

# Engineered for **Success**



## **CAREER POINT**

Career Point Limited - Annual Report 2015-16

# Corporate Information

## BOARD OF DIRECTORS

### Mr. Pramod Maheshwari

Chairman, Managing Director and CEO

### Mr. Om Prakash Maheshwari

Executive Director and CFO

### Mr. Nawal Kishore Maheshwari

Executive Director

### Mr. Mahesh Gupta

Director

### Mr. Pawan Kumar Lalpuria

Director

### Mr. Pritam Kumar Goswami

Director

### Mr. Ram Swaroop Chaudhary

Director

### Mr. Vishal Jain

Director

### Mrs. Neelima Maheshwari

Director

### Tarun Kumar Jain

Company Secretary

### M/s Sharp & Tannan

Chartered Accountants

Statutory Auditors

### M/s P. Khandelwal & Co.

Chartered Accountants

Internal Auditor



## Bankers

HDFC Bank Limited

ICICI Bank Limited

State Bank of India

Yes Bank Limited

Union Bank of India

## Registered & Corporate Office

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

## Corporate Identification Number (CIN)

L72200RJ2000PLC016272

## Registrar and Share Transfer Agent

Link Intime India Private Limited

C-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](http://www.linkintime.co.in)

## Websites

[www.cpil.in](http://www.cpil.in)

[www.cpuniverse.in](http://www.cpuniverse.in)

[www.careerpoint.ac.in](http://www.careerpoint.ac.in)

[www.ecareerpoint.com](http://www.ecareerpoint.com)

## Disclaimer

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

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

# Inside the report

Career Point Business Divisions	4
Financial Snapshot	8
Chairman's Letter	12
FAQ's on Business & Financials	14
Management Discussion and Analysis	16
The Board of Directors	20
Directors' Report	22
Report on Corporate Governance	39
Standalone Financial Statements	54
Consolidated Financial Statement	82
Shareholders' Notice	112
Attendance slip and Proxy Form	121

# Career Point

## Career Point Pre-schools 'Global Kids'

At Global Kids, Career Point aspires to sow the seeds of values and spirit from the early ages. Student centric curriculum and scientifically designed modules ensure an ethical, physical, creative, linguistic and emotional development of the child. Cognitive learning installs a sense of purpose and dedication in the mind of students. The desire to shape children as future global citizens with a positive frame of mind and attitude has been the driving force that set Global Kids in its course.



## Career Point World Schools

Education today, goes beyond geographical boundaries and the scenario is changing at a faster pace. The career options have now magnified from limited to multiples and local to global. In such a scenario, the educational programs at Career Point World Schools (CPWS) are designed and implemented to extend learning beyond academics to the overall development of the child. According to our belief, the learning fundamentals are laid firmly at CPWS to make students as confident individuals to meet future challenges.



## Career Point Gurukuls

CP Gurukuls ambiances are conducive to a healthy education. Spread over picturesque land and lush green environment, CP Gurukuls have been conceived to meet the highest educational expectations of the students coming from all over India and abroad, as well. CP Gurukuls offer a unique integrated program of school education cum text-prep with residential facility to encourage academic pursuits as well as build upon physical, emotional, social skills. The objective is to lay a strong and deep-rooted foundation for a better tomorrow.





# Business Divisions



## Career Point Tutorial / Test-Prep

At Career Point Tutorials, the students are taught through various value added modules to develop five essential elements: concepts, accuracy, expertise, speed and attitude. The students are benefitted by customized study material and knowledge lab that help them to excel in their subject knowledge, comprehension and examinations. Being a household name in test-prep market, the brand Career Point is a symbol of quality education beyond compare.



## Career Point Universities

Though young institutions, yet both Career Point Universities (CPU) have one of the best placements in their respective regions. Every year a large student pool is gaining entry into renowned organizations on completion of the course, or sometimes before completion too. Today, CPians are known as one of the best breed for their quality performances. The list of companies coming for campus placements is growing every year. This is a testimony that Career Point teaching practices are aimed to transform students into visionary change agents.

## Career Point Skill Development



In Skill development wing, the learning is delivered in an environment of mutual respect, support and encouragement. Love for learning is induced in the youth not by extraneous factors but by the love of their own areas of interest. Teaching of skills is made more interactive, practical and innovative. Career Point believes in grooming and nurturing the innate talent of the youth, so that they can reach the pinnacle in their careers at a later stage.

## Career Point e-Learning



The field of education is transformed by Information Technology. A new dimension to the learning is provided by Career Point through use of various effective and convenient new-generation digital products. From online assessment to live tutoring, videos on demand lectures to social educational market place; Career Point has strong presence in ICT (Information Communication and Technology) based digital learning amenities to groom the young minds and making them stalwarts in their fields.

## Our Vision



***■ Betterment and Empowerment of  
society through the Power of Education***



# Our Story



## Company Evolution

**June 1993**

Founded in Kota in small tyre godown by Mr. Pramod Maheshwari, an IIT Delhi alumnus

**April 2000**

Opened first tutorial branch outside Kota at Jaipur

**Feb 2003**

Started K-12 school education - Global Public School, Kota

**Jan 2007**

Investment by Volrado Venture Partners (ENAM)

**April 2012**

- Career Point University at Kota (Rajasthan)
- Career Point University at Hamirpur (H.P.)

**Oct 2010**

First Indian IPO by Test-Prep Company (Listed on NSE and BSE)

**Jan 2010**

Investment by Kalpa Partners (N S Raghavan)

**Jul 2009**

Private Equity Investment by Franklin Templeton

**April 2013**

- Career Point Gurukul, Kota – Residential school with integrated coaching
- Career Point World School in Jodhpur

**April 2015**

Skill Development & Vocational Education

**July 2015**

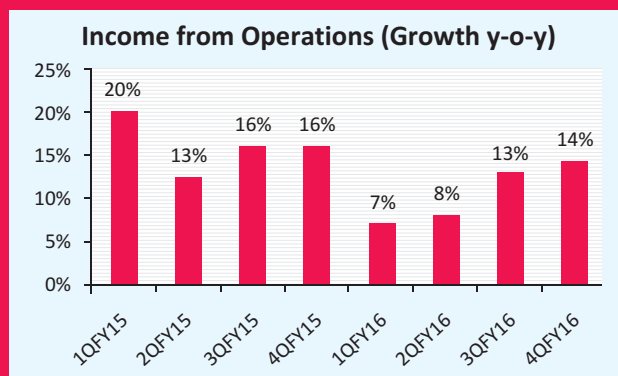
- eLearning
- Online Assessment
- Career Point world School in Bilaspur

**Jul 2016**

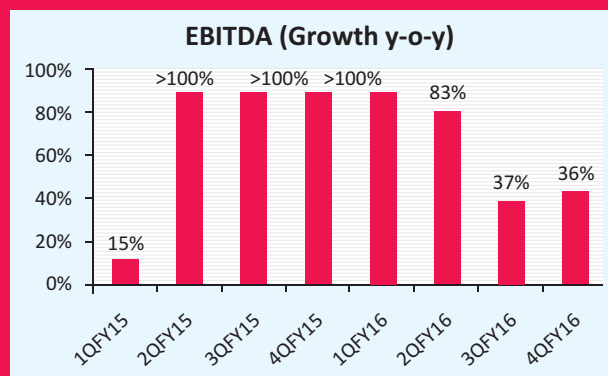
- Career Point Gurukul, Mohali
- Publication Division
- Smart Learning Center

# Financial

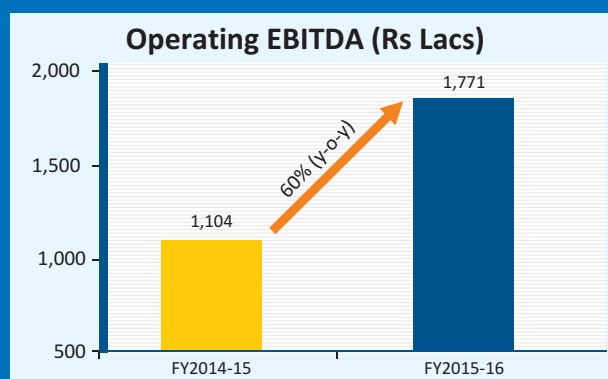
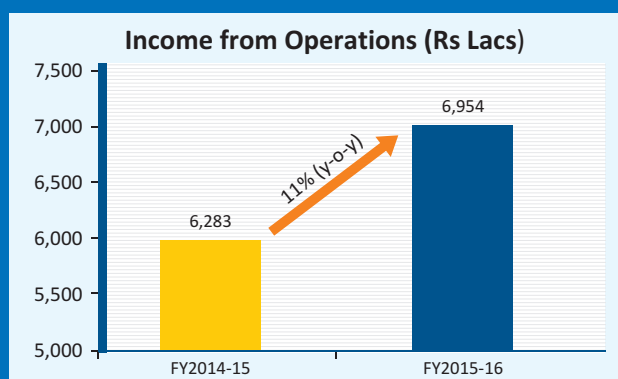
## Growth Momentum — Since Last 8 Quarters



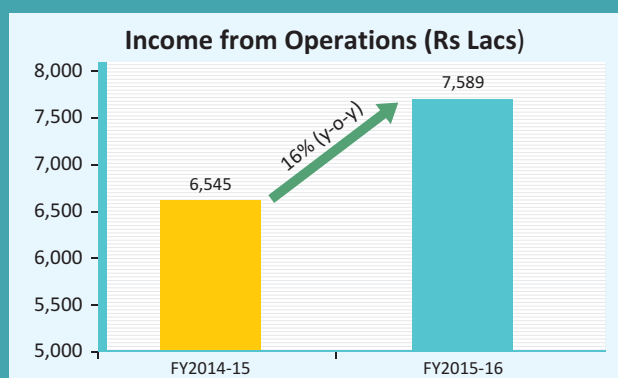
On Standalone Financials



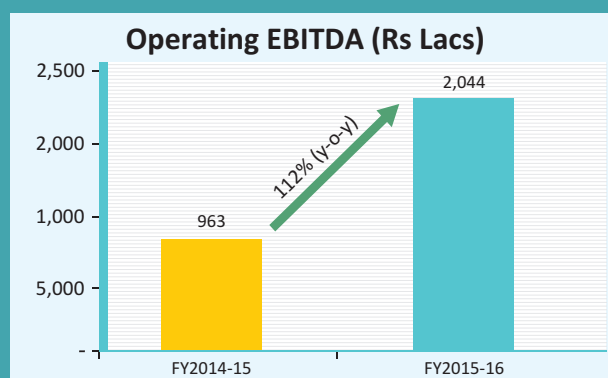
## Standalone Financials



## Consolidated Financials\*

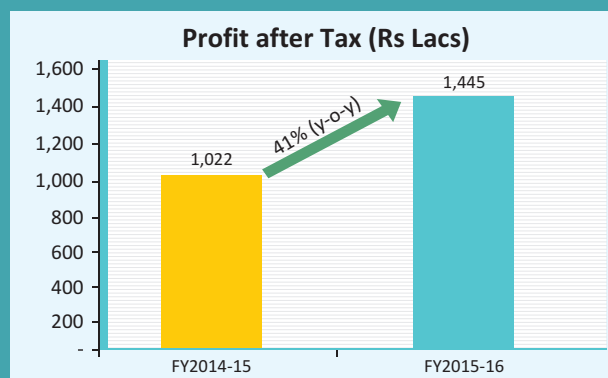
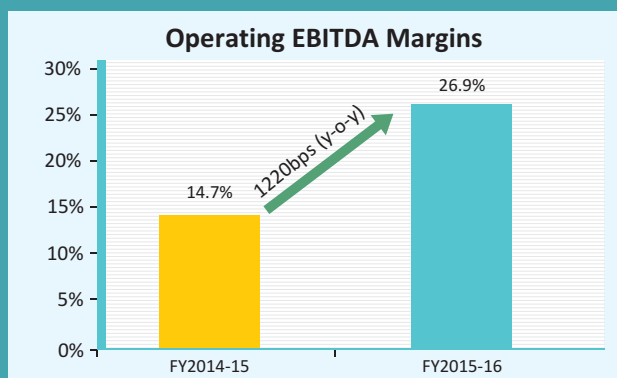
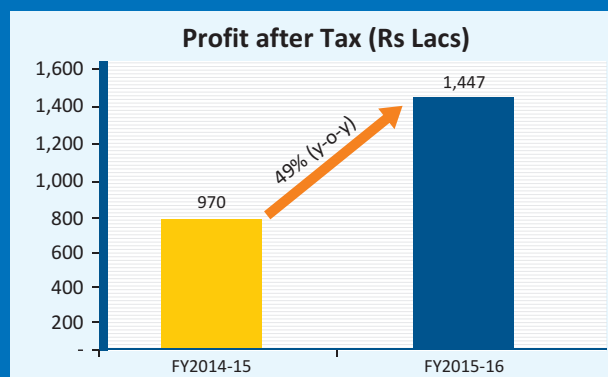
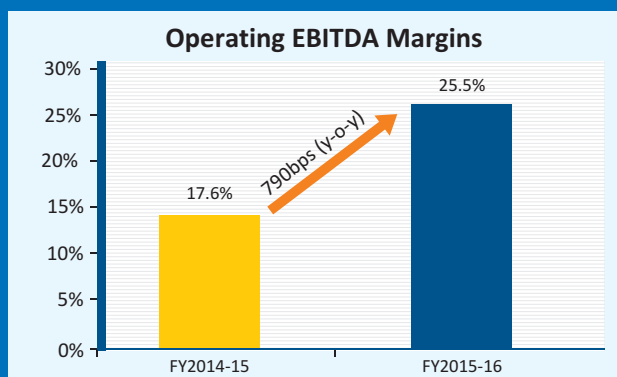
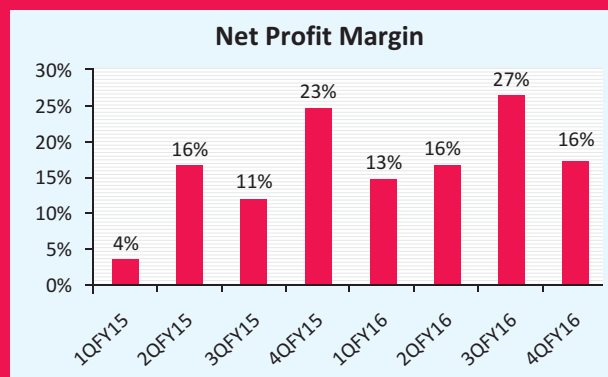
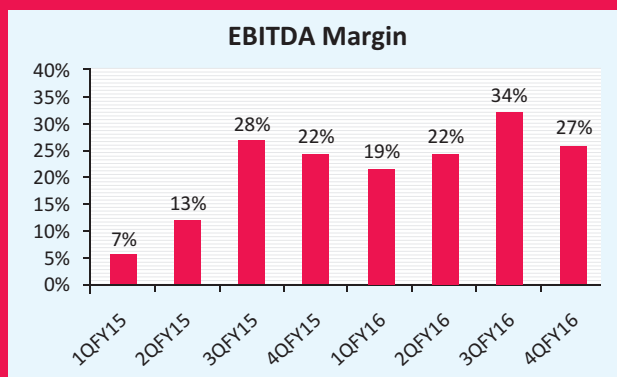


\*Adjusted with previous year's income from Automobile venture





# Snapshot





## Union Budget 2016-17: Highlights on Education and related verticals

### Key Highlights

- 62 new Navodaya Vidyalayas will be opened in the uncovered districts over the next two years
- An enabling regulatory architecture to ten public and ten private institutions for world-class Teaching and Research Institutions
- Set up a Higher Education Financing Agency (HEFA) with an initial capital base of Rupees 1,000 crores
- Establish a Digital Depository for Academic Certificates, Degrees and Awards
- Allocation of Rs 1,700 Crores to set up 1500 Multi Skill Training Institutes across the country
- Allocation of Rs 28,010 Crores to National Education Mission (NEM) including Rs 22,500 Crores to Sarva Shiksha Abhiyan
- Allocation of Rs 9,700 Crores to National Program of Mid-Day Meals (MDM) in schools
- Allocation of Rs 120 Crores to Education Scheme for Madrasas and Minorities
- Set up a National Board for Skill Development Certification and scale up PMKVY scheme to skill one crore youth over the next three years
- Entrepreneurship Education and Training through MOOCs in 2200 colleges, 300 schools, 500 Government ITIs and 50 Vocational Training Centres
- Make 100 Model Career Centres operational by the end of 2016-17 under National Career Service which was launched in July 2015

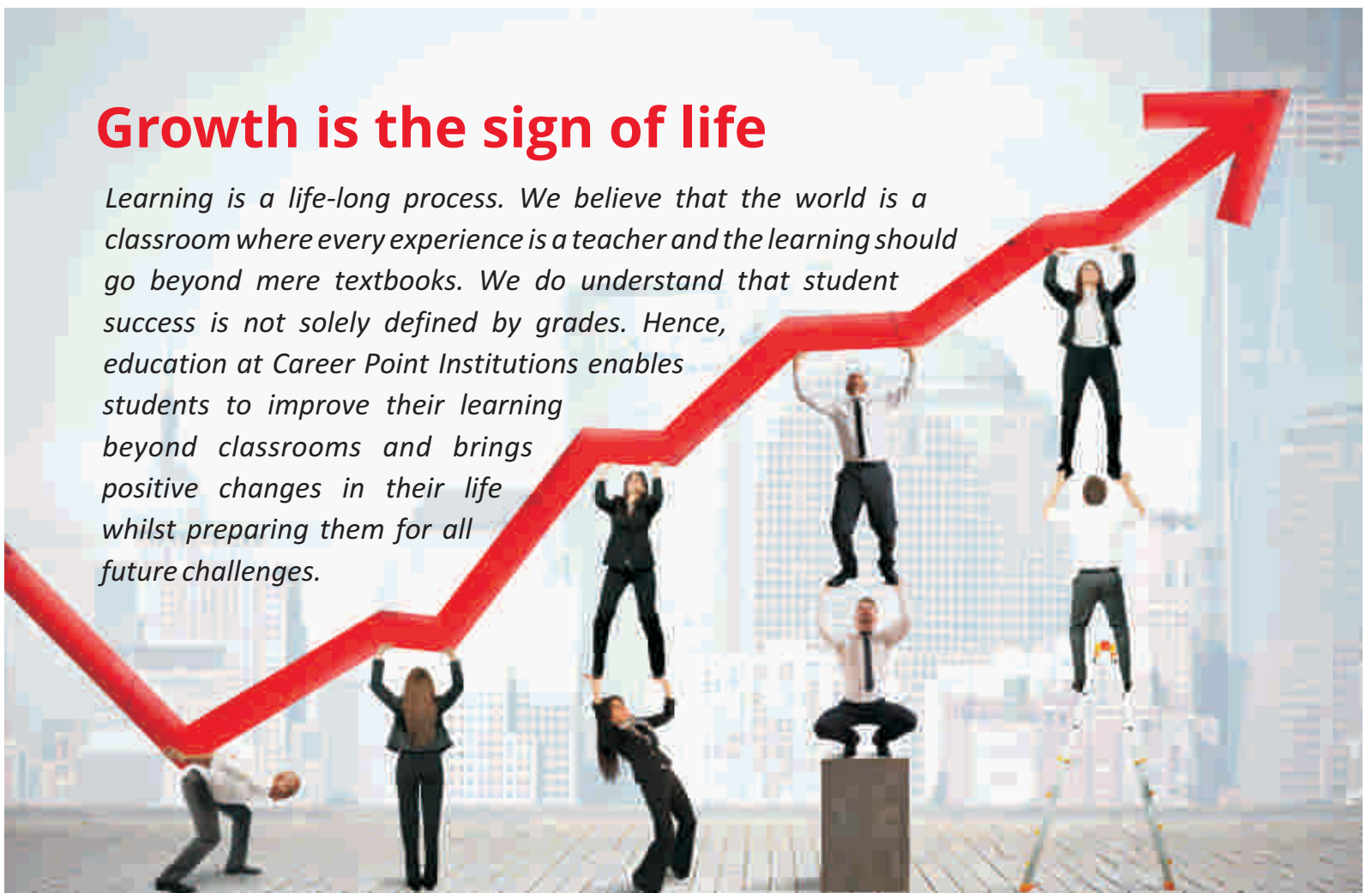
## Rajasthan State Budget 2016-17: Highlights on Education

### Key Highlights

- Allocation of Rs 23,177 Crores for School Education (FY 2015-16: Rs 21,788 Crores)
- Allocation of Rs 1,750 Crores for RMSA
- Infrastructure grant of Rs 173 Crores for govt. colleges and universities
- Coaching for IIT/IIM Entrances to 1,000 students
- Allocation of Rs 420 Crores for increase of 350 new MBBS seats in 4 Medical Colleges
- Allocation of Rs 66.3 Crores for Madrasas' development
- Allocation of Rs 58.65 Crores for Vocational Education in 380 schools
- Allocation of Rs 155.5 Crores for development of new ITIs
- Rs 354 Crores to LIFE (Livelihood In Full Employment) Scheme for Youth of 86,000 families under MNREGA
- Addition of 1,667 new classrooms in middle and upper middle schools
- Construction of 61 new Swami Vivekanand Model Schools
- Electrification in 628 schools and Virtual Class Rooms in 770 Schools
- Allocation of Rs 85 Crores for bicycles to girl students and Rs 60 Crores for Laptops to Meritorious students
- Introduction of Science and Commerce stream in 152 govt. colleges
- Development of 279 new Skill Development Centers
- Selection of 2.45 youth through Gram Panchayats for Skill Development
- District level examination assessments for Class V students

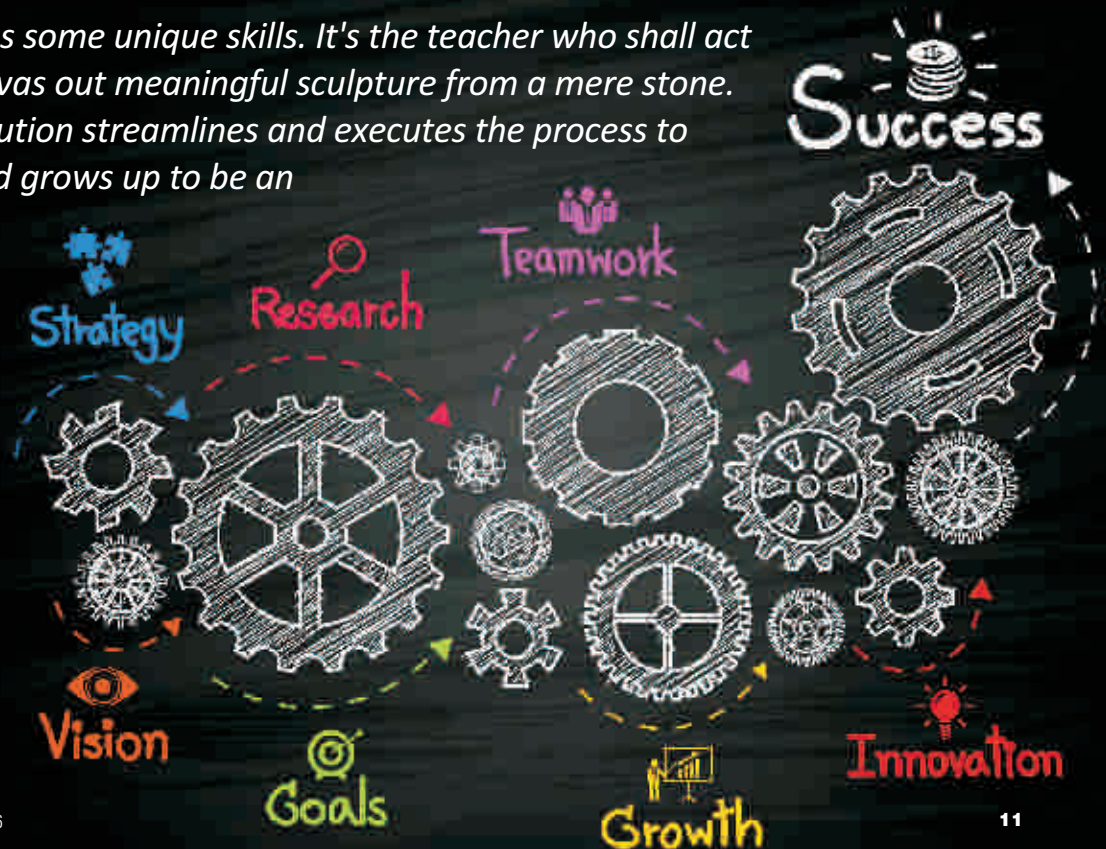
# Growth is the sign of life

*Learning is a life-long process. We believe that the world is a classroom where every experience is a teacher and the learning should go beyond mere textbooks. We do understand that student success is not solely defined by grades. Hence, education at Career Point Institutions enables students to improve their learning beyond classrooms and brings positive changes in their life whilst preparing them for all future challenges.*



## Learning Intellect

*Every individual possesses some unique skills. It's the teacher who shall act as a craftsman to carve out meaningful sculpture from a mere stone. The educational institution streamlines and executes the process to ensure that every child grows up to be an asset to the society. We at Career Point provide knowledge, skills and values required for new generation with a strong sense of empathy and compassion. Because we know, every child holds a promise.*







## Chairman's Letter

### Education empowers.

An educated society is a wealthy society. Career Point today is known for its commitment and dedication in providing quality education for the students from Kindergarten to Post-graduation. We always aspire to provide an exemplary educational experience through academic excellence, student centric environment and integrated value system.

Career Point is known for its decades of experience offering result oriented teaching methodologies and learning approach. Students at Career Point institutions are given all possible opportunities, scope and encouragement to hone their skills and display their talent on various platforms. Emphasis is laid upon shaping the CPians in to smart individuals with strong commitment towards their chosen goals. Such encouragement and motivation has resulted in the students from Career Point Schools to Career Point Universities winning several prestigious competitions and awards.

Individual attention is one of the key features of Career Point education system. An understanding of the individual's learning pace helps to perform better. Scientifically devised assessment systems help in identifying areas of improvements and build on key strengths. Students here are involved in various activities aimed at grooming them on academic as well as non-academic extra-curricular skills. We attempt to explore and make every individual perform to the best of his or her potential.

In our formal education institutions, we have formed various clubs to hone the creative talents and bottled up emotions. Each club has an identity, unique agenda and style of its own. We believe, the group activities are the best ways to inculcate team-player and leadership qualities, too. In fact, club activities are weaved in to the curriculum. The objective is to facilitate creative thinking, foster sportsmanship and inculcate positive attitude.

Our curriculums are designed to train the students as competent on global standards. The well-researched, fully updated and industry-aligned (wherever required) curriculums are structured to transform our students in to visionary change agents. The course programs not only benefit students in achieving their short-term

goals but also provide a life-long learning.

The highly qualified, experienced and passionate faculty as well as non-academic team is the back-bone of Career Point's quality education delivery. They are involved in all aspects of the students' learning requirement whether academic or non-academic. Career Point provides all facilities required by teaching fraternities which are ideal for new generation teaching practices. The fun-filled and growth oriented teaching make the learning process enlightening and ignite the child's intellectual curiosity.

