The change in examination pattern impacted tutorial division's enrollments compared to the last year. However, the company's efforts through CP STAR, other unique strategies and most importantly the trust of target clients in Career Point's academic system are bringing back an upward trend. The division is witnessing an increasing trend in the new enrollments for the next academic session. To improve the efficiency and profitability of the division, the company has also closed few non-performing centers. However, total contact centers are still almost same in numbers because of new centers and addition of school association projects.

The management expects this division to emerge much stronger due to new initiatives such as residential coaching, school integrated programs, and technology based solutions which have more visible and long-term sustainable business prospects. CP Gurukul – Residential coaching cum school campus, is unique and first in many aspects compared to standard coaching format with due focus on school education, extracurricular activities along with intensive coaching for competitive examination. An on-going upward trend in enrollments for new academic session endorses management's belief that the tutorial services division will be delivering a superior performance and continues company's leadership going forward.

Formal Education Division



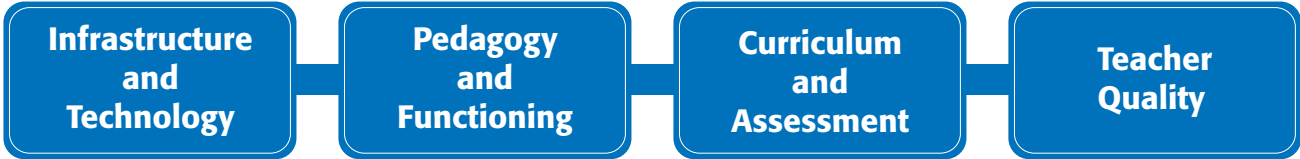
In the formal education stream, the company provides various services to educational institutions in multiple geographies. At the end of academic session 2013-14, about 3,500 students were enrolled at various formal education units under Career Point Universe compared to approximately 2,000 in a year before. The company has presence in both school education as well as higher education. The courses offered in Higher Education include:

- | | |
|---------------------------------------|---------------------------|
| ■ Engineering & Technology: | B. Tech, M. Tech and PhD. |
| ■ Computer Applications & Technology: | BCA, MCA |
| ■ Management and Commerce: | BBA, MBA, B.Com, M.Com |
| ■ Basic & Applied Sciences: | B.Sc. and M.Sc. |
| ■ Law and Governance: | LLB, BA-LLB, BBA-LLB |
| ■ Vocational Studies: | Polytechnic Diploma |

In the year under review, the company was associated in signing new partnerships and adding a range of Bachelors, Masters and Doctorate program at higher education institutions who avail company's services. Considering the increasing demand for polytechnic courses, the company has also successfully facilitated the application to run polytechnic diploma programs. In another development, the company has marked an entry in to Vocational Education. Management is very optimistic with this new business vertical of the company. Key industry verticals where the company would initially offer services include retail, telecom, IT, BFSI and professional services.

At the formal education institutions, Career Point incorporates remarkable pedagogy of academic excellence with parallel focus on learning life skills. Most students form informal clubs based on their area of interest and contribute to a vibrant campus life. Residing on campus offers students a serene, pollution free and in less populated environment which conducive to learning. All Career Point associated campuses are situated in a serene, pollution free and in less populated area. The Career Point education Institutions buildings offer appropriate sized and well-equipped classrooms, together with refreshment facilities and other recreational activities. Facilities at campuses are very comfortable and easily accessible for students to concentrate on their studies.

When students live on campus, they attend a sporting event, spend quality time with their friends and have many opportunities to enrich their experience through other activities. Accessible tutors and advisors to help in career pursuits, opportunities to interact with faculty and support for students in their classes are all part of the campus experience. The academic qualifications with experience on working various projects, industry visits and internships help all successful students in their chosen career including placements in various corporates. Various academic and non-academic events during the year helped students in achieving their desired success with a lifelong learning.



Knowledge Tip

MOODLE: Modular Object Oriented dynamic Learning Environment is a free software e-learning platform. It is a type of LMS- Learning Management System that works under virtual learning environment.

Financials

In financial year 2013-14, the income from operations on standalone basis was reported at rupees 54.14 crores with year-on-year decline of 23.3%. It was due to enrollment dip of 26% at tutorial services division. The down side effect in revenue was reduced at consolidate level by increased contribution from formal education division. At consolidate level, the income from operations came at rupees 65.2 crores with a decline of 16% against previous year.

The contribution from the formal education division including lease rental and auxiliary education services has reached nearly 20% of total income compared to 10% in previous year. Total income including the other income on consol basis stood at rupees 78.01 crores against rupees 97.25 crores in year 2012-13. A decline in other income can be explained by one-off revenue which was realized last year from sale of fixed asset in company's Infra subsidiary.

The company reported operating EBITDA of rupees 9.68 crores on consol basis with an operating EBITDA margin of 15%. Despite lower cost of study material and a minimal increase in other operating expenses, a year-on-year decrease in EBITDA was primarily due to the drop in top-line at tutorial services division. The addition of residential campus and capitalization of new buildings from work-in-progress at formal education units resulted an increase in depreciation charges. The net Income was realized as Rupees 9.44 Crores for the full year with margin of 12.5% on consol basis.

As on 31st of March 2014, the net worth of the company was rupees 3.25 billion and it had rupees 36 crores of net cash and cash equivalents. The company had loans and advances of ₹ 38 crores in its assets. In the consol balance sheet, the corresponding numbers for loans and advances in the assets were rupees 88 crores.

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 2014, the Company had total number of employees of 514.

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 minimise the regulatory risk, if any.

Decrease in student enrolment: With the increased competition, 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, overseas and is also boosting its Distance Learning segment.

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

Despite challenging market dynamics, we continued our focus on sustainability of our operations and committed to increase the quality of academic deliverables while maintaining the cost efficiency. The delivery of a reasonable performance further underscores the fact that the company has a well-balanced business model with diverse revenue streams which can counter any adversity. It draws attention that how well the team has remained focused on its core business strengths.

A significant and increasing contribution from the formal education division during the year promises a long-term sustainable business to the company. With having its presence at every level, the company is now strengthening by broadening the product portfolio, leveraging the fast and cost effective technology solutions and increasing geographical presence through organic as well as inorganic routes. These initiatives and new ventures are expected to accelerate the growth path for the company and help its goal to become a global leader in education.

Cautionary Statement

This report contains forward-looking statements, which may be identified by their use of words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' or other words of similar meaning. All statements that address expectations or projections about the future, including but not limited to statements about the Company's strategy for growth, product development, market position, expenditures and financial results, are forward-looking statements.

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



Directors' Profile



MR. PRAMOD MAHESHWARI
Chairman, Managing Director and CEO

Founder Director of the Company, Mr. Pramod Maheshwari (43) 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 (45) brings to the table more than twenty 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 (39) 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 (47) 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.

Directors' Profile



MR. PRITAM KUMAR GOSWAMI
Independent and Non Executive Director

A practicing chartered accountant, Mr. Goswami (43) 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. VISHAL JAIN
Independent and Non Executive Director

Armed with more than 18 years of experience in important corporate portfolios, Mr. Jain (41) 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. 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 (71) 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. MAHESH GUPTA
Independent and Non Executive Director

Mr. Gupta (36) is a practicing chartered accountant and partner in Bhutoria Ganesan & Co. He has over 14 years of experience in the field of taxation, project finance and consultancy.

DIRECTORS` REPORT

Dear Career Point Shareowners,

The Directors have pleasure in presenting their Fourteenth Annual Report on the business and operation of the company along with the Audited Statement of Accounts for the financial year ended March 31, 2014.

Financial Highlights

The highlights of your Company`s financial results for the financial year April 1, 2013 to March 31, 2014 on standalone basis are as follows:

(₹ in Lacs)

Particulars	2013-14	2012-13
Sales & Services Income	5414.01	7055.88
Other income	835.00	682.91
Total Income	6249.01	7738.79
Profit before tax	441.67	2425.22
Provision for Taxation	20.62	885.34
Profit after tax	421.05	1539.88
Balance carried to Balance Sheet	421.05	1539.88

Performance

Performance of the Company has been comprehensively covered in the Management Discussion and Analysis Report which forms part of Directors' Report.

Subsidiary Companies

Your Company has 5 subsidiaries i.e. Career Point Infra Limited, Career Point Edutech Limited, Gyan Eduventure Private Limited, Career Point Accessories Private Limited, Srajan Capital Limited and 3 step down subsidiaries i.e. Coupler Enterprises Private Limited, Srajan Agritech Private Limited and Kota Automobiles Private Limited.

Copies of the Balance Sheet, Profit & Loss Account and Report of the Auditors of the subsidiary companies have not been attached as per the consent granted by the Board of Directors of the Company in terms of general exemption granted by the Ministry of Corporate Affairs, Government of India under Section 212(8) of the Companies Act, 1956 vide general circular no. 2/2011 dated 08.02.2011. However, as per the terms of the general exemption, a statement containing brief financial details of the subsidiary companies for the year ended March 31, 2014 and a statement pursuant to section 212 of the Company Act, 1956 relating to Subsidiary Company is included in the Annual Report. As required under the Listing Agreements with the Stock Exchanges, the Company has prepared the Consolidated Financial Statements of the Company and its subsidiaries as per Accounting Standard (AS) 21, Consolidated Financial Statements which form part of the Annual Report and Accounts.

The Annual Accounts of the subsidiary companies and related detailed information will be made available to the Shareholders of the Company seeking such information. The Annual Accounts of the subsidiary companies are also kept for inspection by any investors at the Registered Office of your Company.

Corporate Governance

The sprit 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 Clause 49 of the Listing Agreement. The 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. The Auditors' Certificate confirming the compliance to the conditions of the Corporate Governance stipulated in Clause 49 of the Listing Agreement is annexed to the Report on Corporate Governance.

Management Discussion and Analysis Report

As required by Clause 49 of the Listing Agreement, the Management Discussion and Analysis Report is annexed and forms part of the Directors' Report.

Corporate Social Responsibility

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. RS 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.

Directors

Mr. Mahesh Gupta [DIN - 00132721] and Mr. Ram Swaroop Chaudhary[DIN - 00711599] , Directors, retire at the forthcoming Annual General Meeting and are eligible for re-appointment.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act 2013 and under Clause 49 of the Listing Agreement with the Stock Exchanges.

The Board of Directors in their meeting held on May 29, 2014 had re-appointed, Mr. Om Prakash Maheshwari as Whole time Director designated as Executive Director & Chief Financial Officer of the Company for a further period of five years w.e.f. April 1, 2014 and Mr. Nawal Kishore Maheshwari as Whole time Director designated as Executive Director of the Company for a further period of five years w.e.f. April 1, 2014. These re-appointments are subject to the shareholders` approval.

IPO update

The Company came up with an Initial Public Offering ('IPO' or 'Issue') in October 2010. The equity shares were listed on the National Stock Exchange of India Ltd (NSE) and Bombay Stock Exchange Ltd (BSE) on October 6, 2010. The IPO was floated for 3,712,642 Equity Shares of Rs. 10 each at a premium of ₹ 300 per share (₹ 285 per share for eligible employees) aggregating to Rs. 1,150 Million. As required under Clause 49 (IV) (D) of the Listing Agreement, the utilisation of the IPO proceeds are being reported in all the Quarterly results published by the Company after the same is reviewed by the Audit Committee. Detailed IPO proceeds utilization has been provided in the financial statements forming part of this Annual Report.

Directors' Responsibility Statement

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956 the Board of Directors of your Company hereby states and confirms:

- That in the preparation of Annual Accounts for the financial year, applicable Accounting Standards have been followed along with the proper explanations relating to material departures, if any;
- That they have selected such accounting policies, which have been consistently applied and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2014 and of the profit of the Company for that year;
- That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- That they have prepared the Annual Accounts on a going concern basis.

Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

Consider the business activities of the Company information required to be provided under Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, in relation to Conservation of Energy and Technology Absorption are currently not applicable to the Company. Particulars of foreign currency earnings and outgo during the year are given in Notes to Accounts forming part of the Annual Report.

Public Deposits

During the year your company has neither invited nor accepted any Deposits from the Public within the meaning of Section 58A, 58AA and other relevant provisions of the Companies Act, 1956, if any.

Consolidated Financial Statements and Cash Flow Statement

As stipulated by Clause 32 of the Listing Agreement, the consolidated financial statements and Cash flow statement for the financial year ended March 31, 2014 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.

Particulars of Employees

Particulars of employees required in accordance with the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended are mentioned in the table below:

Name	Designation	Qualification	Age	Joining Date	Experience (In Years)	Gross Remuneration paid during FY 2013-14 (Rs. in Lakhs)	Previous Employment and Designation
Mr. Pankaj Talwar	Faculty (Chemistry)	B.E.	37	1/1/2010	18 years	72.34	Allen Career Institute, Kota as Faculty
Mr. Ramesh Kumar Sharda	Faculty (Chemistry)	M.Sc.	42	1/1/2010	17 years	68.58	Allen Career Institute, Kota as Faculty
Mr. Rajnish Goyal	Faculty (Maths)	B.E.	38	1/4/2006	9 years	62.50	Self Employed

Dividend

Your Directors have not recommended any dividend for the financial year ended as on March 31, 2014.

Auditors and Auditors' Report

M/s. Sharp & Tannan, Chartered Accountants, retire at the close of ensuing Annual General Meeting and eligible for reappointment as Statutory Auditors of your Company for the financial year 2014-15. The Audit Committee of the Board has recommended their re-appointment.

The Company has received letters from Statutory Auditors to the effect that their re-appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for re-appointment.

The Notes on Accounts referred to in the Auditors' Report are self explanatory and do not require any further comments.

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.

During the financial year 2013-14, your Company had launched CPL Employees Stock Option Plan 2013 (ESOP 2013) with the objective to provide an incentive to attract and retain the best talents by way of rewarding their performance and motivate them to contribute to the corporate growth and profitability. None of the employee was granted option under ESOP 2013 in financial year 2013-14.

Acknowledgements 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.

Place : Kota

Dated : May 29, 2014

For and on behalf of the Board

Pramod Maheshwari
Chairman, Managing Director & CEO

Om Prakash Maheshwari
Executive Director & CFO

REPORT ON CORPORATE GOVERNANCE

1) COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

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 clause 49 of the Listing Agreement, it voluntarily governs itself as per highest ethical and responsible standard of business.

The Company believes in and practices 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.

2) BOARD OF DIRECTORS

i) Composition of Board

The Company's Board is constituted in line with the provisions of Clause 49 of the Listing Agreement of Stock Exchanges and the Companies Act, 2013. The present strength of the Board is of eight 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 2013-14

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

Director's attendance record and Directorship in other companies

Name of Director	No. of Board Meetings during the Financial Year 2013-14		No. of Directorship in other Companies including private Limited companies (as on March 31, 2014)	No. of Memberships/Chairmanships of other Board Committees		Whether attended last AGM
	Held	Attended		Membership	Chairmanship	
Mr. Pramod Maheshwari	4	4	11	Nil	Nil	Yes
Mr. Om Prakash Maheshwari	4	4	18	Nil	Nil	Yes
Mr. Nawal Kishore Maheshwari	4	3	16	Nil	Nil	Yes
Mr. Pritam Kumar Goswami	4	4	2	Nil	Nil	Yes
Mr. Pawan Kumar Lalpuria	4	4	3	Nil	Nil	Yes
Mr. Ram Swaroop Chaudhary	4	4	1	Nil	Nil	Yes
Mr. Mahesh Gupta	4	4	3	Nil	Nil	Yes
Mr. Vishal Jain	4	1	2	Nil	Nil	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.

None of the Directors of the Board serve as members of more than ten committees nor are they are the Chairman of more than five committees, as per the requirements of the Listing Agreement. "Committees" for this purpose include the Audit Committee and the Shareholders'/Investor Grievance Committee under the said Clause 49 of the Listing Agreement.

Board Meetings:

In compliance with the provisions of clause 49 of the Listing Agreement, the Board Meetings are held at least once every quarter and the time gap between two Meetings is not more than four months. Urgent matters are also approved by the Board by passing resolutions through circulation. 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 18, 2013, August 13, 2013, November 14, 2013, and February 13, 2014.

The necessary information as mentioned in Annexure 1A to Clause 49 of the Listing Agreement has been placed before the Board for their consideration.

Code of Conduct for Board Members and Senior Management Personnel

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.

3) BOARD COMMITTEES

In accordance with the provisions of the Companies Act 2013 and Clause 49 of the Listing Agreement with Stock Exchanges, inter-alia, the following Committees are in operation:

- i. Audit Committee
- ii. Nomination and Remuneration Committee
- iii. Stockholders Relationship Committees
- iv. Corporate Social Responsibility Committee

(i) AUDIT COMMITTEE

In line with the statutory provisions of Listing Agreement entered into with Stock Exchanges 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.

Statutory Auditors, Internal Auditors and Senior Management Personnel of the Company also attend the meetings by invitation. The recommendations of the Audit Committee are placed before the Board for its consideration and approval. The Audit Committee comprises of the following Directors:

Chairperson: Mr. Pawan Kumar Lalpuria

Members: Mr. Pritam Kumar Goswami, Mr. Om Prakash Maheshwari and Mr. Mahesh Gupta

Functions and Terms of Reference

The term of reference of Audit Committee are as per Listing Agreement with the Stock Exchanges 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 Agreement for time being in force

The particulars of the meetings attended by the Members of the Audit Committee and the dated of the meetings held during the financial year 2013-14 are given below:

Sr. No	Name of Members	No. of Meetings during	the Financial Year 2013-14	Dates of Meetings
		Held	Attended	
1	Mr. Pawan Kumar Lalpuria	4	4	May 11, 2013, August 13, 2013, November 13, 2013 and February 13, 2014
2	Mr. Pritam Kumar Goswami	4	4	
3	Mr. Om Prakash Maheshwari	4	4	
4	Mr. Mahesh Gupta	4	4	

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

(ii) NOMINATION AND REMUNERATION COMMITTEE

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

Members: Mr. Pawan Kumar Lalpuria and Mr. Ram Swaroop Chaudhary

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 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:
- 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
- relationship of remuneration to performance is clear and meets appropriate performance benchmark
- 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 2013- 14 are given below:

Sr. No	Name of Members	No. of Meetings during	the Financial Year 2013-14	Dates of Meetings
		Held	Attended	
1	Mr. Pritam Kumar Goswami	1	1	August 13, 2013,
2	Mr. Pawan Kumar Lalpuria	1	1	
3	Mr. Ram Swaroop Chaudhary	1	1	

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, 1956 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.

Detail of Remuneration to all the Directors during the year ended March 31, 2014

Name of Director	Salary (₹.)	Benefits/ Allowance/ perquisites (₹)	Bonuses (₹)	Sitting fees (₹)	Details of fixed component and performance linked incentives (₹)	Total (₹)	Stock option details, if any	Service contracts, notice period, severance fees/Pension
Mr. Pramod Maheshwari	15,00,000	67,8000	-	-	-	21,78,000	-	*
Mr. Om Prakash Maheshwari	15,00,000	67,8000	-	-	-	21,78,000	-	**
Mr. Nawal Kishore Maheshwari	15,00,000	67,8000	-	-	-	21,78,000	-	***
Mr. Pritam Kumar Goswami	-	-	-	20,000	-	20,000	-	Retire by Rotation
Mr. Ram Swaroop Chaudhary	-	-	-	20,000	-	20,000	-	Retire by Rotation
Mr. Pawan Kumar Lalpuria	-	-	-	20,000	-	20,000	-	Retire by Rotation
Mr. Vishal Jain	-	-	-	10,000	-	10,000	-	Retire by Rotation
Mr. Mahesh Gupta	-	-	-	20,000	-	20,000	-	Retire by Rotation

*5 years with effect from July 01, 2012/notice period 2 months or 2 months' salary in lieu of the notice

**3 years with effect from April 01, 2011/notice period 2 months or 2 months' salary in lieu of the notice

***3 years with effect from April 01, 2011/notice period 2 months or 2 months' salary in lieu of the notice

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

No Stock Options were granted to Directors under CPL Employees Stock Option Plan 2013 (ESOP 2013) during the financial year ended March 31, 2014.

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

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 Committee is in conformity with clause 49 of the Listing Agreement. The composition of the Stakeholders Relationship Committee is as below:

Chairman: Mr. Ram Swaroop Chaudhary

Members: Mr. Pawan Kumar Lalpuria and Mr. Pritam Kumar Goswami

Functions and Terms of Reference

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

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

The Committee has been constituted to specifically look into the Investors' complaints and to redress the same expediently. There were no complaints pending as on 31st March, 2014.

The Company has appointed M/s. Link Intime 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 2013-14 are given below:

Sr. No	Name of Members	No. of Meetings during the Financial Year 2013-14		Dates of Meetings
		Held	Attended	
1	Mr. Pritam Kumar Goswami	4	4	May 18, 2013, August 13, 2013 November 14, 2013 and February 13, 2014
2	Mr. Pawan Kumar Lalpuria	4	4	
3	Mr. Ram Swaroop Chaudhary	4	4	

Mr. Tarun Kumar Jain, Company Secretary of the Company is the Compliance Officer of the Company

Details of complaints received/resolved during the financial year 2013-14

Nature of Complaints	Received	Resolved	Pending
Investor Grievances	NIL	NIL	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. RS 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.