We create a caring and stimulating environment in our institutions while providing a personalized, balanced and holistic education to young minds. In our institutions, a team of counselors and mentors is also appointed for counseling and providing emotional support to students, if required. The aim is to foster all round development that nurtures a positive outlook in the students to emerge as a confident individual.

### The year at a glance

In year 2015-16, we enrolled more than 30,000 students in both Formal Education division and Informal Education division. In Tutorial service division which is Informal education, total enrollments were 23,010. In Formal Education division which includes Higher Education, School Education and Vocational Education; total 7,847 enrollments were registered by end of the period against 4,954 by end of previous academic Session. The year on year growth of 58% or close to 3,000 net new enrollments in Formal Education was remarkable for the division.

The enrollment growth in various divisions brought higher profitability to the company which was clearly reflected in financial performance for the period. New divisions mainly Skill Development and e-Learning also started contributing in the Company's growth path. However, the most satisfying feature was the outstanding performances of our students. Total selections of 956 in JEE-Advanced 2016 with 34 among Top-500 in different categories was much superior result in terms of the success ratio compared to other leading players in the field.





Career Point University, Kota recorded best placement in the region with 700+ placements in 97 esteemed organization during session 2015-16. Interestingly, the student strength who was passing out from the university had not reached at this scale, so Career Point University provided placement to students of other colleges and universities as well. This is a remarkable achievement for our four-year-old young university and reflects a very bright future for coming years; in fact these intuitions are built for centuries.

Career Point is always aggressive in technology led solutions, whether it is online assessments, live interactive classes, recorded video lectures or digital library. In FY2015-16, the company added new offering named as studyboard.com to provide online tutoring and question-and-answer platform. The demand for such product is growing rapidly and the market for these services is not confined with country borders.

Skill Development, one of our new divisions, showcased our credentials with exceptional performance during the fiscal year. This year we trained more than thousand candidates under both Central Government and State Government Schemes. Our partnership with NSDC - National Skill Development Corporation and various sector skill councils are some of the highlight of the division. We are quite hopeful for an escalating growth going forward based on our initial progress and favorable market dynamics.

Just to have a glimpse of the opportunity, the Pradhan Mantri Kaushal Vikas Yojna (PMKVY) version 2.0 which is one of the central govt.'s scheme in this space and Career Point is a participant, was launched in July 2016 to train a total of 1 crore youth for the next 4 years with an outlay of Rs12,000 Crores.

Coming to financials in brief, the income from operations on standalone level was reported at Rupees 69.5 crores with year on year growth of 11%. The revenue including other income was Rupees 78.8 crores against rupees 71.1 crores previous year. At consol level, the income from operations grew by 13% year-on-year post adjusting discontinued income from the last year. On

back of higher enrollments, operating EBITDA at standalone grew by 60.5% to Rupees 17.7 Crores with margins of 25.5% compared to 17.6% previous year.

The net income grew at rupees 14.5 crores with an increase of 49.1% against fiscal 2014-15. At consol level there has been a multi fold increase in net profit for the full year due to previous year's one-off loss. However, the profit before taxes and extraordinary losses was also jumped by more than two times which is Rs. 21.5 crores versus Rs. 10.6 crores last year. As on 31st March 2015, the net worth of the company was rupees 352 crores.

On financial front, the growth in double-digits, margins increase of more than double and positive cash flows from the formal education institutions are some of the key highlights of the year. Excellent performance across various divisions with a consistency across all quarters was noteworthy achievement.

We believe that each year brings new challenges and opportunities; the constant factor remains Career Point's commitment and dedication to groom new generations and open growth avenues. Career Point is committed to play a key role in transforming the world by empowering the global citizens.

Our endeavor has been to learn continuously the nuances of global education and align them to best-suit the needs of new generations. In this, we have been fairly victorious - Thanks to the team Career Point and all its stakeholders.

With best wishes

Pramod Maheshwari



# FAQs on Business and Financials

## 1. What are the company's key business and service offerings?

**A:** Career Point Limited is an education company with integrated learning solution across the education value chain. Key offerings include:

- a) **Pre-school:** A pre-school chain with the brand name Global Kids
- b) **School Education:** Residential as well as day-boarding schools at multiple locations
- c) **Test-Prep (Tutorial) services:** Preparing students for various competitive examinations
- d) **Higher Education:** Auxiliary education services to universities at two locations
- e) **Skill Development:** Training on various vocational educational courses
- f) **e-Learning:** Multiple products through online as well as offline delivery modes

## PRE-SCHOOL

## 2. How many centers Global-Kids have?

**A:** After a successful testimony of academic delivery and non-academic pedagogy at Career Point's existing schools, Global Kids was formally launched for expansion of its network in year 2015-16. At present, it has 3 operational centers.

## SCHOOL EDUCATION

## 3. Group's presence in school education?

- A:**
- a) Global Public School, Kota (Rajasthan)
  - b) Career Point World School, Jodhpur (Rajasthan)
  - c) Career Point World School, Bilaspur (Chhattisgarh)
  - d) JBS Childrens' Paradise, Kota (Rajasthan)
  - e) CP Gurukul School, Mohali (Punjab)

## 4. These schools are day-boarding or residential?

**A:** The first two schools in the list are day-boarding. Third school at Bilaspur has hostel facility, too. So, the students have both options of day-boarding as well as residential. However, the last two schools at Gurukul campuses are premium residential schools only.

## 5. Which board these schools affiliated to?

**A:** CBSE (Central Board of Secondary Education)

## CP GURUKUL

## 6. What is CP Gurukul?

**A:** CP Gurukuls are premium residential school offerings by Career Point integrated with tutorial facility. The campus infrastructures include school, hostels, coaching campus, food-court, staff residences, guest house, shopping complex and sports facilities i.e. swimming pool, squash-court, gymnasium, playgrounds for football, cricket, basket-ball etc.

## 7. At which locations, the CP Gurukuls are located?

**A:** a) CP Gurukul, Kota: Operational since 2013-14

b) CP Gurukul, Mohali: Operational since 2016-17

c) CP Gurukul, Rajsamand: will be operational by 2017-18

## TEST-PREP

## 8. Which are the test-prep verticals, the company caters to?

**A:** Tutorial service verticals include

- a) Engineering entrances: JEE Main, JEE Advance and other key exams
- b) Medical entrances: NEET, AIIMS and other key medical entrance exams
- c) Pre-foundation: NTSE, KVPY, Olympiads etc.

## 9. What are the delivery modes for test-prep services?

**A:** Tutorial service verticals include

- a) Classroom operations: Through own branches and franchisee centers
- b) Distance learning: Postal delivery
- c) e-Learning: Video lectures on Pen Drives, SD Card and Online assessments

## UNIVERSITY EDUCATION

## 10. Group's presence in higher education?

- A:**
- a) Career Point University, Kota at Rajasthan
  - b) Career Point University, Hamirpur at Himachal Pradesh

## 11. Which are the courses offered at higher education campuses?

**A:** The under-grad, post-grad and PhD course programs in engineering, management, computer applications, law, science etc.

## 12. What is the regulatory status of Career Point University, Kota and Career Point University, Hamirpur?

**A:** Both universities are established under section 2(f) of the UGC (University Grant Commission) Act and their acts are passed in the respective state assemblies.

- a) Career Point University, Kota Act 2012 (Act no 13 of 2012) assented by the Governor of Rajasthan on 30th April 2012
- b) Career Point University, Hamirpur Act 2012 (Act no 12 of 2012) assented by the Governor of Himachal Pradesh on 3rd May 2012

## SKILL DEVELOPMENT

## 13. What type of skill trainings the company provides?

**A:** Career Point's skill division offers employment oriented trainings across multiple sectors with course duration of approximately 2-3 months.

## 14. Does the company have any partnership or empanelment with central or state govts.?

**A:** Yes, the company is NSDC (National Skill Development Corporation) partner which is Govt of India's skill development agency. Career Point is also empanelled with Govt. of Rajasthan's RSLDC (Rajasthan Skills & Livelihood Development Corporation).

## E-LEARNING

### 15. What are the key products by Career Point in e-Learning division?

**A:** There are 3 key products with online as well as offline delivery modes:

- a) Video On Demand: Class wise, Subject wise & Unit wise Video Lectures by star faculty members on USB drives & Memory Cards for any device i.e. Laptop, Desktop, Tablet, Mobile
- b) eCareerPoint.com: Online assessment platform and performance analysis solution with scientific and statistical techniques based personalized feedback to identify the learning gaps and suggest various corrective measures
- c) Studyboard.com: Social learning and Online tutoring marketplace with advanced technological features i.e. Audio-Video Conferencing, Interactive Whiteboard, Group Chat, Live Sessions and Paid Question & Answer services on Mobile app.

## MISCELLANEOUS

### 1. What is the difference between formal and informal education divisions?

**A:** These are loosely defined industry concepts. Essentially, Formal education is the core education which takes place in schools and universities whereas informal education is non-core or parallel education system, i.e. Test-Prep.

### 2. How does the company engage in formal education system?

**A:** The Company, having its expertise in the education field, provides the services required by the institutions and charge a service fee.

### 3. What is the company's investment mode in the formal education segment?

**A:** The Company has given interest bearing loans and advances to the respective institution or entity directly engaged in to the formal education. Additionally, by March 2016, the company also has receivables in its balance sheet due from formal educational institutions.

### 4. Which are the subsidiaries of Career Point Limited and what are their business objectives?

**A:** Career Point Limited has 6 subsidiaries and 1 JV (Joint Venture) entity

- a) Wholly owned subsidiaries (100% ownership):
  - i) Career Point Edutech Limited: For Educational technology businesses
  - ii) Career Point Institute of Skill Development P. Ltd. : For Vocational Education services
  - iii) Srajan Capital Limited: For Non-Banking financial services
  - iv) Career Point Infra Limited: For Infrastructural activities
- b) Subsidiaries with 60% ownership of Career Point Ltd.:
  - i) Career Point Accessories P. Limited: For educational accessories businesses
  - ii) Gyan Eduventure P. Limited.: For Tutorial services at Patna center
- c) Joint venture entity (50% ownership):

Studyboard Education Pvt. Limited: For ed-tech platform  
www.studyboard.com

### 5. What is the role of NBFC in an education company?

**A:** Three key objectives

- a) Educational loans to students;
- b) Loans to educational institutions;
- c) Education being a 'negative working capital' business; having a wholly owned NBFC subsidiary helps in efficient treasury operations

## FINANCIALS

### 1. How much is the tutorial division contributes to company's total businesses?

**A:** In FY2016, the tutorial contribution at revenue level was close to 70%. Non-tutorial businesses contributed 30% in revenue with a gradual increase over previous years. However, the contribution in profits by non-tutorial business is larger as the tutorial division has not yet reached back to its optimum utilization of resources.

### 2. Does the tutorial division still have any operating leverage after significant margin improvements in year 2015 and 2016?

**A:** Yes, the current operating utilization in tutorial division is approximately 60% of the capacity. The under utilization was a result of the decline in enrollments during year 2013-14 due to change of pattern in engineering entrance examination.

### 3. How much is company's total investment in formal education?

**A:** As on 31st Mar 2016, the company had an investment of approximately Rs. 130 Crores in form of loans and receivables.

### 4. How much is gestation period in capex-heavy formal education division and what is expected rate of return?

**A:** The gestation period varies for different institutions. For Career Point, some of the institutions were on operating break-even from the year 1 and have started giving 15% return on investments from their fourth year of operations. For some of the other institutions, the break-even occurred in year 3. The expected rate of return from these projects is generally is 30% from 6th year onwards.

### 5. Why the company has borrowed debt if there is more cash available in the balance-sheet?

**A:** Yes, the company balance sheet is net cash positive. The debt is against the investments and gives company a post-tax interest rate spread.

### 6. What is the book size of NBFC subsidiary and average rate of interest for the loans given?

**A:** As on 31 March 2016, Srajan Capital Ltd (wholly owned subsidiary of Career Point Ltd.) recorded total loans and advances of Rs 37.86 Crores. The loans are given in the range of 12% to 18% rate of interest per annum.

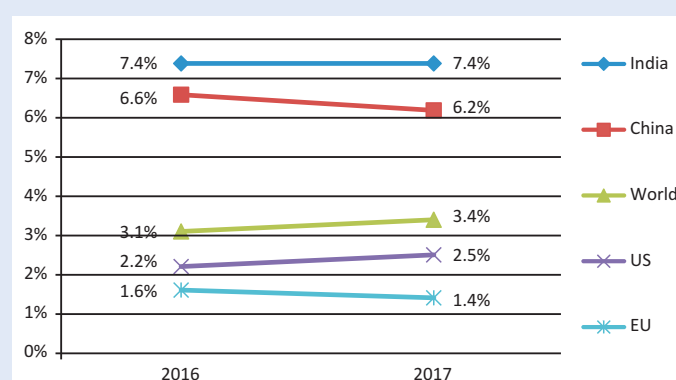
### 7. What is not-put-to-use asset block in the company balance-sheet and their objective?

**A:** These assets are essentially for investment objective and not being used in the company's business operations. As on 31st March 2016, these assets were valued at Rs 49 Cr in the company balance-sheet.

# Management Discussion & Analysis

India is the fastest growing major economy in the world. In July 2016 update, the International Monetary Fund (IMF) estimates India's economy growth at 7.4% in financial year FY2016-17. China's growth forecast is 6.6% for 2016 and 6.2% for 2017. Taking in to account the impact of Brexit, EU growth is also expected to be lower. The contribution from services division remains the key pillar of Indian growth story. Among services, evergreen education is one of the biggest, vital and fastest growing sectors.

## Growth Projections (%)



Source: IMF

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

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

Career Point has established a strong niche for test preparation of various engineering & medical entrance examinations and other competitive exams:

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

While transforming lives through the power of education, Career

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

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

### 2. Schools and Universities:

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

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

- ◆ Career Point University, Kota (Rajasthan)
- ◆ Career Point University, Hamirpur (Himachal Pradesh)
- ◆ Career Point Gurukul, Kota - Residential school
- ◆ Career Point Gurukul, Mohali (Punjab) - Residential school
- ◆ Career Point Gurukul, Rajsamand (Rajasthan) - Residential school
- ◆ Career Point World School, Jodhpur - Day School
- ◆ Career Point World School, Bilaspur - Both, Day School and Hostel
- ◆ Global Public School, Kota - Day School

### 3. Skill Development - Career Point Skill Division:

Career Point Institute of Skill Development (CPISD) has been set-up to fulfill the growing need in India for skilled manpower across sectors and narrow the existing gap between demand and supply of employment oriented education and training.

CPISD is approved training partner of National Skill Development Corporation (NSDC), Rajasthan Skill & Livelihood Development Corporation (RSLDC) and affiliated to various sector skill councils. CPISD has setup learning centers in rural and urban locations to provide employability skills aligned to industry needs which enhance



## Knowledge Tip

**Student Assessment:** Key international assessment platforms for school students are:

- 1) PISA (Program for International Student Assessment) by OECD
- 2) TIMSS (Trends in International Mathematics and Science Study)
- 3) PIRLS (Progress in International Reading Literacy Study)



youth employability and proves business productivity.

#### 4. Early Childhood Education - Global Kids

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

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

#### 5. e-Learning

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

[www.onlinepado.com](http://www.onlinepado.com) - Video-lectures and digital content by subject experts available for students on their computers and other electronic devices over online as well as offline mode (pen-drive, SD card) to provide quality education to students at remote locations.

[www.ecareerpoint.com](http://www.ecareerpoint.com) - Online adaptive assessment engine with personalized and relative feedback mechanism based on our proprietary 'A2ZFeedback Technology' using scientific and statistical techniques.

[www.studyboard.com](http://www.studyboard.com) - Online education and social learning marketplace with global reach, as 'Online Tutoring Platform' and 'Question-Answer Services'



## FINANCIALS

Enrollment Break-up	FY2013	FY2014	FY2015	FY2016
<b>Total</b>	<b>29,398</b>	<b>24,120</b>	<b>27,366</b>	<b>30,857</b>
Tutorial Division	27,257	20,655	22,412	23,010
Formal Education	2,141	3,465	4,954	7,847
<b>Tutorial Enrollments Split</b>				
Branches-LT CR	17,262	11,122	12,946	13,688
Branches-ST CR	2,978	1,169	1,333	1,011
Franchisees-LT CR	1,754	1,764	1,576	1,395
Franchisees-ST CR	381	23	87	52
Distance Learning	4,882	6,577	6,470	6,864
<b>Formal Education Enrollments Split</b>				
Higher Education	741	1,642	2,327	3,455
School Education	1,400	1,823	2,627	3,372
Vocational Education				1,020

LT CR – Long Term Classroom, ST CR – Short Term Classroom

In financial year 2015-16, the company reported an income from operation of Rs. 69.5 crores in year with Y-o-Y growth of 10.7%, at standalone level. The total income including the other income was stood at Rs. 78.8 crores and year-on-year growth of 10.9%. At consol level, there was an impact of last year's investment into an automobile venture which was later hived-off by March 2015. The adjusted year-on-year growth of at console level was 13%, which looks negative 2.5% in financials. The automobile venture recorded a top-line of Rs. 12.4 crores in last year's financials. Though, it did not make any impact on profits as it was almost on breakeven at EBITDA level.

The company has performed exceptionally well at margins due to two key reasons, first an operating leverage at tutorial division and second closure of two inefficient branch centers. The company reported EBITDA of Rs. 17.7 crores on standalone basis against Rs. 11 crores in same period previous year, an outstanding growth of 60.5%. This implied an EBITDA margin of 25.5% with Y-o-Y improvement of 790 basis points in the period 2015-16.

Despite growing the margins for the last two years, company management still believes that the operating margins have further scope to improve from the current levels and as the top-line is improving the company shall observe higher growth in profits. At console level the EBITDA was doubled. The reported EBITDA was Rs. 20.4 crores in FY 2015-16 with year-on-year growth of 108%, a margin of 26.9%. This signifies that apart from operational efficiency at parent company the margin expansion was further fueled by business operations at subsidiaries level.

The net income at standalone level was increased by 49.1% at Rs. 14.5



## Knowledge Tip

**Higher Education Ranking:** Key international rankings for Higher Educational institutions are:

- 1) QS (Quacquarelli Symonds)
- 2) THE (Times Higher Education)
- 3) ARWU (Academic Ranking of World Universities)
- 4) Universities 21 Ranking to assess national higher education systems

crores in the fiscal year with net margin of 18.4%. At consol level there has been a multi fold increase in net profit for the full year due to previous year's one-off loss booked on asset sale of higher education institutions in infra subsidiary (Career Point Infra Ltd.). However, the profit before taxes and extraordinary losses was also jumped by more than two times which is Rs. 21.5 crores versus Rs. 10.6 crores last year.

As on 31st of March 2016 the net worth of the company was Rs. 3.52 billion and cash & cash equivalents were Rs. 33 crores. Apart from the cash and cash equivalents, the company had two other key components of the balance sheet which are Rs. 78 crores of long-term loans & advances and Rs. 81 crores of receivables, which are essentially company's investment into the formal education.

## 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 2016, the Company had total number of employees of 569.

## CORPORATE SOCIAL RESPONSIBILITY

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

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

### Risks and Concerns

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

company recognizes following key risks to its business operations which may adversely affect the financial performance of the Company:

**Regulatory risk:** Any changes in regulatory norms on the Formal as well as Informal Education front may significantly impact the investment made in education by the Company. The Company is continuously making an effort to upgrade its services, leveraging technological advancements, expanding the product portfolio to minimize the regulatory risk, if any.

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

**Pressure on margins:** There could be a margin pressure due to staff costs, cost of study material, high advertising and business promotions, etc, going forward. We believe the Company has sufficient tools to counter these factors, if the same arises.

**Attrition:** Attrition in the senior management/faculty team may impact the business. The Company's strategy for retaining talent involves offering competitive compensation packages, faculty training system in place for new entrants and existing faculty, along with a healthy working environment.

**Geographical concentration:** The Company derives the larger share of its revenue from Kota, Rajasthan. Hence, any disruption in operations, or competition at this location could impact overall operations significantly. The Company is making a concerted effort to expand its operations pan-India, overseas and is also boosting its Technology Offerings, Distance Learning segment etc.

## INTERNAL CONTROLS & SYSTEMS

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

M/s. P. Khandelwal & Co., Chartered Accountants, Kota, is the internal auditor of the Company, who conducts audit and submit quarterly reports to the Audit Committee. The Internal Audit

process is designed to review the adequacy of internal control checks in the system and covers all significant areas of the Company's operations. The Audit Committee reviews the effectiveness of the Company's internal control system. The CEO and CFO certification provided in the CEO and CFO Certification section of the annual report further discusses the adequacy of our internal control systems and procedures.

## OUTLOOK

Revenue growth with significant margin improvement during year 2015-16 was an outcome of the company's consistent investments into business fundamentals. Increasing contribution from the new divisions was quite remarkable as well. Now, the company is well placed to capture the enormous potential and large opportunities available in key education verticals such as Formal Education, Test-Prep, e-Learning and Vocational Education.

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

## CAUTIONARY STATEMENT

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

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





# Directors' Profile



## **MR. PRAMOD MAHESHWARI**

Chairman, Managing Director and CEO

Founder Director of the Company, Mr. Pramod Maheshwari (45) 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 (47) brings to the table more than twenty five years of experience in finance and legal matters. He drives the Company's growth by being responsible for overall project implementation and overseeing all financial and legal matters. He holds a Bachelor's Degree in Mechanical Engineering from University of Rajasthan.



## **MR. NAWAL KISHORE MAHESHWARI**

Executive Director

Mr. Nawal Kishore Maheshwari (41) 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 (49) is a practicing chartered accountant and also qualified as a Company Secretary. He is an expert in Income Tax, Corporate Finance and Company Law matters, with more than 20 years of experience in these fields.





**MR. PRITAM KUMAR GOSWAMI**

Independent and Non Executive Director

A practicing chartered accountant, Mr. Goswami (45) 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 (43) 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 (73) 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 (38) is a practicing chartered accountant and partner in Bhutoria Ganesan & Co. He has over 15 years of experience in the field of taxation, project finance and consultancy.



**Mrs. NEELIMA MAHESHWARI**

Non Independent and Non Executive Director

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

## DIRECTORS'S REPORT

Dear Career Point Shareowners,

The Board of Directors ("Board") of Career Point Limited ("Company") with immense pleasure present their sixteenth report on the business and operations of your Company for the financial year 2015-16. This Report is being presented along with the audited financial statements for the year.

### 1. Financial Highlights

The highlights of your Company's financial results for the financial year 2015-16 on standalone basis are as follows:

(₹ in Lacs)

Particulars	31-Mar-16	31-Mar-15
Income from Operations	7589.41	7787.63
Expenditure	6072.62	7342.51
Profit from Operations before Other Income, Interest and Exceptional Items	1516.79	445.12
Other Income	1078.52	1116.21
Profit before Interest and Exceptional Items	2595.31	1561.33
Interest Expense	443.97	496.54
Profit after Interest Expense but before Extraordinary items	2151.34	1064.79
Extraordinary Items	0.00	(622.40)
Profit from Ordinary Activities before tax	2151.34	442.39
Total Provision for taxes	736.41	(82.50)
Profit from Ordinary Activities after tax	1414.93	524.89

### 2. Financial Performance and Key business developments

Performance of the Company and particulars of some of the key business developments which took place during the financial year 2015-16 have been detailed out in the Management Discussion and Analysis Report which forms part of Directors' Report.

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

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

### 4. Public Deposits

During the year, your Company has neither invited not accepted any deposits from the public within the meaning of section 2(32) and 74 of the Companies Act, 2013 and as such, no amount of principal or interest on deposit was outstanding as of the balance sheet date.

### 5. Subsidiary Companies

Your Company has 6 subsidiaries i.e. Career Point Infra Limited, Career Point Edutech Limited, Gyan Eduventure Private Limited, Career Point Accessories Private Limited, Srajan Capital Limited, Career Point Institute of Skill Development Private Limited and 2 step down subsidiaries i.e. Coupler Enterprises Private Limited and Srajan Agritech Private Limited.

During the financial year 2015-16, M/s Career Point Institute of Skill Development Private Limited was incorporated as wholly owned subsidiary company of Career Point Limited.

A separate statement in **Form AOC -1** containing the salient features of financial statements of all subsidiaries & associates of your Company forms part of consolidated financial statements in compliance with Section 129 and other applicable provisions, if any, of the Companies Act, 2013. The financial statements of the subsidiary companies and related information are available for inspection by the members at the Registered Office of your Company during business hours on all days except Saturdays, Sundays and public holidays upto the date of the Annual General Meeting ('AGM') as required under Section 136 of the Companies Act, 2013. Any member desirous of obtaining a copy of the said financial statements may write to the Company Secretary at the Registered Office of your Company. The financial statements including the consolidated financial statements, financial statements of subsidiaries and all other documents required to be attached to this report have been uploaded on the website of your Company [www.cpil.in](http://www.cpil.in).

### 6. Financial Position and Performance of Subsidiaries, Joint Ventures and Associates

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

### 7. Consolidated Financial Statements and Cash Flow Statement

The consolidated financial statements and Cash flow statement for the financial year ended March 31, 2016 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.

## **8. Corporate Governance**

In compliance with Regulation 34 of the SEBI (Listing obligations and disclosure requirements) Regulations 2015, a separate report on Corporate Governance along with a certificate from the Auditors on its compliance forms an integral part of this report.

## **9. Management Discussion and Analysis Report**

The Management Discussion and Analysis Report annexed and forms part of this Directors' Report.

## **10. Directors' Responsibility Statement**

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

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

## **11. Internal Control System and their adequacy**

The Company has proper and adequate internal control systems, which ensure that all assets are safeguarded against loss from unauthorized use and all transactions are authorized, recorded and reported correctly. The Management continuously reviews the internal control systems and procedures to ensure orderly and efficient conduct of business. Internal audits are regularly conducted, using external and internal resources to monitor the effectiveness of internal controls. M/s. P. Khandelwal & Co., Chartered Accountants, Kota, is the internal auditor of the Company, who conducts audit and submit quarterly reports to the Audit Committee.

## **12. Risk Management**

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

## **13. Details of Board Meetings**

The Board of Directors met five times in the year 2015-16. The details of the board meetings and the attendance of the Directors are provided in the Corporate Governance Report.

## **14. Directors**

In accordance with the provision of Section 152 (6), Mr. Pramod Maheshwari [DIN - 00185711] and Mrs. Neelima Maheshwari [DIN - 00185677], Directors, retire at the forthcoming Annual General Meeting and are eligible for re-appointment.

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

## **15. Declaration by Independent Directors**

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

## **16. Key Managerial Personnel**

The following employees were designated as whole-time key managerial personnel by the Board of Directors during the year under review:

- i. Mr. Pramod Maheshwari, Chairman, Managing Director & CEO
- ii. Mr. Om Maheshwari, Executive Director & CFO
- iii. Mr. Tarun Kumar Jain, GM (Corporate & Legal Affairs) & Company Secretary

## **17. 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 2016-17. The Audit Committee of the Board has recommended their re-appointment.

Your Company has received written consent(s) and certificate(s) of eligibility in accordance with Sections 139, 141 and other applicable provisions of the Companies Act, 2013 and Rules issued thereunder (including any statutory modification(s) or re-enactment(s) for the time being in force), from M/s Sharp & Tannan, Chartered Accountants. Further, they have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI) as required under the Listing Regulations.

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

#### **18. Cost Audit**

The Company is not required to conduct cost audit during the financial year 2015-16.

#### **19. Secretarial Audit**

Pursuant to Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Company had appointed M/s. M Sancheti & Associates, Company Secretaries, Jaipur (Certificate of Practice No.: 8997) as Secretarial Auditor of the Company for the Year 2016-17. In accordance with the section 204 of the Act they have submitted their report in prescribed format and the same has been attached at Annexure-3. The report so submitted is self-explanatory and does not call for any further explanation(s) / comment(s).

#### **20. Loans, Guarantees or Investment**

Details of loans, guarantees and investments under the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, as on 31st March, 2016, are set out in NOTE 10, 10A, 12 and 16 to the Standalone Financial Statements forming part of this report.

#### **21. Related Party Transaction**

All related party transactions (RPTs), which were entered into during the financial year were on an arm's length basis and were in the ordinary course of business and did not attract provisions of section 188 of the Companies Act, 2013. There were material transactions entered with related parties, during the year under review, which have been disclosed in Form AOC-2 in that regard.

During the year 2015-16, as required under section 177 of the Companies Act, 2013 and regulation 23 of the SEBI Listing Regulations, 2015, all RPTs were reviewed and approved by the Audit Committee. Prior omnibus approvals are granted by the Audit Committee for related party transactions which are of repetitive nature, entered in the ordinary course of business and are on arm's length basis in accordance with the provisions of Companies Act, 2013 read with the Rules issued thereunder and the Listing Regulations.

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

The Policy on RPTs as approved by the Board is uploaded on the Company's website [www.cpil.in](http://www.cpil.in)

#### **22. Particulars of Employees**

The information required under Section 197 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended; the name and other particulars of employees are to be set out in the Directors' Report as an addendum or annexure thereto. The Information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014 in respect of employees of the Company is annexed herewith as Annexure - 6 and is also available on the website of your Company.

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

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

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

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

#### **24. Composition of Audit Committee**

In line with the provisions of Section 177 (8) of the Companies Act, 2013, the composition of the Committee is as below:

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

Members: Mr. Pritam Kumar Goswami (Non-Executive Independent Director), Mr. Mahesh Gupta (Non-Executive Independent Director) and Mr. Om Prakash Maheshwari (Executive Director & Chief Financial Officer)

#### **25. Vigil Mechanism**

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

#### **26. Performance Evaluation**

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

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

The Nomination and Remuneration Committee has formulated a detailed policy for appointment of directors, key managerial personnel which is designed to attract, motivate and retain best talent. This policy applies to directors, senior management including its Key Managerial Personnel (KMP) and senior management of the Company. The remuneration of the Executive Directors and KMPs of the Company is recommended by the



Nomination and Remuneration Committee based on the Company's remuneration structure taking into account factors such as level of experience, qualification and suitability. The Company generally pays remuneration by way of salary, perquisites and allowances.

## **28. Policies of the Company**

Your Company has posted the following documents on its website [www.cpil.in](http://www.cpil.in)

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

## **29. Human Resource and Employee's Stock Option Scheme**

Your Company has been able to create and continuously improve a favorable work environment that encourages innovation and meritocracy at all levels. Employees' relations remained cordial at all the Company's locations. The Directors take this opportunity to record their appreciation for the outstanding contribution.

Your Company has implemented a CPL Employees Stock Option Plan 2013 (ESOP 2013) in accordance with Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (SEBI Guidelines) for grant of stock options to its eligible employees of the Company. The Nomination and Remuneration Committee of the Board administers and monitors the Scheme. During the financial year 2015-16, your Company has granted 70,000 options under the scheme.

## **30. Significant and Material Orders Passed by the Regulators or Courts**

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

## **31. Extract of Annual Return**

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

## **32. Corporate Social Responsibility**

Pursuant to Section 135 (4) and Rule 8 of the Companies (Corporate Social Responsibility Policy), Rules, 2014, a report on CSR containing particulars in the specified format is attached at Annexure-2.

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

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

The Company has in place a Sexual Harassment Policy in line with the requirement of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redresses) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under the policy. The following is a summary of sexual harassment complaints received and disposed off during the year 2015-16:

No. of complaints received: Nil

No. of complaints disposed off: N. A.

## **34. Business Responsibility Reporting**

The Business Responsibility Reporting as required by Clause 55 of the Listing Agreement with the Stock Exchanges is not applicable to your Company for the financial year ending March 31, 2016.

## **35. Green Initiative**

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

## **36. Additional Information to Shareholders**

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

## **37. 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

Date: May 09, 2016

For and on behalf of the Board of Directors

**Pramod Maheshwari**  
Chairman, Managing Director and CEO

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

Extract of Annual Return as on financial year ended on 31st March, 2016  
[Pursuant to section 92(3) of the Companies Act, 2013 & Rule 12(1)  
of the Companies (Management and Administration) Rule, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

1	CIN	L72200RJ2000PLC016272
2	Registration Date	31/03/2000
3	Name of the Company	Career Point Limited
4	Category / Sub-Category of the Company:	Public Company limited by shares
5	Address of the Registered office & contact details	CP Tower 1, Road No. 1, IPIA KOTA Kota RJ 324005 IN
6	Whether listed company Yes / No	Yes
7	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078 Telephone No. : 022-2594 6970, Fax No. : 022-2594 6969, Email id: rnt.helpdesk@linkintime.co.in

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

S.No.	Name and Description of main products / services	NIC Code of the Product/service*	% to total turnover of the company
1	Coaching services	85491	66.39
2.	Hostel services	55901	21.78

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

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

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

**(i) A Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-
<b>(1) Indian</b>									
a) Individual/HUF	4274857	0	4274857	23.58	4299913	0	4299913	23.71	0.13
b) Central Govt.or State Govt.	0	0	0	0	0	0	0	0	0.00
c) Bodies Corporates	0	0	0	0	0	0	0	0	0.00
d) Bank/FI	0	0	0	0	0	0	0	0	0.00
e) Any other (Relative of Promoters)	6697500	0	6697500	36.94	6697500	0	6697500	36.94	0.00
<b>SUB TOTAL:(A) (1)</b>	10972357		10972357	60.52	10997413	0	10997413	60.65	0.13
<b>(2) Foreign</b>									
a) NRI- Individuals	0	0	0	0	0	0	0	0	0.00
b) Other Individuals	0	0	0	0	0	0	0	0	0.00
c) Bodies Corp.	0	0	0	0	0	0	0	0	0.00
d) Banks/FI	0	0	0	0	0	0	0	0	0.00
e) Any other...	0	0	0	0	0	0	0	0	0.00
<b>SUB TOTAL (A) (2)</b>	0	0	0	0	0	0	0	0	0.00
<b>Total Shareholding of Promoter</b>									
(A)= (A)(1)+(A)(2)	10972357		10972357	60.52	10997413	0	10997413	60.65	0.13
<b>B. PUBLIC SHAREHOLDING</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	877689	0	877689	4.84	284144	0	284144	1.57	-3.27
b) Banks/FI	20000	0	20000	0.11	27733	0	27733	0.15	0.04
c) Cenntral govt	0	0	0	0	0	0	0	0	0.00
d) State Govt.	0	0	0	0	0	0	0	0	0.00
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0.00
f) Insurance Companies	0	0	0	0	0	0	0	0	0.00
g) FIIS	711996	0	711996	3.93	1233405	0	1233405	6.80	2.89
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
i) Others (specify)	0	0	0	0	0	0	0	0	0.00
<b>SUB TOTAL (B)(1):</b>	1609685	0	1609685	8.88	1545282	0	1545282	8.52	-0.34
<b>(2) Non Institutions</b>	-	-	-	-	-	-	-	-	-
a) Bodies corporates	1525395	0	1525395	8.41	1622146	0	1622146	8.95	0.53
i) Indian	1525395	0	1525395	8.41	1622146	0	1622146	8.95	0.53
ii) Overseas	0	0	0	0	0	0	0	0	0.00
b) Individuals	3856595	1	3856596	21.26	3490078	1	3490079	19.24	-2.03
i) Individual shareholders holding nominal share capital upto ₹ 1 lakhs	2552146	1	2552147	14.07	2664625	1	2664626	14.69	0.62
ii) Individuals shareholders holding nominal share capital in excess of ₹ 1 lakhs	1304449	0	1304449	7.19	825453	0	825453	4.55	-2.64
c) Others (specify)	168906	0	168906	0.93	478019	0	478019	2.64	1.70
<b>SUB TOTAL (B)(2):</b>	5550896	1	5550897	30.6	5590243	1	5590244	30.83	0.22
<b>Total Public Shareholding</b>									
<b>(B)= (B)(1)+(B)(2)</b>	7160582	1	7160582	39.48	7135525	1	7135526	39.35	-0.13
<b>C. Shares held by Custodian for</b>									
<b>GDRs &amp; ADRs</b>	0	0	0	N.A.	0	0	0	N.A.	0.00
<b>Grand Total (A+B+C)</b>	18132938	1	18132939	100	18132938	1	18132939	100	0.00

## (II) Shareholding of Promoters

Sl No.	Shareholders Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% change during the year
		No. of Shares	% of Total shares of the Company	% of shares pledged encumbered to Total shares	No. of Shares	% of Total Shares of the Company	% of Shares pledged encumbered to Total shares	
1	Mr. Pramod Maheshwari	1502757	8.29	0.00	1527813	8.43	0.00	0.14
2	Mr. Om Maheshwari	1386300	7.65	0.00	1386300	7.65	0.00	0.00
3	Mr. Naval Maheshwari	1385800	7.64	0.00	1385800	7.64	0.00	0.00
4	Mr. Gulab Chand Maheshwari	1339500	7.39	0.00	1339500	7.39	0.00	0.00
5	Mrs. Kailash Bai	1339500	7.39	0.00	1339500	7.39	0.00	0.00
6	Mrs. Neelima Maheshwari	1339500	7.39	0.00	1339500	7.39	0.00	0.00
7	Mrs. Rekha Maheshwari	1339500	7.39	0.00	1339500	7.39	0.00	0.00
8	Mrs. Shilpa Maheshwari	1339500	7.39	0.00	1339500	7.39	0.00	0.00
	<b>Total</b>	<b>10972357</b>	<b>60.53</b>	<b>0.00</b>	<b>10997413</b>	<b>60.67</b>	<b>0.00</b>	<b>0.14</b>

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

Sl. No		Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% fo Total shares of the Company	No. of shares	% of Total shares of the Company
<b>1</b>	<b>Mr. Pramod Maheshwari</b>				
	At the beginning of the year (i.e. 1st April, 2015)	1502757	8.29	1502757	8.29
	Shares purchased on August 28, 2015	15007	0.08	1517764	8.37
	Shares purchased on February 26, 2016	10000	0.06	1527764	8.43
	Shares purchased on March 04, 2016	49	0.00	1527813	8.43
	Shares transferred on March 25, 2016	(864)	0.00	1526494	8.42
	Shares purchased on March 31, 2016	864	0.00	1527813	8.43
	At the end of the year (I,e, 31st March 2016)	NA	NA	1527813	8.43

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

Sl. No	Name & Type of Transaction	Shareholding at the beginning of the year - 2015		Transactions during the year		Cumulative Shareholding at the end of the year - 2016	
		No. of Shares Held	% of Total Shares of the Company	Date of Transaction	No. of Shares	No of Shares Held	% of Total Shares of The Company
1	AKASH BHANSHALI	450967	2.49			450967	2.49
	AT THE END OF THE YEAR					<b>450967</b>	<b>2.49</b>
2	FIDELITY FUNDS - ASIAN SMALLER COMPANIES POOL	<b>696335</b>	3.84			696335	3.84
	Transfer			07 Aug 2015	(104058)	592277	3.27
	Transfer			21 Aug 2015	(22912)	569365	3.14
	Transfer			28 Aug 2015	(19416)	549949	3.03
	Transfer			04 Sep 2015	(196209)	353740	1.95
	Transfer			11 Sep 2015	(6715)	347025	1.91
	Transfer			31 Dec 2015	19379	366404	2.02



	Transfer			04 Mar 2016	13222	379626	2.09
	Transfer			11 Mar 2016	12869	392495	2.16
	Transfer			18 Mar 2016	25916	<b>418411</b>	2.31
	AT THE END OF THE YEAR					418411	2.31
3	FRANKLIN TEMPLETON PRIVATE EQUITY STRATEGY - A/C PMS	<b>537618</b>	2.96			537618	2.96
	Transfer			05 Feb 2016	(6050)	531568	2.93
	Transfer			12 Feb 2016	(14600)	516968	2.85
	Transfer			26 Feb 2016	(5557)	511411	2.82
	Transfer			11 Mar 2016	(107655)	403756	2.23
	AT THE END OF THE YEAR					<b>403756</b>	2.23
4	NADATHUR ESTATES PRIVATE LIMITED	<b>341713</b>	1.88			341713	1.88
	AT THE END OF THE YEAR					<b>341713</b>	1.88
5	DSP BLACKROCK MICRO CAP FUND	<b>284144</b>	1.57			284144	1.57
	AT THE END OF THE YEAR					<b>284144</b>	<b>1.57</b>
6	VIKAS SINGHI	<b>200220</b>	1.10			200220	1.10
	AT THE END OF THE YEAR					<b>200220</b>	1.10
7	NITIN KAPIL TANDON	<b>69000</b>	0.38			69000	0.38
	AT THE END OF THE YEAR					<b>69000</b>	0.38
8	ICICI PRUDENTIAL VALUE DISCOVERY FUND	<b>593545</b>	3.27			593545	3.27
	Transfer			29 May 2015	(27900)	565645	3.12
	Transfer			26 Jun 2015	(4230)	561415	3.10
	Transfer			10 Jul 2015	(1045)	560370	3.10
	Transfer			17 Jul 2015	(99812)	460558	2.54
	Transfer			24 Jul 2015	(10268)	450290	2.48
	Transfer			07 Aug 2015	(241806)	208484	1.15
	Transfer			14 Aug 2015	(17716)	190768	1.05
	Transfer			04 Dec 2015	(56)	190712	1.05
	Transfer			11 Dec 2015	(29069)	161643	0.89
	Transfer			18 Dec 2015	(100)	161543	0.89
	Transfer			25 Dec 2015	(8780)	152763	0.84
	Transfer			31 Dec 2015	(62216)	90547	0.50
	Transfer			08 Jan 2016	(13795)	76752	0.42
	Transfer			15 Jan 2016	(12530)	64222	0.35
	Transfer			05 Feb 2016	(6455)	57767	0.32
	Transfer			12 Feb 2016	(39523)	18244	0.10
	Transfer			19 Feb 2016	(3250)	14994	0.08
	Transfer			26 Feb 2016	(14994)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000
9	ENAM INVESTMENT SERVICES PVT LTD	<b>202250</b>	1.12			<b>202250</b>	1.12
	Transfer			07 Jan 2016	(202250)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000
10	AJAY RELAN	<b>100000</b>	0.55			<b>100000</b>	0.55
	Transfer			01 May 2015	(50885)	49115	0.27
	Transfer			08 May 2015	(49115)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000

## (v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For each of the Director & KMP	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of shares of the the Company	% fo Total shares	No. of shares of the Company	% of Total Shares
1	Mr. Pramod Maheshwari, Chairman, Managing Director and Chief Executive Officer	1502757	8.29	1527813	8.43
2	Mr. Om Prakash Maheshwari, Executive Director and Chief Financial Officer	1386300	7.65	1386300	7.65
3	Mr. Nawal Kishore Maheshwari, Executive Director	1385800	7.64	1385800	7.64
4	Mr. Ram Swaroop Chaudhary, Independent Director	20	0.00	20	0.00
5	Mr. Pritam Kumar Goswami, Independent Director	20	0.00	20	0.00
6	Mr. Pawan Kumar Lalpuria, Independent Director	-	-	-	-
7	Mr. Vishal Jain, Independent Director	17520	0.10	22500	0.12
8	Mr. Mahesh Gupta, Independent Director	NIL	NIL	NIL	NIL
9	Mrs. Neelima Maheshwari, Independent Director	1339500	7.39	1339500	7.39
10	Mr. Tarun Kumar Jain, Company Secretary	110	0.00	-	-

**V INDEBTEDNESS**

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

Amount in ₹

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits Shares	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	98500000	Nil	Nil	98500000
ii) Interest due but not paid	865855	Nil	Nil	865855
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	<b>99365855</b>	<b>Nil</b>	<b>Nil</b>	<b>99365855</b>
<b>Change in Indebtedness during the financial year</b>				
Additions	140000000	Nil	Nil	140000000
Reduction	64017252	Nil	Nil	64017252
<b>Net Change</b>	<b>75982748</b>	<b>Nil</b>	<b>Nil</b>	<b>75982748</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	134482748	Nil	Nil	134482748
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	731264	Nil	Nil	731264
<b>Total (i+ii+iii)</b>	<b>135214012</b>	<b>Nil</b>	<b>Nil</b>	<b>135214012</b>

## VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### a. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Amount in ₹

S. No.	Particulars of Remuneration	Name of the MD/WT/Manager			Total Amount
		Mr. Pramod Maheshwari, CMD & CEO	Mr. Om Prakash Maheshwari, Executive Director	Mr. Nawal Kishore Maheshwari, Executive Director	
1.	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	33,00,000	33,00,000	33,00,000	99,00,000
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission as % of profit others (specify)	-	-	-	-
5	Others, please specify	-	-	-	-
	<b>Total (A)</b>				<b>99,00,000</b>
	Ceiling as per Act				2,09,29,424

### b. Remuneration to other directors:

Amount in ₹

S. No.	Particulars of Remuneration	Name of the Directors					Total Amount
1	Independent Directors	Mr. Pawan Kumar Lalpuria	Mr. Pritam Kumar Goswami	Mr. RS Choudhary	Mr. Vishal Jain	Mr. Mahesh Gupta	
	(a) Fee for attending board committee meetings	30000	25,000	30000	10,000	30,000	125000
	(b) Commission	Nil	Nil	Nil	Nil	Nil	0
	(c ) Others, please specify	Nil	Nil	Nil	Nil	Nil	0
	<b>Total (1)</b>	30000	25000	30000	10000	30000	125000
2	Other Non Executive Directors	Mrs. Neelima Maheshwari					
	(a) Fee for attending board committee meetings	25000					
	(b) Commission	Nil					
	(c ) Others, please specify.	Nil					
	<b>Total (2)</b>	<b>25000</b>	-	-	-	-	<b>25000</b>
	<b>Total (B)=(1+2)</b>						<b>1,50,000</b>
3.	Ceiling as per Act						19,02,675

### c. Remuneration to Key Managerial Personnel Other Than MD/Manager/WT/

Amount in ₹

S. No	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Mr. Pramod Maheshwari, CMD & CEO	Mr. Om Prakash Maheshwari, CFO	Mr. Tarun Kumar Jain CS	
1.	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	33,00,000	33,00,000	11,49,396	77,49,396
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
	(c ) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission as % of profit others, specify	-	-	-	-
5.	Others, please specify	-	-	-	-
	<b>Total</b>	<b>33,00,000</b>	<b>33,00,000</b>	<b>11,49,396</b>	<b>77,49,396</b>

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

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

1.	A brief outline of the Company's CSR Policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs	Mentioned in Corporate Governance Report. For detailed policy, please refer our website <a href="http://www.cpil.in">www.cpil.in</a>
2.	The composition of the CSR Committee	Mr. Mahesh Gupta as Chairman, and Mr. RS Chaudhary and Mr. Nawal Kishore Maheshwari as other members
3.	Average net profit of the Company for last three financial years	Rs. 12,47,30,551/-
4.	Prescribed CSR Expenditure (two percent of the amount as in item 3 above)	Rs. 24,94,611/-
5.	Details of CSR spent during the financial year	Detail mentioned below
	a) Total amount to be spent for the financial year	
	b) Amount unspent, if any;	
	c) Manner in which the amount spent during the financial year is detailed below	
6.	In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reason for not spending the amount in its Board report	The Company always been historically ahead of regulation. Various initiatives, on which the amount was to be spent, are in stages of implementation. We are continuously looking at CSR initiatives to back to the society.
7.	A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance of CSR objectives and Policy of the Company	YES

S.No.	CSR Project or activity Identified	Sector in which the project is covered	Projects or Programs 1. Local area or otherwise 2. Specify the State & district	Amount outlay (budget) Project or program wise (Rs.)	Amount Spent on the projects or programs (Rs.)	Cumulative Spend till reporting period	Amount Spent, Direct or implementing agency
1.	Overall development of the local area	<ul style="list-style-type: none"> <li>▶ Education</li> <li>▶ Women empowerment</li> <li>▶ Health &amp; Medical facilities</li> <li>▶ Environment sustainability</li> <li>▶ Rural Development Projects</li> <li>▶ Others</li> </ul>	Local area	24,94,611/-	63,304/-	63,304/-	Directly

For and on behalf of the Board of Directors

**Pramod Maheshwari**  
Chairman, Managing Director & CEO

**Om Prakash Maheshwari**  
CFO

**Mahesh Gupta**  
Chairman CSR Committee

Place: Kota  
Date: May 09, 2016



**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED ON 31<sup>st</sup> MARCH, 2016**  
(Pursuant to section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies  
(Appointment and Remuneration Personnel) Rules, 2014}

To

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

Dear Members,

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Career Point Limited [CIN: L72200RJ2000PLC016272] (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of Career Point Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter;

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

1. The Companies Act, 1956, the Companies Act, 2013 and the Rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during Audit Period)
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during Audit Period)
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during Audit Period) &
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during Audit Period)?

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited and National Stock Exchange of India Limited.
- (iii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (with effect from 1st December, 2015).

- (iv) Labour Laws to the extent of Employees` State Insurance Act, 1948, Employees` Provident Fund and Miscellaneous Provisions Act, 1952, the Payment of Gratuity Act, 1972, Rajasthan Shops and Commercial Establishments Acts, 1958, Air (Prevention and Control of Pollution) Act, 1981 and Rules issued by the State Pollution Control Boards; and Water (Prevention and Control of Pollution) Act, 1974 and Rules issued by the State Pollution Control Boards. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Maternity Benefits Act, 1961.

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

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

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

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

Majority decision is carried through while the dissenting member's views are captured and recorded as part of the minutes.

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

I further report that during the audit period there were no instances of:

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

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

- (i) A Joint Venture Company has been incorporated in the name of "StudyBoard Education Private Limited" with paid-up share capital of Rupees One Lac only. The shareholding pattern of the Joint Venture Company is 50:50 between the Company and Joint Venture Partner. The Joint Venture Company will be in the business of developing and maintaining an online web portal, mobile application and other technological solution for providing information and solutions services in the field of education.
- (ii) Career Point Ltd has incorporated a wholly owned subsidiary Company "Career Point Institute of Skill Development Private Limited" (Date of Incorporation: September 19, 2015).
- (iii) Career Point launches Pre-school division 'Global Kids
- (iv) Career Point is partnered with NSDC for skill development
- (v) The Compensation Committee of the Board of Directors of the Company at its meeting held on November 30, 2015 has granted 70,000 options to the eligible employee of the Company under the CPL Employee Stock Option Plan 2013 of the Company.