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 passed
2012-13	13 th AGM	September 21, 2013	4.00 p.m.	CP Tower-2, Road No.1,IPIA, Kota-324005	2
2011-12	12 th AGM	September 28, 2012	4.00 p.m	CP Tower-2, Road No.1,IPIA, Kota-324005	NIL
2011-12	EGM	March 19,2012	3.00 p.m	CP Tower, Road No.1,IPIA, Kota-324005	1
2010-11	11 th AGM	September 24, 2011	4.00 p.m	CP Tower, Road No.1,IPIA, Kota-324005	3

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

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

5) COMPLIANCE OFFICER

Mr. Tarun Kumar Jain,

Company Secretary and Compliance Officer

Career Point Limited

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

Tel: +91 744 3040000;

Fax: +91 744 3040050

Email: tarun.jain@careerpointgroup.com

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 2013-14 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 strictures 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 behavior, actual or suspected fraud or violation of the Company's Code of Conduct.

iv. Compliance of Clause 49 of the Listing Agreement

The Company has complied with all the mandatory requirements of the Code of Corporate Governance as stipulated under the Listing Agreement. 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

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) The quarterly, half-yearly and annual results during the year were published in National English "Financial Express" and Hindi Newspapers "Nafa Nuksan"/Jansatta" and displayed on the Company's website www.cpil.in along with official news releases, financial results and presentations etc are also displayed at the Company's website.
- b) 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.
- c) 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.
- d) The Company's website contains a separate dedicated section "Investor Relations" where shareholders information is available in a user friendly and downloadable form.
- 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	Friday, September 26, 2014
Venue	CP Tower 2, IPIA, Road No. 1, Kota, 324005, Rajasthan, India
Time	4.00 p.m
Financial Year	2013-14

Book Closure Date - September 23, 2014 to September 26, 2014 (both days inclusive)

ii) Tentative Financial Calendar (For FY 2014-15)

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) Dividend Payment Date

Not applicable since the Company has not declared any dividend.

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 2014-15 to BSE & NSE has been duly paid.

V) Market Price Data

a) Share Price movement for the Financial Year 2013-14:

Month	Bombay Stock Exchange			National Stock Exchange		
	High (in ₹)	Low (in ₹)	SENSEX (Close of the Month)	High (in ₹)	Low (in ₹)	NIFTY (Close of the Month)
Apr-13	123.80	109.55	19504.18	125.00	108.05	5930.20
May-13	114.95	88.80	19760.30	115.00	87.90	5985.95
Jun-13	102.00	84.00	19395.81	101.00	83.00	5842.20
Jul-13	95.25	66.05	19345.70	98.75	66.00	5742.00
Aug-13	71.70	50.70	18619.72	73.95	53.25	5471.80
Sep-13	67.00	58.15	19379.77	66.60	58.80	5735.30
Oct-13	83.55	57.00	21164.52	83.75	57.15	6299.15
Nov-13	101.00	64.90	20791.93	101.00	65.20	6176.10
Dec-13	89.50	77.15	21170.68	88.00	76.10	6304.00
Jan-14	84.05	75.65	20513.85	83.90	76.15	6089.50
Feb-14	80.95	72.20	21120.12	79.00	72.15	6276.95
Mar-14	78.15	67.10	22386.27	79.70	65.40	6704.20

b) Shareholding Distribution as on March 31, 2014

Shareholding of shares	Number of shareholders	Percentage of Total shareholders	Total No. of Shares	Percentage of Total Shares
1-500	12228	91.5475	568692	3.1362
501-1000	190	1.4225	149471	0.8243
1001-2000	741	5.5477	1099534	6.0637
2001-3000	50	0.3743	126976	0.7003
3001-4000	57	0.4267	202700	1.1179
4001-5000	10	0.0749	47999	0.2647
5001-10000	36	0.2695	264491	1.4586
10001-above 10001	45	0.3369	15673076	86.4343
Total	13357	100.0000	18132939	100.0000

c) Shareholding Pattern as on March 31, 2014

Category	No. of shares held	% Shareholding
Company Promoter / Promoter Group	10954275	60.4109
Mutual Funds / UTI	2376129	13.1039
Financial Institutions/ Banks	20000	0.1103
Foreign Institutional Investors	661	0.0036
NRIs (Repatriate)	33584	0.1852
NRIs (Non-Repatriate)	10374	0.0572
Trusts	38758	0.2137
Bodies Corporate	1579419	8.7102
General Public	3071541	16.939
Clearing Members	48198	0.2658
TOTAL	18132939	100.0000

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-13, Pannalal Silk Mills Compound

L.B.S. Marg, Bhandup (West)

Mumbai - 400 078

Contact Person: Mr. Mahesh Masurkar

Telephone No. : 022-2594 6970

Fax No. : 022-2594 6969

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 Clause 47(c) of the Listing Agreement with Stock Exchanges 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, 2014, 98.11 percent of the shares of the Company were held in a dematerialized form. Custodial fee for the year 2014-15 has been paid to National Securities Depository Ltd. and Central Depository Services (India) Ltd.

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 practicing Company Secretary carries out Reconciliation of Share Capital Audit. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges and is also placed before the Board of Directors.

x) **GDRs/ADRs:** There are no outstanding GDRs / ADRs / Warrants or any convertible instruments.

xi) **Plant Location:** Not Applicable

xii) Address for Correspondence

Shareholder's correspondence should be addressed to the Company's Registrar at the address mentioned below:

M/s. Link Intime India Private Limited

C-13, Pannalal Silk Mills Compound

L.B.S. Marg, Bhandup (West)

Mumbai - 400 078

Contact Person: Mr. Mahesh Masurkar

Telephone No. : 022-2594 6970

Fax No. : 022-2594 6969

Email id: rnt.helpdesk@linkintime.co.in

Investors may also write to or contact

Company Secretary

CAREER POINT LIMITED

Corporate Office: CP Tower, 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 onestop 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 2013-14.

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, 2103.

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

Clause 49 of the Listing Agreement defines a "material non-listed Indian subsidiary" as an unlisted subsidiary company, incorporated in India, whose turnover or net worth (i.e. paid up capital and free reserves) exceeds 20 percent of the consolidated turnover or net worth respectively, of the listed holding Company and its subsidiary companies 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 sekk 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) Statutory Compliance

The Board periodically reviews compliance reports of all laws applicable to the company, prepared by the company as well as steps taken by the company to rectify instances of non-compliances (if any).

13) CEO AND CFO CERTIFICATION

In terms of Clause 49 (V) of the Listing Agreement, Certificate issued by Chief Executive Officer and Chief Financial Officer confirming that the financial statement present the true and fair view of the Company's affairs and are in compliance with existing accounting standards, internal control and disclosures, is annexed to this report.

The Corporate Governance Report was adopted by the Board of Directors at their meeting held on May 29, 2014.

CERTIFICATES UNDER CORPORATE GOVERNANCE REPORT

(A) CEO & CFO Certification on compliance with conditions of corporate governance under clause 49 of the listing Agreement

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 2014, 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 2013-14, 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, deficiencies 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 2013-14, 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	Pramod Maheshwari	Om Prakash Maheshwari
Date : May 29, 2014	Chairman, Managing Director & CEO	Executive Director & CFO
	DIN : 00185711	DIN : 00185677

(B) Declaration on Compliance with Code of Conduct By Board member and senior management personal pursuant to Clause 49 (1) (D) (ii) of the listing Agreement

This is to certify that as per clause 49 of listing agreement:

1. The Code of Conduct has been laid down for all the Board Members and Senior Management and other employees of the company.
2. The Code of Conduct has been posted on the website of the Company.
3. The Board Members and Senior Management Personnel have affirmed compliance with the Company's Code of Conduct for the year 2013-14.

Place : Kota		For Career Point Limited
Date : May 29, 2014		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 the conditions of Corporate Governance by Career Point Limited, for the year ended March 31, 2014, as stipulated in Clause 49 of the Listing Agreement entered into by the Company with the Stock Exchanges.

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with 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 and the representations made by Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

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

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

Place : New Delhi
Pavan K. Aggarwal
Partner

Date : May 29, 2014
Membership No. 91466

INDEPENDENT AUDITORS' REPORT

To the Members of Career Point Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Career Point Limited (the “Company”) (formerly known as Career Point Infosystems Limited) which comprise the Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management of the Company is responsible for the preparation of these 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 Standards notified under the Companies Act, 1956 (“the Act”) read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, and to the best of our information and according to the explanations given to us, the said financial statements give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014;
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- As required by the Companies (Auditor's Report) Order, 2003 and as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956, we enclose in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the said Order.
- As required by Section 227(3) of the Companies Act, 1956 we report that:
 - (a) We have obtained all information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company, so far as appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement comply with the Accounting Standards notified under the Act read with the General Circular 15/2013 dated 13 September 2013, of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013; and

On the basis of the written representations received from the Directors of the Company as on 31st March 2014, and taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2014 from being appointed as a Director in terms of section 274(1) (g) of the Companies Act, 1956.

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

Pavan K. Aggarwal
Partner
Membership No.091466

Place: New Delhi
Date : May 29, 2014
CAREER POINT Ltd. Annual Report 2013-14

Career Point Limited
(formerly known as Career Point Infosystems Limited)

Annexure to the Auditor's Report
(Referred to in our report of even date)

- (i) (a) The Company is maintaining proper records to show full particulars, including quantitative details and situation of all fixed assets.
- (b) As explained to us, fixed assets have been physically verified by the management, in accordance with a phased programme of verification over a period of three years, which in our opinion, is reasonable, considering the size of the Company and nature of its assets. Accordingly, the physical verification of the fixed assets has been carried out by the management during the year and no material discrepancies were noticed on such verification.
- (c) The Company has not disposed off any substantial part of its fixed assets during the year, so as to affect its going concern status.
- (ii) (a) As explained to us, the inventories have been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable.
- (b) As per the information given to us, the procedures of physical verification of inventory followed by the management are, in our opinion, reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory. 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) (a) The Company has granted loans to bodies corporate covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount outstanding during the year was ₹ 295,782,986 (Previous Year ₹ 287,298,503/- and the year end balance of such loan amounted to ₹ 185,649,841/- (Previous Year ₹ 52,504,259/-). Other than the above, the Company has not granted any loans, secured or unsecured, to companies, firms or parties covered in the register maintained under Section 301 of the Act.
- (b) The company has granted unsecured loans at the rate of 9% per annum. The rate of interest and other terms and conditions of unsecured loan given by the company are prima-facie not prejudicial to the interest of the company.
- (c) The terms of repayment stipulate that part of the unsecured loans are repayable by quarterly installments in 3 years after a moratorium of 4 years and part of it on demand.
- (d) There are no overdue amounts of more than rupees one lakh in respect of the loans granted to the bodies corporate listed in the register maintained under section 301 of the Act.
- (e) According to the information and explanations given to us, the company has not taken any loans, secured or unsecured, from companies, firm and other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, paragraphs 4(iii) (f) and (g) of the Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of services and publication material. During the course of audit, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
- (v) (a) According to the information and explanations given to us, we are of the opinion that the particulars of all contracts or arrangements that need to be entered in the register maintained under Section 301 of the Companies Act, 1956, have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contract or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956, and exceeding the value of Rupees five lakhs in respect of any party during the year, have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) According to the information and explanations given to us, the Company has not accepted any deposit from the public and hence reporting compliance under the provisions of section 58A and section 58AA of the Companies Act, 1956 and rules framed there under and the directives of the Reserve Bank of India does not arise.
- (vii) In our opinion, the company has an internal audit system commensurate with the size and the nature of its business.
- (viii) To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956.
- (a) According to the information and explanations given to us, and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues including provident fund, investor education and protection fund, employees state insurance, Income tax, Sales tax, wealth tax, service tax, custom duty, excise duty, cess and other material statutory dues, as applicable, with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts were in arrears as at 31st March 2014, for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and the records of the company examined by us, the particulars of Service Tax, Sales Tax and Income Tax dues as at 31st March 2014, which have not been deposited on account of a dispute are as under:

Name of the Statute	Nature of the Disputed Dues	Amount (₹)	Period to which the amount relates	Forum where dispute is pending
Service Tax	Franchisee Income	5,27,018*#	2003-04	High Court, Jaipur Bench
Service Tax	Discount and refund treated as scholarship by department	465,86,010	2006-07 to 2010-11	CESTAT
		99,53,726	2012-13	Commissioner Central Excise, jaipur
Service Tax	CENVAT credit on advertisements	4,33,833	2012-13	Deputy commissioner, Central Excise & Service Service Tax Division Kota
The Rajasthan Value Added Tax Act, 2003	Vat demand on Royalty, Application forms, Study Material etc.	1,06,30,000*#	2009-10	Deputy Commissioner (Appeals), Sales Tax Department, Ajmer
		1,06,86,614*#	2010-11	
The Rajasthan Value Added Tax Act, 2003	Vat on Royalty Income	5,10,814*	2006-07	Rajasthan Tax Board, Ajmer
		6,80,799*	2007-08	
		3,65,895*	2008-09	
The Rajasthan Value Added Tax Act, 2003	Vat demand on Royalty, Application forms, Study Material etc.	58,33,680*	2006-07	Orders passed by Deputy Commissioner (Appeals) are partly allowed. The company and department, both are in appeal before rajasthan Tax Board
		62,71,958	2007-08	
		58,68,295	2008-09	
		26,58,331	2009-10	
The Rajasthan Value added Tax act, 2003	Vat demand on Royalty, application forms, Study Material etc.	1,34,80,211	2011-12	Appeal to be filed

* net of amounts paid under protest.

a stay order has been received against the amount disputed and not deposited.

- (X) The Company has no accumulated losses as at 31st March, 2014 and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
- (XI) According to the information and explanations given to us, in our opinion the company has not defaulted in repayment of dues to any financial institutions or bank as at the balance sheet date .The Company has not issued any debentures.
- (XII) According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Therefore the provisions of Clause 4(xii) of the Order are not applicable to the Company.
- (XIII) According to the information and explanations given to us, the nature of activities of the company does not attract any special statute applicable to chit fund and nidhi/mutual benefit fund/Societies. Therefore the provisions of Clause 4(xiii) of the Order are not applicable to the Company.
- (XIV) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of transactions and contract relating to dealing or trading in shares, securities, debentures and other investments during the year and timely entries have been made therein. The Company, in its own name, has held all shares, debentures and other investments.
- (XV) The company has pledged investment in Mutual Funds of ₹ 2593 lacs as a security for the overdraft facility to its wholly owned subsidiary. In our opinion and according to the information and explanations given to us, the terms and conditions of the pledged given by the Company for loans taken by subsidiaries from Banks or Financial Institutions during the year, are not prejudicial to the interests of the Company.
- (XVI) The Company did not have any long term loans, outstanding during the year.
- (XVII) According to the information and explanations given to us and on overall examination of the balance sheet of the Company, funds raised on short term basis have, prima facie, not been used during the period for long term investments and vice versa. However, the Company has invested ₹ 985 lacs in FMP/Growth MF for a period of just more than one year by availing short term credit facilities from Banks. The company has also invested/re-invested part of the amount of IPO Proceeds in Liquid Debt Funds pursuant to special resolution passed at Extra Ordinary General Meeting,
- (XVIII) The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under Section 301 of the Companies Act, 1956, during the year. Accordingly, the provisions of Clause 4(xviii) of the Order are not applicable to the Company.
- (XIX) The Company has not issued any debentures during the year. Hence, reporting on paragraph 4 (xix) of the Companies (Auditor's Report) Order, 2003 pertaining to creation of security or charge for debentures does not arise.
- (XX) The Company has disclosed end use of money raised by public issue in the Note no. 1 and we have verified the same.
- (XXI) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instances of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

SHARP & TANNAN

Chartered Accountants

ICAI Registration No. 000452N

By the hand of

Pavan K. Aggarwal

Partner

Membership No.091466

Place: New Delhi

Date: May 29, 2014

Career Point Limited
(Formerly known as Career Point Infosystems Limited)
Balance Sheet as at 31st March, 2014

Amount in ₹			
Particulars	Note No.	As at 31.03.2014	As at 31.03.2013
EQUITY AND LIABILITIES			
Shareholder's funds			
(a) Share Capital	1	181,329,390	181,329,390
(b) Reserves and Surplus	2	3,064,454,369	3,022,349,410
Non-current Liabilities			
(a) Deferred Tax Liabilities (Net)	3	7,984,556	7,939,221
(b) Long-Term Provisions	4	4,199,777	4,255,592
Current Liabilities			
(a) Short-term borrowings	5	99,201,999	271,488,707
(b) Trade payables	6	289,257	3,219,126
(c) Other current liabilities	7	109,877,563	101,526,171
(d) Short-Term Provisions	8	9,807,081	11,570,191
Total Equity and Liabilities		3,477,143,992	3,603,677,808
ASSETS			
Non-current Assets			
(a) Fixed Assets	9		
(i) Tangible assets		986,193,889	557,516,050
(ii) Intangible assets		479,111	18,500
(iii) Capital work-in-progress		232,294,184	520,247,170
(b) Non-current investments	10	1,385,649,940	1,361,249,940
(c) Long-term loans and advances	11	209,766,667	89,089,290
Current Assets			
(a) Current investments	12	419,768,765	915,822,106
(b) Inventories	13	23,810,641	19,583,349
(c) Trade receivables	14	14,366,142	11,235,928
(d) Cash and cash equivalents	15	39,788,079	66,148,467
(e) Short-term loans and advances	16	163,919,671	60,808,279
(f) Other Current Assets	17	1,106,903	1,958,730
Total Assets		3,477,143,992	3,603,677,808
CONTINGENT LIABILITIES	18		
OTHER NOTES FORMING PART OF ACCOUNTS	26		
SIGNIFICANT ACCOUNTING POLICIES	27		

As per our report attached

SHARP & TANNAN

Chartered Accountants
ICAI Registration no. 000452N
by the hand of

Pavan K. Aggarwal

Partner
Membership No. 091466

Place: New Delhi
Date: 29/05/2014

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: 29/05/2014

Om Prakash Maheshwari

Executive Director & CFO
DIN : 00185677

Pawan Kumar Lalpuria

Independent Director
& Audit Committee Chairman
DIN : 02016032

Career Point Limited
(Formerly known as Career Point Infosystems Limited)
Statement of Profit and Loss for the Year ended on 31st March, 2014

Amount in ₹			
Particulars	Note No.	For the Year ended 31.03.2014	For the Year ended 31.03.2013
REVENUE			
Revenue from operations	19	541,400,947	705,587,707
Other Income	20	83,500,321	68,291,163
Total Revenue		624,901,268	773,878,870
EXPENSES			
Cost of materials consumed	21	21,854,844	24,383,361
Changes in inventories (of Study Material)	22	(4,157,738)	964,282
Employee benefits expense	23	353,597,059	342,592,549
Finance costs	24	21,134,623	9,588,382
Depreciation and amortization expenses	9	36,937,599	17,760,286
Other expenses	25	151,367,426	136,068,283
Total expenses		580,733,813	531,357,143
Profit before tax		44,167,455	242,521,727
Tax expense:			
(1) Current tax		9,680,000	61,724,548
(2) MAT Credit Entitlement		(8,480,000)	
(3) Deferred tax		45,335	5,044,356
(4) Earlier Years		817,161	21,764,848
Total Tax		2,062,496	88,533,752
Profit/ (Loss) after tax for the period		42,104,959	153,987,975
Profit carried to Balance Sheet		42,104,959	153,987,975
Earnings per equity share:			
(1) Basic		2.32	8.49
(2) Diluted		2.32	8.49
OTHER NOTES FORMING PART OF ACCOUNTS	26		
SIGNIFICANT ACCOUNTING POLICIES	27		

As per our report attached

SHARP & TANNAN

Chartered Accountants
ICAI Registration no. 000452N
by the hand of

Pavan K. Aggarwal

Partner
Membership No. 091466

Place: New Delhi
Date: May 29, 2014

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: May 29, 2014

Om Prakash Maheshwari

Executive Director & CFO
DIN : 00185677

Pawan Kumar Lalpuria

Independent Director
& Audit Committee Chairman
DIN : 02016032

Career Point Limited
(Formerly known as Career Point Infosystems Limited)
Registered Office: 112B, Shakti Nagar, Kota, Rajasthan-324009
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

		Amount in ₹	
Particulars	2013-14	2012-13	
A. Cash Flows from Operating Activities			
Net Profit Before Taxation and before prior period items	44,167,455	242,521,727	
Adjustments for:			
Depreciation	36,937,599	17,760,286	
Dividend Income	(2,837,335)	(28,780,532)	
Short/Long Term Capital Gain on shares/assets	(47,528,591)	(16,512,080)	
Interest Income	(28,983,914)	(20,924,638)	
Interest expense	21,134,623	9,588,382	
Profit on sale of Fixed Assets	(2,053,433)	(6,499)	
Bad debts written off	43,775	-	
Provision for Doubtful Advances	186,291	1,020,000	
Provision for Doubtful Debts	-	401,206	
Provision for Gratuity	335,860	624,826	
Security Forfeited	-	-	
Operating Profit before Working Capital Changes	21,402,330	205,692,678	
(Increase)/Decrease in Trade and Other Receivables	(2,278,386)	(4,579,301)	
(Increase)/Decrease in Inventories	(4,227,292)	196,421	
(Increase)/Decrease in Loans and Advances	(195,681,916)	106,610,441	
Increase/(Decrease) in Current Liabilities	3,312,073	14,224,910	
Cash generated from operations	(177,473,191)	322,145,149	
Direct taxes paid	(30,399,415)	(84,349,769)	
Net Cash from Operating Activities	(207,872,607)	237,795,380	
B. Cash Flow from Investing Activities			
Sale of Fixed Assets	154,40,795	231,491	
Interest & Dividend Received	31,821,249	49,705,170	
Purchase of Fixed Assets (including CWIP)	(191,510,426)	(314,315,384)	
Sale/(Purchase) of Other Investments	519,181,931	(293,871,832)	
Net Cash (used in)/ from Investing Activities	374,933,550	(558,250,555)	
C. Cash Flows from Financing Activities			
Proceeds from Short Term Borrowings	(172,286,708)	271,488,707	
Public Issue expenses	-	-	
Interest paid	(21,134,623)	(9,588,382)	
Net Cash from Financing Activities	(193,421,331)	261,900,325	
Net increase/(decrease) in cash and cash equivalents (A + B + C)	(263,603,88)	(58,554,850)	
Cash and Cash Equivalents at beginning of the period	66,148,467	124,703,318	
Cash and Cash Equivalents at end of the period	39,788,079	66,148,467	

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 and cash equivalents represent bank balance.
- Previous Year figures have been regrouped / reclassified where necessary.