**For M SANCHETI & ASSOCIATES**

Company Secretaries

Manish Sanchit  
Proprietor

Dated: May 09, 2016 M.N. No. F7972

Place: Jaipur C. P. No.: 8997

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

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

**Annexure-A**

CIN: L72200RJ2000PLC016272

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

Dear Members,

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

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

**For M SANCHETI & ASSOCIATES**

Company Secretaries

**Manish Sanchit**

Proprietor

Dated: May 09, 2016 M.N. No. F7972

Place: Jaipur C. P. No.: 8997

## FORM AOC - 1

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

## PART A: SUBSIDIARIES

S. No.	Name of Subsidiary Company	Reporting	Share capital	Reserve and surplus	Total Assets	Total Liabilities	Investments	Turnover/ Total Income	Profit Before Taxation	Provision for Taxation	Proposed Dividend	% of Share holding
1	Career Point Infra Limited	Indian Rupee	39,790,000	1,448,417,710	1,825,324,633	337,116,922	116,773,533	49,192,351	12,548,051	3,589,000	-	100%
2	Career Point Edutech Limited	Indian Rupee	5,789,470	(6,765,013)	4,984,941	5,960,484	-	526,742	(3,618,634)	-	-	100%
3	Gyan Eduventure Private Limited	Indian Rupee	4,200,000	(27,336,951)	14,492,238	37,629,189	-	9,082,831	(10,556,309)	-	-	60%
4	Career Point Accessories Private Limited	Indian Rupee	1,000,000	1,548,708	5,646,029	3,097,321	-	11,394,684	(314,672)	-	-	60%
5	Coupler Enterprises Private Limited	Indian Rupee	900,000	40,011	12,861,736	11,921,725	-	93,200	51,650	-	-	100%
6	Srajan Agritech Private Limited	Indian Rupee	100,000	254,003	109,756,673	109,402,670	16,499,214	190,000	177,268	-	-	100%
7.	Srajan Capital Limited	Indian Rupee	49,100,000	9,404,707	390,422,224	331,917,517	-	37,347,426	14,242,406	4,913,000	-	100%
8.	Career Point Institute of Skill Development Private Limited	Indian Rupee	100,000	(408,508)	99,000	407,508	-	-	(408,508)	-	-	100%

## Part B: Associates &amp; Joint Venture

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

Name of Associates/ Joint Ventures	Latest Audited Balance Sheet Date	Shares of Associate held by the Company on the year end		Description of how there is significant influence		Reason why the associate/ joint venture is not consolidated	Net worth attributable to shareholding as per latest audited Balance Sheet	Profit/Loss for the year	
		No.	Amount of Investment in Associates/ Joint Venture	Extend of Holding %				Considered in Consolidation	Not Considered in Consolidation
Imperial Infin Private Limited	31/03/2016	34000	3400000	42.74%	Voting Power	Not Applicable	7,395,023	3082852	4130186
Study Board Education Private Limited	31/03/2016	55000	550000	50.00%	Voting Power	Not Applicable	761,206	(288794)	(288794)



## AOC FORM - 2

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

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

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

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

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

S. No.	Name of related party	Nature of relationship	Nature of Contract	Duration of the transaction	Transaction value	Date of approval by the board if any	Amount paid as advance
1.	Srajan Capital Limited	Wholly owned subsidiary company	Loans and Advances	One year	Rs. 50,59,23,341	Approval of board is taken on 12 <sup>th</sup> August 2015.	NA
2.	Career Point University, Hamirpur	Enterprises under same management	Loans and Advances	One year	Rs. 7,66,35,000	Approval of board is taken on 12 <sup>th</sup> August 2015.	NA
3.	Gopi Bai Foundation	Enterprises under same management	Loans and Advances	One year	Rs. 25,59,28,800	Approval of board is taken on 12 <sup>th</sup> August 2015.	NA

**PARTICULARS OF REMUNERATION OF EMPLOYEES**

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

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

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

Amount in ₹

Name of Directors/Key Managerial Personnel	Remuneration	% increase in Remuneration	Ratio of Director's Remuneration to Median Remuneration	Comparison of remuneration of each KMP against company performance	
				% of Turnover	% of Net Profit Before Tax
Non Executive Directors					
Mr. Pawan Kumar Lalpuria	30000	-	0.16	0.00	0.01
Mr. Pritam Kumar Goswami	25000	-	0.13	0.00	0.01
Mr. RS Choudhary	30000	-	0.16	0.00	0.01
Mr. Vishal Jain	10000	-	0.05	0.00	0.00
Mr. Mahesh Gupta	30000	-	0.16	0.00	0.01
Mrs. Neelima Maheshwari	25000	-	0.13	0.00	0.01
Executive Directors and Key Managerial Personnel					
Mr. Pramod Maheshwari	3300000	-	17.19	0.47	1.56
Mr. Om Prakash Maheshwari	3300000	-	17.19	0.47	1.56
Mr. Nawal Kishore Maheshwari	3300000	-	17.19	0.47	1.56
Mr. Tarun Kumar Jain, Company Secretary	1149396	5	5.99	0.17	0.54

S.No.	Requirements	Disclosure		
1.	Percentage increase in the median remuneration of employees in the financial year	(29.50)		
2.	Number of permanent employees on the rolls of the Company as on 31st March, 2016.	569		
3.	Explanation w.r.t average increase in remuneration and Company's performance	Not Applicable		
4.	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company (Standalone)	The aggregate remuneration of KMP was 1.59% of turnover and 5.21% of Net profit (before tax) during the financial year		
5.	Variations in the market Capitalisation of the Company and PE Ratio as at the closing date of the current and previous financial year	Particulars	Market Capitalisation (Rs. In Cr.) based on BSE	P/E Ratio
		31.03.2016	199.28	13.77
		31.03.2015	270.91	27.93
		Change %	(26.44)	(50.68)
6.	Percent increase over / decrease in the market quotations of the shares of the company as compared to the rate at which the company came out with the last public offer in the year.	The Closing market price of the Equity Shares of the Company was Rs. 109.90 per share. As per the Initial Public Offer of the company done in 2010-11, 37,12,642 equity shares were issued at a price of Rs. 310 per share. The Company has not issued any shares further till date and therefore comparative details are not applicable.		
7.	Average percentage increase in the salaries of the employees other than Managerial Personnel in financial year	The average annual increase in the salaries of employees other than managerial personnel during the year was 5% while the average increase in managerial remuneration during the year was 34%.		
8.	The key parameters for the variable component of remuneration availed by the directors	Not Applicable		
9.	The ratio of the remuneration of the highest paid Director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	Mr. Pankaj Talwar(Faculty) received total Remuneration of Rs. 89,90,000 during Financial Year 2015-16 which is 2.7 highest paid times of the director		
10.	Affirmation that the remuneration paid is as per the as per the Remuneration Policy of the Company.	It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy of the Company		

**B. Particulars of Employees whose remuneration exceeds Rs. 60 Lacs per annum or Rs. 5 Lacs per month during FY 2015-16**

Amount in ₹

Employee Name	Designation in the Company	Qualification	Age (in Years)	Previous Employer	Total Experience (In Years)	Designation at Previous Employment	Date of Joining	Amount (Rs.)
Mr. Pankaj Talwar	Faculty (Chemistry)	B.E.	39	Allen Career Institute, Kota	20	Faculty (Chemistry)	01/01/2010	89,90,000/-
Mr. Ramesh Kumar Sharda	Faculty (Chemistry)	M.Sc.	44	Allen Career Institute, Kota	19	Faculty (Chemistry)	01/01/2010	84,15,000/-
Mr. Rajnesh Goyal	Faculty (Maths)	B.E.	40	Self Employed	11	Self Employed	01/04/2006	59,11,616/-
Mr. Govind Sharma	Faculty (Physics)	B.E.	40	Allen Career Institute, Kota	17	Faculty (Physics)	01/01/2010	72,45,000/-

For and on behalf of the Board of Directors

Place: Kota

Date: May 09, 2016

**Pramod Maheshwari**

Chairman, Managing Director and CEO

## REPORT ON CORPORATE GOVERNANCE

The Securities and Exchange Board of India ("SEBI") vide its notification No. SEBI/LAD-NRO/GN/2015-16/013 dated 2 September 2015 notified SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations") with an aim to consolidate and streamline the provisions of the Listing Regulations for different segments of capital markets to ensure better enforceability. The Listing Regulations were effective from 1st December, 2015. Accordingly, all listed entities were required to enter into the Listing Agreement within 6 (six) months from the effective date. Your Company has entered into Listing Agreement with BSE Limited and the National Stock Exchange of India Limited during the month of January, 2016.

### 1) COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

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

The Company is committed to run its business in a legal, ethical and transparent manner with dedication throughout the organization. Besides adhering to the prescribed corporate practices as per clause 49 of the Listing Agreement, it voluntarily governs itself as per highest ethical and responsible standard of business.

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

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

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

### 2) POLICIES

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

#### Whistle Blower & Vigil Mechanism Policy

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

#### Code of Conduct for Board Members and Senior Management Personnel

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

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

#### Related Party Transaction Policy

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

#### Material Subsidiary Policy

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

#### Policies and code as per SEBI Insider Trading Regulations

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

Mr. Tarun Kumar Jain, Company Secretary of the Company is Compliance Officer for the purposes of Insider Trading Code and appointed as Chief Investor Relations Officer for the purpose of Fair Disclosure Policy.

#### FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

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

## BOARD OF DIRECTORS

### i) Composition of Board

The Company's Board is constituted in line with the provisions of issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013. The present strength of the Board is of nine Directors comprising an optimum combination of Executive and Non-Executive Directors. The Board represents an optimal mix of professionalism, knowledge and experience.

ii) The table below gives the composition of the Board during the financial year 2015-16

Name of Director and DIN	Category	Designation
Mr. Pramod Maheshwari (00185711)	Promoter & Executive Director	Chairman, Managing Director & CEO
Mr. Om Prakash Maheshwari (00185677)	Promoter & Executive Director	Executive Director and CFO
Mr. Nawal Kishore Maheshwari (00185762)	Promoter & Executive Director	Executive Director
Mr. Pawan Kumar Lalpuria (02016032)	Non-Executive Independent Director	Director
Mr. Pritam Kumar Goswami (00082224)	Non-Executive Independent Director	Director
Mr. Ram Swaroop Chaudhary (00711599)	Non-Executive Independent Director	Director
Mr. Vishal Jain (00709250)	Non-Executive Independent Director	Director
Mr. Mahesh Gupta (00132721)	Non-Executive Independent Director	Director
Mrs. Neelima Maheshwari (00194928)	Non-Executive Non- Independent Director	Director

### Director's attendance record and Directorship in other companies

Name of Director	No. of Board Meetings during the Financial Year 2015-2016		No. of Directorship in other Companies including private Ltd. companies and excluding sec.8 companies (as on March 31,2016)	No. of Membership/ Chairmanships of other Board Committees		Whether attended last AGM
	Held	Attended		Membership	Chairmanship	
Mr. Pramod Maheshwari	5	5	11	-	-	Yes
Mr. Om Prakash Maheshwari	5	5	16	2	-	Yes
Mr. Nawal Kishore Maheshwari	5	5	14	-	-	Yes
Mr. Pawan Kumar Lalpuria	5	5	2	-	-	Yes
Mr. Pritam Kumar Goswami	5	4	2	-	-	Yes
Mr. Ram Swaroop Chaudhary	5	5	1	-	-	Yes
Mr. Vishal Jain	5	1	2	-	-	No
Mr. Mahesh Gupta	5	5	3	-	-	Yes
Mrs. Neelima Maheshwari	5	5	2	3	-	Yes

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

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

### Board Meetings:

In compliance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Meetings are held at least once every quarter and the time gap between two Meetings is not more than four months. The notice of Board meeting is given well in advance to all the Directors. Usually, meetings of the Board are held in Kota. The Agenda of the Board / Committee meetings is set by the Company Secretary in consultation with the Chairman and the Managing Director and Chief Executive Officer of the Company. The Agenda for the Board and Committee meetings cover items set out as per the guidelines in Listing Regulations to the extent it is relevant and applicable. The Agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by law, which is noted and confirmed in the subsequent Board meeting. All Directors on the Board are free to suggest any item for inclusion in the agenda for the consideration of the Board. During the year five Board Meetings were held on May 14, 2015, May 26, 2015, August 12, 2015, November 4, 2015 and February 05, 2016.

**Independent Directors` Meetings:**

During the year under review, the Independent Directors met on 28 March, 2016, without the attendance of Non-Independent Directors and members of the management, inter alia, to discuss on the following:

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

**Maximum tenure of independent directors**

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

**Formal letter of appointment to independent directors**

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

**Board Evaluation**

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

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

**Board Diversity Policy**

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

**Review of legal compliance reports**

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

**3) BOARD COMMITTEES**

In accordance with the provisions of the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, inter-alia, the following Committees are in operation:

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

**(i) Audit Committee**

In line with the statutory provisions of Listing 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.

The composition of the Audit Committee of the Board which complies with the requirements of Section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 18 of the Listing Regulations are as under:

**Chairperson:** Mr. Pawan Kumar Lalpuria (Non-Executive Independent Director)

**Members:**

Mr. Pritam Kumar Goswami (Non-Executive Independent Director),  
Mr. Mahesh Gupta (Non-Executive Independent Director) and  
Mr. Om Prakash Maheshwari (Executive Director & Chief Financial Officer)

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

The particulars of the meetings attended by the Members of the Audit Committee and the date of the meetings held during the financial year 2015-16 are given below:

Sr. No	Name of Members	No. of Meetings during the Financial Year 2015-2016		Dates of Meetings
		Held	Attended	
1	Mr. Pawan Kumar Lalpuria	4	4	May 26, 2015, August 12, 2015 November 4, 2015 February 05, 2016
2	Mr. Pritam Kumar Goswami	4	3	
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.

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

## (ii) NOMINATION AND REMUNERATION COMMITTEE

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

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

The remuneration policy of the Company is aimed to reward performance, based on review of achievements on a regular basis.

The Nomination and Remuneration Committee has been constituted by the Board and it comprises of the following Independent Directors:

**Chairman:** Mr. Pritam Kumar Goswami (Non-Executive Independent Director)

### Members:

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

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

### Functions and Terms of Reference

The broad terms of reference of the Nomination and Remuneration Committee of the Company are as follows:

- To identify persons who are qualified to become directors and who may be appointed in senior management in accordance in accordance with the criteria laid down, recommend to the Board their appointment and removal;
- To carry out evaluation of every directors performance;
- To formulate the criteria for determining qualifications, positive attribute and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees. The Committee while formulating the policy shall ensure that:
- Ensure the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required

to run the Company successfully

- Ensure that relationship of remuneration to performance is clear and meets appropriate performance benchmark
- Formulate policy with regard to Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- To recommend the Board, the remuneration (including any modification therein) payable to the Managing Director or Whole-time Director or Manager of the Company
- Such other functions/area/term as desired/referred by the Board from time to time or required under applicable law /listing agreement, for time being in force.

The particulars of the meetings attended by the Members of the Nomination and Remuneration Committee and the dates of the meetings held during the financial year 2015-16 are given below:

Sr. No	Name of Members	No. of Meetings during the Financial Year 2015-2016		Dates of Meetings
		Held	Attended	
1	Mr. Pawan Kumar Lalpuria	4	4	May 26, 2015, August 12, 2015 November 4, 2015 February 05, 2016
2	Mr. Pritam Kumar Goswami	4	3	
3	Mr. Ram Swaroop Chaudhary	4	4	

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

#### Remuneration Policy

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

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

Detail of Remuneration to all the Directors during the year ended March 31, 2016.

Name of Director	Salary (Rs.)	Benefits /Allowances /perquisites (Rs.)	Bonuses (Rs.)	Sitting fees (Rs.)	Details of fixed Component and performances incentives (Rs.)	Total (Rs.)	Stock Option details, if any	Service contract, notice period, severance fee/pension
Mr.Pramod Maheshwari	1500000	1800000	-	-	-	3300000	-	
Mr. Om Prakash Maheshwari	1500000	1800000	-	-	-	3300000	-	
Mr. Nawal Kishore Maheshwari	1500000	1800000	-	-	-	3300000	-	
Mr. Pritam Kumar Goswami	-	-	-	25000	-	25000	-	
Mr. Ram Swaroop Chaudhary	-	-	-	30000	-	30000	-	
Mr.Pawan Kumar Lalpuria	-	-	-	30000	-	30000	-	
Mr.Vishal Jain	-	-	-	10000	-	10000	-	
Mr. Mahesh Gupta	-	-	-	30000	-	30000	-	
Mrs.Neelima Maheshwari	-	-	-	25000	-	25000	-	Retire by rotation

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

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

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

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

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, 2016.

**Disclosures regarding re-appointment of Directors**

The resume of the Directors who are being reappointed are provided in the Notice to the Annual General Meeting.

**Employees Stock Option Plans**

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

**(iii) STAKEHOLDERS RELATIONSHIP COMMITTEE**

The composition of the Stakeholder Relationship Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations. As a measure of good Corporate Governance and focusing on strengthening the relation with the stakeholders, the Board has formed Stakeholders Relationship Committee.

The Stakeholders Relationship Committee ensures that all commitment to security holders and investors are met and thus strengthen their relationship with the Company. The composition of the Stakeholders Relationship Committee is as below:

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

**Members:**

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

Mr. Pritam Kumar Goswami (Non-Executive Independent Director)

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

**Functions and Terms of Reference**

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

- ◆ to consider and resolve the grievances of security holders of the Company
- ◆ to review important circulars issued by SEBI/Stock Exchanges.
- ◆ 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, 2016.

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 2015-16 are given below:

Sr. No	Name of Members	No. of Meetings during the Financial Year 2015-2016		Dates of Meetings
		Held	Attended	
1	Mr. Pawan Kumar Lalpuria	4	4	May 26, 2015, August 12, 2015 November 4, 2015 February 05, 2016
2	Mr. Pritam Kumar Goswami	4	3	
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 2015-16:

Nature of Complaints	Received	Resolved	Pending
Investor Grievances	1	1	NIL

**(iv) CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE**

In alignment with the provisions of the Companies Act, 2013, your directors have constituted the Corporate Social Responsibility Committee of the Board of Directors, with Mr. Mahesh Gupta as Chairman, and Mr. 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.

Sr. No	Name of Members	No. of Meetings during the Financial Year 2015-2016		Dates of Meetings
		Held	Attended	
1	Mr. Nawal Kishore Maheshwar	4	4	May 26, 2015, August 12, 2015 November 4, 2015 February 05, 2016
2	Mr. Ram Swaroop Chaudhary	4	4	
3	Mr. Mahesh Gupta	4	4	

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

#### (v) RISK MANAGEMENT COMMITTEE

Your directors have constituted the Risk Management Committee of the Board of Directors, with Mr. Om Prakash Maheshwari as Chairman, and Mr. Pramod Maheshwari and Mr. Mahesh Gupta as other members.

**Chairman:** Mr. Om Prakash Maheshwari

**Members:** Mr. Pramod Maheshwari and Mr. Mahesh Gupta

Sr. No	Name of Members	No. of Meetings during the Financial Year 2015-2016		Dates of Meetings
		Held	Attended	
1	Mr. Om Prakash Maheshwari	4	4	May 26, 2015, August 12, 2015 November 4, 2015 February 05, 2016
2	Mr. Pramod Maheshwari	4	4	
3	Mr. Mahesh Gupta	4	4	

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

#### 4) GENERAL BODY MEETINGS

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

Year	AGM/ EGM	Date	Time	Venue	No. of special resolution
2014-2015	15th AGM	September 26, 2015	4.00 p.m.	CP Tower-1,Road No. 1, IPIA, Kota-324005	6
2013-2014	14th AGM	September 26, 2014	4.00 p.m.	CP Tower-2,Road No. 1, IPIA, Kota-324005	11
2012-2013	13th AGM	September 21, 2013	4.00 p.m.	CP Toer-2,Road No. 1, IPIA, Kota-324005	2

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) Chief Investor Relationship Officer/Compliance Officer

Mr. Tarun Kumar Jain,  
Company Secretary and Compliance Officer, Career Point Limited  
Registered & Corporate Office: CP Tower 1, Road No. 1, IPIA, Kota - 324 005  
Tel: +91 744 3040000; Fax: +91 744 3040050 ; Email: tarun.jain@cpil.in

#### 6) DISCLOSURES

##### i. Related Party Transactions

There is no Related Party Transaction that may have potential conflict with the interest of the Company at large. The Company's major Related Party Transactions are generally with its subsidiary, Key Management Personnel and Enterprises under the same management. The Related Party Transactions are entered into based on the considerations of various business exigencies and Company's long term strategy. All the transactions entered during the financial year 2015-16 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. 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.

##### v. 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.

##### vi. 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.

**vii. Management Discussion and Analysis Report**

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

**viii. 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**

- In compliance with Regulation 46 of the Listing Regulations, a separate dedicated section under "Investor Relations" on the Company's website gives information on various announcements made by the Company, status of unclaimed dividend, Annual Report, Quarterly/Half yearly/ Nine-months and Annual financial results along with the applicable policies of the Company. Your Company's official news releases and presentations made to the institutional investors and analysts are also available on the Company's website.
- The quarterly, half-yearly and annual results during the year were published in National English "Hindustan Times Mint" and Hindi Newspapers "Nafa Nuksan"/Rashtriya Sahara" 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.
- 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.
- All the periodic compliance filing to National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE) like shareholding pattern, corporate governance report, Report on Reconciliation of Share Capital, financial results, other Corporate Announcements among others are filed electronically on NEAPS (NSE Electronic Application Processing Systems) and BSE Listing Centre (BSE Corporate Compliance & Listing Centre) respectively.
- The investor complaints (if any) are processed in a centralized web based complaint system SEBI Complaint Redress System (SCORES).

**8) General Information for Shareholders**

**i) Annual General Meeting**

Date	Monday, September 26, 2016
Venue	CP Tower 1, IPIA, Road No. 1, Kota, 324005, Rajasthan, India
Time	4.00 p.m
Financial Year	2015-16

Book Closure Date - From September 19, 2016 to September 26, 2016 (both days inclusive)

**ii) Tentative Financial Calendar (For FY 2016-17)**

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

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

**iii) Unclaimed Dividend**

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

S.No.	Financial Year	Type of Dividend	Dividend per equity share (INR)	Date of declaration	Due date of Transfer
1	2014-15	Interim Dividend	1.00	12-Aug-14	After seven years from the date of declaration



**iv) Listing in Stock Exchanges and Stock Codes**

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

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

The listing fee for the financial year 2015-16 to BSE & NSE has been duly paid.

**v) Market Price Data**

a. Share Price movement for the Financial Year 2015-16:

Month	Bombay Stock Exchange				National Stock Exchange			
	High (In Rs.)	Low (In Rs.)	Close (In Rs.)	SENSEX	High (In Rs.)	Low (In Rs.)	Close (In Rs.)	NIFTY
Apr-15	170.00	148.30	151.10	27011.31	169.80	147.30	150.75	8181.50
May-15	171.20	144.40	160.00	27828.44	171.70	146.00	160.60	8433.65
Jun-15	168.90	145.10	158.00	27780.83	164.50	144.00	158.30	8368.50
Jul-15	169.20	153.10	157.50	28114.56	168.85	150.10	157.55	8532.85
Aug-15	169.90	108.40	109.70	26283.09	169.00	108.50	108.90	7971.30
Sep-15	137.10	101.00	127.00	26154.83	137.00	101.00	126.25	7948.90
Oct-15	137.30	121.30	124.30	26656.83	137.00	122.50	125.15	8065.8
Nov-15	158.90	120.50	152.70	26145.67	158.45	120.50	152.80	7935.25
Dec-15	160.00	135.00	139.20	26117.54	160.00	132.50	139.15	7946.35
Jan-16	141.70	108.40	114.70	24870.69	141.95	110.00	114.55	7563.55
Feb-16	121.90	94.50	103.70	23002.00	122.50	93.45	103.90	6987.05
Mar-16	119.90	99.50	109.90	25341.86	120.00	99.50	109.60	7738.40

b. Shareholding Distribution as on March 31, 2016

Shareholding of Shares	Number of Shareholders	Percentage of Total Shareholders	Total no of Shares	Percentage of Total Shares
1-5000	13366	89.77	872868	4.81
5001-10000	404	2.71	319734	1.76
10001-20000	844	5.66	1021678	5.63
20001-30000	121	0.81	311718	1.71
30001-40000	32	0.21	116566	0.64
40001-50000	25	0.16	119564	0.65
50001-100000	51	0.34	360233	1.98
100001-above	46	0.30	15010578	82.78
<b>Total</b>	<b>14889</b>	<b>100.00</b>	<b>18132939</b>	<b>100.00</b>

c. Shareholding Pattern as on March 31, 2016

Category	No. of shares held	% Shareholding
Company Promoter/Promoter Group	10997413	60.65
Mutual Funds /UTI	284144	1.57
Financial Institutions /Banks	27733	0.15
Foreign Institutional Investors	1233405	6.80
NRIs(Repatriate)	51220	0.28
NRIs (Non -Repatriate)	13040	0.07
Trusts	29048	0.16
Bodies Corporate	1622146	8.95
General Public	3701171	20.41
Clearing Members	173619	0.96
<b>TOTAL</b>	<b>18132939</b>	<b>100.00</b>

**d. 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](mailto: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 31 of the Listing Regulations 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, 2016, 100% percent of the shares (except one share) of the Company were held in a dematerialized form. The International Securities Identification Number (ISIN) allotted to the Company for Dematerialization of Shares is INE521J01018.

**ix) Reconciliation of Share Capital Audit**

As stipulated by the Securities and Exchange Board of India (SEBI), a qualified Chartered Accountant carries out Reconciliation of Share Capital Audit. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges and is also placed before the Board of Directors.

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

**xi) Plant Location: Not Applicable**

**xii) Address for Correspondence**

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

M/s. Link Intime India Private Limited  
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](mailto:rnt.helpdesk@linkintime.co.in)

**Investors may also write to or contact**

Company Secretary  
CAREER POINT LIMITED  
Registered Office: CP Tower 1, Road No. 1,  
IPIA, Kota - 324 005, Rajasthan, India  
Tel: +91 744 3040000; Fax: +91 744 3040050  
For any other queries: email: [investors@cpil.in](mailto:investors@cpil.in)

**xiii) Designated exclusive email-id**

The Company has designated an email-id [investors@cpil.in](mailto:investors@cpil.in) exclusively for shareholders and Investors to correspond with the Company.

**xiv) Permanent Account Number for transfer of shares in physical form**

SEBI vide its Circular dated May 20, 2009 has stated that for securities market transactions and off-market transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Company's RTA for

registration of such transfer of shares. Accordingly, shareholders are requested to please furnish copy of PAN card to the Company's RTA for registration of transfer of shares in their name.

**xv) Consolidate multiple folios**

Investors are encouraged to consolidate their shareholding held in multiple folios. This would facilitate one stop tracking of all corporate benefits on the shares and would reduce time and efforts required to monitor multiple folios.

**xvi) Proceeds from the public issue/right issue/preferential issue:**

There was no fresh public issue/right issue/preferential issue etc during the financial year 2015-16.

**xvii) Inter-se relationships between directors**

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

**xviii) Company Registration Details**

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

**xix) Nomination Facility**

The Companies Act 2013 has provided for a nomination facility to the Shareholders of the Company. The Company is pleased to offer the facility of nomination to shareholders and shareholders may avail this facility by sending the duly completed form to the Registered Office of the Company/Registrar and Share Transfer Agent of the Company in case the shareholding is in physical form. The shareholders may obtain copy of the said form from the Registered Office of the Company. In case of demat holdings, the request may be submitted to the Depository Participant.

**9) SUBSIDIARY COMPANIES**

Clause 16 of the Listing Regulations defines a "material subsidiary" as a "material subsidiary" shall mean a subsidiary, whose income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. As per this provision, your company has Career Point Infra Limited as "material non-listed Indian subsidiary".

**10) Code for prevention of Insider Trading Practices**

In Compliance with the SEBI's regulations on prevention of insider trading, the Company has instituted a comprehensive Code of Conduct for its Promoters, Directors and Designated Employees. The Code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of Career Point Limited and cautioning them of the consequences of violations.

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

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

**12) Compliance certificate:**

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

**13) Report on corporate governance:**

This chapter, read together with the information given in the Directors' Report and the chapters on Management Discussion and Analysis and General Shareholder Information, constitute the compliance report on Corporate Governance during 2015-16. The Company has been regularly submitting the quarterly compliance report to the stock exchanges as required under regulation 27 of the SEBI Listing Regulations, 2015.

**14) Auditors' certificate on corporate governance:**

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

The Corporate Governance Report was adopted by the Board of Directors at their meeting held on May 09, 2016.

## 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 2016, 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 2015-16, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls and have evaluated the effectiveness of the internal control systems of the Company and have disclosed to the Auditors and the Audit Committee, efficiencies in the design or operation of internal controls of which we are aware, and the steps taken and proposed to be taken to rectify these deficiencies.
- (d) We have also indicated to the Auditors and the Audit Committee:
  - (i) significant changes if any in the internal controls with respect to financial reporting during the year and the achievement of adequate internal controls within the Company;
  - (ii) significant changes if any in accounting policies during the year 2015-16, and these have been disclosed in the notes to the financial statements.
- (e) To the best of our knowledge and belief, there are no instances of significant fraud involving either the Management or employees having a significant role in the Company's internal control systems with respect to financial reporting.

Place : Kota  
Date : May 09, 2016

**Pramod Maheshwari**  
Chairman, Managing Director & CEO  
DIN : 00185711

**Om Prakash Maheshwari**  
Executive Director & CFO  
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 2015-16.

Place : Kota  
Date : May 09, 2016

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

## AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To  
The Members,  
Career Point Limited,  
Dear Sirs,

We have examined the compliance of conditions of Corporate Governance by Career Point Ltd., for the year ended 31 March 2016 as stipulated in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as SEBI Listing Regulations, 2015).