As per our report attached

SHARP & TANNAN
Chartered Accountants
ICAI Registration No. 000452N
by the hand of

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

Pawan Kumar Lalpuria
Independent Director
& Audit Committee Chairman
DIN : 02016032

Place: New Delhi
Date: May 29, 2014

Place: Kota
Date: May 29, 2014

Career Point Limited
(Formerly known as Career Point Infosystems Limited)
Notes forming part of the financial statements

NOTE 1. SHARE CAPITAL

Amount in ₹

Particular	As at 31.03.2014	As at 31.03.2013
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) Details of shares held by each shareholder holding more than 5% shares of the aggregate shares in the Company:

Name of shareholder	As at 31.03.2014		As at 31.03.2013	
	No. of Shares	% held	No. of Shares	% held
Mr. Pramod Kumar Maheshwari	1484675	8.19	1463498	8.07
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
M/s Reliance Capital Trustee Co. Ltd.	1023711	5.65	1023711	5.65
ICICI Prudential Discovery Fund	1082271	5.97	1271277	7.01

- (b) Reconciliation of IPO Proceeds utilisation

Amount in ₹

Particulars	"April-13 to March-14"	"April-12 to March-13"
Funds raised through IPO in October, 2010	1,149,999,820	1,149,999,820
Fund Utilisation:-		
Public Issue Expenses	67,698,547	67,698,547
Land Development under Construction and development an integrated campus facility	547,402,040	514,080,185
Construction of CP Tower 2 under Expansion of classroom infrastructure and office facility	190,088,976	190,088,976
General Corporate Purpose	344,810,257	344,810,257
Total	1,149,999,820	1,116,677,965
Balance amount invested in units of FMP's	-	33,321,855

- (c) Pursuant to Special Resolution passed at Extra Ordinary General Meeting held on March 19, 2012 the Company obtained the approval from the members for deviation in the utilisation of IPO Proceeds and delegated the powers to the Board of Directors of the Company to utilise any part of the net proceeds for a purpose or purposes other than those described in the Prospectus of the Company.

Career Point Limited
(Formerly known as Career Point Infosystems Limited)
Notes forming part of the financial statements

NOTE 2. RESERVES AND SURPLUS

Amount in ₹

Particular	As at 31.03.2014		As at 31.03.2013	
(i) Securities premium account:		1,715,501,190		1,715,501,190
(ii) General Reserve		8,657,591		8,657,591
(iii) Retained Earnings				
Opening Balance	1,298,190,629		1,144,202,654	
Add / (Less): Transferred from: Statement of profit and loss	42,104,959	1,340,295,588	153,987,975	1,298,190,629
Total		3,064,454,369		3,022,349,410

NOTE 3. DEFERRED TAX LIABILITY

Amount in ₹

Particular	As at 31.03.2014	As at 31.03.2013
Deferred Tax Liability	7,984,556	7,939,221
Total	7,984,556	7,939,221

Sub Note:

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

Amount in ₹

Particular	As at 31.03.2014		As at 31.03.2013	
	Deferred Tax Assets	Deferred Tax Liabilities	Deferred Tax Assets	Deferred Tax Liabilities
Difference between book and tax WDV	-	26,368,618	-	14,847,197
Expenses allowable for tax purposes on payment basis/ Provisions	5,257,033		5,120,744	
Carried forward capital losses	-		1,787,232	
Unabsorbed Depreciation carried forward	13,127,029			
	18,384,062	26,368,618	6,907,976	14,847,197
Net Deferred Tax Liability / (Assets)	-	7,984,556	-	7,939,221
Net incremental liability charged to the profit and loss account	-	45,335	-	5,044,356

Career Point Limited
(Formerly known as Career Point Infosystems Limited)
Notes forming part of the financial statements

NOTE 4. LONG-TERM PROVISION

Amount in ₹

Particular	As at 31.03.2014	As at 31.03.2013
Employees Benefits [Refer Note 26 (iii)]	4,199,777	4,255,592
Total	4,199,777	4,255,592

NOTE 5. SHORT-TERM BORROWINGS

Amount in ₹

Particular	As at 31.03.2014	As at 31.03.2013
Overdraft from Bank		
- Secured	30	-
On demand credit facility - Secured		
From Bank	99,201,969	80,000,000
From others including accrued interest	-	191,488,707
Total	99,201,999	271,488,707

Sub Note:

- (a) Overdraft facility of ₹ 180/- Lacs against the security of Fixed Deposit Receipts of ₹ 200/- Lacs.
- (b) Secured on demand credit facility of Rs. 985 Lacs @10.60% p.a. from Barclays Bank, against the security of Mutual Funds of ₹ 1190 Lacs, repayable on demand.

NOTE 6. TRADE PAYABLES

Amount in ₹

Particular	As at 31.03.2014	As at 31.03.2013
Sundry creditors		
Due to others	289,257	3,219,126
Due to subsidiaries	-	-
Due to Micro, Medium and Small enterprises	-	-
Total	289,257	3,219,126

Sub Note:

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

- i) On the basis of absence of a data-base identifying creditors as Micro, Small & Medium Enterprises, the management is of the opinion that there are no parties which can be classified as Micro, Small & Medium Enterprises to whom the company owes any sum. The Auditors have accepted the representations of the management in this matter.
- ii) The company will identify the suppliers who are covered under "The Micro, Small & Medium Enterprises Development Act, 2006" on receiving the information from them, after which necessary information as required under the said Act will be complied with.

NOTE 7. OTHER-CURRENT LIABILITIES

Amount in ₹

Particular	As at 31.03.2014	As at 31.03.2013
Accrued Salaries and benefits		
-Salaries and benefits	17,349,357	21,015,671
Other liabilities		
- Security deposits	38,909,958	23,682,740
-Withholding and other taxes	7,398,017	6,098,435
- Interest accrued but not due	-	710,027
- Others	4,607,042	7,983,861
Income received in advance	41,613,189	42,035,437
Total	109,877,563	101,526,171

Sub Note:

Amount Due to Related Parties

Amount in ₹

Particulars	As at 31.03.2014	As at 31.03.2013
Salaries and benefits		
Key Managerial Personnel:		
(i) Mr. Om Prakash Maheshwari	152,927	-
(ii) Mr. Pramod Maheshwari	141,500	108,000
(iii) Mr. Nawal Kishore Maheshwari	141,500	76,500
Enterprises under same Management:		
(i) Career Point Education Society	-	80,000

NOTE 8. SHORT-TERM PROVISIONS

Amount in ₹

Particular	As at 31.03.2014	As at 31.03.2013
Employees benefits	983,632	694,047
Wealth tax	1,200,000	1,442,366
Expenses	7,623,449	9,433,778
Total	9,807,081	11,570,191

Sub Note:

Amount Due to Related Parties

Amount in ₹

Particulars	As at 31.03.2014	As at 31.03.2013
Provision for expenses (Rent)		
(a) Key Managerial Personnel:		
(i) Mr. Pramod Maheshwari	18,000	31,500
(b) Enterprises under same Management:		
(i) Diamond Business Solutions Private Ltd.	102,360	90,000
(ii) Wellwin Technosoft Private Ltd.	10,236	18,000
(iii) Om Prakash Maheshwari (HUF)	22,500	22,500
(iv) Gopi Bai Foundation	187,695	170,634
(c) Associates/Group companies:		
(i) Imperial Infin Pvt Ltd	-	11,000
(d) Relative of Key Management Personnel:		
(i) Smt. Shilpa Maheshwari	22,500	22,500
(ii) Smt. Neelima Maheshwari	5,000	5,000

CAREER POINT LIMITED
(Formerly known as Career Point Infosystems Limited)
Notes forming part of the financial statements

NOTE 9

FIXED ASSETS

For the Year ended on 31st March, 2014`

Amount in ₹									
PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	AS AT 01.04.2013	ADDITIONS	DELETION	AS AT 31.03.2014	UP TO 31.03.2013	FOR THE YEAR	DELETION 31.03.2014	AS AT 31.03.2014	AS AT 31.03.2013
(A) Tangible Assets									
Freehold Land	46,775,305	-	-	46,775,305	-	-	-	46,775,305	46,775,305
Land leasehold	225,875,546	27,533,665	13,233,046	240,176,165	10,365,228	2,847,288	196,821	227,160,470	215,510,318
Building	218,309,423	408,411,138		626,720,561	8,575,961	8,983,335	-	609,161,265	209,733,462
Plant & Machinery	12,456,040	-	8,430	12,447,610	4,832,036	499,169	2,622	7,119,027	7,624,004
Furniture & Fixtures	89,335,442	41,124,639	149,128	130,310,953	25,831,461	21,757,551	90,117	47,498,895	63,503,981
Computer	13,587,430	1,360,640	41,370	14,906,700	8,272,177	1,619,670	9,943	9,881,904	5,315,253
Vehicle	12,528,557	305,000	-	12,833,557	3,474,830	1,217,759	-	8,140,968	9,053,728
Sub-total (A)	618,867,743	478,735,082	13,431,974	1,084,170,851	61,351,693	36,924,772	299,503	97,976,961	557,516,050
(B) Intangible Assets									
Trademark	18,500	-	-	18,500	-	-	-	18,500	18,500
Software	-	473,438	-	473,438	-	12,827	-	460,611	
Sub-total (B)	18,500	473,438	-	491,938	-	12,827	-	479,111	18,500
Total (A)+(B)	618,886,243	479,208,520	13,431,974	1,084,662,789	61,351,693	36,937,599	299,503	97,989,788	557,534,550
Capital Work in progress	-	-	-	-	-	-	-	232,294,184	520,247,170
TOTAL	618,886,243	479,208,520	13,431,974	1,084,662,789	61,351,693	36,937,599	299,503	1,218,967,184	559,376,537
Previous Year	578,478,329	43,471,464	3,063,550	618,886,243	43,746,165	17,760,286	154,758	557,534,550	473,687,915

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.
- Related Party Transactions
- (C) During the year, the Company has sold one computer having book value of ₹ 4,769/- for ₹ 11,000 to its subsidiary Company Gyan Eduventure Private Limited

Career Point Limited
(Formerly known as Career Point Infosystems Limited)
Notes forming part of the financial statements

NOTE 10. NON CURRENT INVESTMENT

Amount in ₹

Particular	As at 31.03.2014	As at 31.03.2013
A. Trade Investments		
1. Investment in Equity Instruments		
a) Subsidiaries (Unquoted)		
550,000 (Previous year 550,000) shares of ₹ 10 each fully paid up in Career Point Edutech Limited"	5,500,000	5,500,000
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
2,52,000 (Previous year 12,000) shares of ₹ 10 each fully paid up in Gyan Eduventure Pvt. Ltd."	4,650,000	2,250,000
60,000 (Previous year 60,000) shares of ₹ 10 each fully paid up in Career Point Accessories Pvt. Ltd."	600,000	600,000
22,00,000 (Previous year Nil) shares of ₹ 10 each fully paid up in Srajan Capital Limited.	22,000,000	-
b) 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		
Total	1,385,649,940	1,361,249,940

Sub Note:

- (a) During the year the company has promoted wholly owned subsidiary:-
(I) Srajan Capital Limited (100% holding)
22,00,000 shares @ ₹ 10 each fully paid up at par
- (b) During the year the company was allotted shares of its subsidiary:-
(I) Gyan Eduventure Pvt. Ltd. (60% holding)
- 2,40,000 shares@ ₹ 10 each fully paid up at par.
The Company continues to hold 60% holding in the subsidiary.

Amount in ₹		
(c) Disclosure of Related Party Transactions:-		
Particulars	As at 31.03.2014	As at 31.03.2013
Shares Purchased		
Subsidiaries:		
(i) Gyan Eduventure Pvt. Ltd.	2,400,000	2,250,000
(ii) Srajan Capital Limited	22,000,000	-
(iii) Career Point Accessories Pvt. Ltd.	-	600,000

Amount in ₹		
(d) Aggregate Book value of unquoted investments:		
Particulars	As at 31.03.2014	As at 31.03.2013
Book value of unquoted Investments	1,385,649,940	1,361,249,940

NOTE 11 LONG-TERM LOANS AND ADVANCES

Amount in ₹

Particular	As at 31.03.2014	As at 31.03.2013
Unsecured and considered good		
Capital Advances	24,166,807	30,326,735
Security Deposits	4,454,302	6,106,761
Balances with Authorities	17,787,996	10,652,387
Loans and advances to Related Parties - Subsidiaries	163,357,562	42,003,407
Loan and advances to employees		
- Unsecured and considered good	-	-
- Considered doubtful	1,272,000	1,272,000
	1,272,000	1,272,000
Less: Provision for doubtful advances	1,272,000	1,272,000

Particular	As at 31.03.2014	As at 31.03.2013
Other		
- Unsecured and considered good	-	-
- Considered doubtful	2,000,238	2,000,238
	2,000,238	2,000,238
Less: Provision for doubtful advances	2,000,238	2,000,238
-	-	-
Total	209,766,667	89,089,290

Sub notes:

(a) 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 31.03.2014	As at 31.03.2013
Subsidiaries:		
(i) Career Point Edutech Limited	284,798	753,655
(ii) Career Point Infra Limited	419,423,288	532,289,689
(iii) Gyan Eduventure Pvt. Ltd.	12,354,389	279,962
(iv) Career Point Accessories Pvt. Ltd.	20,080,968	-
(v) Srajan Agritech Private Limited.	38,602,000	-
(vi) Kota Automobile Private Limited	11,026,417	-
(vii) Coupler Enterprises Private Limited	10,500,000	-
Total	512,271,860	533,323,306

(b) 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 31.03.2014	As at 31.03.2013
Subsidiaries:		
(i) Career Point Edutech Limited	46,890	-
(ii) Career Point Infra Limited	371,920,072	628,049,899
(iii) Gyan Eduventure Pvt. Ltd.	3,933,740	279,962
(iv) Career Point Accessories Private Limited	13,092,256	-
(v) Kota Automobile Private Limited	2,081,627	-
(vi) Coupler Enterprises Private Limited	861,412	-
(vii) Srajan Agritech Private Limited	45,542	-
Total	391,981,539	628,329,861

(c) Amount Due from Related Parties

Amount in ₹

Particulars	As at 31.03.2014	As at 31.03.2013
Subsidiaries:		
(i) Career Point Edutech Limited	5,625,022	4,918,220
(ii) Career Point Infra Limited	105,836,373	47,586,039
(iii) Gyan Eduventure Pvt. Ltd.	8,686,699	-
(iv) Career Point Accessories Private Limited	7,311,277	-
(v) Kota Automobile Private Limited	9,066,889	-
(vi) Coupler Enterprises Private Limited	10,102,705	-
(vii) Srajan Agritech Private Limited	39,020,876	-
Total	185,649,841	52,504,259

- The Company formed a subsidiary along with an entrepreneur , to expand its base and capacity to a new city and has provided a loan amount of Rs. 86.86 Lacs for its working capital requirement. The Management of the Company confirmed that the said loan is necessary for its business purpose, and is in compliance of clause (b) of sub section (i) of section 185 of the Companies Act, 2013.
- The company has provided loans amounting to Rs. 1549.59 Lacs to its wholly owned subsidiaries, those have utilised such loans for its principle business activities and part of it was further loaned to its group companies/associates. The Management confirmed that such loans and further loans have been utilised by the group companies for their principal business activities as defined u/s 185 of the Companies Act, 2013.
- The company has given loan to its wholly owned subsidiaries at the rate of 9% per annum for meeting principal Business activities, repayable over a period of three years/on demand.

NOTE 12. CURRENT INVESTMENT

Amount in ₹

Particular	Face value per unit	No. of Units	No. of Units	As at	As at
		As at 31.03.2014	As at 31.03.2013	31.03.2014	31.03.2013
A. Investment in mutual funds					
SBI DYNAMIC BOND FUND REG. PLAN GROWTH ^(1a)	10	4,983,341	4,983,341	70,000,000	70,000,000
DSP BLACKROCK STRATEGIC BOND FUND IP GROWTH	1,000	-	53,398	-	70,000,000
HDFC FMP 371 D JULY 2013 SERIES 26 GR ⁽²⁾	10	3,000,000	-	30,000,000	-
HDFC SHORT TERM OPPORTUNITIES FUND GROWTH	10	-	5,714,052		70,000,000
ICICI PRUDENTIAL INCOME OPPORTUNITIES FUND GROWTH(2)	10	4,503,490	4,503,490	70,000,000	70,000,000
ICICI PRUDENTIAL DYNAMIC BOND FUND GROWTH ⁽²⁾	10	2,358,420	3,890,142	30,312,778	50,000,000
UTI CREDIT OPPORTUNITIES FUND GROWTH	10	-	1,000,000		10,000,000
UTI FTIF SERIES XV-VIII (368 DAYS) GROWTH ⁽²⁾	10	3,897,037	-	38,970,374	-
ICICI PRUDENTIAL LONG TERM PLAN GROWTH	10	-	8,613,688	-	105,000,000
UTI FLOATING RATE FUND REG. PLAN DAILY DIV.	1,000	-	139,891	-	150,645,591
UTI DYNAMIC BOND FUND GROWTH	10	-	4,703,005	-	50,000,000
UTI FTIF SERIES XII-III (366 DAYS) GROWTH	10	-	6,000,000	-	60,000,000
UTI FTIF SERIES XII-IV (366 DAYS) GROWTH	10	-	5,000,000	-	50,000,000
KOTAK FLEXI DEBT PLAN A - DAILY DIVIDEND	10	-	6,984,475	-	70,176,515
RELIANCE DYNAMIC BOND FUND GROWTH ⁽²⁾	10	3,843,616	3,843,616	60,000,000	60,000,000
JP MORGAN INDIA FIXED MATURITY PLAN SERIES 12-GROWTH ⁽²⁾	10	3,000,000	3,000,000	30,000,000	30,000,000
SUNDARAM FLEXIBLE FUND SHORT TERM PLAN	10	150,943	-	1,485,613	-
RELIANCE FIXED HORIZON FUND SERIES 11 ⁽¹⁾	10	8,900,000	-	89,000,000	-
TOTAL			419,768,765	915,822,106	

Sub note:

(a) Aggregate value of quoted investment

Amount in ₹

Particulars	As at 31.03.2014	As at 31.03.2013
Market value of quoted Investments	448,482,620	951,564,602
Book value of quoted Investments	419,768,765	915,822,106

⁽¹⁾ Pledged/marked a lien as security against on demand credit facility to the company.

^(1a) Partly Pledged/marked for Rs. 300 lacs a lien as security against on demand credit facility.

⁽²⁾ Pledged/marked a lien as security against on demand credit facility to its wholly owned subsidiary Career Point Infra Limited. The Management confirmed that the facility used for its principal business activity.

NOTE 13. INVENTORIES

Amount in ₹

Particular	As at 31.03.2014	As at 31.03.2013
i) Paper	4,238,811	4,169,257
ii) Books and student kit	19,571,830	15,414,092
Total	23,810,641	19,583,349

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 RECEIVABLES

Amount in ₹

Particular	As at 31.03.2014	As at 31.03.2013
(a) Unsecured Debts outstanding for a period exceeding six months		
i) Considered good	4,846,004	4,812,161
ii) Doubtful	7,747,253	7,560,962
	12,593,257	12,373,123
Less: Provision for doubtful debts	7,747,253	7,560,962
	4,846,004	4,812,161
(b) Other Unsecured trade receivables		
i) Considered good	1,911,423	2,894,767
ii) Doubtful	-	-
	1,911,423	2,894,767
Less: Provision for doubtful trade receivables		
	1,911,423	2,894,767
iii) Subsidiaries and Associates- Unsecured and considered good		
(a) More than six months	1,989,737	
(b) Others	5,618,978	3,529,000
	7,608,715	3,529,000
Total	14,366,142	11,235,928

Sub note:

Amount Due from Related Parties

Amount in ₹

Particulars	As at 31.03.2014	As at 31.03.2013
Enterprises under same Management:		
- Career Point Education Society	254,880	-
- Gyan Eduventreu Private Limited	2,662,225	-
- Gopi Bai Foundation	4,691,610	3,529,000

NOTE 15. CASH AND CASH EQUIVALENTS

Amount in ₹

Particular	As at 31.03.2014	As at 31.03.2013
a) Cash on Hand	2,332,971	1,372,290
b) Balances with Banks		
(i) In Current Accounts	17,455,108	23,757,725
(ii) In Deposit Accounts [refer note 5 sub note (a)]	20,000,000	40,000,000
c) Cheques and drafts on hands	-	1,018,452
Total	39,788,079	66,148,467

NOTE 16. SHORT-TERM LOANS AND ADVANCES

Amount in ₹

Particular	As at 31.03.2014	As at 31.03.2013
Unsecured and considered good		
Loans and advances to Employees	2,878,638	1,933,163
Loans and advances to Related Parties - Subsidiaries [Refer Note 11(d)]	22,619,423	10,500,852
Advance payment of Income Tax (Including TDS) (Net of Provision)	46,251,523	23,409,118
MAT Credit Entitlement	8,480,000	-
Deposit with Sales Tax/Service Tax Authorities	1,834,270	3,790,288
Others	81,855,817	20,154,580
Prepaid Expenses	-	1,020,278
Total	163,919,671	60,808,279

Sub note:

(a) Loans to others include ₹ 789.65 Lacs (Previous Year ₹ 185.35 Lacs), given to various parties at the interest rates varying from 12% to 15.60% (Previous year @ 9% to 18.50%)

(b) MAT credit entitlement of ₹ 84,80,000/- includes surcharge and education cess.

(c) Amount Advanced to related party

Amount in ₹

Particulars	As at 31.03.2014	As at 31.03.2013
Career Point Edutech Limited - for Online Test Series Services	327,144	-
Total	327,144	-

NOTE 17. OTHER CURRENT ASSETS

Amount in ₹

Particular	As at 31.03.2014	As at 31.03.2013
Accrued Interest on Bank Deposites	1,106,903	1,958,730
Total	1,106,903	1,958,730

NOTE 18. CONTINGENT LIABILITIES

Amount in ₹

Particulars	As at 31.03.2014	As at 31.03.2013
Service tax liability	57,500,587	48,085,326
Income tax & TDS liability against matters in appeal	-	2,178,472
Claims against the Company not acknowledged as debts	4,920,448	4,738,695
Value added tax liability	55,604,459	57,630,821
Total	118,025,494	112,633,314

Career Point Limited
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Notes forming part of the financial statements

NOTE 19. REVENUE FROM OPERATION

Amount in ₹

Particular	For the Year ended 31.03.2014	For the Year ended 31.03.2013
a) Services		
- Coaching fees	436,501,012	647,467,706
- Franchisees Income	24,659,195	31,394,878
- Lease Rent	7,200,000	-
-Hostel and Mess Income	47,212,845	-
- Formal Education Services	23,184,400	12,410,000
b) Sale of Study Material		
- Domestic	2,643,495	14,315,123
Total Gross Revenue	541,400,947	705,587,707
Less-		
-Rebates/Discounts	-	-
Total	541,400,947	705,587,707

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 ₹

Particular	For the Year ended 31.03.2014	For the Year ended 31.03.2013
Fee Income - Formal Education Service		
Enterprises under same Management:		
Gopi Bai Foundation	20,851,600	11,810,000
Career Point Education Society	1,132,800	600,000
Franchisee Income/ Study material sold		
Subsidiary:		
Gyan Eduventure Private Limited	4,103,077	151,600
Total	26,087,477	12,561,600

NOTE 20. OTHER INCOME

Amount in ₹

Particulars	For the Year ended 31.03.2014	For the Year ended 31.03.2013
a) Dividend Income :		
- from Current Investments	2,837,335	28,780,532
b) Interest Income :		
(i) From Group Companies	12,856,261	12,321,610
(ii) From Bank Deposits	2,187,625	5,268,744
(iii) Other loans and advances	13,940,028	3,334,284
c) Net gain on sale of :		
- Current Investments	47,528,591	16,512,080
d) Other Income :		
(i) Profit on sale of fixed assets (net)	2,053,433	6,499
(ii) Bad debts recovered	-	250,455
(iii) Miscellaneous Income	2,097,048	1,816,959
Total	83,500,321	68,291,163

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 ₹

Particulars	For the Year ended 31.03.2014	For the Year ended 31.03.2013
Interest Income on Loan to :		
Subsidiaries:		
(i) Career Point Edutech Limited	468,894	381,395
(ii) Career Point Infra Limited	10,747,118	11,940,215
(iii) Gyan Eduventure Private Limited	266,050	-
(iv) Career Point Accessories Private Limited	322,565	-
(v) Srajan Agritech Private Limied	465,418	-
(vi) Kota Automobiles Private Limited	122,099	-
(vii) Coupler Enterprises Private Limited	464,117	-
Profit on sale of fixed assets to :		
Subsidiaries:		
(iii) Gyan Eduventure Private Limited	6,231	-
Total	12,862,492	12,321,610

NOTE 21. COST OF MATERIAL CONSUMED

Amount in ₹

Particulars	For the Year ended 31.03.2014	For the Year ended 31.03.2013
Cost of materials consumed		
Opening stock	4,169,257	3,401,396
Add: Purchases during the period		
Paper Purchased	16,448,623	17,083,702
Ink & Chemicals used	125,993	57,917
Printing Labour	5,349,782	8,009,603
	26,093,655	28,552,618
Less: Closing stock	4,238,811	4,169,257
Total	21,854,844	24,383,361

NOTE 22. CHANGE IN INVENTORY OF STUDY MATERIAL

Amount in ₹

Particulars	For the Year ended 31.03.2014	For the Year ended 31.03.2013
Opening stock	15,414,092	16,378,374
Closing stock	19,571,830	15,414,092
(Increase)/Decrease in Study Material	(4,157,738)	964,282

NOTE 23. EMPLOYEE BENEFITS EXPENSES

Amount in ₹

Particulars	For the Year ended 31.03.2014	For the Year ended 31.03.2013
Salaries, Wages and Bonus to		
-Teaching staff	282,732,255	281,814,353
-Non Teaching Staff	66,164,573	56,775,455
Contribution to provident and other funds	1,032,208	939,685
Gratuity	335,860	624,826
Staff Welfare	3,332,163	2,438,230
Total	353,597,059	342,592,549

Sub note:

(a) Provision for Bonus has been made for ₹ 520,936 /-.(Previous year ₹ 369,854/-) for eligible employees for the year ended 31st March, 2014.

(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 31.03.2014	For the Year ended 31.03.2013
Key Management Personnel:		
Mr. Pramod Maheshwari	2,178,000	2,069,250
Mr. Om Prakash Maheshwari	2,178,000	2,069,250
Mr. Nawal Kishore Maheshwari	2,178,000	2,069,250

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

Particulars	For the Year ended 31.03.2014	For the Year ended 31.03.2013
Gyan Eduventure Private Limited	15,880	-

NOTE 24. FINANCE COST

Particulars	For the Year ended 31.03.2014	For the Year ended 31.03.2013
a) Interest Expenses		
(i) On demand credit facility		
- Bank	9,319,466	5,069,854
- Others	11,815,157	4,428,640
b) Other borrowing cost	-	89,888
Total	21,134,623	9,588,382

NOTE 25. OTHER EXPENSES

Particulars	For the Year ended 31.03.2014	For the Year ended 31.03.2013
Advertisement Expenses	47,907,955	53,190,802
Legal and professional charges	4,040,587	5,259,176
Repairs - Buildings	775,955	466,831
Repairs - Computers	553,355	1,843,477
Rent	15,869,268	18,332,782
Repairs - others	2,638,521	921,683
Insurance	237,321	143,926
Travelling & Conveyance	5,476,304	4,617,231
Payments to Auditors	359,834	355,146
Transportation & Packing Material Expenses	809,844	720,871
Bad debts and advances written off	43,775	-
Provision for doubtful debts and advances	186,291	1,421,206
Directors' fees	90,000	75,000
Bank charges	184,238	81,459
Telephone, postage & telegram	6,341,083	4,246,772
Printing and stationery expenses	5,531,101	4,323,232
Security charges	7,043,115	4,228,123
Gifts, Awards & Prizes	1,963,988	1,286,922
Electricity & Water Expenses	14,400,584	10,355,549
Conference, Seminars & Business promotion expenses	2,676,630	2,411,844
Institute Expenses	14,446,882	12,272,278
Membership fees	20,086	44,689
Interest, Penalty & Fine Charges	190,696	661,694
Scholarship, student kit and examination expenses	5,075,240	8,764,985
Hostel & Mess Expenditure	14,297,513	-
Books periodicals and subscriptions	207,260	42,605
Total	151,367,426	136,068,283

Sub note:

(a) Payments to Auditors (excluding service tax)

Amount in ₹

Particulars	For the Year ended 31.03.2014	For the Year ended 31.03.2013
(i) Audit Fee	300,000	300,000
(ii) Expenses Reimbursed	59,834	55,146
Total	359,834	355,146

(b) During the year, 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 31.03.2014	For the Year ended 31.03.2013
(a) Rent		
Subsidiary:		
Career Point Infra Limited	-	600,000
Key Management Personnel:		
Mr. Pramod Maheshwari	405,000	450,000
Associates/Group companies:		
Imperial Infin Pvt Ltd	55,000	44,000
Relative of Key Management Personnel:		
Smt. Shilpa Maheshwari	300,000	365,000
Smt. Neelima Maheshwari	60,000	65,000
Enterprises under same Management:		
Diamond Business Solutions Private Ltd.	1,200,000	1,200,000
Gyan Eduventure Private Limited	300,000	355,000
Wellwin Technosoft Private Ltd.	130,000	240,000
Gopi Bai Foundation	2,183,770	2,000,400
(b) Reimbursement Received under Printing & Stationery		
Gyan Eduventure Pivate Limited	5,000	-
(b) Reimbursement Received under Scholarship, student Kit and Examination Expenses		
Gyan Eduventure Pivate Limited	30,000	-
(b) Reimbursement Received under Institute Expenses		
Gyan Eduventure Pivate Limited	3,150	-
Total	4,633,770	5,319,400

Career Point Limited
(Formerly known as Career Point Infosystems Limited)
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26 Additional Information to the Financial Statements

- (i) Estimated amount of contracts remaining to be executed on capital account (net of advances): ₹ 273,62,489/- (Previous Year ₹ 51,282,125 /-).
- (ii) Provision for wealth tax for the year is ₹ 12,00,000/- (Previous year ₹ 14,42,366/-) included in current tax.
- (iii) 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 period the Company has recognized ₹ 3,18,986/- (Previous year- ₹ 2,81,504/-) as employer’s contribution to Provident Fund and ₹ 5,89,274/- (Previous Year- ₹ 5,47,021/-) 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 Encashment

In accordance with Accounting Standard-15 (revised 2005) actuarial valuation was carried out as at 31st March, 2014 in respect of Defined Benefit Plans – Gratuity (the company does not provide encashment of earned leave) on the following assumptions:

Sr.No.	Particulars	31.03.2014	31.03.2013
i)	Discounting Rate	9.00%	8.25%
ii)	Future salary Increase	5%	5%
iii)	Retirement Age	58 Years	58 Years
iv)	Attrition rate	5%	5%

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 ₹

Sr.No.	Particulars	31.03.2014		31.03.2013	
		Gratuity	Leave Encashment	Gratuity	Leave Encashment
a)	Present value of obligation as at the beginning of the period	4,579,785	-	3,954,959	-
b)	Acquisition adjustment	-	-	-	-
c)	Interest cost	412,181	-	325,390	-
d)	Past service cost-	-	-	-	-
e)	Current service cost	1,289,731	-	1,230,505	-
f)	Curtailment cost/(Credit)	-	-	-	-
g)	Settlement cost/(Credit)	-	-	-	-
h)	Benefits paid	(253,172)	-	-	-
i)	Actuarial (gain)/loss on obligation	(1,366,052)	-	(931,069)	-
j)	Present value of obligation as at the end of period	4,662,473	-	4,579,785	-

Changes in the fair value of plan assets:

Amount in ₹

Sr. No.	Particulars	As at 31.03.2014		As at 31.03.2013	
		Gratuity	Leave Encashment	Gratuity	Leave Encashment
a)	Fair value of plan assets at the beginning of the period	-	-	-	-
b)	Acquisition adjustment	-	-	-	-
c)	Expected return on plan assets	-	-	-	-
d)	Contributions	-	-	-	-
e)	Benefits paid	-	-	-	-
f)	Actuarial gain/(loss) on plan assets	-	-	-	-
g)	Fair value of plan assets at the end of the period	-	-	-	-

Amount recognized in the Balance Sheet:

Amount in ₹

Sr. No.	Particulars	As at 31.03.2014		As at 31.03.2013	
		Gratuity	Leave Encashment	Gratuity	Leave Encashment
a)	Present value of Defined Benefit Obligation	-	-	-	-
	- Funded	-	-	-	-
	- Unfunded	4,662,473	-	4,579,785	-
		4,662,473	-	4,579,785	-
b)	Less. Fair value of Plan Assets	-	-	-	-
c)	Amount to be recognized as (liability) or asset	(4,662,473)	-	(4,579,785)	-

Expense recognized in the statement of profit and loss:

Amount in ₹

Sr. No.	Particulars	As at 31.03.2014		As at 31.03.2013	
		Gratuity	Leave Encashment	Gratuity	Leave Encashment
a)	Current service cost	1,289,731	-	1,230,505	-
b)	Past service cost	-	-	-	-
c)	Interest cost	412,181	-	325,390	-
d)	Expected return on plan assets	-	-	-	-
e)	Curtailment cost / (Credit)	-	-	-	-
f)	Settlement cost / (credit)	-	-	-	-
g)	Net actuarial (gain)/ loss recognized in the period	(1,366,052)	-	(931,069)	-
h)	Expenses recognized in the statement of profit & losses	335,860	-	624,826	-

Amount for the current period is as follows:-

Gratuity

Amount in ₹

Particulars	As at 31.03.2014	As at 31.03.2013
Defined Benefit Obligation	335,860	624,826
Plan Assets	-	-
Surplus/ (Deficit)	(335,860)	(624,826)
Experience adjustments on plan liabilities	-	-
Experience adjustments on plan assets	-	-

Leave Encashment

Amount in ₹

Particulars	As at 31.03.2014	As at 31.03.2013
Defined Benefit Obligation	-	-
Plan Assets	-	-
Surplus/ (Deficit)	-	-
Experience adjustments on plan liabilities	-	-
Experience adjustments on plan assets	-	-

Experience Adjustment:

Amount in ₹

Particulars	As at 31.03.2014	As at 31.03.2013
Experience Adjustment (Gain)/ Loss for Plan Liabilities	(1,096,024)	(1,100,939)
Experience Adjustment Gain/ (loss) for Plan assets	-	-

Current liability:

Period	As on: 3/31/2014	As on: 3/31/2013
Current Liability	462,696	324,193
Non Current Liability	4,199,777	4,255,592
Total Liability	4,662,473	4,579,785

(iv) Segment Reporting

The management has considered the whole business of the company as a single segment i.e. non formal education, thus no segment reporting is required.

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

(a) List of related parties over which control exists

Name of the Related Party	Relationship
Career Point Edutech Limited	Subsidiary
Career Point Infra Limited	Subsidiary
Gyan Eduventure Private Limited	Subsidiary
Career Point Accessories Private Limited	Subsidiary
Srajan Agritech Private Limited	Subsidiary
Srajan Capital Limited	Subsidiary
Coupler Enterprises Private Limited	Subsidiary
Kota Automobiles Private Limited	Subsidiary
Career Point Accessories Private Limited	Subsidiary

(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
 Kota Automobiles Private Limited

- **Associates companies:**

Imperial Infin 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 Education Society

- (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 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"

Particulars	2013-14	2012-13
Basic EPS:-		
Net profit after prior period items and Income tax (₹)	42,104,959	153,987,975
Weighted average number of equity shares outstanding at the end of the year	18,132,939	18,132,939
Basic EPS (in ₹)	2.32	8.49
Diluted EPS:-		
Adjusted profit for diluted earning per share (₹)	42,104,959	153,987,975
Weighted average number of shares outstanding for diluted earning per share	18,132,939	18,132,939
Diluted EPS (in ₹)	2.32	8.49

(viii) Un-hedged foreign currency exposures as at 31st March, 2014 are as under:

Amount in ₹

Particulars	2013-14	2012-13
Receivables	Nil	Nil
Payables	Nil	Nil

(ix) There are no amounts due and outstanding to be credited to Investor Education & Protection Fund as at 31st March, 2014.

(x) Figures for the previous year have been regrouped/reclassified wherever necessary.

	GENERAL INFORMATION: Career Point Limited is engaged in providing Non Formal Education Service which inter alia include Education Consultancy, Management Services and Tutorial 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) and in compliance with the Accounting Standards notified under section 211(3C) and other requirements of the Companies Act, 1956. 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.
(ii)	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 dividend is established. Gain from investment in Mutual Funds (FMPs) is recognised at the date of Maturity.
(iii)	Employee Benefits <ol style="list-style-type: none"> 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. Defined Benefit Plan Company's liabilities towards gratuity and leave encashment (does not provide encashment and carry forward), 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 has adopted AS-15 (Revised) from the Financial year 2007-08.
(iv)	Fixed Assets 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.
(v)	Depreciation Depreciation on assets carried at historical cost is provided on straight-line basis at the rates prescribed under schedule XIV of the Companies Act, 1956. Depreciation for additions to/deletions from assets is calculated pro-rata from/to the date of addition/deletion.
(vi)	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: <ul style="list-style-type: none"> - Cost of Lease hold land is amortized over the period of lease. - Software - Amortised over a period of 6 years
(vii)	Impairment of Assets <ol style="list-style-type: none"> At each Balance Sheet date, the carrying amount of assets is tested for impairment so as to determine: <ol style="list-style-type: none"> The provision for impairment loss required, if any, or The reversal required of impairment loss recognized in previous periods, if any. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating units exceed its recoverable amount.

	Recoverable amount is determined: <ol style="list-style-type: none"> in the case of an individual asset, at higher of the net selling price or value in use. in the case of cash generating unit, at higher of the cash generating unit's net selling price or value in use.
(viii)	Investments <ol style="list-style-type: none"> Long term investments are carried at cost after providing for any diminution in value, if such diminution is of permanent nature. 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.
(ix)	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.
(x)	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.
(xi)	Foreign Currency Transactions <ol style="list-style-type: none"> The reporting currency of the company is Indian Rupee. 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.
(xii)	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.
(xiii)	Provisions, Contingent Liabilities and Contingent Assets <ol style="list-style-type: none"> Provisions are recognised for liabilities that can be measured only by using substantial degree of estimation, if <ol style="list-style-type: none"> the company has a present obligation as a result of past event; a probable outflow of resources is expected to settle the obligation; the amount of the obligation can be reliably estimated. Contingent liability is disclosed in the case of : <ol style="list-style-type: none"> a present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation; a present obligation when no reliable estimate is possible; and a possible obligation arising from past events where the probability of outflow of resources is not remote. Contingent Assets are neither recognized, nor disclosed. Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.
	As per our report attached <div></div> For and on behalf of the Board of Directors

SHARP & TANNAN Chartered Accountants ICAI Registration no. 000452N by the hand of	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	Pawan Kumar Lalpuria Independent Director & Audit Committee Chairman DIN : 02016032
Place: New Delhi Date: May 29, 2014	Place: Kota Date: May 29, 2014	

Consolidated Financial Statements for the year Ended As AT 31st March, 2014
Auditors' Report to the Board of Directors of Career Point Limited on consolidated financial statements
(formerly known as Career Point Infosystems limited)

We have examined the attached Consolidated Financial statements of Career Point Limited (formerly known as Career Point Infosystems Limited) and its subsidiaries and associate (the Career Point Group), as at 31st March 2014, and also the Consolidated Profit and Loss Account and the Consolidated Cash Flow Statement for the year ended on that date and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the consolidated financial statements

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the company in accordance with the Accounting Standards notified under the Companies Act, 1956 ("the Act") read with the general Circular 15/2013 dated 13 September, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act. 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Audior's resaponsibility

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

We conducted our audit in accordance with the standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are prepared, in all material respects, in accordance with an identified financial reporting framework and are free of material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and 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 control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimated made by management, as well as evaluating the overall presentation of the consolidated financial statements.

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

Opinion

In our opinion, and to the best of our information and according to the explanations given to us and based on the consideration of reports of the other auditors on the financial statements of the subsidiaries and associate as noted below, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the consolidated balance sheet, of the state of affairs of the group as at 31st March, 2014.
- (b) In the case of the consolidated Statement of Profit and Loss, of the profit of the group for the year ended on that date; and
- (c) In the case of the consolidated Cash flow statement, of the cash flows of the group for the year ended on that date.

Other Matters

In respect of subsidiaries and associate we did not carry out the audit. These financial statements have been audited by other auditors whose reports have been furnished to us, and opinion, in so far as it relates to the amounts included in respect to the subsidiaries and associate is based solely on the reports of the other auditors. The details of assets, revenues and net cash flow in respect of all subsidiaries and the net carrying cost of the investment and current year share of profit and loss of the associate, to the extent to which they are reflected in the consolidated financial statements are reflected below.

(₹ in lacs)

Audited by other Auditors	Total Assets	Total Revenues	Net cash flow
Indian Subsidiaries(8)*	21,236.41	1,724.67	223.69
	Net carrying cost of Investments	Current year share of Profit/(Loss)	
Associate (1)	42.33	0.24	

* includes 3 subsidiaries of subsidiaries

Our opinion is not qualified in respect of these matters.