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

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

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

Place: New Delhi  
Date: May 09, 2016

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

**Pavan K. Aggarwal**  
Partner  
Membership No. 91466



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

**Report on the Audit of Standalone Financial Statements**

We have audited the standalone financial statements of Career Point Limited (the 'Company'), which comprise the Balance Sheet as at 31st March, 2016, and the Statement of Profit and Loss and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Responsibilities of Management**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative to do so.

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

**Auditor's Responsibilities for the Audit of the Financial Statements**

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

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and profit and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 (the 'Order') issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure 'A', a Statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - (d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) on the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
  - (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness

of such controls, refer to our separate Report in Annexure 'B';

- (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (1) the Company has disclosed the impact of pending litigations, on its financial position in its financial statements- Refer Note 18 to the financial statement;
  - (2) the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
  - (3) there has been no delay in transferring amounts, required to be transferred, to Investor Education and Protection Fund by the Company.

**SHARP & TANNAN**

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

**Pavan K. Aggarwal**

Partner  
Membership No. 91466

Place: New Delhi  
Date: May 09, 2016

# ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

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

- (i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us, these fixed assets have been physically verified by the management in accordance with a phased programme of verification, which in our opinion is reasonable, considering the size of the Company and nature of its assets. The frequency of physical verification is reasonable and no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us, the title deeds of immovable properties are held in the name of the Company.
- As explained to us, inventories have been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records, which were not material, have been properly dealt with in the books of account.
- (iii) According to the information and explanations given to us, the Company has granted unsecured loans of Rs. 95.47 Cr (Previous Year Rs. 52.35 Cr) @ 9% to companies/other parties covered in the register maintained under Section 189 of the Act. The total unsecured loans outstanding as on 31st March, 2016 amount to Rs. 59.94 Cr (Previous Year Rs.26.51 Cr).
- (a) the terms and conditions of the grant of such loans are generally not prejudicial to the Company's interest. Cost of part borrowing is higher by 1-2%;
- (b) the loan agreements stipulate repayment of Principal on demand and Interest payment on Quarter basis. The repayment of Principal and Interest are generally regular.
- (c) there are no amounts overdue for more than ninety days except Interest of Rs. 0.07 Cr;
- (iv) According to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of loans, investments, guarantees and security.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits from the public and accordingly, Paragraph 3 (v) of the Order is not applicable to the Company.
- (vi) According to the information and explanations given to us, the Company has not been prescribed maintenance of cost records by the Central Government under section 148(1) of the Act and accordingly, Paragraph 3 (vi) of the Order is not applicable to the Company.
- (vii) (a) According to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, where applicable, to the appropriate authorities. According to the information and explanations given to us, there are no arrears of outstanding statutory dues except wealth tax amounting to Rs. 0.11 Cr as at the last day of the financial year 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 examined by us, the particulars of income tax, sales tax, service tax, duty of customs, duty of excise, and value added tax as at 31st March, 2016 which have not been deposited on account of a dispute pending, are as under:

Amount in ₹

Name of the Statute	Nature of the disputed dues	Amount in Crore*	Period to which the amount relates	Forum where disputes are pending
The Rajasthan Value Added Tax Act, 2003	Vat demand on Royalty, Application forms, Study Material etc.	5.40	2006-07 to 2011-12	Rajasthan Tax Board
		0.20	2012-13	Deputy Commissioner (Appeals), Sales Tax Department, Ajmer
Service Tax under the Finance Act, 1994	Franchise Income	0.05	2003-04	High Court, Jaipur Bench
	Discount and Refund treated as Scholarship by Department	6.70	2006-07 to 2010-11 & 2012-13 to 2013-14	CESTAT
	Cenvat Credit on Advertisements	0.04	2012-13	Commissioner Appeal, Udaipur
	Cenvat Credit on Advertisements	0.05	2013-14	Commissioner Central Excise, Jaipur

(\*net of pre-deposit paid in getting the stay / appeal admitted)

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

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

Place: New Delhi  
Date: May 09, 2016

**Pavan K. Aggarwal**  
Partner  
Membership No. 91466

## **ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT**

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

We have audited the internal financial controls over financial reporting of Career Point Limited (the 'Company') as of 31st March, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

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

### **Auditors' Responsibility**

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

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

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

### **Meaning of Internal Financial Controls Over Financial Reporting**

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

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

**SHARP & TANNAN**

Chartered Accountants

Firm's Registration No. 000452N

By the hand of

**Pavan K. Aggarwal**

Partner

Membership No. 91466

Place: New Delhi

Date: May 09, 2016



**Career Point Limited**  
**(Formerly known as Career Point Infosystems Limited)**  
**Balance Sheet as at 31st March, 2016**  
**CIN - L72200RJ2000PLC016272**

Amount in ₹

Particulars	Note No.	As at 31.03.2016	As at 31.03.2015
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholder's funds</b>			
(a) Share Capital	1	181,329,390	181,329,390
(b) Reserves and Surplus	2	3,285,844,569	3,140,614,377
<b>Non-current Liabilities</b>			
(a) Long-term Borrowing	3	45,943,448	-
(b) Deferred Tax Liabilities ( Net)	3A	57,279,697	37,103,877
(c) Long-Term Provisions	4	5,610,034	5,948,275
<b>Current Liabilities</b>			
(a) Short-term borrowings	5	95,374,160	98,823,960
(b) Trade payables	6	141,754	396,354
(c) Other current liabilities	7	155,211,809	136,204,135
(d) Short-Term Provisions	8	21,874,100	9,370,403
<b>Total Equity and Liabilities</b>		<b>3,848,608,961</b>	<b>3,609,790,771</b>
<b>ASSETS</b>			
<b>Non-current Assets</b>			
(a) Fixed Assets			
(i) Tangible assets		1,272,952,748	1,271,221,797
(ii) Intangible assets		304,665	458,994
(iii) Capital work-in-progress		11,134,688	8,188,875
(b) Non-current investments	10 & 10A	1,454,189,400	1,771,104,374
(c) Long-term loans and advances	11	73,390,027	23,930,308
<b>Current Assets</b>			
(a) Current investments	12	286,579,351	30,000,000
(b) Inventories	13	16,792,163	19,121,835
(c) Trade receivables	14	34,285,180	40,820,860
(d) Cash and cash equivalents	15	9,180,622	20,515,325
(e) Short-term loans and advances	16	689,800,060	423,948,737
(f) Other Current Assets	17	57	479,666
<b>Total Assets</b>		<b>3,848,608,961</b>	<b>3,609,790,771</b>
<b>CONTINGENT LIABILITIES</b>	18		
<b>OTHER NOTES FORMING PART OF ACCOUNTS</b>	26		
<b>SIGNIFICANT ACCOUNTING POLICIES</b>	27		

As per our report attached

For 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 9, 2016

**Pramod Maheshwari**  
Managing Director & CEO  
DIN : 00185711

**Tarun Kumar Jain**  
GM Corporate and Legal Affairs  
and Company Secretary

Place: Kota  
Date: May 9, 2016

**Om Prakash Maheshwari**  
Executive Director & CFO  
DIN : 00185677

**Pawan Kumar Lalpuria**  
Independent Director  
DIN : 02016032

**Career Point Limited**  
**(Formerly known as Career Point Infosystems Limited)**  
**Statement of Profit and Loss for the Quarter ended on 31st March, 2016**  
**CIN - L72200RJ2000PLC016272**

Amount in ₹

Particulars	Note No.	For the year ended 31 <sup>st</sup> March, 2016	For the Year ended 31 <sup>st</sup> March 2015
<b>REVENUE</b>			
Revenue from operations	19	695,447,244	628,336,024
Other Income	20	92,781,198	82,723,990
<b>Total Revenue</b>		<b>788,228,442</b>	<b>711,060,013</b>
<b>EXPENSES</b>			
Cost of materials consumed	21	16,229,564	17,377,103
Changes in inventories (of Study Material)	22	2,840,941	2,810,594
Employee benefits expense	23	336,430,801	334,880,939
Finance costs	24	11,199,471	10,668,152
Depreciation and amortization expenses	9	46,518,272	46,888,001
Other expenses	25	162,827,682	162,895,627
<b>Total expenses</b>		<b>576,046,732</b>	<b>575,520,416</b>
Profit before tax		212,181,709	135,539,598
<b>Tax expense/credits:</b>			
(1) Current tax		46,700,000	25,296,000
(2) MAT Credit Entitlement		(1,147,893)	(15,109,955)
(3) Deferred tax		20,175,820	29,119,322
(4) Earlier Years		1,772,734	(803,095)
<b>Total Tax</b>		<b>67,500,661</b>	<b>38,502,272</b>
Profit/ (Loss) after tax for the period		144,681,048	97,037,326
<b>Profit carried to Balance Sheet</b>		<b>144,681,048</b>	<b>97,037,326</b>
Earnings per equity share:			
(1) Basic	7.98	5.35	
(2) Diluted		7.96	5.35
<b>OTHER NOTES FORMING PART OF ACCOUNTS</b>	26		
<b>SIGNIFICANT ACCOUNTING POLICIES</b>	27		

As per our report attached

For 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 9, 2016

**Pramod Maheshwari**  
Managing Director & CEO  
DIN : 00185711

**Tarun Kumar Jain**  
GM Corporate and Legal Affairs  
and Company Secretary

Place: Kota  
Date: May 9, 2016

**Om Prakash Maheshwari**  
Executive Director & CFO  
DIN : 00185677

**Pawan Kumar Lalpuria**  
Independent Director  
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 HALF YEAR ENDED 31st March, 2016**

Amount in ₹

Particulars	2015-16	2014-15
<b>A. Cash Flows from Operating Activities</b>		
Net Profit Before Taxation and before prior period items	212,181,709	135,539,598
<b>Adjustments for:</b>		
Depreciation	46,518,272	46,888,001
Dividend Income	-	(18,303,400)
Short/Long Term Capital Gain on shares/assets	(23,874,216)	(12,037,707)
Interest Income	(55,631,228)	(40,413,271)
Interest expense	11,199,471	10,668,152
Profit on sale of Fixed Assets	(11,615,226)	(9,056,329)
Bad debts written off	344,122	73,294
Provision for Doubtful Advances	-	-
Provision for Doubtful Debts	3,675,225	1,092,909
Provision for Gratuity	1,002,583	1,832,494
<b>Operating Profit before Working Capital Changes</b>	<b>183,800,712</b>	<b>116,283,740</b>
(Increase)/Decrease in Trade and Other Receivables	2,995,942	(25,827,482)
(Increase)/Decrease in Inventories	2,329,672	4,688,806
(Increase)/Decrease in Loans and Advances	24,346,429	(59,156,047)
Increase/(Decrease) in Current Liabilities	30,465,091	24,242,054
<b>Cash generated from operations</b>	<b>243,937,846</b>	<b>60,231,072</b>
Direct taxes paid	(48,472,734)	(24,492,905)
<b>Net Cash from Operating Activities</b>	<b>195,465,113</b>	<b>35,738,167</b>
<b>B. Cash Flow from Investing Activities</b>		
Sale of Fixed Assets	15,181,886	28,706,337
Interest & Dividend Received	55,631,228	58,716,671
Purchase of Fixed Assets (including CWIP)	(54,607,368)	(130,308,807)
Loans and Advances	(338,509,578)	
Dividend Received from subsidiary		-
Sale/(Purchase) of Other Investments	84,209,839	16,352,038
<b>Net Cash (used in)/ from Investing Activities</b>	<b>(238,093,993)</b>	<b>(26,533,761)</b>
<b>C. Cash Flows from Financing Activities</b>		
Proceeds from Long Term Borrowing	45943448.25	
Proceeds from Short Term Borrowings	(3,449,800)	323,930
Interim Dividend	-	(18,132,939)
Interest paid	(11,199,471)	(10,668,152)
<b>Net Cash from Financing Activities</b>	<b>31,294,177</b>	<b>(28,477,161)</b>
<b>Net increase/(decrease) in cash and cash equivalents (A + B + C)</b>	<b>(11,334,703)</b>	<b>(19,272,754)</b>
<b>Cash and Cash Equivalents at beginning of the period</b>	<b>20,515,325</b>	<b>39,788,079</b>
<b>Cash and Cash Equivalents at end of the period</b>	<b>9,180,621</b>	<b>20,515,325</b>

**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 9, 2016

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 9, 2016

**Om Prakash Maheshwari**

Executive Director & CFO  
DIN : 00185677

**Pawan Kumar Lalpuria**

Independent Director  
DIN : 02016032

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

**NOTE 1. SHARE CAPITAL**

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
<b>Authorised:</b>		
25,000,000 Equity Shares of ₹ 10/- each	250,000,000	250,000,000
(Previous Year 25,000,000 Equity Shares of ₹ 10/- each)		
<b>Issued, Subscribed and Paid up:</b>		
18,132,939 Equity Shares of ₹ 10/- each	181,329,390	181,329,390
(Previous Year 18,132,939 Equity Shares of ₹ 10/- each)		
<b>Total</b>	<b>181,329,390</b>	<b>181,329,390</b>

**Sub Notes :**

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

Particulars	As at 31.03.2016	As at 31.03.2015
Share outstanding at begning of year	18,132,939	18,132,939
Shares issued during the year	-	-
Shares outstanding at the end of the year	18,132,939	18,132,939

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

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

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

Name of shareholder	As at 31.03.2016		As at 31.03.2015	
	No. of Shares	% held	No. of Shares	% held
Mr. Pramod Kumar Maheshwari	1,527,813	8.43	1,502,757	8.29
Mr. Om Prakash Maheshwari	1,386,300	7.65	1,386,300	7.65
Mr. Nawal Kishore Maheshwari	1,385,800	7.64	1,385,800	7.64
Mr. Gulab Chand Maheshwari	1,339,500	7.39	1,339,500	7.39
Mrs. Kailash Bai	1,339,500	7.39	1,339,500	7.39
Mrs. Shilpa Maheshwari	1,339,500	7.39	1,339,500	7.39
Mrs. Rekha Maheshwari	1,339,500	7.39	1,339,500	7.39
Mrs. Neelima Maheshwari	1,339,500	7.39	1,339,500	7.39

(d) CPL Employee Stock Option Plan 2013:

"The Company has granted 5,000 employee stock options under the scheme. Each option so granted shall carry a right to subscribe one equity share of the company upon vesting and payment of exercise price of Rs 100 per option. The said Stock Option vested on 2nd July, 2015 and entitled to exercise the options up to a period of 4 years from the date of vesting. Further, the Company has granted 70,000 employee stock options under the scheme. Each option so granted shall carry a right to subscribe one equity share of the company upon vesting and payment of exercise price of Rs 125 per option. Out of the above 40000 stock option granted shall be vested over a period of one year and 30000 stock option over a period of 2 years from the date of grant, 31th November, 2015 and same is entitled to be excersied up to a period of 4 years from the date of vesting."

Particular	Up to March, 16	Up to March, 15
<b>Options outstanding at beginning of period :</b>	5,000	-
Add: Options Granted	70,000	5,000
Less: Options Exercised	-	-
Options Forfeited	-	-
<b>Options outstanding at the end of period :</b>	<b>75,000</b>	<b>5,000</b>



**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 31.03.2016		As at 31.03.2015	
(i) Securities premium account:		1,715,501,190		1,715,501,190
(ii) General Reserve		8,657,591		8,657,591
(iii) ESOP Outstanding		673,082		123,938
(iv) Retained Earnings				
Opening Balance	1,416,331,658		1,340,295,588	
Add / (Less): Transferred from:				
Depreciation of Fixed Assets	-		(2,868,317)	
Interim Dividend	-		(18,132,939)	
Statement of profit and loss	144,681,048	1,561,012,706	97,037,326	1,416,331,658
<b>Total</b>		<b>3,285,844,569</b>		<b>3,140,614,377</b>

**NOTE 3 : LONG-TERM BORROWINGS**

Amount in ₹

Particular	As at 31.03.2016	As at 31.03.2015
Term Loan from Bank		
- Secured (Kotak)	45,943,448	-
<b>Total</b>	<b>45,943,448</b>	<b>-</b>

- (a) Secured Term Loan of ₹ 600 Lacs @ 10.75% p.a. against primary security having first charge on current assets(Present and future) and having Collateral Security on Plot No.23, Shubham Enclave, C-Scheme, Jaipur and Plot No. 49, Shree Nath Puram, Sector-B, Kota.
- (b) Repayable in 60 equal installments, started from Nov-2015.

**NOTE 3A. DEFERRED TAX LIABILITY**

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

Amount in ₹

Particulars	As at 31.03.2016		As at 31.03.2015	
	Deferred Tax Assets	Deferred Tax Liabilities	Deferred Tax Assets	Deferred Tax Liabilities
Difference between book and tax WDV		61,101,875		42,771,175
Expenses allowable for tax purposes on payment basis/ Provisions		3,822,178		5,667,297
	3,822,178	61,101,875	5,667,297	42,771,175
<b>Net Deferred Tax Liability / (Assets)</b>		<b>57,279,697</b>		<b>37,103,877</b>
Net incremental liability charged to the profit and loss account		<b>20,175,820</b>		<b>29,119,322</b>

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

**NOTE 4. LONG-TERM PROVISION**

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Employees Benefits [Refer Note 26 (ii)]		
- Gratuity	5,610,034	5,948,275
<b>Total</b>	<b>5,610,034</b>	<b>5,948,275</b>

**NOTE 5. SHORT-TERM BORROWINGS**

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
<b>Term Loan from Bank</b>		
- Secured (Kotak) [Refer Note 3 (a) & (b)]	10,039,300	-
<b>Overdraft from Bank</b>		
- Secured		
<b>On demand credit facility - Secured</b>		
From Bank-Barclays Bank PLC	78,500,000	98,500,000
<b>Total</b>	<b>95,374,160</b>	<b>98,823,960</b>

Sub Note:

- (a) Overdraft facility of ₹ 73.22 Lacs against the security of FMP of ₹ 100/- Lacs.
- (b) Secured On Demand Credit Facility of ₹ 785 Lacs @ 9.45% p.a. (PY 11.25% p.a.), from Barclays Bank, against the security of Mutual Funds of ₹ 1,190 Lacs, repayable on demand, however no charge is registered with Registrar of Companies.

**NOTE 6. TRADE PAYABLES**

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Sundry creditors		
Due to others	141,754	396,354
Due to subsidiaries	-	-
Due to Micro, Medium and Small enterprises	-	-
<b>Total</b>	<b>141,754</b>	<b>396,354</b>

Sub Note:

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

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

**NOTE 7. OTHER-CURRENT LIABILITIES**

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Accrued Salaries and benefits		
-Salaries and benefits	21,063,477	21,010,528
Other liabilities		
- Security deposits	39,917,390	39,878,348
- Withholding and other taxes	6,490,433	6,844,145
- Interest accrued but not due	731,264	865,855
- Others Payable	8,617,849	13,936,766
- Unpaid Dividend	148,030	148,030
Income received in advance	78,243,367	53,520,464
<b>Total</b>	<b>155,211,809</b>	<b>136,204,135</b>

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

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Key Managerial Personnel:		
(i) Mr. Om Prakash Maheshwari	200,000	200,000
(ii) Mr. Pramod Maheshwari	200,000	200,000
(iii) Mr. Nawal Kishore Maheshwari	200,000	200,000
<b>Total</b>	<b>600,000</b>	<b>600,000</b>

**(ii) Amount Due to Related Parties**

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
<b>Others Payable-Rent</b>		
(a) Key Managerial Personnel:		
(i) Mr. Pramod Maheshwari	18,000	18,000
(ii) Smt. Neelima Maheshwari	5,000	5,000
(b) Enterprises under same Management:		
(i) Diamond Business Solutions Private Ltd.	104,500	102,360
(ii) Wellwin Technosoft Private Ltd.	10,450	10,236
(iii) Om Prakash Maheshwari (HUF)	22,500	22,500
(iv) Gopi Bai Foundation	191,619	187,695
(c) Relative of Key Management Personnel:		
(i) Smt. Shilpa Maheshwari	22,500	22,500

**NOTE 8 : SHORT-TERMS PROVISION**

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Employees benefits-Gratuity [Refer Note 26 (ii)]	370,618	359,699
Wealth tax	1,196,000	1,196,000
Provision for Expenses	7,722,775	7,814,704
Leave Encashment	640,728	-
Provision for Income Tax (Net of Advance)	11,943,979	-
<b>Total</b>	<b>21,874,100</b>	<b>9,370,403</b>

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

**NOTE - 9****FIXED ASSETS**

(I) For the year ended on 31st March, 2016

Amount in ₹

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	As at 01.04.2015	Addition	Deletion	As At 31.03.2016	Up to 31.03.2015	For the Year	Deletion	As at 31.03.2016	As at 31.03.2015
(A) Tangible Assets									
Freehold Land	46,775,305	-	-	46,775,305	-	-	-	46,775,305	46,775,305
Leasehold Land	238,098,763	31,400,445	2,544,187	266,955,021	15,273,401	3,130,022	204,426	248,756,024	222,825,362
Building #	930,870,001	6,687,011	-	937,557,012	33,255,244	16,947,192	-	50,202,436	897,614,757
Plant & Machinery	12,420,610	-	272,778	12,147,832	10,332,991	1,488,865	184,352	11,637,504	2,087,619
Furniture & Fixtures #*	160,108,070	11,498,836	2,397,236	169,209,670	67,501,340	20,782,789	1,258,775	87,025,354	92,606,730
Computer	16,820,807	485,688	20,860	17,285,635	13,510,610	1,912,626	20,848	15,402,388	3,310,197
Vehicle	12,833,557	1,505,075	-	14,338,632	6,831,731	2,017,949	-	8,849,680	6,001,827
Sub-total (A)	1,417,927,114	51,577,055	5,235,061	1,464,269,107	146,705,316	46,279,443	1,668,401	191,316,358	1,271,221,797
(B) Intangible Assets									
Trademark	18,500	-	-	18,500	-	-	-	-	18,500
Software	628,313	84,500	-	712,813	187,819	238,829	-	426,648	440,494
Sub-total (B)	646,813	84,500	-	731,313	187,819	238,829	-	426,648	458,994
Total (A)+(B)	1,418,573,927	51,661,555	5,235,061	1,465,000,420	146,893,135	46,518,272	1,668,401	191,743,006	1,271,680,791
Capital Work in progress	-	11,164,311	-	-	-	-	-	-	8,188,875
TOTAL	1,418,573,927	62,825,866	5,235,061	1,465,000,420	146,893,135	46,518,272	1,668,401	191,743,006	1,279,869,666
Previous Year	1,084,662,789	355,713,210	21,802,073	1,418,573,927	97,989,788	46,888,001	852,966	144,024,823	1,218,967,184

**Sub note:**

- (a) Building and CWIP include Building and CWIP constructed on leasehold land.
- (b) The management of the Company has reviewed the existing assets working conditions and utility as at the balance sheet date and are of the opinion that there exists no indication that an asset has been impaired and hence no impairment has been carried out.
- (c) Includes Leasehold Lands of ₹ 1.59 Crore Mortgaged to Kotak Mahindra Bank as Collateral Security for Working Capital Term Loan Facility.

**Relate party Transactions**

- (a) # Include Built on land owned by a related party. (Gross block of ₹ 74.94 Crore, Net Block of ₹ 69.65 Crore)
- (b) \* Includes Equipments purchased from Career Point Infra Limited of ₹ 495,000
- (c) \* Deletion includes Furniture & Fixtures sold to Gyan Eduventure of ₹ 10,878
- (d) \* Includes Furniture & Fixtures purchased from Gopi Bai Foundation of ₹ 814,800
- (e) \* Includes Furniture & Fixture purchases from Gyan Eduventure of ₹ 1,062,176

**NOTE 10. NON CURRENT INVESTMENT**

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
A. Trade Investments		
1. Investment in Equity Instruments		
<b>a) Subsidiaries (Unquoted)</b>		
578,947 (Previous year 578,947) shares of ₹ 10 each fully paid up in Career Point Edutech Limited"	5,789,470	5,789,470
3,978,994 (Previous year 3,978,994) shares of ₹ 10 each fully paid up in Career Point Infra Limited"	1,349,499,940	1,349,499,940
2,52,000 (Previous year 2,52,000) shares of ₹ 10 each fully paid up in Gyan Eduventure Pvt. Ltd.*	4,650,000	4,650,000
60,000 (Previous year 60,000) shares of ₹ 10 each fully paid up in Career Point Accessories Pvt. Ltd.	600,000	600,000
49,10,000 (Previous year 49,10,000) shares of ₹ 10 each fully paid up in Srajan Capital Limited.	49,100,000	49,100,000
9,999 (Previous year Nil) shares of ₹ 10 each fully paid up in Career Point Institute of Skill Development Private Limited."	99,990	-
<b>b) Joint Venture</b>		
55,000 (Previous year Nil) shares of ₹ 10 each fully paid up in Study Board Education Private Limited.	1,050,000	-
<b>c) Associates</b>		
Equity Shares of Imperial Infin Private Ltd. (Unquoted)	3,400,000	3,400,000
34,000 (Previous year 34,000) shares of ₹ 100/- each		
<b>Total</b>	<b>1,414,189,400</b>	<b>1,413,039,410</b>

\* The networth of the company is negative.

**Sub Notes :**

(a) Disclosure of Related Party Transactions:-

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
<b>Shares Purchased</b>		
<b>Subsidiaries:</b>		
(i) Study Board Education Private Limited	1,050,000	-
(ii) Career Point Edutech Limited	-	289,470
(iii) Srajan Capital Limited	-	27,100,000
(iv) Career Point Institute of Skill Development Private Limited	99,990	-

(b) Aggregate Book value of unquoted investments:

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Book value of unquoted Investments	1,414,189,400	1,413,039,410



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

**NOTE 10A NON CURRENT INVESTMENT**

Amount in ₹

Particulars	Date of Maturity	Face Value	No. of Units	No. of Units	As at	As at
		per unit	At at 31.03.16	As at 31.03.15	31.03.16	31.03.16
A. Investment in mutual funds						
SUNDARAM FLEXIBLE FUND SHORT TERM PLAN	11/10/2015	10	-	150,943	-	1,485,613
UTI FIXED TERM INCOME FUND SERIES XIX-III (368 Days) GROWTH*(1)	6/19/2017	10	3,000,000	3,000,000	30,000,000	30,000,000
UTI FTIF SERIES XXIII-II (1100 DAYS)(2)	10/3/2018	10	1,000,000	-	10,000,000	-
<b>TOTAL</b>					<b>40,000,000</b>	<b>31,485,613</b>

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

- (1) Pledged/pledged a lien as security against on demand credit facility to its wholly owned subsidiary Career Point Infra Limited. The Management has confirmed that the facility is used for its principal business activity.
- (2) Pledged/pledged a lien as security against over draft facility to the company.