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

Pavan K. Aggarwal
Partner
Membership No. 091466

Place: New Delhi
Date: May 29, 2014

Career Point Limited
(Formerly known as Career Point Infosystems Limited)
Consolidated Balance Sheet as at 31st March, 2014

Amount in ₹

Particulars	Note No.	As at 31.03.2014	As at 31.03.2013
EQUITY AND LIABILITIES			
Shareholder's funds			
(a) Share Capital	1	181,329,390	181,329,390
(b) Reserves and Surplus	2	3,171,359,316	3,073,614,471
(c) Minority interest		3,959,507	920,390
Non-current Liabilities			
(a) Deferred Tax Liabilities (Net)	3	32,792,882	23,279,462
(a) Long Term Borrowing		-	-
(b) Long-Term Provisions	4	4,199,777	4,579,785
Current Liabilities			
(a) Short-term borrowings	5	432,207,700	531,572,034
(b) Trade Payables	6	1,916,199	3,219,126
(c) Other current liabilities	7	130,209,843	123,257,325
(d) Short-Term Provisions	8	11,476,273	11,886,022
Increase/(Decrease) in trade and other payables		3,969,450,887	3,953,658,005
ASSETS			
Non-current Assets			
(a) Fixed Assets	9		
(i) Tangible assets		1,948,577,281	1,310,520,032
(ii) Intangible assets		8,210,387	21,000
(iii) Capital work-in-progress		341,704,024	672,905,139
(b) Non-current investments	10	4,233,375	4,209,313
(c) Long-term loans and advances	11	714,144,258	674,673,624
(d) Other non-current assets	12	553,126	113,790
Current Assets			
(a) Current investments	13	535,587,298	1,063,505,453
(b) Inventories	14	30,087,697	19,583,349
(c) Trade receivables	15	149,757,542	75,168,047
(d) Cash and cash equivalents	16	66,790,820	72,740,731
(e) Short-term loans and advances	17	168,508,112	60,188,701
(f) Other current assets	18	1,296,967	28,826
Total Assets		3,969,450,887	3,953,658,005
CONTINGENT LIABILITIES AND COMMITMENTS	19		
OTHER NOTES FORMING PART OF ACCOUNTS			
SIGNIFICANT ACCOUNTING POLICIES			

As per our report attached

SHARP & TANNAN

Chartered Accountants
ICAI Registration no. 000452N
by the hand of

Pavan K. Aggarwal
Partner
Membership No. 091466

Place: New Delhi
Date: May 29, 2014

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: May 29, 2014

Om Prakash Maheshwari
Executive Director & CFO
DIN : 00185677

Pawan Kumar Lalpuria
Independent Director
& Audit Committee Chairman
DIN : 02016032

Career Point Limited
(Formerly known as Career Point Infosystems Limited)
Consolidated Statement of Profit and Loss for the year ended on 31st March, 2014

Particulars	Note No.	For the Year ended 31.03.2014	For the Year ended 31.03.2013
REVENUE			
Revenue from operations	19	652,072,973	776,335,590
Other Income	20	128,081,133	196,153,158
Total Revenue		780,154,106	972,488,748
EXPENSES			
Cost of materials consumed	21	34,395,958	24,383,361
Change in Inventories	22	(10,516,404)	964,282
Employee benefits expense	23	369,546,287	343,633,110
Finance costs	24	50,750,909	16,786,735
Depreciation and amortization expense	9	51,615,739	25,767,141
Other expenses	25	161,865,186	138,782,191
		657,657,675	550,316,820
Profit before tax		122,496,431	422,171,928
Tax expense:			
(1) Current tax		29,581,595	79,942,103
(2) MAT Credit		(26,131,948)	-
(3) Deferred tax		9,513,420	20,384,597
(4) Earlier Years		15,119,366	21,814,848
Total Tax		28,082,433	122,141,548
Profit/ (Loss) after tax for the period		94,413,998	300,030,380
Minority Interest in income		3,421,317	1,174,534
Capital Profit		27,112	-
Share of Profit / Loss in associate companies		24,062	61,700
Profit carried to Balance Sheet		97,832,265	301,266,614
Earnings per equity share:			
(1) Basic		5.40	16.61
(2) Diluted		5.40	16.61
OTHER NOTES FORMING PART OF ACCOUNTS			
SIGNIFICANT ACCOUNTING POLICIES			

As per our report attached

SHARP & TANNAN

Chartered Accountants
ICAI Registration no. 000452N
by the hand of

Pavan K. Aggarwal

Partner
Membership No. 091466

Place: New Delhi
Date: May 29, 2014

For and on behalf of the Board of Directors

Pramod Maheshwari

Managing Director & CEO
DIN : 00185711

Om Prakash Maheshwari

Executive Director & CFO
DIN : 00185677

Tarun Kumar Jain

GM (Corporate and Legal Affairs)
and Company Secretary

Pawan Kumar Lalpuria

Independent Director
& Audit Committee Chairman
DIN : 02016032

Place: Kota
Date: May 29, 2014

Career Point Limited
(Formerly known as Career Point Infosystems Limited)
Consolidated Cash Flow Statement for the year ended 31st March, 2014

Amount in ₹		
Particulars	2013-14	2012-13
A. Cash Flows from Operating Activities		
Net Profit Before Taxation and before prior period items	97,744,845	422,171,928
Adjustments for:		
Depreciation	51,615,739	25,767,141
Dividend Income	(2,860,056)	(28,947,251)
Short/Long Term Capital Gain on shares/assets	(52,914,543)	(59,018,197)
Interest Income	(70,064,646)	(105,893,048)
Interest expense	50,750,909	16,786,735
Bad Debts written off	43,775	
Miscellaneous expenditure written off	190,063	161,340
Provision for Doubtful Debts and Advances	186,291	1,421,206
Provision for Gratuity	335,860	624,826
	75,028,238	273,074,680
(Increase)/Decrease in Trade and Other Receivables	(74,589,495)	(66,151,485)
(Increase)/Decrease in Inventories	(10,504,348)	196,421
(Increase)/Decrease in Loans and Advances	(87,262,232)	2,981,541
Increase/(Decrease) in trade and other payables	14,037,394	43,482,695
Cash generated from operations	(83,290,443)	253,583,851
Direct taxes paid	(62,655,420)	(102,152,584)
Net Cash from Operating Activities	(145,945,863)	151,431,267
B. Cash Flow from Investing Activities		
Sale of Fixed Assets	26,561,155	190,231,493
Interest & Dividend Received	72,924,702	134,840,299
Purchase of Fixed Assets (including CWIP)	(390,943,621)	(596,246,686)
Sale/(Purchase) of Other Investments	578,529,840	(455,278,959)
Net Cash (used in)/ from Investing Activities	287,072,076	(726,453,853)
C. Cash Flows from Financing Activities		
(Repayment)/Proceeds from Short Term Borrowings	(99,364,334)	531,572,034
Brokerage	-	-
Payment (to)/from of Minority Interest	3,039,118	1,174,535
Interest paid	(50,750,909)	(16,786,735)
Net Cash Flow from Financing Activities	(147,076,126)	515,959,834
Net increase/(decrease) in cash and cash equivalents (A + B + C)	(5,949,911)	(59,062,752)
Cash and Cash Equivalents at beginning of the period	72,740,731	131,803,483
Cash and Cash Equivalents at end of the period	66,790,820	72,740,731

Sub 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 and cash equivalents represent bank balance.
- Previous Year figures have been regrouped / reclassified where necessary.

As per our report attached

SHARP & TANNAN

Chartered Accountants
ICAI Registration No. 000452N
by the hand of

Pavan K. Aggarwal

Partner
Membership No. 091466

Place: New Delhi
Date: May 29, 2014

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: May 29, 2014

Om Prakash Maheshwari

Executive Director & CFO
DIN : 00185677

Pawan Kumar Lalpuria

Independent Director
& Audit Committee Chairman
DIN : 02016032

Career Point Limited
(Formerly known as Career Point Infosystems Limited)
Consolidated Notes forming part of the financial statements

NOTE 1. SHARE CAPITAL

Amount in ₹		
Particular	As at 31.04.2014	As at 31.03.2013
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	181,329,390
(Previous Year 1,81,32,939 Equity Shares of ₹ 10/- each)		
Total	181,329,390	181,329,390

Sub notes:

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

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

Particulars	As at 31.04.2014		As at 31.03.2013	
	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 shares in the Company:

Name of shareholder	As at 31.04.2014		As at 31.03.2013	
	Number of shares	% held	Number of shares	% held
Mr. Pramod Kumar Maheshwari	1484675	8.19	1463498	7.74
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
M/s Reliance Capital Trustee Co. Ltd.	1023711	5.65	1023711	5.20
ICICI Prudential Discovery Fund	1271277	7.01	1271277	7.01

- (d) Reconciliation of IPO Proceeds utilisation:

Particulars	"April-13 to March-14"	"April-12 to March-13"
Funds raised through IPO in October, 2010	1,149,999,820	1,149,999,820
Fund Utilisation:-		
Public Issue Expenses	67,698,547	67,698,547
Land Development under Construction and development an integrated campus facility	547,402,040	514,080,185
Construction of CP Tower 2 under Expansion of classroom infrastructure and office facility	190,088,976	190,088,976
General Corporate Purpose	344,810,257	344,810,257
Total	1,149,999,820	1,116,677,965
Balance amount invested in units of FMP's and Liquid Funds	-	33,321,855

- (e) Pursuant to Special Resolution passed at Extra Ordinary General Meeting held on March 19, 2012 the Company obtained the approval from the members for deviation in the utilisation of IPO Proceeds and delegated the powers to the Board of Directors of the Company to utilise any part of the net proceeds for a purpose or purposes other than those described in the Prospectus of the Company.

- (f) The list of the subsidiaries and associates included in the consolidated financials as at 31st March, 2014 are as under:-

Name	Country of Incorporation	Proportion of Ownership Interest(%)	Proportion of Voting Power held (%)
Subsidiaries:			
Career Point Edutech Limited	India	95	95
Career Point Infra Limited	India	99.99	99.99
Gyan Edutech Private Limited	India	60	60
Career Point Accessories Private Limited	India	60	60
Coupler Enterprises Private Limited	India	100	-
Kota Automobiles Private Limited	India	51	-
Srajan Agritech Private Limited	India	100	-
Srajan Capital Limited	India	100	-
Associate:			
Imperial Infin Private Limited (India)	India	42.74	42.74

Career Point Limited
(Formerly known as Career Point Infosystems Limited)
Consolidated Notes forming part of the financial statements

NOTE 2. RESERVES AND SURPLUS

Amount in ₹

Particular	As at 31.03.2014		As at 31.03.2013	
(i) Securities Premium Account:				
Opening Balance	1,715,501,190		1,715,501,190	
Add: Received During the Period	-		-	
	1,715,501,190		1,715,501,190	
Less: Commission and expenditure related to equity share issue	69,660	1,715,431,530	-	1,715,501,190
(ii) General Reserve		8,657,591		8,657,591
(iii) Capital Reserve		63,850		
(iv) Balance in Statement of Profit and Loss:				
Opening Balance	1,349,455,690		1,048,189,076	
Add : Profit for the year	97,832,265		301,266,614	1,349,455,690
Less : Stock Reserve (App. Of Profit)	81,610	1,447,206,345		
		3,171,359,316		3,073,614,471

NOTE 3. DEFERRED TAX LIABILITY

Amount in ₹

Particular	As at 31.03.2014	As at 31.03.2013
Increase/(Decrease) in trade and other payables		
Deferred Tax Liabilities	32,792,882	23,279,462
Total	32,792,882	23,279,462

Sub note:

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

Amount in ₹

Particulars	As at 31.03.2014		As at 31.03.2013	
	Deferred Tax Assets	Deferred Tax Liabilities	Deferred Tax Assets	Deferred Tax Liabilities
Difference between book and tax WDV	-	59,429,889	-	30,187,438
Expenses allowable for tax purposes on payment basis	5,257,033	-	5,120,744	-
Unabsorbed Depreciation carried forward	21,379,974	-	1,787,232	-
	26,637,007	59,429,889	6,907,976	30,187,438
Net deferred tax liability / (asset)		32,792,882		23,279,462
Net incremental liability charged to the Profit and Loss Account		9,513,420		20,384,597

Career Point Limited
(Formerly known as Career Point Infosystems Limited)
Consolidated Notes forming part of the financial statements

NOTE 4. LONG TERM PROVISIONS

Amount in ₹

Particular	As at 31.03.2014	As at 31.03.2013
Employees Benefits [Refer Note 27 (iii)]	4,199,777	4,579,785
Total	4,199,777	4,579,785

NOTE 5. SHORT TERM BORROWINGS

Amount in `

Particular	As at 31.03.2014	As at 31.03.2013
Overdraft from Bank		
- Secured	30	-
From Bank including accrued interest	432,207,670	319,083,327
From others including accrued interest	-	212,488,707
Total	432,207,700	531,572,034

Sub Note:

- (a) The Group has secured loan-overdraft facility of ₹ 180/- Lacs from HDFC Bank against the security of Fixed Deposit Receipts of ₹ 200/- Lacs issued by HDFC Bank in the name of the Company.
- (b) The Group has secured on demand credit facility of ₹ 985 Lacs @10.60% p.a. from Barclays Bank, against the security of Mutual Funds of ₹ 1,190 Lacs, repayable on demand.

NOTE 6. TRADE PAYABLES

Amount in ₹

Particular	As at 31.03.2014	As at 31.03.2013
Sundry Creditors		
Due to others	1,916,199	3,219,126
Due to Micro, Medium and Small Enterprises	-	-
Total	1,916,199	3,219,126

Sub Note:

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

- i) On the basis of absence of a data-base identifying creditors as Micro, Small & Medium Enterprises, the management is of the opinion that there are no parties which can be classified as Micro, Small & Medium Enterprises to whom the company owes any sum. The Auditors have accepted the representations of the management in this matter.
- ii) The company will identify the suppliers who are covered under “The Micro, Small & Medium Enterprises Development Act, 2006” on receiving the information from them, after which necessary information as required under the said Act will be complied with.

NOTE 7. OTHER CURRENT LIABILITIES

Amount in ₹

Particular	As at 31.03.2014	As at 31.03.2013
Accrued Salaries and benefits		
- Salaries and benefits	19,292,963	21,742,763
Other liabilities		
- Security deposits (Including retention)	54,342,844	41,980,301
- Withholding and other taxes	8,140,455	6,619,555
- Interest accrued but not due	-	710,027
- Others	5,739,271	10,086,764
Income received in advance	42,694,310	42,117,915
Total	130,209,843	123,257,325

Sub Note:

Amount Due to Related Parties

Amount in ₹

Particulars	As at 31.03.2014	As at 31.03.2013
Salaries and benefits		
Key Managerial Personnel:		
(i) Mr. Om Prakash Maheshwari	152,927	-
(ii) Mr. Pramod Maheshwari	156,500	108,000
(iii) Mr. Nawal Kishore Maheshwari	141,500	76,500
(iv) Mr. Amit Sinha	700,000	900,000
Enterprises under same Management:		
(i) Career Point Education Society	-	80,000

NOTE 8. SHORT TERM PROVISIONS

Amount in ₹

Particular	As at 31.03.2014	As at 31.03.2013
Employee benefits	983,632	369,854
Tax (wealth tax)	1,421,070	1,442,366
Income Tax	1,131,154	-
Expenses	7,940,417	10,073,802
Total	11,476,273	11,886,022

Sub Note:

Amount Due to Related Parties

Amount in ₹

Particulars	As at 31.03.2014	As at 31.03.2012
(a) Key Managerial Personnel:		
(i) Mr. Pramod Maheshwari (Rent)	20,500	31,500
(b) Enterprises under same Management:		
(i) Diamond Business Solutions Private Ltd.	102,360	90,000
(ii) Wellwin Technosoft Private Ltd.	10,236	18,000
(iii) Om Prakash Maheshwari (HUF)	22,500	22,500
(iv) Gopi Bai Foundation (Rent)	187,695	170,634
(c) Associates/Group companies:		
(i) Imperial Infin Pvt Ltd	-	11,000
(d) Relative of Key Management Personnel:		
(i) Smt. Shilpa Maheshwari	22,500	22,500
(ii) Smt. Neelima Maheshwari	5,000	5,000
(iii) Radha Rani	25,000	-

CAREER POINT LIMITED
(Formerly known as Career Point Infosystems Limited)
Consolidated Notes forming part of the financial statements

NOTE 9
FIXED ASSETS
FOR THE YEAR ENDED ON 31st March, 2014

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	AS AT 01.04.2013	ADDITIONS	DELETION	AS AT 31.03.2014	UP TO 31.03.13	FOR THE YEAR	DELETION	UP TO 31.03.2014
(A) Tangible Assets								
Freehold Land	113,980,126	48,605,300	8,149,894	154,435,532	-	-	154,435,532	113,980,126
Land leasehold	362,896,650	42,284,905	13,233,046	391,948,509	10,365,228	4,198,602	377,581,501	352,531,422
Vehicle	12,528,557	305,000	-	12,833,557	3,474,830	1,217,759	8,140,968	9,053,727
Building	774,900,836	563,048,605	3,000,000	1,334,949,441	16,564,404	19,804,190	1,298,580,847	758,336,432
Computer	13,740,900	1,682,690	41,370	15,382,220	8,394,679	1,686,362	5,311,122	5,346,221
Furniture & Fixtures	89,497,011	56,929,755	149,128	146,277,638	25,848,911	23,110,563	97,408,284	63,648,100
Plant & Machinery	12,456,040	-	8,430	12,447,610	4,832,036	499,169	7,119,027	7,624,004
Sub-total (A)	1,380,000,120	712,856,255	24,581,868	2,068,274,507	69,480,088	50,516,645	1,948,577,281	1,310,520,032
(B) Intangible Assets								
Software -		9,288,481	-	9,288,481	-	1,099,094	8,189,387	-
Trademark	21,000	-	-	21,000	-	-	21,000	21,000
Sub-total (B)	21,000	9,288,481	-	9,309,481	-	1,099,094	8,210,387	21,000
Total (A)+(B)	1,380,021,120	722,144,736	24,581,868	2,077,583,988	69,480,088	51,615,739	1,956,787,668	1,310,541,032
Capital Work in progress	-	-	-	-	-	-	341,704,024	672,905,139
TOTAL	1,380,021,120	722,144,736	24,581,868	2,077,583,988	69,480,088	51,615,739	2,298,491,692	1,983,446,171
Previous Year	812,811,791	720,272,879	153,063,550	1,380,021,120	43,867,705	25,767,141	1,983,446,171	1,569,159,210

Sub note:

(a) 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.

Career Point Limited
(Formerly known as Career Point Infosystems Limited)
Consolidated Notes forming part of the financial statements

NOTE 10. NON CURRENT INVESTMENTS

Amount in ₹

Particular	As at 31.03.2014	As at 31.03.2013
A. Trade Investments		
1. Investment in Equity Instruments		
a) Associate		
Equity Shares of Imperial Infin Private Ltd. (Unquoted)	3,400,000	3,400,000
34,000 (Previous year 34,000) shares of ` 100/- each		
"Add/(Less) : Accumulated share in profit/(loss) of associate Company at the beginning of the year"	809,313	747,613
"Add/(Less) : Share in profit/(loss)(net) of associate company - current year"	24,062	61,700
Increase/(Decrease) in trade and other payables	4,233,375	4,209,313

Sub note:

(a) Aggregate Book value of unquoted investments:

Amount in ₹

Particulars	As at 31.03.2014	As at 31.03.2013
Book value of unquoted Investments	4,233,375	4,209,313

NOTE 11. LONG TERM LOANS AND ADVANCES

Amount in ₹

Particular	As at 31.03.2014	As at 31.03.2013
Unsecured and considered good:		
Capital Advances	60,264,455	71,264,596
Security Deposits	8,915,302	8,516,761
Balances with Authorities	17,787,996	10,652,387
Loans and advances to Related Parties - Associates	621,467,949	584,239,880
Loans and advances - Others	5,708,556	
Loan and advances to employees		
- Unsecured and considered good	-	-
- Considered doubtful	1,272,000	1,272,000
	1,272,000	1,272,000
Less: Provision for doubtful advances	1,272,000	1,272,000
	-	-
Other		
- Unsecured and considered good	-	-
- Considered doubtful	2,000,238	2,000,238
	2,000,238	2,000,238
Less: Provision for doubtful advances	2,000,238	2,000,238
	-	-
Total	714,144,258	674,673,624

Sub Note:

- The Company formed a subsidiary along with an entrepreneur , to expand its base and capacity to a new city and has provided a loan amount of ` 86.86 Lacs for its working capital requirement. The Management of the Company confirmed that the said loan is necessary for its business purpose, and is in compliance of clause (b) of sub section (1) of section 185 of the Companies Act, 2013.
- The company has provided loans amounting to ₹ 1549.59 Lacs to its wholly owned subsidiaries, those have utilised such loans for its principle business activities and part of it was further loaned to its group companies/associates. The Management confirmed that such loans and further loans have been utilised by the group companies for their principal business activities as defined in Rules of section 185 of the Companies Act, 2013.
- The company has given loan to its wholly owned subsidiaries at the rate of 9% per annum for meeting principal Business activities, repayable over a period of three years/on demand.
- The Company has given an unsecured loan of ₹ Nil (Previous Year ₹ 124/- Lacs repaid alongwith interest) at the rate of interest 9% p.a. to 18.50% p.a. Gopi Bai Foundation Trust, a Public Charitable Trust.

NOTE 12. OTHER NON CURRENT ASSETS

Amount in ₹

Particular	As at 31.03.2014	As at 31.03.2013
Preliminary exp.	553,126	113,790
Total	553,126	113,790

NOTE 13. CURRENT INVESTMENTS

Amount in ₹

Particulars	Face value per unit	No. of Units	No. of Units	As at	As at
		As at 31.03.2014	As at 31.03.2013	31.03.2014	31.03.2013
A. Investment in mutual funds - Quoted					
RELIANCE FIXED HORIZON FUND SERIES 11 ⁽¹⁾	10	8,900,000	-	89,000,000	-
SBI DYNAMIC BOND FUND REGULAR PLAN GROWTH ^(1a)	10	4,983,341	4,983,341	70,000,000	70,000,000
DSP BLACKROCK STRATEGIC BOND FUND IP GROWTH	1,000	-	53,398	-	70,000,000
HDFC SHORT TERM OPPORTUNITIES FUND GROWTH	10	-	5,714,052	-	70,000,000
HDFC FMP 371 D JULY 2013 SERIES 26 GR (2)	10	3,000,000	-	30,000,000	
ICICI PRUDENTIAL INCOME OPPORTUNITIES FUND GROWTH ⁽²⁾	10	4,503,490	4,503,490	70,000,000	70,000,000
ICICI PRUDENTIAL DYNAMIC BOND FUND GROWTH ⁽²⁾	10	2,358,420	3,890,142	30,312,778	50,000,000
UTI CREDIT OPPORTUNITIES FUND GROWTH	10	-	1,000,000	-	10,000,000
UTI FTIF SERIES XV-VIII (368 DAYS) GROWTH ⁽²⁾	10	3,897,037	-	38,970,374	
ICICI PRUDENTIAL LONG TERM PLAN GROWTH	10	-	8,613,688	-	105,000,000
UTI FLOATING RATE FUND REG. PLAN DAILY DIV.	1,000	-	139,891	-	150,645,591
UTI DYNAMIC BOND FUND GROWTH ⁽¹⁾	10	-	4,703,005	-	50,000,000
UTI FTIF SERIES XII-III (366 DAYS) GROWTH ⁽²⁾	10	-	6,000,000	-	60,000,000
UTI FTIF SERIES XII-IV (366 DAYS) GROWTH ⁽²⁾	10	-	5,000,000	-	50,000,000
KOTAK FLEXI DEBT PLAN A - DAILY DIVIDEND	10	-	6,984,475	-	70,176,515
RELIANCE DYNAMIC BOND FUND GROWTH ⁽²⁾	10	3,843,616	3,843,616	60,000,000	60,000,000
JP MORGAN INDIA FIXED MATURITY PLAN SERIES 12-GROWTH ⁽²⁾	10	3,000,000	3,000,000	30,000,000	30,000,000
UTI LIQUID CASH PLAN IP DAILY INCOME OPTION	1,000	-	-	-	-
UTI FIXED INCOME FUND SERIES X-V (369 DAYS) GROWTH	10	-	-	-	-
UTI FIXED INCOME FUND SERIES X-III (370 DAYS)	10	-	-	-	-
UTI TREASURY ADVANTAGE FUND DAILY DIV.	1,000	-	-	-	-
TATA INCOME FUND APPRECIATION OPTION-BONUS ⁽²⁾	10	1,500,000	4,425,210	15,818,533	46,666,628
DSP-Blackrock FTP Series-22 14M ⁽²⁾	10	10,000,000	10,000,000	100,000,000	100,000,000
SBI SHORT HORIZON FUND ULTRA ST RETAIL PLAN	1,000	-	1,015	-	1,016,719
SUNDARAM FLEXIBLE FUND SHORT TERM PLAN	10	150,943	-	1,485,613	-
				535,587,298	1,063,505,453

Sub note:

(a) Aggregate value of quoted investments Amount in ₹

Particulars	As at 31.03.2014	As at 31.03.2013
Market value of quoted Investments	465,882,620	1,104,001,090
Book value of quoted Investments	535,587,298	1,063,505,453

⁽¹⁾Pledged/marked a lien as security against on demand credit facility to the company.

^(1a)Partly Pledged/marked for Rs. 300 lacs a lien as security against on demand credit facility.

⁽²⁾Pledged/marked a lien as security against on demand credit facility to its wholly owned subsidiary Career Point Infra Limited. The Management confirmed that the facility used for its principal business activity.

NOTE 14. INVENTORIES

Amount in ₹

Particular	As at 31.03.2014	As at 31.03.2013
i) Raw Material	4,238,811	4,169,257
ii) Finished Goods	25,848,886	15,414,092
Total	30,087,697	19,583,349

Sub notes:

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

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

NOTE 15. TRADE RECEIVABLES

Amount in ₹

Particular	As at 31.03.2014	As at 31.03.2013
(a) Debts overdue for a period exceeding six months		
- Unsecured		
i) Considered good	98,327,506	32,552,838
ii) Doubtful	7,747,253	7,560,962
	106,074,759	40,113,800
Less: Provision for doubtful debts	7,747,253	7,560,962
	98,327,506	32,552,838
(b) Other trade receivables		
- Unsecured and considered good	51,430,036	42,615,209
iii) Inter-company debtors	-	
Total	149,757,542	75,168,047

Sub note:

Amount Due from Related Parties:

Amount in ₹

Particulars	As at 31.03.2014	-
Other trade receivables:		
Gopi Bai Foundation	101,512,032	52,448,846
Career Point Education Society	33,759,557	14,937,273
Gyan Eduventreu Private Limited	2,662,225	-
Jeevn Raksha Shikshan Samiti	-	75,000
Total	137,933,814	67,461,119

NOTE 16. CASH AND CASH EQUIVALENTS

Amount in ₹

Particular	As at 31.03.2014	As at 31.03.2013
a) Cash on Hand	3,901,065	2,577,617
b) Balances with Banks		
(i) In Current Accounts	22,889,755	25,163,649
(ii) In Deposit Accounts [refer note 5 sub note (a)(i)]	40,000,000	43,981,013
(c) Cheques and drafts on hands	-	1,018,452
Total	66,790,820	72,740,731

Sub note:

(a) Deposits Accounts include accrued interest of ₹ Nil (Previous year ₹ 2,159,127/-).

NOTE 17. SHORT-TERM LOANS AND ADVANCES

Amount in ₹

Particular	As at 31.03.2014	As at 31.03.2013
Unsecured, considered good, unless otherwise stated:		
Security Deposits	1,000,000	
Loans and advances to Related Parties - others	6,135,397	523,472
Advance payment of Income Tax (Including TDS) (Net of Provision)	46,350,492	27,555,152
Advances recoverable in cash or in kind or for value to be received:		
Deposit with Sales Tax/Service Tax Authorities	3,785,425	7,884,231
Loans and advances to Employees	2,963,992	1,933,163
Others	82,140,858	21,272,405
MAT Credit Entitlement	26,131,948	
Prepaid Expenses	-	1,020,278
Total	168,508,112	60,188,701

NOTE 18. OTHER CURRENT ASSETS

Amount in ₹

Particular	As at 31.03.2014	As at 31.03.2013
Preliminary expenses	190,064	28,826
Interest accrued on Bank Deposits	1,106,903	
Total	1,296,967	28,826

NOTE 19. CONTINGENT LIABILITIES AND COMMITMENTS

Amount ₹

Particulars	As at 31.03.2014	As at 31.03.2013
(a) Contingent Liabilities: (to the extent not provided for)		
Service tax liability that may arise in respect of matters in appeal	57,500,587	48,085,326
Income tax & TDS liability that may arise in respect of matters in appeal	-	2,178,472
Claims against the Company not acknowledged as debts	4,920,448	4,738,695
Value added tax liability that may arise in respect of matters in appeal	55,604,459	34,546,309
(b) Commitments:		
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	273,62,489	185,429,867

Career Point Limited
(Formerly known as Career Point Infosystems Limited)
Consolidated Notes forming part of the financial statements

NOTE 19. REVENUE FROM OPERATION

Amount ₹

Particular	" For the year ended 31.03.2014 "	" For the year ended 31.03.2013 "
a) Sale		
- Domestic	11,879,610	14,313,523
b) Services		
- Coaching fees *	444,153,579	647,481,501
- Franchisees Income	21,193,151	31,244,878
- Formal Education Services **	23,184,400	12,410,000
-Hostel and Mess Income	47,212,845	
- Data Processing Service	612,720	
- Lease rent Income	103,836,668	70,885,688
Total Gross Revenue	652,072,973	776,335,590
Less-		
-Rebates/Discounts	-	-
Total	652,072,973	776,335,590

* Coaching fees of last year includes sale of application form.

** The company is yet to enter into contracts and consequently to raise invoices for formal education service.

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 ₹

Particular	For the year ended 31.03.2014	For the year ended 31.03.2013
Fee Income - Education Service Charges		
Enterprises under same Management:		
Gopi Bai Foundation	20,851,600	11,810,000
Career Point Education Society	1,132,800	600,000
Rental Income		
Enterprises under same Management:		
Gyan Eduventure Private Limited	4,103,077	
Gopi Bai Foundation	67,899,528	54,288,718
Career Point Education Society	20,630,450	16,596,970
Total	114,617,455	83,295,688

NOTE 20. OTHER INCOME

Amount ₹

Particular	For the year ended 31.03.2014	" For the year ended 31.03.2013 "
a) Dividend Income :		
(i) from Current Investments	2,860,056	28,947,251
b) Interest Income :		
(i) From Group Companies	51,895,029	46,615,642
(ii) From Bank Deposits	2,625,929	5,862,315
(iii) From Loans and Advances	15,543,688	53,214,719
(iv) Other (Inculding income Tax Refund)	-	200,372
c) Net gain on sale of :		
- Current Investments	50,635,749	19,011,698
d) Other Income :		
(i) Profit on sale of fixed assets	2,278,794	40,006,499
(ii) Bad debts recovered	-	250,455
(iii) Agriculture Income	134,115	92,248
(iii) Rent Income	-	135,000
(iv) Miscellaneous Income	2,107,773	1,816,959
Total	128,081,133	196,153,158

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 ₹

Particular	For the year ended 31.03.2014	For the year ended 31.03.2013
Interest Income on Loan to :		
Enterprises under same Management:		
Gopi Bai Foundation	27,424,623	26,183,075
Adarsh Foundation	12,168	10,610
Career Point Education Society	5,150,870	4,120,460
Career Point Foundation	-	-
Progressive Foundation	1,457,367	1,103,872
Proseed Foundation	13,275,305	11,119,377
Sankalp Foundation	2,859,225	2,614,861
Sarthak Foundation	1,319	991
Shakti Foundation	1,579,631	1,440,919
J.B.S. Shikshan Samiti	-	6,584
Jeeven Raksha Shikshan Samiti	-	14,893
Rent Income:		
Gopi Bai Foundation	-	60,000
Jeeven Raksha Shikshan Samiti	-	75,000

NOTE 21. COST OF MATERIAL CONSUMED

Amount ₹

Particular	For the year ended 31.03.2014	" For the year ended 31.03.2013 "
Cost of materials consumed		
Opening stock	4,169,257	3,401,396
Add: Purchases during the period		
Paper Purchased	16,448,623	17,083,702
Ink & Chemicals used	125,993	57,917
Study Material Purchase	-	-
Bags	64,450	-
Uniform	3,405,361	-
Register & Student Kit	9,071,303	-
Printing Labour	5,349,782	8,009,603
	38,634,769	28,552,618
Less: Closing stock	4,238,811	4,169,257
Total	34,395,958	24,383,361

NOTE 22. CHANGE IN INVENTORY OF FINISHED GOODS

Amount ₹

Particular	For the year ended 31.03.2014	For the year ended 31.03.2013
Opening stock	15,414,092	16,378,374
Closing stock	25,930,496	15,414,092
(Increase)/Decrease in Finished Goods	(10,516,404)	964,282

NOTE 23. EMPLOYEE BENEFITS EXPENSES

Amount ₹

Particular	For the year ended 31.03.2014	For the year ended 31.03.2013
Salaries, Wages and Bonus to		
-Teaching staff	289,017,762	281,937,740
-Non Teaching Staff	75,661,031	57,692,629
Contribution to provident and other funds	1,032,208	939,685
Gratuity	335,860	624,826
Staff Welfare	3,499,426	2,438,230
Total	369,546,287	343,633,110

Sub note:

(a) Provision for Bonus has been made for ₹ 520,936/- (Previous year ₹ 369,854/-) for eligible employees for the year ended 31st March, 2014.

(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 31.03.2014	For the year ended 31.03.2013
Key Management Personnel:		
Mr. Pramod Maheshwari	2,178,000	2,069,250
Mr. Om Prakash Maheshwari	2,178,000	2,069,250
Mr. Nawal Kishore Maheshwari	2,178,000	2,069,250

NOTE 24. FINANCE COST

Amount ₹

Particular	For the year ended 31.03.2014	For the year ended 31.03.2013
a) Interest Expenses		
(i) Term loan		
- Bank	38,935,752	11,894,048
- Others	11,815,157	4,428,640
b) Other borrowing cost	-	464,047
Total	50,750,909	16,786,735

NOTE 25. OTHER EXPENSES

Amount ₹

Particular	For the year ended 31.03.2014	For the year ended 31.03.2013
Advertisement Expenses	50,954,076	53,739,582
Legal and professional charges	4,557,726	5,460,329
Repairs - Buildings	775,955	604,656
Repairs - Plant and equipment	553,355	1,843,477
Rent	18,274,268	19,232,782
Repairs - others	3,355,139	921,683
Insurance	237,321	143,926
Travelling & Conveyance	6,492,968	4,828,320
Payments to Auditors [Refer sub note (a) below]	473,831	367,646
Transportation & Packing Material Expenses	825,587	741,699
Bad debts and advances written off	43,775	-
Provision for doubtful debts and advances	186,291	1,421,206
Directors' fees	90,000	75,000
Bank charges	237,646	82,189
Telephone, postage & telegram	6,548,352	4,298,930
Printing and stationery expenses	5,922,904	4,336,220
Security charges	7,043,115	4,228,123
Gifts, Awards & Prizes	2,179,988	1,286,922
Electricity & Water Expenses	14,649,798	10,358,408
Conference, Seminars & Business promotion expenses	3,251,118	2,754,725
Institute Expenses	14,845,106	12,364,095
Miscellaneous expenses	92,280	161,340
Membership fees	20,086	44,689
Interest, Penalty & Fine Charges	193,606	676,872
Scholarship, student kit and examination expenses	5,177,585	8,765,405
Books periodicals and subscriptions	395,734	42,605
Hostel & Mess Expenditure	14,297,513	-
Preliminary expenses written off.	190,063	1,362
Total	161,865,186	138,782,191

Sub note:

(a) Payments to Auditors (excluding service tax)

Amount ₹

Particular	For the year ended 31.03.2014	For the year ended 31.03.2013
(i) Audit Fee	413,997	312,500
(ii) Expenses Reimbursed	59,834	55,146
Total	473,831	367,646

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

Amount in ₹

Particulars	For the year ended 31.03.2014	For the year ended 31.03.2013
Key Management Personnel:		
Mr. Pramod Maheshwari	405,000	450,000
Associates/Group companies:		
Imperial Infin Pvt Ltd	55,000	44,000
Relative of Key Management Personnel:		
Smt. Shilpa Maheshwari	300,000	365,000
Smt. Neelima Maheshwari	60,000	65,000
Smt. Rekha Maheshwari	-	-
Enterprises under same Management:		
Diamond Business Solutions Private Ltd.	1,200,000	1,200,000
Om Prakash Maheshwari (HUF)	300,000	355,000
Wellwin Technosoft Private Ltd.	130,000	240,000
Gopi Bai Foundation	2,183,770	2,000,400
Total	4,633,770	4,719,400

Career Point Limited
(Formerly known as Career Point Infosystems Limited)
Balance Sheet as at 31st March, 2014

27 Additional Information to the Financial Statements

(i) The Consolidated Financial Statements (CFS) are prepared in accordance with Accounting Standard (AS) 21 "Consolidated Financial Statements", and Accounting Standard (AS) 23 "Accounting for Investment in Associates in Consolidated Financial Statements", notified by the Companies (Accounting Standards) Rules, 2006. 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 and associates, 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.

(ii) Provision for wealth tax for the year end of ₹ 12,00,000/- (Previous year ₹ 1,442,366/-) is included in current tax.

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

(I) Defined Contribution Plans – Provident Fund

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

During the period the Parent Company has recognized ₹ 3,18,986/- (Previous year- ₹ 281,504/-) as employer's contribution to Provident Fund and ₹ 5,89,274/- (Previous Year- ₹ 547,021/-) as employer's contribution to Employees Pension Scheme, 1995 in the Profit and Loss Account.

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

(III) Defined Benefit Plans:

a) Gratuity

b) Leave Encashment

In accordance with Accounting Standard-15 (revised 2005) actuarial valuation was carried out as at 31st March, 2014 in respect of Defined Benefit Plans – Gratuity and Leave Encashment (the Parent Company does not provide encashment of earned leave) on the following assumptions:

Sr.No.	Particulars	31.03.2014	31.03.2013
a)	Discounting Rate	9.00%	8.75%
b)	Future salary Increase	5%	5%
c)	Retirement Age	58 Years	58 Years
d)	Attrition rate	5%	5%

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:

Sr.No.	Particulars	31.03.2014		31.03.2013	
		Gratuity	Leave Encashment	Gratuity	Leave Encashment
a)	Present value of obligation as at the beginning of the period	4,579,785	-	3,954,959	-
b)	Acquisition adjustment	-	-	-	-
c)	Interest cost	412,181	-	325,390	-
d)	Past service cost	-	-	-	-
e)	Current service cost	1,289,731	-	1,230,505	-
f)	Curtailment cost/(Credit)	-	-	-	-
g)	Settlement cost/(Credit)	-	-	-	-
h)	Benefits paid	(253,172)	-	-	-
i)	Actuarial (gain)/loss on obligation	(1,366,052)	-	(931,069)	-
j)	Present value of obligation as at the end of period	4,662,473	-	4,579,785	-

Changes in the fair value of plan assets: Amount in ₹

Sr. No.	Particulars	As at 31.03.2014		As at 31.03.2013	
		Gratuity	Leave Encashment	Gratuity	Leave Encashment
a)	Fair value of plan assets at the beginning of the period	-	-	-	-
b)	Acquisition adjustment	-	-	-	-
c)	Expected return on plan assets	-	-	-	-
d)	Contributions	-	-	-	-
e)	Benefits paid	-	-	-	-
f)	Actuarial gain/(loss) on plan assets	-	-	-	-
g)	Fair value of plan assets at the end of the period	-	-	-	-

Amount recognized in the Balance Sheet: Amount in ₹

Sr. No.	Particulars	As at 31.03.2014		As at 31.03.2013	
		Gratuity	Leave Encashment	Gratuity	Leave Encashment
a)	Present value of Defined Benefit Obligation	-	-		
	- Funded	-	-	-	-
	- Unfunded	4,662,473	-	4,579,785	-
		4,662,473	-	4,579,785	-
b)	Less. Fair value of Plan Assets	-	-	-	-
c)	Amount to be recognized as (liability) or asset	(4,662,473)	-	(4,579,785)	-

Expense recognized in the statement of profit and loss: Amount in ₹

Sr. No.	Particulars	As at 31.03.2014		As at 31.03.2013	
		Gratuity	Leave Encashment	Gratuity	Leave Encashment
a)	Current service cost	1,289,731	-	1,230,505	-
b)	Past service cost	-	-	-	-
c)	Interest cost	412,181	-	325,390	-
d)	Expected return on plan assets	-	-	-	-
e)	Curtailment cost / (Credit)	-	-	-	-
f)	Settlement cost / (credit)	-	-	-	-
g)	Net actuarial (gain)/ loss recognized in the period	(1,366,052)	-	(931,069)	-
h)	Expenses recognized in the statement of profit & losses	335,860	-	624,826	-

Amount for the current period is as follows:-

Gratuity		Amount in ₹	
Particulars		As at 31.03.2014	As at 31.03.2013
Defined Benefit Obligation		335,860	624,826
Plan Assets		-	-
Surplus/ (Deficit)		(335,860)	(624,826)
Experience adjustments on plan liabilities		-	-
Experience adjustments on plan assets		-	-

Leave Encashment Amount in ₹

Particulars	As at 31.03.2014	As at 31.03.2013
Defined Benefit Obligation	-	-
Plan Assets	-	-
Surplus/ (Deficit)	-	-
Experience adjustments on plan liabilities	-	-
Experience adjustments on plan assets	-	-

Experience Adjustment: Amount in ₹

Particulars	As at 31.03.2014	As at 31.03.2013
Experience Adjustment (Gain)/ Loss for Plan Liabilities	(1,096,024)	(1,100,939)
Experience Adjustment Gain/ (loss) for Plan assets	-	-

Current liability: Amount in ₹

Particulars	As at 31.03.2014	As at 31.03.2013
Current Liability	462,696	324,193
Non Current Liability	4,199,777	4,255,592
Total Liability	4,662,473	4,579,785

(iv) Segment Reporting:
The management has considered the whole business of the company as a single segment, thus segment reporting is not required.