**Sub Note :**

- (I) Aggregate value of quoted investment

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Market value of quoted Investments	45,320,500	33,864,924
Book value of quoted Investments	40,000,000	31,485,613

**NOTE 11. LONG-TERM LOANS AND ADVANCES**

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Unsecured and considered good		
Capital Advances*	48,100,000	-
Security Deposits	4,563,141	4,951,712
Deposits with Authorities	20,726,886	18,978,596
Loans and advances to employees		
- Unsecured and considered good	-	-
- Considered doubtful	-	1,272,000
	-	1,272,000
Less: Provision for doubtful advances	-	1,272,000
	-	-
Other		
- Unsecured and considered good	-	-
- Considered doubtful	-	3,559,528
	-	3,559,528
Less: Provision for doubtful advances	-	3,559,528
-	-	-
<b>Total</b>	<b>73,390,027</b>	<b>23,930,308</b>

\* 80% Advance payments for purchase of Leasehold Land

**NOTE 12. CURRENT INVESTMENT**

Amount in ₹

Particulars	Date of Maturity	Face Value	No. of Units	No. of Units	As at	As at
		per unit	At at 31.03.16	As at 31.03.15	31.03.16	31.03.16
RELIANCE FIXED HORIZON FUND SERIES 11(1)*	8/22/2016	10	8,900,000	8,900,000	89,000,000	89,000,000
SBI DYNAMIC BOND FUND REGULAR PLAN GROWTH (1a)*	Liquid Fund	10	2,726,329	2,726,329	38,296,199	38,296,199
ICICI PRUDENTIAL INCOME OPPORTUNITIES FUND GROWTH(2)*	10/17/2015	10	-	4,503,490	-	70,000,000
ICICI PRUDENTIAL DYNAMIC BOND FUND GROWTH(2)*	1/31/2016	10	2,358,420	2,358,420	30,312,778	30,312,778
RELIANCE DYNAMIC BOND FUND GROWTH(2)*	1/22/2016	10	3,843,616	3,843,616	60,000,000	60,000,000
HDFC FMP 371 D JULY 2013 SERIES 26 GR(2)*	8/31/2016	10	3,000,000	3,000,000	30,000,000	30,000,000
UTI FTIF SERIES XV-VIII (368 DAYS) GROWTH(2)*	8/9/2016	10	3,897,037	3,897,037	38,970,374	38,970,374
<b>TOTAL</b>					<b>286,579,351</b>	<b>356,579,351</b>

\* Shown in the previous year as Non Current Investment, converted into Current Investment.

(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 has confirmed that the facility is used for its principal business activity.

**Sub Note :** (a) Aggregate value of quoted investment

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Market value of quoted Investments	366,962,029	429,365,006
Book value of quoted Investments	286,579,351	356,579,351

**NOTE 13 INVENTORIES**

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
i) Paper	2,871,868	2,360,599
ii) Books and student kit	13,920,295	16,761,236
<b>Total</b>	<b>16,792,163</b>	<b>19,121,835</b>

Sub Note:

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

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

**NOTE 14 TRADE RECEIVABLE**

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
(a) Unsecured Debts outstanding for a period exceeding six months		
i) Considered good	3,127,443	7,564,312
ii) Doubtful	3,675,224	8,700,464
	6,802,668	16,264,776
Less: Provision for doubtful debts	3,675,224	8,700,464
	<b>3,127,443</b>	<b>7,564,312</b>
(b) Other Unsecured trade receivables		
i) Considered good	2,127,257	2,673,729
ii) Doubtful	-	-
	2,127,257	2,673,729
Less: Provision for doubtful trade receivables	-	-
	<b>2,127,257</b>	<b>2,673,729</b>
iii) Subsidiaries and Related Parties- Unsecured and considered good*		
(a) More than six months	3,338,643	15,753,331
(b) Others	25,691,837	14,829,489
	<b>29,030,480</b>	<b>30,582,820</b>
<b>Total</b>	<b>34,285,180</b>	<b>40,820,860</b>

**Sub Notes :**

Amount Due from Related Parties

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Enterprises under same Management:		
- Gyan Eduventure Private Limited	2,039,030	3,116,210
- Gopi Bai Foundation		
- Career Point University, Hamirpur	10,620,000	27,466,610
- Career Point University, Kota	16,360,000	
- Career Point Accessories Pvt. Ltd.	5,725	-
- Career Point Infra Ltd.	5,725	-

**NOTE 15 CASH AND CASH EQUIVALENTS**

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
a) Cash on Hand	3,182,960	2,289,868
b) Balances with Banks		
(i) In Current Accounts	5,997,662	8,206,704
(ii) In Deposit Accounts	-	10,018,753
<b>Total</b>	<b>9,180,622</b>	<b>20,515,325</b>

**NOTE 16 SHORT-TERM LOANS AND ADVANCES**

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Unsecured and considered good		
Loans and advances to Employees*	698,939	1,327,402
Loans to Subsidiaries & Related Parties	599,421,339	265,106,448
Advance payment of Income Tax (Including TDS) (Net of Provision)	-	22,998,110
MAT Credit Entitlement	24,286,209	23,138,329
Deposit with Sales Tax/Service Tax Authorities	1,439,843	804,519
Others Loans and Advances	63,953,731	110,573,929
<b>Total</b>	<b>689,800,060</b>	<b>423,948,737</b>

\* Includes interest free loan to employees Rs. 350,000/- ( P.Y Rs. 1,265,000/-)

**Sub Note:**

(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 31.03.2016	As at 31.03.2015
Subsidiaries/Joint Venture(JV):		
(i) Career Point Edutech Limited	3,191,655	364,402
(ii) Career Point Infra Limited	-	75,771,482
(iii) Gyan Eduventure Pvt. Ltd.	15,901,296	15,801,175
(iv) Career Point Accessories Pvt. Ltd.	8,611,104	11,644,216
(v) Srajan Agritech Private Limited	24,517,067	33,954,576
(vi) Kota Automobile Private Limited(ceased w.e.f 30/03/2015)	-	76,289,856
(vii) Coupler Enterprises Private Limited	-	81,600
(Viii) Srajan Capital Limited	505,923,341	70,739,610
(IX) Career Point Institute of Skill Development Private Limited	383,910	-
(X) StudyBoard Education Private Limited	1,190,210	-
Enterprises under same Management:		
(i) Gopi Bai Foundation	255,928,800	238,819,874
(ii) Career Point University, Kota	62,405,000	-
(iii) Career Point University, Hamirpur	76,635,000	-
<b>Total</b>	<b>954,687,383</b>	<b>523,466,791</b>

(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 31.03.2016	As at 31.03.2015
Subsidiaries/Joint Venture(JV):		
(i) Career Point Edutech Limited	3,742,782	1,362,278
(ii) Career Point Infra Limited	-	186,865,018
(iii) Gyan Eduventure Pvt. Ltd.	2,719,335	3,993,160
(iv) Career Point Accessories Private Limited	9,446,514	16,670,546
(v) Srajan Agritech Private Limited	-	546,991
(vi) Kota Automobile Private Limited(ceased w.e.f 30/03/2015)	-	87,254,589
(vii) Coupler Enterprises Private Limited	-	91,000
(Viii) Srajan Capital Limited	245,973,395	222,245
(IX) Career Point Institute of Skill Development Private Limited	-	-
(X) StudyBoard Education Private Limited	947,096	-
Enterprises under same Management:		
(i) Gopi Bai Foundation	323,556,884	170,328,701
(ii) Career Point University, Kota	36,316,740	-
(iii) Career Point University, Hamirpur	1,828,250	-
<b>Total</b>	<b>624,530,996</b>	<b>467,334,528</b>

(c) Amount Due from Related Parties

Amount in ₹		
Particulars	As at 31.03.2016	As at 31.03.2015
Subsidiaries/Joint Venture(JV):		
(i) Career Point Edutech Limited (Maximum Balance outstanding during the period ₹ 5,099,915)	4,513,043	5,099,915
(ii) Gyan Eduventure Pvt. Ltd. (Maximum Balance outstanding during the period ₹ 34,669,110)*	34,669,110	21,726,315
(iii) Career Point Accessories Private Limited (Maximum Balance outstanding during the period ₹ 2,755,406)	1,909,588	2,755,406
(iv) Srajan Agritech Private Limited (Maximum Balance outstanding during the period ₹ 109,176,527)	109,176,527	77,898,374
(v) Kota Automobile Private Limited (Maximum Balance outstanding during the period ₹ NIL)(ceased w.e.f 30/03/2015)	-	-
(vi) Coupler Enterprises Private Limited (Maximum Balance outstanding during the period ₹ 11,891,569)	11,891,569	11,003,305
(Vii) Srajan Capital Limited (Maximum Balance outstanding during the period ₹ 349,245,783)	328,423,502	70,593,717
(viii) Career Point Institute of Skill Development Private Limited (Maximum Balance outstanding during the period ₹ 400,648)	400,648	-
(ix) StudyBoard Education Private Limited (Maximum Balance outstanding during the period ₹ 1,000,000)	242,303	-
Enterprises under same Management:		
(i) Gopi Bai Foundation (Maximum Balance outstanding during the period ₹ 151,008,112)	7,610,540	76,029,416
(i) Career Point University, Kota (Maximum Balance outstanding during the period ₹ 50,417,492)	25,949,934	-
(i) Career Point Limited, Hamirpur (Maximum Balance outstanding during the period ₹ 74,798,315)	74,634,575	-
<b>Total</b>	<b>599,421,339</b>	<b>265,106,448</b>

\* The networth of the Company is negative.

1. The Company has formed a 60:40 subsidiary along with an entrepreneur, to expand its base and capacity to a new city and has a 9% interest bearing outstanding loan of ₹ 346.69 Lacs (P.Y. ₹ 217.26 Lacs) for its working capital requirement. The Management of the Company has 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 said Subsidiary is a negative networth Company.
2. The Company has outstanding unsecured loan amounting to ₹ 1081.95 Lacs (P.Y. ₹ 760.29) Lacs to a Charitable Institution/Universities under the same management.
- (e) Loans to others include ₹ 622.26 Lacs (Previous Year ₹ 1071.32 Lacs), given to various parties at the interest rates varying from 12% to 15% (Previous year @12% to 15%)

**NOTE 17. OTHER CURRENT ASSETS**

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Accrued Interest on Bank Deposits	57	479,666
<b>Total</b>	<b>57</b>	<b>479,666</b>

**NOTE 18 CONTINGENT LIABILITIES**

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Service tax liability	68,480,797	69,389,525
Claims against the Company not acknowledged as debts	1,704,632	3,280,200
Value added tax liability	55,959,143	56,580,597
<b>Total</b>	<b>126,144,572</b>	<b>129,250,322</b>



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

**NOTE 19 REVENUE FROM OPERATION**

Amount in ₹

Particulars	For the year ended 31.03.2016	For the year ended 31.03.2015
a) Services		
- Coaching fees	461,728,599	440,123,791
- Franchise Income	34,188,931	30,050,346
- Lease Rent	1,200,000	2,700,000
- Hostel and Mess Income	151,489,993	123,381,123
- Formal Education Services*	45,667,232	30,964,000
b) Sale of Study Material		
- Domestic	1,172,489	1,116,764
Total Gross Revenue	695,447,244	628,336,024
Less-		
- Rebates/Discounts		-
<b>Total</b>	<b>695,447,244</b>	<b>628,336,024</b>

\*Includes Vocational Training Income of Rs. 1,267,232/-

**Sub Note:**

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

Amount in ₹

Particulars	For the year ended 31.03.2016	For the year ended 31.03.2015
Fee Income - Formal Education Service		
Enterprises under same Management:		
Career Point University, Hamirpur	14,000,000	6,261,000
Career Point University, Kota	30,400,000	19,489,000
Study material sold		
Subsidiary:		
Gyan Eduventure Private Limited*	261,966	1,260,616
<b>Total</b>	<b>14,261,966</b>	<b>27,010,616</b>

\*Net of Sales Return Rs. 164,392

**NOTE 20 OTHER INCOME**

Amount in ₹

Particulars	For the year ended 31.03.2016	For the year ended 31.03.2015
a) Dividend Income :		
- from Non Current Investments	-	18,303,400
b) Interest Income :		
(i) From Group Companies	43,982,597	23,324,344
(ii) From Bank Deposits	611,315	1,256,936
(iii) Other loans and advances*	11,037,316	15,831,991
c) Net gain on sale of :		
- Current/Non Current Investments	23,874,216	12,037,707
d) Other Income :		
(i) Profit on sale of fixed assets (net)#	11,615,226	9,056,329
(ii) Bad debts recovered	-	2,080,408
(iii) Miscellaneous Income	1,660,528	832,875
<b>Total</b>	<b>92,781,198</b>	<b>82,723,990</b>

\*Includes Interest of Rs. 2,720,640/- on Income Tax Refund.

# Net of brokerage of Rs. 100,000/-

**Sub note:**

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

Amount in ₹		
Particulars	For the year ended 31.03.2016	For the year ended 31.03.2015
Interest Income on Loan from :		
Subsidiaries/Joint Venture(JV):		
(i) Career Point Edutech Limited	357,454	472,769
(ii) Career Point Infra Limited	-	5,257,163
(iii) Gyan Eduventure Private Limited	2,391,661	1,231,601
(iv) Career Point Accessories Private Limited	104,072	470,459
(v) Srajan Agritech Private Limited	7,901,207	5,469,913
(vi) Kota Automobiles Pvt. Ltd.(ceased w.e.f 30/03/2015)	-	1,897,844
(vii) Coupler Enterprises Private Limited	986,960	910,000
(viii) Srajan Capital Limited	21,201,605	76,352
(viii) StudyBoard Education Private Limited(JV)	8,114	-
(ix) Career Point Institute of Skill Development Pvt. Ltd.	18,598	-
Enterprises under same Management:		
Gopi Bai Foundation	7,907,916	7,538,243
Career Point University, Kota	1,721,750	-
Career Point University, Hamirpur	1,383,260	-
<b>Dividend Received from :</b>		
Subsidiaries:		
(i) Career Point Infra Limited	-	18,303,400
<b>Total</b>	<b>43,982,597</b>	<b>41,627,744</b>

**NOTE 21 COST OF MATERIAL CONSUMED**

Amount in ₹		
Particulars	For the year ended 31.03.2016	For the year ended 31.03.2015
<b>Cost of materials consumed</b>		
Opening stock	2,360,599	4,238,811
Add: Purchases during the period		
Paper Purchased	10,757,436	7,328,229
Ink & Chemicals used	18,019	17,245
Printing Labour	5,965,378	8,153,417
	19,101,432	19,737,702
Less: Closing stock	2,871,868	2,360,599
<b>Total</b>	<b>16,229,564</b>	<b>17,377,103</b>

**NOTE 22 CHANGE IN INVENTORY OF STUDY MATERIAL**

Amount in ₹		
Particulars	For the year ended 31.03.2016	For the year ended 31.03.2015
Opening stock	16,761,236	19,571,830
Closing stock	13,920,295	16,761,236
<b>(Increase)/Decrease in Study Material</b>	<b>2,840,941</b>	<b>2,810,594</b>

**NOTE 23 EMPLOYEE BENEFIT EXPENSES**

Amount in ₹

Particulars	For the year ended 31.03.2016	For the year ended 31.03.2015
Salaries, Wages and Bonus to		
-Teaching staff	243,295,419	245,104,358
-Non Teaching Staff	87,136,408	82,689,575
Expense on ESOP Scheme	549,145	123,938
Contribution to provident and other funds	2,423,807	2,526,397
Gratuity	1,002,583	1,832,494
Staff Welfare	2,023,439	2,604,177
<b>Total</b>	<b>336,430,801</b>	<b>334,880,939</b>

Sub Note:

- (a) Provision for Bonus has been made for ₹ 747,613 /-.(Previous year ₹ 813,709/-) for eligible employees for the period ended on September 30, 2015.
- (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 31.03.2016	For the year ended 31.03.2015
Key Management Personnel:		
Mr. Pramod Maheshwari	3,300,000	3,300,000
Mr. Om Prakash Maheshwari	3,300,000	3,300,000
Mr. Nawal Kishore Maheshwari	3,300,000	3,300,000

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

Amount in ₹

Particulars	For the year ended 31.03.2015	For the year ended 31.03.2014
Gyan Eduventure Private Limited	-	19,500

**NOTE 24 FINANCE COST**

Amount in ₹

Particulars	For the year ended 31.03.2016	For the year ended 31.03.2015
a) Interest Expense		
(i) On demand credit facility		
- Bank	10,920,471	10,668,152
b) Other borrowing costs	279,000	-
<b>Total</b>	<b>11,199,471</b>	<b>10,668,152</b>

**NOTE 25 OTHER EXPENSES**

Amount in ₹

Particulars	For the year ended 31.03.2016	For the year ended 31.03.2015
Advertisement Expenses	30,575,245	35,482,618
Legal and professional charges	5,988,306	4,339,394
Repairs - Buildings	5,690,662	1,022,590
Repairs - Computers	630,584	653,760
Rent	13,615,389	15,712,700
Repairs - others	6,272,704	4,927,378
Insurance	201,697	200,378
Travelling & Conveyance	9,465,057	10,617,417
Payments to Auditors	548,733	537,354
Transportation & Packing Material Expenses	954,496	661,049
Bad debts and advances written off	344,122	73,294
Provision for doubtful debts and advances	3,675,225	1,092,909
Directors' fees	100,000	95,000
Bank charges	214,655	174,715
Telephone, postage & telegram	4,742,155	6,610,149
Printing and stationery expenses	2,843,070	3,795,809
Security charges	8,612,455	8,130,502
Gifts, Awards & Prizes	2,215,294	2,989,511
Electricity & Water Expenses*	21,771,811	16,673,794
Conference, Seminars & Business promotion expenses	402,535	1,347,362
Institute Expenses	13,950,276	12,670,292
Membership fees	34,750	11,437
Service Tax Expense	3,925,131	751,888
Interest, Penalty & Fine Charges	991,295	425,429
Student kit and examination expenses	5,088,108	4,165,665
Hostel & Mess Expenditure	19,646,833	29,043,782
Books periodicals and subscriptions	32,790	127,450
Donation	294,304	562,000
<b>Total</b>	<b>162,827,682</b>	<b>162,895,627</b>

\* Net of reimbursement Rs. 10,67,055/- . (P.Y 39,05,843/-)

**Sub Note:**

(a) Payments to Auditors (excluding service tax)

Amount in ₹

Particulars	For the year ended 31.03.2016	For the year ended 31.03.2015
(i) Audit Fee	500,000	500,000
(ii) Expenses Reimbursed	48,733	37,354
<b>Total</b>	<b>548,733</b>	<b>537,354</b>

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

Amount in ₹

Particulars	For the year ended 31.03.2016	For the year ended 31.03.2015
(a) Rent		
<b>Key Management Personnel:</b>		
Mr. Pramod Maheshwari	240,000	240,000
Smt. Neelima Maheshwari	60,000	60,000
<b>Relative of Key Management Personnel:</b>		
Smt. Shilpa Maheshwari	300,000	300,000
<b>Enterprises under same Management:</b>		
Diamond Business Solutions Private Ltd.	1,200,000	1,200,000
Wellwin Technosoft Private Ltd.	120,000	120,000
Gopi Bai Foundation	2,472,420	2,472,420
Om Prakash Maheshwari HUF	300,000	300,000
<b>(b) Reimbursement Received under Student Kit and Examination Expenses</b>		
Gyan Eduventure Private Limited	-	51,204
<b>(c) Reimbursement Received under Institute Expenses</b>		
Gyan Eduventure Private Limited	-	6,000
<b>(d) Reimbursement Received under Postage &amp; Telegrams</b>		
Gyan Eduventure Private Limited	-	29,745
<b>(e) Online Test Service purchased under Institute Expenditure</b>		
Career Point Edutech Limited	750,000	720,000
<b>(f) Director Sitting Fees</b>		
Neelima Maheshwari	20,000	5,000
<b>Total</b>	<b>5,462,420</b>	<b>5,504,369</b>



**Career Point Limited**  
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Notes forming part of the financial statements

**26 Additional Information to the Financial Statements**

- (i) Estimated amount of contracts remaining to be executed on capital account (net of advances): ₹ 4,65,91,850 (Previous Year ₹ 2,41,56,125/-).
- (ii) The Company has classified the various benefits provided to employees as follows:

(a) Defined Contribution Plans – Provident Fund

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

During the year the Company has recognized ₹ 5,26,754/- (Previous year- ₹ 5,30,778/-) as employer's contribution to Provident Fund and ₹ 11,96,753/- (Previous Year- ₹ 10,22,088/-) 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, 2016 in respect of Defined Benefit Plans – Gratuity (the company does not provide encashment of earned leave) on the following assumptions:

**Assumptions**

Particulars	As at 31.03.2016	As at 31.03.2015
Discount rate	8%	8%
Salary Growth Rate	5%	5%
Mortality	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate
Expected rate of return	0%	0%
Withdrawal rate (Per Annum)	5% p.a.	5% p.a.

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

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

**Change in present value of the defined benefits obligation:**

Amount in ₹

Particulars	As at 31.03.2016		As at 31.03.2015	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Present value of obligation as at the beginning of the period	6,307,974	-	4,662,473	-
Acquisition adjustment	-	-	-	-
Interest cost	504,638	-	372,998	-
Past service cost	-	-	-	-
Current service cost	1,561,288	-	1,672,716	-
Curtailment cost/(Credit)	-	-	-	-
Settlement cost/(Credit)	-	-	-	-
Benefits paid	(1,329,905)	-	(186,993)	-
Actuarial (gain)/loss on obligation	(1,063,343)	-	(213,220)	-
Present value of obligation as at the end of period	5,980,652	-	6,307,974	-

**Change in the fair value of plan assets:**

Amount in ₹

Particulars	As at 31.03.2016		As at 31.03.2015	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Fair value of plan assets at the beginning of the period	-	-	-	-
Acquisition adjustment	-	-	-	-
Expected return on plan assets	-	-	-	-
Contributions	-	-	-	-
Benefits paid	-	-	-	-
Actuarial gain/(loss) on plan assets	-	-	-	-
Fair value of plan assets at the end of the period	-	-	-	-

**Amount recognized in the Balance Sheet:**

Amount in ₹

Particulars	As at 31.03.2016		As at 31.03.2015	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Present value of Defined Benefit Obligation	-	-	-	-
- Funded	-	-	-	-
- Unfunded	5,980,652	-	6,307,974	-
Net liability/(asset) recognized in Balance Sheet and related analysis	5,980,652	-	6,307,974	-
Less: Fair value of Plan Assets	-	-	-	-
Amount to be recognized as (liability) or asset	(5,980,652)	-	(6,307,974)	-

**Expense recognized in the statement of profit and loss:**

Amount in ₹

Particulars	As at 31.03.2016		As at 31.03.2015	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Current service cost	1,561,288	-	1,672,716	-
Past service cost	-	-	-	-
Interest cost	504,638	-	372,998	-
Expected return on plan assets	-	-	-	-
	-	-	-	-
Settlement cost / (credit)	-	-	-	-
Net actuarial (gain)/ loss recognized in the period	(1,063,343)	-	213,220	-
Expenses recognized in the statement of profit & losses	1,002,583	-	1,832,494	-

**Amount for the current period is as follows:-****Gratuity**

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Defined Benefit Obligation	1,002,583	1,832,494
Plan Assets	-	-
Surplus/ (Deficit)	(1,002,583)	(1,832,494)
Experience adjustments on plan liabilities	-	-
Experience adjustments on plan assets	-	-

**Leave Encashment:**

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Defined Benefit Obligation	-	-
Plan Assets	-	-
Surplus/ (Deficit)	-	-
Experience adjustments on plan liabilities	-	-
Experience adjustments on plan assets	-	-

**Experience Adjustment:**

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Experience Adjustment (Gain)/ Loss for Plan Liabilities	1,063,343	(689,759)
Experience Adjustment Gain/ (loss) for Plan assets	-	-

**Current Liability:**

Amount in ₹

Period	As at 31.03.2016	As at 31.03.2015
Current Liability	370,618	359,699
Non Current Liability	5,610,034	5,948,275

## (iii) 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.

Particulars	For the year ended 31 March, 2016				
	Business Segments		Business Segments		Total
	Informal	Formal	Unallocable	Eliminations	
	₹	₹	₹	₹	₹
<b>Revenue</b>					
External Sales	7132.74	483.67	1051.25	0	8667.66
Inter-segment revenue	340.385	0	0	-340.385	0
Total Revenue	7473.125	483.67	1051.25	-340.385	8667.66
<b>Segment Result</b>	1557.18	389.3	648.83	0	2595.31
Interest Expenses (Finance Cost)	352.77	0	331.7	-240.77	443.7
Profit before taxes					2151.61
Tax expense					736.41
Net profit for the year					1415.2

## Disclosures under Accounting Standards (contd.)

Particulars	For the year ended 31 March, 2016				
	Business Segments		Business Segments		Total
	Informal	Formal	Unallocable	Eliminations	
	₹	₹	₹	₹	₹
Segment assets	23973.92	18307.73		0	42281.65
Segment liabilities	4955.99	2052.79	0	0	7008.78
Capital employed	19017.93	16254.94		0	35272.87
Other information					
Capital expenditure	734.61	0	0	0	734.61
Depreciation and amortisation	503.27	23.77	0	0	527.04

**SEGMENT INFORMATION**

The Company is in education field has identified two reportable segments viz. Informal and Formal Education. Segments have been identified and reported taking into account nature of products and services, the differing risks and returns and the internal business reporting systems. The accounting policies adopted for segment reporting are in line with the accounting policy of the Company with following additional policies for segment reporting.

- Revenue and Expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and Expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".
- Segment Assets and Segment Liabilities represent Assets and Liabilities in respective segments. Investments, tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Unallocable".
- As per Accounting Standard on Segment Reporting (AS-17), the Company has reported segment information on consolidated basis including businesses conducted through its subsidiaries.

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

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

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

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

- Subsidiary:

Career Point Edutech Limited  
 Career Point Infra Limited  
 Gyan Eduventure Private Limited  
 Career Point Accessories Private Limited  
 Srajan Agritech Private Limited  
 Srajan Capital Limited  
 Coupler Enterprises Private Limited  
 Career Point Institute of Skill Development Pvt. Ltd.

- Associates companies:

Imperial Infin Pvt Ltd

-Joint Venturer:

StudyBoard Education Pvt. Ltd.

- Key Management Personnel:

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

- Relative of Key Management Personnel:

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

- Enterprises under same Management:

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

(v) A CSR Committee is constituted and policy framed and uploaded on the website of the Company, however the company is yet to start expending on CSR Activity.

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

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

Particulars	2015-16	2014-15
<b>Basic EPS:-</b>		
Net profit after prior period items and Income tax (₹)	144,681,048	97,037,326
Weighted average number of equity shares outstanding at the end of the year	18,132,939	18,132,939
Basic EPS (in ₹)	7.98	5.35
<b>Diluted EPS:-</b>		
Adjusted profit for diluted earning per share (₹)	144,681,048	97,037,326
Weighted average number of equity shares outstanding at the end of the year	18,132,939	18,132,939
Number of Options Outstanding	70,000	5,000
Number of Shares that would have been issued at fair value	27,753	3,056
Weighted average number of shares outstanding for diluted earning per share	18,175,186	18,134,883
Diluted EPS (in ₹)	7.96	5.35

(viii) Un-hedged foreign currency exposures as at 31st March, 2016 are as under:

Particulars	2015-16	2014-15
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, 2016.
- (x) Figures for the previous year have been regrouped/reclassified wherever necessary.