(v) 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)

- Relative of Key Management Personnel:

Smt. Shilpa Maheshwari (Wife of Director)

Smt. Neelima Maheshwari (Wife of Director)

Smt. Rekha Maheshwari (Wife of Director)

- Associates/Group companies:

Imperial Infin 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 Education Society

Career Point Foundation

Progressive Foundation

Sankalp Foundation

Sarthak Foundation

Shakthi Foundation

J.B.S. Shikshan Samiti

Jeeven Raksha Shikshan Samiti

(b) Disclosure of Related Party transactions: Amount in ₹

S.No.	Nature of Transaction/ Relationship/ parties	2013-14	2012-13
I)	Loan availed and repaid:		
	Key management Personnel:		
	Mr. Pramod Maheshwari	3,310,815	100,000
	Mr. Om Prakash Maheshwari	264,420	306,011
ii)	Loan given:		
	Enterprises under same Management:		
	Gopi Bai Foundation	140,893,623	113,221,767
	Proseed Foundation	31,916,305	26,965,820
	Career Point Education Society	12,606,370	25,385,296
	Career Point Foundation	-	-
	Progressive Foundation	4,114,767	3,800,887
	Sankalp Foundation	4,421,225	2,509,375
	Adarsh Foundation	15,168	15,802
	Sarthak Foundation	4,319	3,991
	Shakti Foundation	2,222,723	1,428,845
	J.B.S. Shikshan Samiti	2,230,926	2,230,926
	Jeeven Raksha Shikshan Samiti	5,213,404	5,213,404
iii)	Repayment of Loan received:		
	Enterprises under same Management:		
	Gopi Bai Foundation	142,404,702	84,010,920
	Adarsh Foundation	1,217	-
	Career Point Education Society	3,725,087	8,309,661
	Sankalp Foundation	285,923	-
	Progressive Foundation	145,737	-
	Shakti Foundation	157,963	-
	Proseed Foundation	4,801,473	10,813,000

(c) Amount due to/from related parties: Amount in ₹

S.No.	Nature of Transaction/ Relationship/ parties	2013-14	2012-13
	Amount receivable:		
	Enterprises under same Management:		
	Gopi Bai Foundation	317,019,641	318,530,720
	Adarsh Foundation	148,184	134,233
	Career Point Education Society	64,377,711	55,496,428
	Career Point Foundation	-	-
	Progressive Foundation	18,639,246	14,670,216
	Proseed Foundation	166,418,099	139,303,268
	Sankalp Foundation	35,598,253	31,462,951
	Sarthak Foundation	18,010	13,691
	Shakti Foundation	19,456,802	17,392,042
	J.B.S. Shikshan Samiti	2,022,927	2,022,927
	Jeeven Raksha Shikshan Samiti	5,213,404	5,213,404

(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".

Particulars	2013-14	2012-13
Basic EPS:-		
Net profit after prior period items and Income tax (₹)	97,832,265	301,266,614
Weighted average number of equity shares outstanding at the end of the year	18,132,939	18,132,939
Basic EPS (in ₹)	5.40	16.61
Diluted EPS:-		
Adjusted profit for diluted earning per share (₹)	97,832,265	301,266,614
Weighted average number of shares outstanding for diluted earning per share	18,132,939	18,132,939
Diluted EPS (in ₹)	5.40	16.61

(viii) Un-hedged foreign currency exposures are as under: Amount in ₹

Particulars	2013-14	2012-13
Receivables	Nil	Nil
Payables	Nil	Nil

(ix) There are no amounts due and outstanding to be credited to Investor Education & Protection Fund as at 31st March, 2014.

(x) Figures for the previous year have been regrouped/reclassified wherever necessary.

GENERAL INFORMATION:

Career Point Limited is engaged in providing Education Consultancy, Management Services and Tutorial Services.

28 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) and in compliance with the Accounting Standards notified under section 211(3C) and other requirements of the Companies Act, 1956.

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.

(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 requirments and on the basis of actuarial valuation.
- (v)

Fixed Assets

Fixed Assets are stated at cost of recognition/ installation including charges less accumulated depreciation and include directly attributable cost including installation and freight charges for bringing the assets to working condition for intended use.
- (vi)

Depreciation

Depreciation on assets carried at historical cost is provided on straight-line basis at the rates prescribed under schedule XIV of the Companies Act, 1956.
Depreciation for additions to/deletions from assets is calculated pro-rata from/to the date of addition/deletion.
- (vii)

Intangible assets

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the asset can be measured reliably.
- (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.

© Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.
- As per our report attachedFor and on behalf of the Board of Directors
- SHARP & TANNAN**
Chartered Accountants
ICAI Registration no. 000452N
by the hand of
- Pavan K. Aggarwal**
Partner
Membership No. 091466
- Place: New Delhi
Date: May 29, 2014
- Pramod Maheshwari**
Managing Director & CEO
DIN : 00185711
- Tarun Kumar Jain**
GM (Corporate and Legal Affairs)
and Company Secretary
- Place: Kota
Date: May 29, 2014
- Om Prakash Maheshwari**
Executive Director & CFO
DIN : 00185677
- Pawan Kumar Lalpuria**
Independent Director
& Audit Committee Chairman
DIN : 02016032
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Information on the financials of the Subsidiary Companies

Particulars regarding subsidiary Companies, in accordance with General Circular No: 02/2011 dated 8th February, 2011 from the Ministry of Corporate Affairs.

Name of Subsidiary Company	" Issued and subscribed share capita"	Reserves	Total Assets	Total Liabilities excluding 2 and 3	Investment Included in Total Asset	Revenue (Turnover & Other Income)	Profit /(Loss) Before Taxation	Provision for Taxation	Profit /(Loss) After Tax	Proposed Dividend
1	2	3	4	5	6	7	8	9	10	11
Career Point Infra Ltd.	39,790,000	1,485,568,756	2,014,706,635	489,347,879	116,773,533	153,513,701	94,165,457	32,275,963	61,889,494	-
Career Point Edutech Ltd.	5,789,470	(2,240,792)	9,555,743	6,007,065	-	612,720	(1,259,238)	(1,013,925)	(245,313)	-
Gyan Eduventure Private Ltd.	4,200,000	(9,031,024)	8,664,407	13,495,431	-	7,717,436	(15,416,206)	(5,874,701)	(9,541,505)	-
Career Point Accessories Private Ltd.	1,000,000	1,260,899	11,795,785	9,534,886	5,100,000	10,106,532	1,824,799	563,900	1,260,899	-
Coupler Enterprises Private Ltd.	900,000	15,666	11,043,773	10,128,107	-	67,642	17,053	-	17,053	-
Srajan Agritech Private Ltd.	100,000	(4,533)	39,301,144	39,205,677	-	-	(4,533)	-	(4,533)	-
Srajan Capital Ltd.	22,000,000	128,502	22,181,131	52,629	-	316,712	190,202	61,700	128,502	-
Kota Automobiles Private Ltd.	10,000,000	(66,907)	19,332,419	9,399,326	-	131,882	(59,907)	7,000	(66,907)	-

(Amount in ₹)

Information on the financials of the Subsidiary Companies

Statement pursuant to Section 212 of the Companies Act,1956, relating to subsidiary Companies

S. No.	Name of subsidiary	Career Point Infra Ltd.	Career Point Edutech Ltd.	Gyan Eduventure Private Ltd.	Career Point Accessories Private Limited	Srajan Capital Ltd.
1	Financial year of the subsidiary Company ended on	March 31, 2014	March 31, 2014	March 31, 2014	March 31, 2014	March 31, 2014
2	Holding Company's interest					
	(i) No. of equity share held by the	3,978,994	550,000	252,000	60,000	2,200,000
	Holding Company in the subsidiary					
	(ii) Percentage (%) of Holding	100%	95%	60%	60%	100%
3	The net aggregate of profit or (loss) of the subsidiary so far as it concerns of the holding Company not dealt within the holding Company's Account					
	(i) for the Current Financial Year	61,889,494	(233,047)	(5,724,903)	756,539	128,502
	(ii) for the Previous Financial Year	114,329,644	(98,175)	(1,754,051)	-	-
4	The net aggregate of profit or (loss) of the subsidiary so far as it concerns the members of the holding Company dealt within the holding Company's Account					
	(i) for the Current Financial Year	NIL	NIL	NIL	NIL	NIL
	(ii) for the Previous Financial Year	NIL	NIL	NIL	NIL	NIL

(Amount in ₹)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the **14th Annual General Meeting** of the Members of **CAREER POINT LIMITED** (CIN-L72200RJ2000PLC016272) will be held on Friday, the **26th day of September, 2014** at **4.00 P.M.** at CP Tower 2, Indraprastha Industrial Area, Road No.1, Kota-324005, Rajasthan India to transact the following businesses:

ORDINARY BUSINESS

- To receive, consider, approve and adopt the Balance Sheet as at March 31, 2014, Statement of Profit and Loss for the financial year ended as on that date together with the Reports of the Auditors and the Directors thereon.
- To appoint a Director in place of Mr. Mahesh Gupta (DIN:00132721), who retires by rotation and is eligible for re-appointment.
- To appoint a Director in place of Mr. Ram Swaroop Chaudhary (DIN: 00711599), who retires by rotation and is eligible for re-appointment.
- Appointment of Statutory Auditor of the Company**

To consider and if though fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions if any, of the Companies Act, 2013 and the Rules made thereunder, M/s. Sharp & Tannan, (Registration No.: 000452N), Chartered Accountants, New Delhi be and are hereby re-appointed as the Statutory Auditors of the Company, who shall hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Company scheduled to be held in the year 2017 (subject to ratification of their appointment at every AGM), on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

- Appointment of Mr. Ram Swaroop Chaudhary as Independent Director of the Company**

To consider and if thought fit, to pass, the following resolution with or without modification(s), if any, as Special Resolution: -

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, approval of the Company be and is hereby given to the appointment of Mr. Ram Swaroop Chaudhary (DIN:00711599), whose period of office was liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing in terms of Section 160 of the Act and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company who shall hold office for a period of five years from the date of

this Annual General Meeting and whose office shall not, henceforth, be liable to determination by retirement of Directors by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

- Appointment of Mr. Vishal Jain as Independent Director of the Company**

To consider and if thought fit, to pass, the following resolution with or without modification(s), if any, as Special Resolution: -

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, approval of the Company be and is hereby given to the appointment of Mr. Vishal Jain (DIN:00709250), whose period of office was liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing in terms of Section 160 of the Act and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company who shall hold office for a period of five years from the date of this Annual General Meeting and whose office shall not, henceforth, be liable to determination by retirement of Directors by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

- Appointment of Mr. Mahesh Gupta as Independent Director of the Company**

To consider and if thought fit, to pass, the following resolution with or without modification(s), if any, as **Special Resolution**: -

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, approval of the Company be and is hereby given to the appointment of Mr. Mahesh Gupta (DIN:00132721), whose period of office was liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing in terms of Section 160 of the Act and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company who shall hold office for a period of five years from the date of this Annual General Meeting and whose office shall not, henceforth, be liable to determination by retirement of Directors by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. Appointment of Mr. Pawan Kumar Lalpuria as Independent Director of the Company

To consider and if thought fit, to pass, the following resolution with or without modification(s), if any, as Special Resolution:-

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, approval of the Company be and is hereby given to the appointment of Mr. Pawan Kumar Lalpuria (DIN:02016032), whose period of office was liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing in terms of Section 160 of the Act and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company who shall hold office for a period of five years from the date of this Annual General Meeting and whose office shall not, henceforth, be liable to determination by retirement of Directors by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

9. Appointment of Mr. Pritam Kumar Goswami as Independent Director of the Company

To consider and if thought fit, to pass, the following resolution with or without modification(s), if any, as Special Resolution:-

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, approval of the Company be and is hereby given to the appointment of Mr. Pritam Kumar Goswami (DIN:00082224), whose period of office was liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing in terms of Section 160 of the Act and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company who shall hold office for a period of five years from the date of this Annual General Meeting and whose office shall not, henceforth, be liable to determination by retirement of Directors by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

10. Appointment of Mrs. Neelima Maheshwari as Director of the Company

To consider and if thought fit, to pass, the following resolution with or without modification(s), if any, as Special Resolution:-

“**RESOLVED THAT** Mrs. Neelima Maheshwari (DIN:00194928), who was appointed as an Additional Director of the Company by the Board of Directors in terms of Section 161(1) of the Companies Act, 2013 on August 12, 2014 and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company for a period of five years from the date of this Annual General Meeting whose period of office shall be liable to determination by retirement of directors by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

11. Re-appointment of Mr. Om Prakash Maheshwari as Whole Time Director & CFO of the Company

To consider and if thought fit, to pass, the following resolution with or without modification(s), if any, as Special Resolution:-

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/modification thereof) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Om Prakash Maheshwari (DIN 00185677) as Whole-Time Director and Chief Financial Officer designated as 'Executive Director & Chief Financial Officer', liable to retire by rotation, for a period of 5 years w.e.f. April 1, 2014 on the terms and remuneration as mentioned in the statement annexed hereto;

RESOLVED FURTHER THAT the term of Mr. Om Prakash Maheshwari as Whole Time Director & CFO of the Company shall be on continued basis on his reappointment at the Annual General Meeting, when he retires by rotation;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to increase, vary or amend the remuneration including salary, allowances, perquisites and benefits, remuneration and other terms of his appointment, from time to time, as deemed expedient or necessary;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

12. Re-appointment of Mr. Nawal Kishore Maheshwari as Whole Time Director of the Company

To consider and if thought fit, to pass, the following resolution with or without modification(s), if any, as Special Resolution:-

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of

the Companies Act, 2013, (including any amendment/modification thereof) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Nawal Kishore Maheshwari (DIN 00185762) as a Whole-Time Director designated as 'Executive Director', liable to retire by rotation, for a period of 5 years w.e.f. April 1, 2014 on the terms and remuneration as mentioned in the statement annexed hereto;

RESOLVED FURTHER THAT the term of Mr. Nawal Kishore Maheshwari as Whole Time Director of the Company shall be on continued basis on his reappointment at the Annual General Meeting, when he retires by rotation.”

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to increase, vary or amend the remuneration including salary, allowances, perquisites and benefits, remuneration and other terms of his appointment, from time to time, as deemed expedient or necessary;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

13. Revision in Remuneration of Mr. Pramod Maheshwari, Chairman, Managing Director & CEO of the Company

To consider and if thought fit, to pass, the following resolution with or without modification(s), if any, as Special Resolution:-

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, approval of the Company be and is hereby accorded to pay remuneration of Rs. 2,75,000/- (Rupees Two Lacs Seventy Five Thousand only) per month to Mr. Pramod Maheshwari, Chairman, Managing Director and Chief Executive Officer of the Company w.e.f. April 1, 2014 the details of which are given in the Statement annexed hereto;

RESOLVED FURTHER THAT Mr. Pramod Maheshwari as Chairman, Managing Director and CEO of the Company shall be liable to retires by rotation for the remaining term and his term shall be on continued basis on his reappointment at the Annual General Meeting, when he retires by rotation;

FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Pramod Maheshwari, Chairman, Managing Director and Chief Executive Officer;

FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; in order to give effect to the foregoing resolution.”

14. Related Party Transactions u/s 188 of Companies Act, 2013

To consider and if thought fit, to pass, the following resolution with or without modification(s), if any, as Special Resolution:-

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof and any rules thereunder for the time being in force), and subject to such other approvals, sanctions, consents and permissions as may be deemed necessary, if any, consent of the shareholders of the company be and is hereby accorded to Board of Directors of the Company for entering into related party transactions as set out in the Statement annexed to this Notice with Related Parties as defined under various provisions of Companies Act, 2013 from the date of this Annual General Meeting till the conclusion of next Annual General Meeting;

RESOLVED FURTHER THAT subject to prior approval of Audit Committee of Board of Directors of the Company for the related party transactions, the Board of Directors of the Company be and are hereby authorized to finalize the terms and to execute agreements, deeds or writings required to be executed in relation to the proposed related party transactions and to do all acts, things and deeds as may be deemed necessary to give effect to this resolution.”

15. Adoption of new Articles of Association of the Company

To consider and if thought fit, to pass, the following resolution with or without modification(s), if any, as Special Resolution:-

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Tarun Kumar Jain
GM (Corporate & Legal Affairs)
& Company Secretary
Membership No.-FCS 6584

Place : Kota
Date : August 12, 2014

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. 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 authorised 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. All the documents referred in the Notice, Annual Report as well as Annual Accounts of the subsidiary companies and Register of Directors' Shareholding are open for inspection, during the business hours, at the Registered Office of the Company upto and including the date of Annual General Meeting.
5. Statutory Auditors' certificate certifying that the Company's stock option plan has been implemented in accordance with the SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 and in accordance with resolutions passed by the Members, will be available at the Meeting for inspection by the Members.
6. The Register of Members and Share Transfer Books of the Company shall remain closed during the Book Closure period, i.e., from September 23, 2014 to September 26, 2014, both days inclusive.
7. 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.
8. 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.
9. The Members desirous of appointing their nominees for the shares held by them may apply in the Nomination Form (Form SH.13).
10. In case of Joint holders attending the Meeting, only such joint shareholder who is higher in the order of names will be entitled to vote.
11. 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.

12. 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.
13. Electronic copy of the Notice of the 14th 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.
14. 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.
15. 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.
16. **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.**

17. Information pursuant to Clause 49 of the Listing Agreement pertaining to the Directors proposed to be appointed/re-appointed, is as follows:

Name of Director	Mr. Om Prakash Maheshwari	Mr. Nawal Kishore Maheshwari	Mr. Ram Swaroop Chaudhary	Mr. Pritam Kumar Goswami	Mr. Pawan Kumar Lalpuria	Mr. Vishal Jain	Mr. Mahesh Gupta	Mrs. Neelima Maheshwari
Designation	Executive Director and Chief Financial Officer	Executive Director	Independent and non-Executive Director	Independent and non-Executive Director	Independent and non-Executive Director	Independent and non-Executive Director	Independent and non-Executive Director	Independent and non-Executive Director
Date of Birth	Sept. 12, 1968	Feb. 5, 1975	Nov. 2, 1942	July 27, 1971	July 15, 1967	June 14, 1973	March 19, 1977	March 19, 1971
Date of Appointment	March 31, 2000	March 31, 2000	Nov. 1, 2007	Nov. 1, 2007	Nov. 1, 2007	January 27, 2011	Feb. 7, 2012	August 12, 2014
Experience in specific functional areas	Over 20 years of experience in the field of Finance & Legal matters.	Over 18 years of experience in the field of Administration.	He has experience of working with the Department of Atomic Energy as a 'Scientific Engineer'. During his tenure, he held senior positions like, Superintendent Engineer (Mechanical), Maintenance Superintendent and Additional Chief Engineer.	Over 19 years of experience in the field of finance and taxation.	Over 22 years of experience in the field of income tax, corporate finance and company law matters.	Over 16 years of experience in the field of Wealth Management & investments.	Over 14 years of experience in the field of taxation, project finance and consultancy.	Over 10 Years of experience in formal education
Educational Qualifications	B.E. (Mechanical Engineering) from University of Rajasthan	B.COM. from MDS University, Ajmer	Bachelor's Degree in Mechanical Engineering from Vikram University, Ujjain	F.C.A., MBA	F.C.A., A.C.S.	B.E.(Electronics & Communication Engineering) from Engineering College, Kota , D.B.F. from ICFAI Hyderabad and MBA(Finance) from National University of Singapore	B.Com, F.C.A., DISA(ICA)	M. Pharma
Details of Shares held in the Company	1386300 equity shares	1385800 equity shares	20 equity shares	20 equity shares	Nil	17520 equity shares	Nil	1339500 equity shares
List of Companies (other than Career Point Ltd) in which Directorships held as on 1.03.2014 (excluding Pvt. Ltd. Companies)	1.Career Point Edutech Ltd. 2.Career Point Infra Ltd. 3. Shricon Industries Ltd. 4. Srajan Capital Limited	1.Career Point Edutech Ltd. 2.Career Point Infra Ltd. 3. Shricon Industries Ltd. 4. Srajan Capital Limited	Nil	Nil	Nil	Nil	Nil	Shricon Industries Limited

Information pursuant to Clause 49 of the Listing Agreement pertaining to the Directors proposed to be appointed/re-appointed, is as follows:

17.

Name of Director	Mr. Om Prakash Maheshwari	Mr. Nawal Kishore Maheshwari	Mr. Ram Swaroop Chaudhary	Mr. Pritam Kumar Goswami	Mr. Pawan Kumar Lalpuria	Mr. Vishal Jain	Mr. Mahesh Gupta	Mrs. Neelima Maheshwari
Chairman/Member of the Committees of Companies (other than Career Point Ltd) on which he is a Director as on 31.03.2014	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Relationship with other directors	Relative of Mr. Pramod Maheshwari, Managing Director and Mr. Nawal Kishore Maheshwari, Executive Director	Relative of Mr. Pramod Maheshwari, Managing Director and Mr. Om Prakash Maheshwari, Executive Director & CFO	No interse relationship with other Directors	No interse relationship with other Directors	No interse relationship with other Directors	No interse relationship with other Directors	No interse relationship with other Directors	Relative of Mr. Om Prakash Maheshwari, Executive Director & CFO

18 .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, the Company is pleased to provide members facility to exercise their votes at the 14th AGM by electronic means and the business may be transacted through e-voting as per instructions below:

The instructions for shareholders voting electronically are as under:

(I) The voting period begins on Tuesday the 23rd day of September, 2014 at 10.00 a.m. and will end on Wednesday, the 24th day of September, 2014 at 6.00 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 (record date) of Tuesday the 23rd day of September, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on “Shareholders” tab.
- (iv) Now, select the “CAREER POINT LIMITED” from the drop down menu and click on “SUBMIT”
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.

(viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">■ 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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">■ 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).

- (i) 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

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No 5 to 9:

The Company presently has 5 (Five) Independent Directors viz. Mr. Ram Swaroop Chaudhary, Mr. Pawan Kumar Lalpuria, Mr. Pritam Kumar Goswami, Mr. Vishal Jain and Mr. Mahesh Gupta. All these Independent Directors are liable to retire by rotation.

Pursuant to Section 149 of the Companies Act, 2013, every listed company is required to have one-third of its total strength of the Board of Directors as Independent Directors. Further, the provisions relating to retirement of directors shall not be applicable to Independent Directors.