#### **GENERAL INFORMATION:**

Career Point Limited is engaged in providing Non Formal and Formal Education Service which inter alia include Education Consultancy, Management Services 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 133 and other requirements of the Companies Act, 2013.

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. Minimum revenue commitment from franchisee is recognised at the time of receipt. Fees/income collected in advance for the period subsequent to the accounting period is shown as current liability.

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

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

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

##### **(iii) Employee Benefits**

###### **a. Defined Contribution plan**

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

###### **b. Defined Benefit Plan**

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

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

##### **(iv) Property, Plant and Equipment (Fixed Assets)**

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

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

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

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

" Useful life is:(a) the period over which an asset is expected to be available for use by an enterprise; or(b) the number of production or similar units expected to be obtained from the asset by an enterprise."

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

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

**(v) Depreciation**

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

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

**(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:

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

- Software - Amortised over a period of 3 years

**(vii) Impairment of Assets**

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

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

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

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

Recoverable amount is determined:

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

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

**(viii) Investments**

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

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

**(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**

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

(b) Foreign currency transactions are recorded on initial recognition in reporting currency, using the exchange rate at the date of transaction. At each Balance sheet date, foreign currency monetary items are reported using the closing rate.

The exchange differences arising on settlement of monetary items are recognised as income or expenses in the year in which they arise.

**(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**

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

(I) the company has a present obligation as a result of past event;

(II) a probable outflow of resources is expected to settle the obligation;

(III) the amount of the obligation can be reliably estimated.



- (b) Contingent liability is disclosed in the case of :
- (I) a present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation;
  - (II) a present obligation when no reliable estimate is possible; and
  - (III) a possible obligation arising from past events where the probability of outflow of resources is not remote.
- Contingent Assets are neither recognized, nor disclosed.
- (c) Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.

As per our report attached

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  
DIN : 02016032

Place: New Delhi  
Date: May 9, 2016

Place: Kota  
Date: May 9, 2016

**INDEPENDENT AUDITORS' REPORT**  
To the Members of Career Point Limited  
(Formerly known as Career Point Infosystems Limited)

**Report on the Audit of the Consolidated Financial Statements**

**Opinion**

We have audited the accompanying consolidated financial statements of Career Point Limited (hereinafter referred to as the 'Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as the 'Group'), its associates and jointly controlled entities, which comprise the Consolidated Balance Sheet as at 31st March, 2016, and the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and notes to the consolidated financial statements, including a summary of the significant accounting policies (hereinafter referred to as the 'consolidated financial statements').

In our opinion, and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associates and its jointly controlled entities as at 31st March, 2016, and their consolidated profit and their consolidated cash flows for the year then ended.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Act. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Responsibilities of Management for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its associates in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

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

The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for overseeing the financial reporting process of the Group and of its associates and jointly controlled entities.

**Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

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

**Other Matters**

We did not audit the financial statements / financial information of 8 subsidiaries, and 1 jointly controlled entity, whose financial statements / financial information reflect total assets of Rs.233.75 crore as at 31st March, 2016, total revenues of Rs. 11.26 crore and net cash flows amounting to Rs. 0.02 crore for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit of Rs. 0.31 crore for the year ended 31st March, 2016, as considered in the consolidated financial statements, in respect of 1 associate, whose financial statements / financial information have not been audited by us. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associates, and our report in terms Section 143(3) and (11) of the Act, insofar as it relates to the aforesaid subsidiaries, jointly controlled entity and associate is based solely on the reports of the other auditors.

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

statements/financial information certified by the Management.

**Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
  - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
  - (b) in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
  - (c) the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
  - (d) in our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) on the basis of the written representations received from the directors of the Holding Company as on 31st March, 2016 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its Subsidiary companies, Associate company and Jointly Controlled company incorporated in India, none of the directors of the Group companies, incorporated in India is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164(2) of the Act;
  - (f) with respect to the adequacy of the internal controls over financial reporting of the Holding Company and the operating effectiveness of such controls, refer to our separate Report in Annexure 'A'; and
  - (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - (1) the consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associates and jointly controlled entities -Refer Note-19 of the consolidated financial statements;
    - (2) the Group, its associates and jointly controlled entities did not have any material foreseeable losses on long-term contracts including derivative contracts; and
    - (3) there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies, associate company and jointly controlled company incorporated in India.

**SHARP & TANNAN**

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

**Pavan K. Aggarwal**

Partner  
Membership No. 91466

Place: New Delhi  
Date: May 09, 2016

## **ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT**

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March, 2016, we have audited the internal financial controls over financial reporting of Career Point Limited (hereinafter referred to as the 'Holding Company') and its subsidiary companies, its associate companies and jointly controlled companies, which are companies incorporated in India, as of that date are audited by other auditors.

### **Management's Responsibility for Internal Financial Controls**

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

### **Auditor's Responsibility**

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

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

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

### **Meaning of Internal Financial Controls Over Financial Reporting**

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

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

### **Opinion**

In our opinion, the Holding Company, its subsidiary companies, its associate companies and jointly controlled companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

### **Other Matters**

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

**SHARP & TANNAN**

Chartered Accountants

Firm's Registration No. 000452N

By the hand of

**Pavan K. Aggarwal**

Partner

Membership No. 91466

Place: New Delhi

Date: May 09, 2016

**Career Point Limited**  
**(Formerly known as Career Point Infosystems Limited)**  
**Consolidated Balance Sheet as at 31st March, 2016**  
**CIN: L72200RJ2000PLC016272**

Amount in ₹

Particulars	Note No.	For the Year ended 31.03.2016	For the Year ended 31.03.2015
<b>EQUITY AND LIABILITIES</b>			
Shareholder's funds			
(a) Share Capital	1	181,329,400	181,329,390
(b) Reserves and Surplus	2	3,345,956,842	3,201,851,225
(c) Minority interest		1,019,483	
<b>Non-current Liabilities</b>			
(a) Deferred Tax Liabilities ( Net)	3	31,242,966	13,431,314
(a) Long Term Borrowing	3A	45,943,448	-
(b) Long-Term Provisions	4	6,745,722	5,948,275
<b>Current Liabilities</b>			
(a) Short-term borrowings	5	427,578,203	431,196,083
(b) Trade Payables	6	1,062,735	877,688
(c) Other current liabilities	7	163,528,516	146,972,893
(d) Short-Term Provisions	8	23,757,682	10,113,213
		<b>4,228,164,997</b>	<b>3,991,720,081</b>
<b>ASSETS</b>			
<b>Non-current Assets</b>			
(a) Fixed Assets	9		
(i) Tangible assets		1,633,655,098	1,623,420,529
(ii) Intangible assets		160,857	4,708,770
(iii) Capital work-in-progress		26,886,901	19,450,756
(b) Non-current investments	10	163,213,534	362,377,125
(c) Long-term loans and advances	11	783,583,443	646,821,165
(d) Other non-current assets	12	-	74,654
<b>Current Assets</b>			
(a) Current investments	13	303,078,565	145,818,533
(b) Inventories	14	19,896,573	23,402,962
(c) Trade receivables	15	808,209,860	812,367,051
(d) Cash and cash equivalents	16	24,800,454	24,594,538
(e) Short-term loans and advances	17	464,679,653	328,158,475
(f) Other current assets	18	57	525,527
Total Assets		<b>4,228,164,997</b>	<b>3,991,720,082</b>
<b>CONTINGENT LIABILITIES AND COMMITMENTS</b>	<b>26</b>		
<b>OTHER NOTES FORMING PART OF ACCOUNTS</b>	<b>27</b>		
<b>SIGNIFICANT ACCOUNTING POLICIES</b>	<b>28</b>		

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 9, 2016

**CAREER POINT Ltd.** Annual Report 2015-16

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 9, 2016

**Om Prakash Maheshwari**

Executive Director & CFO

DIN : 00185677

**Pawan Kumar Lalpuria**

Independent Director

DIN : 02016032

**Career Point Limited**  
**(Formerly known as Career Point Infosystems Limited)**  
**Consolidated Statement of Profit and Loss for the period ended on 31st March, 2016**  
**CIN: L72200RJ2000PLC016272**

Amount in ₹

Particulars	Note No.	For the Year ended 31.03.2016	For the Year ended 31.03.2015
<b>REVENUE</b>			
Revenue from operations	19	758,940,987	778,762,659
Other Income	20	107,825,337	111,620,871
<b>Total Revenue</b>		<b>866,766,326</b>	<b>890,383,530</b>
<b>EXPENSES</b>			
Cost of materials consumed	21	23,637,795	186,851,171
Change in Inventories	22	4,128,617	(43,694,498)
Employee benefits expense	23	356,528,373	358,770,194
Finance costs	24	44,370,198	49,653,858
Depreciation and amortization expense	9	52,703,872	53,719,246
Other expenses	25	170,263,677	178,604,651
		<b>651,632,532</b>	<b>783,904,622</b>
Profit before exceptional & extraordinary items and tax		215,133,794	106,478,907
Extraordinary items		-	(62,240,151)
Profit before tax after extraordinary items		215,133,794	44,238,756
<b>Tax expense:</b>			
(1) Current tax		55,202,000	26,159,392
(2) MAT Credit		(1,147,893)	(15,109,942)
(3) Deferred tax liability / (asset)		17,811,652	(18,290,079)
(4) Earlier Years		1,775,434	(1,009,318)
<b>Total Tax</b>		<b>73,641,193</b>	<b>(8,249,946)</b>
Profit/ (Loss) after tax for the period		141,492,601	52,488,702
Minority Interest in income		(94,553)	5,643,153
Share of Profit / Loss in associate companies		3,082,844	78,785
Profit carried to Balance Sheet		144,669,998	58,210,641
Earnings per equity share before extraordinary items:			
(1) Basic	7.98	6.33	
(2) Diluted		7.98	6.33
Earnings per equity share after extraordinary items:			
(1) Basic	7.98	3.21	
(2) Diluted		7.98	3.21
<b>OTHER NOTES FORMING PART OF ACCOUNTS</b>	<b>28</b>		
<b>SIGNIFICANT ACCOUNTING POLICIES</b>	<b>27</b>		

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 9, 2016

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 9, 2016

**Om Prakash Maheshwari**

Executive Director & CFO

DIN : 00185677

**Pawan Kumar Lalpuria**

Independent Director

DIN : 02016032



**Career Point Limited**  
**(Formerly known as Career Point Infosystems Limited)**  
**Consolidated Cash Flow Statement for the period ended 31st March, 2016**  
**CIN: L72200RJ2000PLC016272**

Amount in ₹

Particulars	For the period ended 31.03.2016	For the Year ended 31.03.2015
<b>A. Cash Flows from Operating Activities</b>		
Net Profit Before Taxation and before prior period items	215,133,795	106,478,908
<b>Adjustments for:</b>		
Depreciation	52,703,872	53,719,246
Dividend Income	-	-
Short/Long Term Capital Gain on shares/assets	(12,016,225)	(31,725,487)
Interest Income	(69,899,313)	(76,646,115)
Interest expense	44,396,910	49,653,858
Bad Debts written off	344,122	127,019
Miscellaneous expenditure written off	526,679	1,040,067
Provision for Doubtful Debts and Advances	3,675,225	1,392,235
Provision for Gratuity	1,002,583	1,832,494
	<b>235,867,647</b>	<b>105,872,224</b>
(Increase)/Decrease in Trade and Other Receivables	5,034,913	(803,163,675)
(Increase)/Decrease in Inventories	3,506,388	-
(Increase)/Decrease in Loans and Advances	(237,040,577)	(77,217,328)
Increase/(Decrease) in trade and other payables	30,729,148	12,627,452
<b>Cash generated from operations</b>	<b>38,097,518</b>	<b>(761,881,327)</b>
Direct taxes paid	(56,977,434)	(25,150,074)
<b>Net Cash from Operating Activities</b>	<b>(18,879,916)</b>	<b>(787,031,401)</b>
<b>B. Cash Flow from Investing Activities</b>		
Sale of Fixed Assets	19,650,816	818,398,529
Interest & Dividend Received	69,899,313	76,646,115
Purchase of Fixed Assets (including CWIP)	(73,461,264)	(215,018,124)
Loans and Advances	(39,918,105)	
Sale/(Purchase) of Other Investments	44,986,412	200,112,707
Profit on Disposal of equity shares of subsidiary	1,683,291	
Cash flow before extra ordinary item	<b>21,157,173</b>	<b>881,822,518</b>
Extra ordinary item		
Loss on disposal of fixed assets		<b>(62,240,151)</b>
Net Cash (used in)/ from Investing Activities	21,157,173	819,582,367
<b>C. Cash Flows from Financing Activities</b>		
(Repayment)/Proceeds from Short Term Borrowings	42,325,568	(309,648)
Interim Dividend		(18,132,939)
Dividend Tax Paid		(3,110,663)
Payment (to)/from of Minority Interest	<b>(0)</b>	(3,540,141)
Interest paid	(44,396,910)	(49,653,858)
<b>Net Cash Flow from Financing Activities</b>	<b>(2,071,341)</b>	<b>(74,747,249)</b>
Net increase/(decrease) in cash and cash equivalents (A + B + C)	<b>205,916</b>	<b>(42,196,283)</b>
<b>Cash and Cash Equivalents at beginning of the period</b>	<b>24,594,538</b>	<b>66,790,820</b>
<b>Cash and Cash Equivalents at end of the period</b>	<b>24,800,454</b>	<b>24,594,537</b>

**Sub Notes:**

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

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 9, 2016

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 9, 2016

**Om Prakash Maheshwari**

Executive Director & CFO  
DIN : 00185677

**Pawan Kumar Lalpuria**

Independent Director  
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 ₹

Particulars	As at 31.03.2016	As at 31.03.2015
<b>Authorised:</b>		
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)		
<b>Issued, Subscribed and Paid up:</b>		
1,81,32,939 Equity Shares of ₹ 10/- each	181,329,400	181,329,390
(Previous Year 1,81,32,939 Equity Shares of ₹ 10/- each)		
<b>Total</b>	<b>181,329,400</b>	<b>181,329,390</b>

**Sub Notes:**

- (a) (i) The company has only one class of share referred to as equity shares having a par value of Rs 10/-. Each holder of equity share is entitled to one vote per share.
- (ii) The Company has granted 5,000 employee stock options under the scheme. Each option so granted shall carry a right to subscribe one equity share of the company upon vesting and payment of exercise price of Rs 100 per option. The said Stock Option vested on 2<sup>nd</sup> July, 2015 and entitled to exercise the options up to a period of 4 years from the date of vesting. Further, the Company has granted 70,000 employee stock options under the scheme. Each option so granted shall carry a right to subscribe one equity share of the company upon vesting and payment of exercise price of Rs 125 per option. Out of the above 40000 stock option granted shall be vested over a period of one year and 30000 stock option over a period of 2 years from the date of grant, 30th November, 2015 and same is entitled to be exercised up to a period of 4 years from the date of vesting.

Particulars	Up to March, 16	Up to March, 15
<b>Options outstanding at beginning of period :</b>	5,000	-
Add: Options Granted	70,000	5,000
Less: Options Exercised	-	-
Options Forfeited	-	-
<b>Options outstanding at the end of period :</b>	<b>75,000</b>	<b>5,000</b>

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

Particulars	As at 31.03.2016		As at 31.03.2015	
	Number of shares	Amount (₹)	Number of shares	Amount (₹)
Equity Shares with voting rights:				
Opening balance	18,132,939	181,329,390	18,132,939	181,329,390
Change during the year	-	-	-	-
Closing balance	18,132,939	181,329,390	18,132,939	181,329,390

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

Name of shareholder	As at 31.03.2016		As at 31.03.2015	
	Number of shares	% held	Number of shares	% held
Mr. Pramod Kumar Maheshwari	1527813	8.43	1501545	8.29
Mr. Om Prakash Maheshwari	1386300	7.65	1386300	7.65
Mr. Nawal Kishore Maheshwari	1385800	7.64	1385800	7.64
Mr. Gulab Chand Maheshwari	1339500	7.39	1339500	7.39
Mrs. Kailash Bai	1339500	7.39	1339500	7.39
Mrs. Shilpa Maheshwari	1339500	7.39	1339500	7.39
Mrs. Rekha Maheshwari	1339500	7.39	1339500	7.39
Mrs. Neelima Maheshwari	1339500	7.39	1339500	7.39

(d) The list of the subsidiaries and associates included in the consolidated financials as at 31st March, 2016 are as under:-

Name	Country of Incorporation	Proportion of Ownership Interest (%)	Proportion of Voting Power held (%)
<b>Subsidiaries:</b>			100
Career Point Edutech Limited	India	100	99.99
Career Point Infra Limited *	India	100	60
Gyan Eduventure Private Limited	India	60	60
Career Point Accessories Private Limited	India	60	100
Coupler Enterprises Private Limited	India	100	0
Srajan Agritech Private Limited	India	100	100
Srajan Capital Limited	India	100	
Career Point Skill Development Pvt. Ltd.	India	100	
* 1 no. share held by the holder nominated by the company, the company is beneficial owner of the share.			
<b>Associate:</b>			42.74
Imperial Infin Private Limited (India)	India	42.74	42.74
<b>Joint Venture</b>			
Study Board Education Private Limited	India	50	

**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 ₹

Particulars	As at 31.03.2016		As at 31.03.2015	
<b>(i) Securities Premium Account:</b>				
Opening Balance	1,715,431,590		1,715,431,530	
Add: Received During the Period	-		-	
	<b>1,715,431,590</b>		<b>1,715,431,530</b>	
Less: Commission & expenditure related to equity share issue	-	1,715,431,590	-	1,715,431,530
<b>(ii) General Reserve</b>		<b>8,657,591</b>		<b>8,657,591</b>
<b>(iii) Statutory Reserve</b>				
Opening Balance	510			
Add : Transfer from statement of profit & loss	1,854,731	1,855,241		
<b>(iv) Capital Reserve</b>	60,413		77,599	
Add: Addition in Joint Venture	-			
Less: Discountinuation of subsidiary	-	60,413	(17,186)	60,413
<b>(v) ESOP Outstanding</b>				123,937
Opening	-			
Addition	673,082	673,082		
<b>(vi) Balance in Statement of Profit and Loss:</b>				
Opening Balance	1,482,764,851		1,447,206,345	
Add : Profit for the year	144,669,998		58,210,641	
Add : Discountinuation of subsidiary	-		1,683,291	
Less : Minority Interest transferred	6,301,193		112,038	
Less : Statutory Reserve	1,854,731		510	
Less : Interim Dividend	-		18,132,939	
Less : Corporate Dividend Tax	-		3,110,663	
Less : Depreciation of Fixed Assets				
Less : Stock Reserve (App. Of Profit)				
<b>Statement of Profit and Loss</b>	-		<b>2,868,317</b>	
	-	1,619,278,925	110,960	1,482,764,851
<b>Total</b>	<b>3,345,956,842</b>		<b>3,207,038,322</b>	

**NOTE 3. DEFERRED TAX LIABILITY**

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Deferred Tax Liabilities/(Assets)	31,242,966	13,431,314
<b>Total</b>	<b>31,242,966</b>	<b>13,431,314</b>

**Sub Note:**

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

Amount in ₹

Particulars	As at 31.03.2016		As at 31.03.2015	
	Deferred Tax Assets	Deferred Tax Liabilities	Deferred Tax Assets	Deferred Tax Liabilities
Difference between book and tax WDV	-	68,723,576	-	50,380,291
Expenses allowable for tax purposes on payment basis	4,007,200	-	5,907,361	-
MAT Credit	16,538,948		17,651,948	-
Unabsorbed Depreciation and carried forward business losses	16,934,464	-	13,389,669	-
	37,480,611	68,723,576	36,948,978	50,380,291
<b>Net deferred tax liability / (asset)</b>	-	<b>31,242,966</b>	-	<b>13,431,314</b>
Net incremental assets charged to the Profit and Loss Account	17,811,652	-	18,290,079	-

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

**NOTE 3(A). LONG TERM BORROWINGS**

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Working Capital Term Loan from Bank		
- Secured	45,943,448	
<b>Total</b>	<b>45,943,448</b>	<b>-</b>

**Sub Note :**

Secured Working Capital Term Loan of ₹600 Lacs @ 10.75% p.a. from Kotak Mahindra Bank repayable in 60 equal installment started from Nov 2015 against primary security having first charge on current assets(Present and future) and having Collateral Security on Plot No.23, Shubham Enclave, C-Scheme, Jaipur and Plot No. 49, Shree Nath Puram, Sector-B, Kota.

**NOTE 4. LONG TERM PROVISIONS**

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Employees Benefits [Refer Note 28 (ii)]		
- Gratuity	5,610,034	5,948,275
Contingent provision against standard assets	1,135,688	
<b>Total</b>	<b>6,745,722</b>	<b>5,948,275</b>

**NOTE 5. SHORT TERM BORROWINGS**

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Working Capital Short Term Loan from Bank(WCSTL)		
- Secured	342,243,343	
Overdraft from Bank		
- Secured	6,834,860	323,960
Working Capital Demand Loan from Bank (WCDL)		
- Secured	78,500,000	430,872,123
CPL -	-	
From others including accrued interest	-	-
<b>Total</b>	<b>427,578,203</b>	<b>431,196,083</b>

**Sub Note:**

- WCSTL : The loan is from Barclays Bank PLC at 9.45% against the security of investments in Mutual funds valued ₹ 3051.02 Lacs. The outstanding amount including ₹ 22.04 lacs interest accrued but not due and Rs 100.39 Lacs amount of loan repayable within 12 months out of loan ₹ 600 Lacs from Kotak Mahindra Bank.
- Overdraft facility of ₹ 73.22/- Lacs form ICICI bank against the security of FMP of ₹ 100/- Lacs.
- WCDL facility of ₹ 785 Lacs @ 9.45% p.a. (PY 11.25% p.a.) from Barclays Bank is secured against the security of Mutual Funds of ₹ 1,190 Lacs, repayable on demand, however no charge is registered with Registrar of Companies. (Pr yr Rs nil)

**NOTE 6. TRADE PAYABLES**

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Sundry Creditors		
Due to others	1,062,735	877,688
<b>Total</b>	<b>1,062,735</b>	<b>877,688</b>

**Sub Note:**

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

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



**NOTE 7. OTHER CURRENT LIABILITIES**

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Accrued Salaries and benefits		
- Salaries and benefits	22,495,515	22,663,192
Other liabilities		
- Security deposits (Including retention)	45,281,167	46,617,259
- Withholding and other taxes	7,873,270	7,402,121
- Interest accrued but not due	731,264	867,325
- Others payables	8,755,903	14,189,949
- Unpaid Dividend	148,030	148,030
Income received in advance	78,243,367	55,085,017
<b>Total</b>	<b>163,528,516</b>	<b>146,972,893</b>

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

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
<b>Salaries and benefits</b>		
Key Managerial Personnel:		
(i) Mr. Om Prakash Maheshwari	200,000	200,000
(ii) Mr. Pramod Maheshwari	200,000	200,000
(iii) Mr. Nawal Kishore Maheshwari	200,000	200,000
<b>Other Liability</b>		
(a) Key Managerial Personnel:		
(i) Mr. Pramod Maheshwari (Rent)	23,000	18,000
(ii) Smt. Neelima Maheshwari	5,000	5,000
(b) Enterprises under same Management:		
(i) Diamond Business Solutions Private Ltd.	104,500	102,360
(ii) Wellwin Technosoft Private Ltd.	10,450	10,236
(iii) Om Prakash Maheshwari (HUF)	22,500	22,500
(iv) Gopi Bai Foundation (Rent)	191,619	187,695
(c) Associates/Group companies:		
(i) Imperial Infin Pvt Ltd	-	-
(d) Relative of Key Management Personnel:		
(i) Smt. Shilpa Maheshwari	22,500	22,500
(iii) Smt Radha Rani	22,500	22,500

**NOTE 8. HORT TERM PROVISIONS**

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Provision for standard assets		299,326
Employee benefits	377,155	441,720
Tax (wealth tax)	1,430,731	1,430,731
Interim Dividend (including CDT)	-	-
Income Tax (Net)	13,521,293	40,000
Leave Encashment Exp.	640,728	
Expenses	7,787,775	7,901,436
<b>Total</b>	<b>23,757,682</b>	<b>10,113,213</b>

**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, 2015**

Amount in ₹

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2015	Addition	Deletion	As At 31.03.2016	Up to 31.03.2015	For the Period	Deletion	up to 31.03.2016	As at 31.03.2016	As at 31.03.2015
<b>(A) Tangible Assets</b>										
Freehold Land	181,336,842	36,386,675	-	217,723,517	-	-	-	-	217,723,517	181,336,842
Leasehold Land	385,051,775	11,249,671	2,544,187	393,757,259	17,813,478	4,401,196	204,426	22,010,248	371,747,011	367,238,297
Vehicle	12,833,557	3,304,075	-	16,137,632	6,831,731	2,073,398	-	8,905,129	7,232,504	6,001,827
Building #	1,004,381,401	3,787,011	3,000,000	1,005,168,412	35,099,909	17,955,055	-	53,054,964	952,113,448	969,281,492
Computer	17,296,327	485,688	241,130	17,540,885	13,834,674	2,040,025	217,068	15,657,631	1,883,254	3,461,653
Furniture & Fixtures*	161,998,272	11,623,594	3,902,477	169,719,389	67,985,474	21,009,015	1,720,135	87,274,354	82,445,035	94,012,798
Plant & Machinery	12,420,610	-	272,778	12,147,832	10,332,991	1,488,865	184,352	11,637,504	510,328	2,087,619
<b>Sub-total (A)</b>	<b>1,775,318,785</b>	<b>66,836,714</b>	<b>9,960,572</b>	<b>1,832,194,927</b>	<b>151,898,256</b>	<b>48,967,554</b>	<b>2,325,981</b>	<b>198,539,829</b>	<b>1,633,655,098</b>	<b>1,623,420,529</b>
<b>(B) Intangible Assets</b>										
Software	9,443,356	-811,596	-	8,631,761	4,755,586	3,736,318	-	8,491,904	139,857	4,687,770
Trademark	21,000	-	-	21,000	-	-	-	-	21,000	21,000
<b>Sub-total (B)</b>	<b>9,464,356</b>	<b>-811,596</b>	<b>-</b>	<b>8,652,761</b>	<b>4,755,586</b>	<b>3,736,318</b>	<b>-</b>	<b>8,491,904</b>	<b>160,857</b>	<b>4,708,770</b>
<b>Total (A)+(B)</b>	<b>1,784,783,141</b>	<b>66,025,119</b>	<b>9,960,572</b>	<b>1,840,847,687</b>	<b>156,653,842</b>	<b>52,703,872</b>	<b>2,325,981</b>	<b>207,031,733</b>	<b>1,633,815,955</b>	<b>1,628,129,299</b>
Capital Work in progress	-	-	-	-	-	-	-	-	26,886,901	19,450,756
<b>TOTAL</b>	<b>1,784,783,141</b>	<b>66,025,119</b>	<b>9,960,572</b>	<b>1,840,847,687</b>	<b>156,653,842</b>	<b>52,703,872</b>	<b>2,325,981</b>	<b>207,031,733</b>	<b>1,660,702,856</b>	<b>1,647,580,055</b>
Previous Year	2,077,583,992	537,271,392	830,072,245	1,784,783,141	120,796,323	53,018,332	20,029,126	153,785,529	1,647,580,055	2,298,491,692

**Sub Note:**

1,623,420,528

(a) Building and CWIP include Building constructed on leasehold land.