The Act further provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company. In terms of explanation to Section 149(11) of the Act, any tenure of an Independent Director prior to the commencement of the Companies Act, 2013 viz. April 1, 2014, shall not be counted for calculating the term of independent director.

In terms of the Listing Agreement entered into by the Company, where the Company has an executive Chairman, at least half of the Board should comprise Independent Directors.

While the present composition of the Board of Directors and the number of Independent Directors is in compliance of the provisions of the Companies Act, 2013 and the Listing Agreement, it is proposed to align the terms of appointment of present Independent Directors with the provisions of the Companies Act, 2013.

Accordingly, separate resolutions are proposed to appoint Mr. Ram Swaroop Chaudhary, Mr. Pawan Kumar Lalpuria, Mr. Pritam Kumar Goswami, Mr. Vishal Jain and Mr. Mahesh Gupta, existing Independent Directors of the Company who are liable to retire by rotation, as Independent Directors of the Company not liable to retire by rotation for a term of five consecutive years from the conclusion of the ensuing Annual General Meeting.

Section 149 of the Companies Act, 2013 and the Listing Agreement, prescribes criteria for independence.

The Company has obtained a declaration from aforesaid Independent Directors that they meet the criteria of independence as prescribed in the Companies Act, 2013 and the Listing Agreement. In the opinion of the Board of Directors, Mr. Ram Swaroop Chaudhary, Mr. Pawan Kumar Lalpuria, Mr. Pritam Kumar Goswami, Mr. Vishal Jain and Mr. Mahesh Gupta who are proposed to be appointed as Independent Directors not liable to retire by rotation satisfy the independence criteria in terms of the Companies Act, 2013 and the Listing Agreement.

A copy of the draft letter of appointment of Mr. Ram Swaroop Chaudhary, Mr. Pawan Kumar Lalpuria, Mr. Pritam Kumar Goswami, Mr. Vishal Jain and Mr. Mahesh Gupta as Independent Directors of the Company setting out the terms and conditions of their appointment is available for inspection by the Members without any fee at the Company's registered office.

Brief Profile and other details of Mr. Ram Swaroop Chaudhary, Mr. Pawan Kumar Lalpuria, Mr. Pritam Kumar Goswami, Mr. Vishal Jain and Mr. Mahesh Gupta have been given in the annexure attached to the Notice.

None of the Director is concerned or interested in the Resolutions.

The Board accordingly recommends the resolution set forth in item no. 5 to 9 for approval of the members.

Item No. 10:

As per the provisions of Section 149(1) of the Act and amended Clause 49 of the Listing Agreement, the Company should have atleast one woman director. Keeping in view the above legal requirements, the Board of Directors have proposed that Mrs. Neelima Maheshwari be appointed as a Director of the Company. Consequently, it is proposed to appoint Mrs. Neelima Maheshwari as Director of the Company.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Neelima Maheshwari for the office of Director of the Company. Mrs. Neelima Maheshwari is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. She holds 1339500 equity shares in the Company.

Brief Profile and other details of Mrs. Neelima Maheshwari have been given in the annexure attached to the Notice.

Mrs. Neelima Maheshwari is interested in the resolution as it relates to her own appointment and shareholder of the Company. Mrs. Om Prakash Maheshwari, Executive Director & CFO being relative of Mrs. Neelima Maheshwari also concerned or interested in the Resolution.

The Board accordingly recommends the resolution set forth in item no. 10 for approval of the members.

Item No. 11

The period of appointment of Mr. Om Prakash Maheshwari as whole time Director of the Company was over on March 31, 2014. The Board of Directors of the Company at its meeting held on May 29, 2014 has re-appointed him as a Whole time Director designated as Executive Director and Chief Financial Officer of the Company for the period of five years with effect from April 1, 2014 as per the terms and conditions recommended by the Remuneration Committee and subject to the approval of Members at the General Meeting. The terms and conditions of his re-appointment are as under:

Period: Five years with effect from April 1, 2014 to March 31, 2019.

Remuneration:

- a. Basic Salary: ₹ 125,000 per month
- b. House rent allowance: ₹ 80,000 per month.
- c. Other Allowances: ₹ 70,000 per month (including Medical reimbursement, Allowance on purchase of books/Journal/Periodicals, Transport allowance or such other allowance, by whatever name called, as decided by the Board of Directors from time to time).
- d. Leave travel allowance upto one month's salary, which can be availed once in two years.
- e. Gratuity: not exceeding on half month's salary for each completed years of service.
- f. Bonus: as per rules of the Company not exceeding 20% of salary.

g. Superannuation fund: superannuation or annuity funds benefits in accordance with any such scheme adopted by the Company.

h. Reimbursement of expenses: Reimbursement of travelling & other expenses incurred by him during the course of business of the Company.

i. Club Membership: Admission and subscription fees for 2 clubs.

j. Reimbursement of Mobile phone bill for use on Company's business.

k. Free use of the Company's car, fuel and reimbursement of Salary of driver for use on the Company's business as well as for own use.

l. Other Privileges: Such other privileges, facilities, perquisites and amenities as may be applicable from time to time to the Executives of the Company

Mr. Om Prakash Maheshwari is interested in the resolution as it relates to his own re appointment. Mrs. Neelima Maheshwari, Director, Mr. Pramod Maheshwari, Chairman, Managing Director & Chief Executive Officer and Mr. Nawal Kishore Maheshwari, Executive Director being relatives of Mr. Om Prakash Maheshwari are also concerned or interested in the Resolution.

The Board accordingly recommends the resolution set forth in item no. 11 for approval of the members.

Item No. 12

The period of appointment of Mr. Nawal Kishore Maheshwari as whole time Director of the Company was over on March 31, 2014. The Board of Directors of the Company at its meeting held on May 29, 2014 has re-appointed him as a Whole time Director designated as Executive Director of the Company for the period of five years with effect from April 1, 2014 as per the terms and conditions recommended by the Remuneration Committee and subject to the approval of Members at the General Meeting. The terms and conditions of his re-appointment are as under:

Period: Five years with effect from April 1, 2014 to March 31, 2019.

Remuneration:

- a. Basic Salary: ₹ 1,25,000 per month
- b. House rent allowance: ₹ 80,000 per month.
- c. Other Allowances: ₹ 70,000 per month (including Medical reimbursement, Allowance on purchase of books/Journal/Periodicals, Transport allowance or such other allowance, by whatever name called , as decided by the Board of Directors from time to time).
- d. Leave travel allowance upto one month's salary, which can be availed once in two years.
- e. Gratuity: not exceeding on half month's salary for each completed years of service.
- f. Bonus: as per rules of the Company not exceeding 20% of salary.
- g. Superannuation fund: superannuation or annuity funds benefits in accordance with any such scheme adopted by the Company.
- h. Reimbursement of expenses: Reimbursement of travelling &

other expenses incurred by him during the course of business of the Company.

i. Club Membership: Admission and subscription fees for 2 clubs.

j. Reimbursement of Mobile phone bill for use on Company's business.

k. Free use of the Company's car, fuel and reimbursement of Salary of driver for use on the Company's business as well as for own use.

l. Other Privileges: Such other privileges, facilities, perquisites and amenities as may be applicable from time to time to the Executives of the Company

Mr. Nawal Kishore Maheshwari is concerned or interested in the terms and conditions as above for his re-appointment as Executive Director of the Company. Mr. Om Prakash Maheshwari, Executive Director & Chief Financial Officer and Pramod Maheshwari, Chairman, Managing Director & Chief Executive Officer of the Company being relatives of Mr. Nawal Kishore Maheshwari are also concerned or interested in the Resolution.

The Board accordingly recommends the resolution set forth in item no. 12 for approval of the members.

Item No. 13

The Members at their Twelfth Annual General Meeting held on 28th September, 2012 re-appointed Mr. Pramod Maheshwari as a Chairman, Managing Director & CEO of the Company for a period of 5 years with effect from July 01, 2012. Considering his valuable contribution and his vast experience, the Remuneration Committee of Directors at its Meeting held on May 29, 2014 approved a revision in the remuneration of Mr. Pramod Maheshwari (DIN 00185711), Chairman, Managing Director & CEO of the Company with effect from 01st April, 2014. Subject to the approval of Members, the remuneration and perquisites payable to Mr. Pramod Maheshwari is as follows:

Remuneration:

- a. Basic Salary: ₹ 1,25,000 per month
- b. House rent allowance: ₹ 80,000 per month.
- c. Other Allowances: ₹ 70,000 per month (including Medical reimbursement, Allowance on purchase of books/Journal/Periodicals, Transport allowance or such other allowance, by whatever name called , as decided by the Board of Directors from time to time).
- d. Leave travel allowance upto one month's salary, which can be availed once in two years.
- e. Gratuity: not exceeding on half month's salary for each completed years of service.
- f. Bonus: as per rules of the Company not exceeding 20% of salary.
- g. Superannuation fund: superannuation or annuity funds benefits in accordance with any such scheme adopted by the Company.
- h. Reimbursement of expenses: Reimbursement of travelling & other expenses incurred by him during the course of business of the Company.
- i. Club Membership: Admission and subscription fees for 2 clubs.
- j. Reimbursement of Mobile phone bill for use on Company's business.

- k. Free use of the Company's car, fuel and reimbursement of Salary of driver for use on the Company's business as well as for own use.
- l. Other Privileges: Such other privileges, facilities, perquisites and amenities as may be applicable from time to time to the Executives of the Company

All other terms and conditions of the appointment and remuneration of Mr. Pramod Maheshwari which was earlier approved by the Members will remain unchanged except he shall be liable to retire by rotation. The revised terms of remuneration of Mr. Pramod Maheshwari as specified above are now being placed before the Members in the Annual General Meeting for their approval.

The increase is within the prescribed limits and the Board of Directors recommends the passing of the resolution.

Mr. Pramod Maheshwari is interested in the resolution. Mr. Om Prakash Maheshwari, Executive Director & Chief Financial Officer 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. 13 for approval of the members.

Item No. 14

The provisions of Section 188 of Companies Act, 2013 governs the following Related Party Transactions which requires prior approval of Board of Directors and in case the Paid-up Share Capital of the Company is Rs. 10 crores or more, the prior approval of Shareholders by way of Special Resolution:

- a) Sale, purchase or supply of any goods or materials;
- b) Selling or otherwise disposing of, or buying, property of any kind;
- c) Leasing of property of any kind;
- d) Availing or rendering of any services;
- e) Appointment of any agent for purchase or sale of goods, materials, services or property;
- f) Such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
- g) Underwriting the subscription of any securities or derivatives thereof, of the company.

Since the Company various Subsidiaries/Associates/Firms etc., the Company is required to enter into various Related Parties Transactions as defined under Section 188 of the Companies Act, 2013 with related parties as defined under Section 2 (76) of the said Act. The Details of the proposed transactions per annum are mentioned herein below:

S.No.	Type of Transaction	Name of the Related Parties	Nature of Relationship	Maximum Limit (Rs. In Lakhs)
1.	Leasing of property of any kind	Mr. Pramod Maheshwari	Key Management Personnel	10
		Mrs.Shilpa Maheshwari	Relative of Key Management Personnel	15
		Mrs. Neelima Maheshwari	Relative of Key Management Personnel	10
		Gyan Eduventure Private Limited	Subsidiary	10
		Imperial Infin Private Limited	Associate/Group Company	15
		Gopi Bai Foundation	Enterprise Under same Management	50
		Wellwin Technosoft Private Limited	Enterprise Under same Management	15
		Diamond Business Solutions Pvt. Ltd.	Enterprise Under same Management	20
2.	Sale or Supply of Goods & Materials	Gyan Eduventure Private Limited	Subsidiary	100
		Career Point Accessories Private Limited	Subsidiary	200
		Career Point Edutech Limited	Subsidiary	200
3.	Purchase of Goods and Materials	Gyan Eduventure Private Limited	Subsidiary	10
4.	Availing/Rendering of any services	Career Point Edutech Limited	Subsidiary	200
		Career Point Infra Limited	Subsidiary	7500
		Gyan Eduventure Private Limited	Subsidiary	500
		Career Point Accessories Private Limited	Subsidiary	500
		Srajan Agritech Private Limited	Step down Subsidiary	800
		Kota Automobiles Private Limited	Subsidiary	1000
		Coupler Enterprises Private Limited	Step down Subsidiary	400
		Gopi Bai Foundation	Enterprise Under same Management	5000
		Srajan Capital Limited	Subsidiary	5000
		Sankalp Capital Private Limited	Group Company	1000

The details as required to be disclosed in Explanatory Statement as per Section 188 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 of the Companies Act, 2013 are as under

Name of the Related Parties	Name of the director or key managerial personnel who is related, if any	Nature of relationship	Nature, Material terms, monetary value and particulars of the contract
Mr. Pramod Maheshwari	Mr. Om Prakash Maheshwari, Mr. Nawal Kishore Maheshwari	Brother	As stated in Resolution and table given above
Mrs.Shilpa Maheshwari	Mr. Pramod Maheshwari	Husband	As stated in Resolution and table given above
Mrs. Neelima Maheshwari	Mr. Om Prakash Maheshwari	Husband	As stated in Resolution and table given above
Gyan Eduventure Private Limited	-	Subsidiary	As stated in Resolution and table given above
Imperial Infin Private Limited	Mrs. Neelima Maheshwari	Associate/ Group Company	As stated in Resolution and table given above
Gopi Bai Foundation	Mr. Pramod Maheshwari, Mr. Om Prakash Maheshwari and Mr. Nawal Kishore Maheshwari	Enterprise Under same Management	As stated in Resolution and table given above
Wellwin Technosoft Private Limited	Mr. Pramod Maheshwari, Mr. Om Prakash Maheshwari and Mr. Nawal Kishore Maheshwari	Enterprise Under same Management	As stated in Resolution and table given above
Diamond Business Solutions Pvt. Ltd.	Mr. Om Prakash Maheshwari	Enterprise Under same Management	As stated in Resolution and table given above
Career Point Edutech Limited	Mr. Pramod Maheshwari, Mr. Om Prakash Maheshwari and Mr. Nawal Kishore Maheshwari	Subsidiary	As stated in Resolution and table given above
Career Point Infra Limited	Mr. Pramod Maheshwari, Mr. Om Prakash Maheshwari and Mr. Nawal Kishore Maheshwari	Subsidiary	As stated in Resolution and table given above
Career Point Accessories Private Ltd.	-	Subsidiary	As stated in Resolution and table given above
Srajan Agritech Private Limited	-	Step down Subsidiary	As stated in Resolution and table given above
Kota Automobiles Private Limited	-	Subsidiary	As stated in Resolution and table given above
Coupler Enterprises Private Limited	Mr. Pramod Maheshwari, Mr. Om Prakash Maheshwari and Mr. Nawal Kishore Maheshwari	Step down Subsidiary	As stated in Resolution and table given above
Gopi Bai Foundation	Mr. Pramod Maheshwari, Mr. Om Prakash Maheshwari and Mr. Nawal Kishore Maheshwari	Enterprise Under same Management	As stated in Resolution and table given above

The Board recommends passing of the relevant Special Resolution as mentioned at Item No 14 of the Notice.

None of the Directors, Key Managerial Persons of the Company, and their relatives except Mr. Pramod Maheshwari, Mr. Om Prakash Maheshwari and Mr. Nawal Kishore Maheshwari and their relatives may be deemed concerned or interested in the resolution.

Item No. 15:

The existing AoA are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act.

The Act is now largely in force. On September 12, 2013, the Ministry

of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal ("Tribunal") such as variation of rights of holders of different classes of shares (Section 48), reduction of share capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement (Chapter XVI), revival and rehabilitation of sick companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including, inter alia, relating to Investor Education and Protection Fund (Section 125) and valuation by registered valuers (Section 247). However, substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The Board commends the Special Resolution set out at Item No. 15 of the Notice for approval by the shareholders.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders.

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

Place : Kota
Date : August 12, 2014

Tarun Kumar Jain
GM (Corporate & Legal Affairs)
& Company Secretary
Membership No.-FCS 6584

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.

Thanking you,
Yours faithfully
For Career Point Limited
Tarun Kumar Jain
GM (Corporate & Legal Affairs)
& Company Secretary



CAREER POINT LIMITED
(CIN: L72200RJ2000PLC016272)
CP Tower 1, Road No. 1, IPIA, Kota – 324 005, Rajasthan, India

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 14TH Annual General Meeting of the Company, to be held on Friday, the 26th day of September, 2014 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 31st March, 2014
2.	Re-appointment of Mr. Mahesh Gupta, who retires by rotation.
3.	Re-appointment of Mr. Ram Swaroop Chaudhary, who retires by rotation.
4.	Appointment of Statutory Auditor of the Company
	Special Business
5.	Appointment of Mr. Ram Swaroop Chaudhary as Independent Director of the Company
6.	Appointment of Mr. Vishal Jain as Independent Director of the Company
7.	Appointment of Mr. Mahesh Gupta as Independent Director of the Company
8.	Appointment of Mr. Pawan Kumar Lalpuria as Independent Director of the Company
9.	Appointment of Mr. Pritam Kumar Goswami as Independent Director of the Company
10.	Appointment of Mrs. Neelima Maheshwari as Director of the Company
11.	Re-appointment of Mr. Om Prakash Maheshwari as Whole Time Director & CFO of the Company
12.	Re-appointment of Mr. Nawal Kishore Maheshwari as Whole Time Director of the Company
13.	Revision in Remuneration of Mr. Pramod Maheshwari, Chairman, Managing Director & CEO of the Company
14.	Related Party Transactions u/s 188 of Companies Act, 2013
15.	Adoption of new Articles of Association of the Company

₹1
Revenue
Stamp here

Signed this _____ day of _____ 2014

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.

Notes

**CAREER POINT LIMITED**

(CIN: L72200RJ2000PLC016272)

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 14th Annual General Meeting of the Members of CAREER POINT LIMITED held on Friday, the 26th day of September, 2014 at 4.00 P.M. at CP Tower 2, Indraprastha Industrial Area, Road No.1, Kota-324005, Rajasthan India.

Signature of the Member / Proxy

SiNote :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.

Union Budget 2014 – Highlights on Education and related verticals

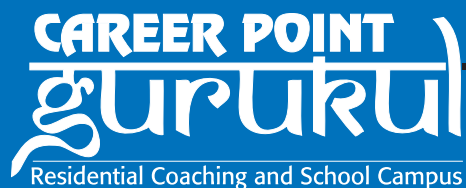
- ₹ 28,635 crore fund for Sarva Siksha Abhyaan (SSA) and ₹ 4,966 crore for Rashtriya Madhyamik Shiksha Abhiyan (RMSA)
- Initiation of a School Assessment Programme at a cost of Rs 30 crore
- Launch of Pandit Madam Mohan Malviya New Teachers Training Programme for an initial sum of Rs 500 crore
- Proposed to set up Jai Prakash Narayan National Centre for Excellence in Humanities in Madhya Pradesh for the higher education
- National Rural Internet and Technology Mission for services in villages and schools, training in IT skills and E-Kranti for government service delivery and governance scheme proposal at a cost of Rs 500 crore
- Proposed setting up 12 more government medical colleges with dental facilities
- Corpus of Rs 500 crore for four new AIIMS in Andhra Pradesh, West Bengal, Vidarbha (Maharashtra) and Purvanchal (Uttar Pradesh).
- Two national institutes for ageing in New Delhi and Chennai
- Five more IITs in Jammu, Chhatisgarh, Goa, Andhra Pradesh and Kerala
- Five new IIMs in Himachal Pradesh, Punjab, Bihar, Odisha and Maharashtra
- New fund of Rs 10,000 crores for new industries to increase employment
- New agriculture universities in the state of Rajasthan and Telangana
- Special provision for toilets and drinking water in all girls schools
- Proposal to ease and simplify norms to facilitate educational loans
- Agriculture research centers in Aasam and Jharkhand
- Allocation of Rs 500 crores for Digital India program
- Allocation of Rs 100 crores for modernization of madarasas
- Allocation of Rs 100 crores for virtual class rooms
- Allocation of Rs 100 crores for career centers to provide counseling to youth
- Allocation of Rs 100 crores for Save daughters – Educate daughters scheme
- Allocation of Rs 100 crores for sports university in Manipur

Rajasthan state budget 2014-15: Highlights on Education and related verticals

- On the pattern of Central schools, English medium model schools will be established in all panchayat samitis
- Single recruitment-cum-eligibility exam for teachers (REET)
- Scholarship to eligible students for selection in IITs, IIMs, NITs and other equivalent national level exams
- Establishment of Skill development hub in association with RIICO for industrial trainings
- Unification of public schools as more than 28,000 schools have less than 30 students in each

Media Speak





School + Coaching + Hostel and all other facilities within the campus at Kota

- A fully residential integrated coaching cum school campus with a more interactive, stress free, secure and conducive environment
- An endeavor to make the educational experience truly transformational with complete gamut of services under one umbrella
- Offers holistic development to students with blend of academic focus and extracurricular activities to ensure lifelong success

Academic facilities

- Coaching Campus
- CBSE affiliated School up to 12th
- Library and Reading Rooms
- Practical Labs
- Video Lecture Library

Living Experience

- Boys and Girls Separate Hostels
- Guest house for relatives
- Apartments (1&2 BHK) for parents
- Staff residences
- Common Room

Student Welfare

- Cafeteria and Food Court
- Health care Services
- Departmental Stores
- 24 Hrs Security
- Indoor / Outdoor Sports



CAREER POINT

www.cpil.in
www.cpuniverse.in
www.careerpoint.ac.in