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

(c) Leasehold land includes land of Rs 1.59 Crore mortgaged to Kotak Mahindra Bank against the WCTL of Rs 6 crore

**Related party Transactions**

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

\* Includes Furniture &amp; Fixtures purchased a related party amounting to Rs 0.08 Crore

**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 ₹

Particulars	As at 31.03.2016	As at 31.03.2015
A. Trade Investments		
<b>1. Investment in Equity Instruments</b>		
<b>Associate</b>		
Equity Shares of Imperial Infin Private Ltd. (Unquoted) 34,000 (Previous year 34,000) shares of ₹ 100/- each	3,400,000	3,400,000
Add/(Less) : Accumulated share in profit/(loss) of associate Company at the beginning of the year	912,158	833,375
Add/(Less) : Share in profit/(loss)(net) of associate company - current year	3,082,844	78,785
<b>2. Investment in Mutual Fund</b>		
UTI FTIF SERIES XXIII-II (1100 DAYS) @	10,000,000	
UTI FIXED TERM INCOME FUND SERIES XIX-III (368 Days) GROWTH * #	30,000,000	30,000,000
TATA INCOME FUND APPRECIATION OPTION-BONUS	15,818,533	
ICICI PRUDENTIAL FMP SERIES-74	100,000,000	
SUNDARAM FLEXIBLE FUND SHORT TERM PLAN	-	1,485,613
<b>Total</b>	<b>163,213,534</b>	<b>35,797,774</b>

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

# Pledged/marked a lien as security against on demand credit facility.

@ Pledged/marked a lien as security against over draft facility to the company.

**Sub Note:**

(a) Aggregate Book value of unquoted investments:

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Book value of unquoted Investments	163,213,534	35,797,774

**NOTE 11. LONG TERM LOANS AND ADVANCES**

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Unsecured and considered good:		
Capital Advances	70,426,671	15,200,000
Security Deposits	6,433,141	7,403,712
Balances with Authorities	25,740,680	18,978,596
MAT Credit Entitlement	17,651,948	
Advance payment of Income Tax (Including TDS) (Net of Provision)	12,871,319	
Loans and advances to Related Parties	424,696,464	444,475,996
Loans and advances - Others	225,763,220	160,762,861
Loan and advances to employees		
- Unsecured and considered good	-	-
- Considered doubtful	-	1,272,000
	-	1,272,000
Less: Provision for doubtful advances	-	1,272,000
	-	-
Other		
- Unsecured and considered good	-	-
- Considered doubtful	-	59,528
	-	59,528
Less: Provision for doubtful advances	-	59,528
	-	-
<b>Total</b>	<b>783,583,443</b>	<b>646,821,165</b>

**Sub Note:****Related parties transactions**

(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 31.03.2016	As at 31.03.2015
Enterprises under same Management:		
(i) Gopi Bai Foundation	88,716,740	127,760,716
(ii) Adarsh Foundation	13,010	12,003
(iii) Progressive Foundation	2,126,767	3,939,002
(iv) Proseed Foundation	51,825,811	38,217,628
(v) Sankalp Foundation	3,713,448	3,169,734
(vi) Sarthak Foundation	1,772	1,621
(vii) Shakti Foundation	3,216,355	1,739,556
<b>Total</b>	<b>149,613,903</b>	<b>174,840,260</b>

(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 31.03.2016	As at 31.03.2015
Enterprises under same Management:		
(i) Gopi Bai Foundation	123,142,000	279,762,500
(ii) Adarsh Foundation	-	
(iii) Progressive Foundation	-	
(iv) Proseed Foundation	2,500,000	7,900,000
(v) Sankalp Foundation	42,481,435	
(vi) Sarthak Foundation	-	
(vii) Shakti Foundation	1,270,000	
<b>Total</b>	<b>169,393,435</b>	<b>287,662,500</b>

(c) Amount Due from Related Parties

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Enterprises under same Management:		444,475,996
(i) Gopi Bai Foundation	130,592,597	
(ii) Adarsh Foundation	173,197	
(iii) Progressive Foundation	24,705,015	
(iv) Proseed Foundation	246,061,539	
(v) Sankalp Foundation	-	
(vi) Sarthak Foundation	21,403	
(vii) Shakti Foundation	23,142,713	
<b>Total</b>	<b>424,696,464</b>	<b>-</b>

- The Company has formed a 60:40 subsidiary along with an entrepreneur, to expand its base and capacity to a new city and has a 9% interest bearing outstanding loan of ₹ 346.69 Lacs (P.Y. ₹ 217.26 Lacs) for its working capital requirement. The Management of the Company has 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 said Subsidiary is a negative networth Company.

**NOTE 12. OTHER NON CURRENT ASSETS**

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Preliminary exp.	-	74,654
<b>Total</b>	<b>-</b>	<b>74,654</b>

**NOTE 13. CURRENT INVESTMENTS**

Amount in ₹

Particulars	Face value per unit	No. of Units	No. of Units	As at 31.03.2016	As at 31.03.2015
		As at 31.03.2016	As at 31.03.2016		
UTI FIXED TREASURY ADVANTAGE FUND- GROWTH	1,000	18,100	-	-	-
TATA INCOME FUND APPRECIATION OPTION-BONUS(1)	10	1,500,000	1,500,000.0	-	15,818,533
ICICI Prudential FMP Series-74(1)	10	10,000,000	10,000,000.0	-	100,000,000
RELIANCE FIXED HORIZON FUND SERIES 11(1)	10	8,900,000	8,900,000	89,000,000	89,000,000
SBI DYNAMIC BOND FUND REGULAR PLAN GROWTH(1a)	10	2,726,329	2,726,329	38,296,199	38,296,199
HDFC FMP 371 D JULY 2013 SERIES 26 GR (2)	10	3,000,000	3,000,000	30,000,000	30,000,000
ICICI PRUDENTIAL INCOME OPPORTUNITIES FUND GROWTH(2)	10	4,503,490	4,503,490	-	70,000,000
ICICI PRUDENTIAL DYNAMIC BOND FUND GROWTH(2)	10	2,358,420	2,358,420	30,312,778	30,312,778
UTI FTIF SERIES XV-VIII (368 DAYS) GROWTH (2)	10	3,897,037	3,897,037	38,970,374	38,970,374
RELIANCE DYNAMIC BOND FUND GROWTH(2)	10	3,843,616	3,843,616	60,000,000	60,000,000
Shri Bitthal Traders (Dhan purchase A/c)	N.A.	N.A.	N.A.	16,499,214	
<b>TOTAL</b>				<b>303,078,565</b>	<b>472,397,884</b>

(1) Pledged/pledged 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.

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

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

**Sub Note:**

(a) Aggregate value of quoted investments

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Market value of quoted Investments	506,061,479	545,183,539
Book value of quoted Investments	303,078,565	472,397,884

**NOTE 14. INVENTORIES**

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
i) Raw Material	2,871,868	2,360,599
ii) Finished Goods	17,024,705	21,042,363
<b>Total</b>	<b>19,896,573</b>	<b>23,402,962</b>

(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 ₹

Particulars	As at 31.03.2016	As at 31.03.2015
(a) Debts overdue for a period exceeding six months		
- Unsecured		
i) Considered good	778,411,379	189,857,898
ii) Doubtful	3,675,224	8,700,464
	<b>782,086,603</b>	<b>198,558,362</b>
Less: Provision for doubtful debts	3,675,224	8,700,464
	<b>778,411,379</b>	<b>189,857,898</b>
- Unsecured and considered good	2,801,307	3,689,001
iii) Associates- Unsecured and considered good		-
(a) More than six months	3,338,643	605,040,713
(b) Others	23,658,531	13,779,439
	26,997,174	618,820,152
<b>Total</b>	<b>808,209,860</b>	<b>812,367,051</b>

**Sub Notes:**

Amount Due from Related Parties:

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Other trade receivables:		
Gopi Bai Foundation	-	618,820,152
Careere point University, Kota	408,913,210	
Careere point University, Hamirpur	209,420,332	
Swastika Polyoylefines Pvt. Ltd.	5,725	
<b>Total</b>	<b>618,339,267</b>	<b>618,820,152</b>

**NOTE 16. CASH AND CASH EQUIVALENTS**

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
a) Cash on Hand	3,967,639	3,210,617
b) Balances with Banks		
(i) In Current Accounts	20,832,815	12,050,263
(ii) In Deposit Accounts [refer note 5 sub note (a)(i)]	-	10,018,753
(c) Cheques and drafts on hands		
(i) Cheques and drafts on hands	-	(685,095)
<b>Total</b>	<b>24,800,454</b>	<b>24,594,538</b>



**NOTE 17. SHORT-TERM LOANS AND ADVANCES**

Amount in ₹

Particulars	As at 31.03.2015	As at 31.03.2014
Unsecured, considered good, unless otherwise stated:		
Capital Advances	-	
Security Deposits	590,000	23,000
Loans and advances to Related Parties - Associates	108,316,201	76,029,416
Loans and advances to others	328,429,217	172,354,569
Advance given against expenses	647,131	
Advance payment of Income Tax (Including TDS) (Net of Provision)	214,799	34,805,749
Advances recoverable in cash or in kind or for value to be received:		
Deposit with Sales Tax/Service Tax Authorities	1,486,423	2,714,482
Loans and advances to Employees	707,242	1,343,482
Others - Interest Accrued	732	97,514
MAT Credit Entitlement	24,286,209	40,790,264
Advance given to parties	1,700	-
<b>Total</b>	<b>464,679,653</b>	<b>328,158,475</b>

**Sub Note:**

- (a) Loans to others include Rs 5240.00 Lacs (Previous Year Rs 1071.32 Lacs), given to various parties at the interest rates varying from 12% to 18% (Previous year @ 12% to 15%)
- (b) During the year, the Company has given loans to the following related parties defined as per AS-18 "Related Party Disclosures":-

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Enterprises under same Management:		
(i) Gopi Bai Foundation	255,928,800	238,819,874
(ii) Adarsh Foundation	-	
(iii) Progressive Foundation	-	
(iv) Proseed Foundation	-	
(v) Sankalp Foundation	-	
(vi) Sarthak Foundation	-	
(vii) Shakti Foundation	-	
(viii) Career Point University, Kota	62,405,000	
(ix) Career Point University, Hamirpur	76,635,000	
<b>Total</b>	<b>394,968,800</b>	<b>238,819,874</b>

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

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Enterprises under same Management:		
(i) Gopi Bai Foundation	323,556,884	170,328,701
(ii) Adarsh Foundation	-	
(iii) Progressive Foundation	-	
(iv) Proseed Foundation	-	
(v) Sankalp Foundation	-	
(vi) Sarthak Foundation	-	
(vii) Shakti Foundation	-	
(viii) Career Point University, Kota	36,316,740	
(ix) Career Point University, Hamirpur	1,828,250	
<b>Total</b>	<b>361,701,874</b>	<b>170,328,701</b>

## (d) Amount Due from Related Parties

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Enterprises under same Management:		
(i) Gopi Bai Foundation	7,610,540	76,029,416
(ii) Adarsh Foundation	-	
(iii) Progressive Foundation	-	
(iv) Proseed Foundation	-	
(v) Sankalp Foundation	-	
(vi) Sarthak Foundation	-	
(vii) Shakti Foundation	-	
(viii) Career Point University, Kota	25,949,934	
(ix) Career Point University, Hamirpur	74,634,575	
(x) Studyboard Education Pvt. Ltd.	121,152	
<b>Total</b>	<b>108,316,201</b>	<b>76,029,416</b>

- The Company has outstanding unsecured loan amounting to ₹ 1081.95 Lacs (P.Y. ₹ 760.29) Lacs to a Charitable Institution/Universities under the same management.
- Loans to others include ₹ 622.26 Lacs (Previous Year ₹ 1071.32 Lacs), given to various parties at the interest rates varying from 12% to 15% (Previous year @12% to 15.60%)

**NOTE 18. OTHER CURRENT ASSETS**

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Preliminary expenses	-	45,860
Incentive Receivable	-	-
Interest accrued on Bank Deposits	57	479,666
<b>Total</b>	<b>57</b>	<b>525,527</b>

**NOTE 19. REVENUE FROM OPERATION**

Amount in ₹

Particulars	For the period ended 31.03.2016	For the year ended 31.03.2015
a) Sale		
- Domestic	12,312,630	14,649,216
- Cars and spare parts	-	115,710,431
b) Services		
- Car Service income and commission	-	7,148,417
- Coaching fees	475,250,534	450,341,702
- Franchisees Income	34,188,931	29,034,436
- Formal Education Services	45,667,232	31,809,389
- Hostel and Mess Income	151,489,993	123,381,123
- Data Processing Service	-	168,280
- Financial Income	37,331,667	753,072
- Lease rent Income	2,700,000	5,871,000
Total Gross Revenue	758,940,987	778,867,066
Less-		
- Rebates/Discounts	-	104,407
<b>Total</b>	<b>758,940,987</b>	<b>778,762,659</b>

**Sub note:**

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

Amount in ₹

Particulars	For the period ended 31.03.2016	For the year ended 31.03.2015
Fee Income - Education Service Charges		
Enterprises under same Management:		
Career Point University, Kota	30,400,000	25,750,000
Career Point University, Hamirpur		
Career Point Education Society	-	-
JBS Children Paradise School	1,500,000	-
Rental Income		
Enterprises under same Management:		
Gopi Bai Foundation	-	15,000
<b>Total</b>	<b>31,900,000</b>	<b>25,765,000</b>

**NOTE 20. OTHER INCOME**

Amount in ₹

Particular	For the period ended 31.03.2016	For the year ended 31.03.2015
<b>a) Dividend Income :</b>		
(i) from Current Investments	-	-
<b>b) Interest Income :</b>		
(i) From Related Parties	47,953,924	50,416,196
(ii) From Bank Deposits	611,315	2,193,936
(iii) From Loans and Advances	21,305,550	23,941,790
(iv) Other (Including income Tax Refund)	1,812	94,193
<b>c) Net gain on sale of :</b>		
- Current Investments	23,874,216	22,669,158
<b>d) Other Income :</b>		
(i) Profit on sale of fixed assets (net)	12,016,225	9,056,329
(ii) Bad debts recovered	-	2,080,408
(iii) Agriculture Income	370,376	233,164
(iii) Rent Income	-	-
(iv) Miscellaneous Income	1,691,919	935,696
<b>Total</b>	<b>107,825,337</b>	<b>111,620,871</b>

**Sub Note:**

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

Amount in ₹

Particular	For the period ended 31.03.2016	For the year ended 31.03.2015
<b>Interest Income on Loan to :</b>		
<b>Enterprises under same Management:</b>		
Gopi Bai Foundation	18,882,072	26,066,816
Career Point University, Kota	1,721,750	
Career Point University, Hamirpur	1,383,260	
Adarsh Foundation	14,456	13,337
Progressive Foundation	2,050,852	1,793,336
Proseed Foundation	19,340,368	15,677,364
Sankalp Foundation	2,564,942	3,210,816
Sarthak Foundation	1,772	1,621
Shakti Foundation	1,990,395	1,755,062
Study Board Education Pvt. Ltd. (JV)	4,057	
<b>Total</b>	<b>47,953,924</b>	<b>48,518,352</b>

**NOTE 21. COST OF MATERIAL CONSUMED**

Amount in ₹

Particular	For the period ended 31.03.2016	For the year ended 31.03.2015
<b>Cost of materials consumed</b>		
Opening stock	2,360,599	4,238,811
Add: Purchases during the period		
Vehicles Purchased	-	152,387,381
Spare Parts	-	10,664,087
Paper Purchased	10,757,436	7,328,229
Ink & Chemicals used	18,019	17,245
Study Material Purchase	43,420	48,044
Bags	-	-
Uniform	3,075,229	3,752,249
Register & Student Kit	4,289,582	2,571,058
Printing Labour	5,965,378	8,204,667
	26,509,663	189,211,770
Less: Closing stock	2,871,868	2,360,599
<b>Total</b>	<b>23,637,795</b>	<b>186,851,171</b>

**NOTE 22. CHANGE IN INVENTORY OF FINISHED GOODS**

Amount in ₹

Particular	For the period ended 31.03.2016	For the year ended 31.03.2015
Opening stock	21,153,323	25,930,496
Closing stock	17,024,706	69,624,994
<b>(Increase)/Decrease in Finished Goods</b>	<b>4,128,617</b>	<b>(43,694,498)</b>

**NOTE 23. EMPLOYEE BENEFITS EXPENSES**

Amount in ₹

Particular	For the period ended 31.03.2016	For the year ended 31.03.2015
Salaries, Wages and Bonus to		
-Teaching staff	251,983,271	253,456,312
-Non Teaching Staff	98,546,128	98,045,221
Expense on ESOP Scheme	549,145	123,938
Contribution to provident and other funds	2,423,807	2,650,398
Gratuity	1,002,583	1,832,494
Staff Welfare	2,023,439	2,661,831
<b>Total</b>	<b>356,528,373</b>	<b>358,770,194</b>

**Sub Note:**

- (a) Provision for Bonus has been made for ₹747,613/- (Previous year ₹813,709/-) for eligible employees for the year ended 31st March, 2016.
- (b) During the year, the Company has paid remuneration to the following related parties defined as per AS-18 "Related Party Disclosures" :-

Amount in ₹

Particular	For the period ended 31.03.2016	For the year ended 31.03.2015
Key Management Personnel:		
Mr. Pramod Maheshwari	3,300,000	3,300,000
Mr. Om Prakash Maheshwari	3,300,000	3,300,000
Mr. Nawal Kishore Maheshwari	3,300,000	3,300,000
<b>Total</b>	<b>9,900,000</b>	<b>9,900,000</b>

**NOTE 24. FINANCE COST**

Amount in ₹

Particular	For the period ended 31.03.2016	For the year ended 31.03.2015
a) Interest Expenses		
(i) Term loan		
- Bank	44,090,748	45,982,150
- Others	450	3,419,677
b) Other borrowing cost	279,000	252,031
<b>Total</b>	<b>44,370,198</b>	<b>49,653,858</b>

**NOTE 25. OTHER EXPENSES**

Amount in ₹

Particular	For the period ended 31.03.2016	For the year ended 31.03.2015
Advertisement Expenses	31,850,014	39,623,350
Legal and professional charges	6,394,608	4,738,267
Repairs - Buildings	5,842,114	1,022,590
Repairs - Plant and equipment	630,584	850,206
Rent	16,479,965	19,464,345
Repairs - others	6,272,704	5,133,472
Insurance	201,697	203,002
Travelling & Conveyance	9,821,171	13,274,633
Payments to Auditors [Refer sub note (a) below]	701,159	701,768
Transportation & Packing Material Expenses	975,720	661,049
Bad debts and advances written off	344,122	127,019
Provision for doubtful debts and advances	3,675,225	1,392,235
Directors' fees	100,000	95,000
Bank charges	251,784	227,677
Telephone, postage & telegram	4,839,527	6,912,439
Printing and stationery expenses	3,045,773	4,154,044
Security charges	8,612,455	8,130,502
Gifts, Awards & Prizes	2,386,511	3,167,037
Electricity & Water Expenses	22,074,947	17,158,112
Conference, Seminars & Business promotion expenses	404,526	1,359,942
Institute Expenses	13,410,918	13,400,181
Miscellaneous expenses	18,064	183,386
Membership fees	34,750	11,437
Interest, Penalty & Fine Charges	996,997	527,049
Scholarship, student kit and examination expenses	5,092,133	4,253,846
Books periodicals and subscriptions	110,302	282,326
Hostel & Mess Expenditure	19,646,833	29,043,782
Service Tax Expense	3,925,131	751,888
Loss on sale of Fixed Assets	-	-
Donation	294,304	714,000
Corporate Social Responsibility	-	-
Contingent Provision For Standard Assets	836,362	-
Commission Expenses	466,599	-
Preliminary expenses written off.	526,679	1,040,067
<b>Total</b>	<b>170,263,677</b>	<b>178,604,651</b>

**Sub Note:**

(a) Payments to Auditors (excluding service tax)

Amount in ₹

Particular	For the period ended 31.03.2016	For the year ended 31.03.2015
(i) Audit Fee	644,926	664,414
(ii) Expenses Reimbursed	48,733	37,354
<b>Total</b>	<b>693,659</b>	<b>701,768</b>



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

Amount in ₹

Particular	For the period ended 31.03.2016	For the year ended 31.03.2015
<b>Key Management Personnel:</b>		
Mr. Pramod Maheshwari	285,000	240,000
Smt. Neelima Maheshwari	60,000	65,000
<b>Associates/Group companies:</b>		
Imperial Infin Pvt Ltd	400,000	300,000
<b>Relative of Key Management Personnel:</b>		
Smt. Shilpa Maheshwari	300,000	300,000
Smt. Rekha Maheshwari	-	-
Smt. Radha Rani	50,000	
<b>Enterprises under same Management:</b>		
Diamond Business Solutions Private Ltd.	1,200,000	1,200,000
Om Prakash Maheshwari (HUF)	300,000	300,000
Wellwin Technosoft Private Ltd.	120,000	120,000
Gopi Bai Foundation	2,472,420	2,472,420
Director Sitting Fees		
Neelima Maheshwari	20,000	5,000
<b>Total</b>	<b>5,187,420</b>	<b>4,997,420</b>

**NOTE 26. CONTINGENT LIABILITIES AND COMMITMENTS**

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
<b>(a) Contingent Liabilities:</b> (to the extent not provided for)		
Service tax liability that may arise in respect of matters in appeal	69,389,525	69,389,525
Income tax & TDS liability that may arise in respect of matters in appeal	773,540	-
Claims against the Company not acknowledged as debts	54,111,794	3,280,200
Value added tax liability that may arise in respect of matters in appeal	58,529,283	56,580,597
<b>(b) Commitments:</b>		
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	-	24,156,000
<b>Total</b>	<b>182,804,142</b>	<b>153,406,322</b>

**Career Point Limited**  
**(Formerly known as Career Point Infosystems Limited)**  
**Balance Sheet as at 31 March 2016**

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", Accounting Standard (AS) 23 "Accounting for Investment in Associates in Consolidated Financial Statements", and Accounting Standard (AS) 27 "Financial Reporting of Interest in Joint Venture", notified by the Companies (Accounts) Rules, 2014. The CFS comprises the financial statements of Career Point Limited, its subsidiaries and associates. Reference in these notes to Company, Parent Company, Companies and Group shall mean to include Career Point Limited and its Subsidiaries, Associates and Joint Venture unless otherwise stated.

The notes and significant policies to the CFS are intended to serve as a guide for better understanding of the Group's position. In this respect, the company has disclosed such notes and policies which represent the required disclosure.

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

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

(a) Defined Contribution Plans – Provident Fund

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

During the year the Company has recognized ` 5,26,754/- (Previous year- ` 5,30,778/-) as employer's contribution to Provident Fund and ` 11,96,753/- (Previous Year- ` 10,22,088/-) 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, 2016 in respect of Defined Benefit Plans – Gratuity (the company does not provide encashment of earned leave) on the following assumptions:

**Assumptions**

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Discount rate	8%	8%
Salary Growth Rate	5%	5%
Mortality	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate
Expected rate of return	0%	0%
Withdrawal rate (Per Annum)	5% p.a.	5% p.a.

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

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

**Change in present value of the defined benefit obligation:**

Amount in ₹

Particulars	31.03.2016		31.03.2015	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Present value of obligation as at the beginning of the period	6,307,974	-	4,662,473	-
Acquisition adjustment	-	-	-	-
Interest cost	504,638	-	372,998	-
Past service cost	-	-	-	-
Current service cost	1,561,288	-	1,672,716	-
Curtailment cost/(Credit)	-	-	-	-
Settlement cost/(Credit)	-	-	-	-
Benefits paid	(1,329,905)	-	(186,993)	-
Actuarial (gain)/loss on obligation	(1,063,343)	-	(213,220)	-
Present value of obligation as at the end of period	5,980,652	-	6,307,974	-

**Changes in the fair value of plan assets:**

Amount in ₹

Particulars	31.03.2016		31.03.2015	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Fair value of plan assets at the beginning of the period	-	-	-	-
Acquisition adjustment	-	-	-	-
Expected return on plan assets	-	-	-	-
Contributions	-	-	-	-
Benefits paid	-	-	-	-
Actuarial gain/(loss) on plan assets	-	-	-	-
Fair value of plan assets at the end of the period	-	-	-	-

**Amount recognized in the Balance Sheet:**

Amount in ₹

Particulars	31.03.2016		31.03.2015	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Present value of Defined Benefit Obligation	-	-	-	-
- Funded	-	-	-	-
- Unfunded	5,980,652	-	6,307,974	-
Net liability/(asset) recognized in Balance Sheet and related analysis	5,980,652	-	6,307,974	-
Less: Fair value of Plan Assets	-	-	-	-
Amount to be recognized as (liability) or asset	(5,980,652)	-	(6,307,974)	-

**Expense recognized in the statement of profit and loss:**

Amount in ₹

Particulars	31.03.2016		31.03.2015	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Current service cost	1,561,288	-	1,672,716	-
Past service cost	-	-	-	-
Interest cost	504,638	-	372,998	-
Expected return on plan assets	-	-	-	-
Curtailment cost / (Credit)	-	-	-	-
Settlement cost / (credit)	-	-	-	-
Net actuarial (gain)/ loss recognized in the period	(1,063,343)	-	213,220	-
Expenses recognized in the statement of profit & losses	1,002,583	-	1,832,494	-

**Amount for the current period is as follows:-**
**Gratuity**

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Defined Benefit Obligation	1,002,583	1,832,494
Plan Assets	-	-
Surplus/ (Deficit)	(1,002,583)	(1,832,494)
Experience adjustments on plan liabilities	-	-
Experience adjustments on plan assets	-	-

**Leave Encashment**

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Defined Benefit Obligation	-	-
Plan Assets	-	-
Surplus/ (Deficit)	-	-
Experience adjustments on plan liabilities	-	-
Experience adjustments on plan assets	-	-

**Experience Adjustment:**

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Experience Adjustment (Gain)/ Loss for Plan Liabilities	1,063,343	(689,759)
Experience Adjustment Gain/ (loss) for Plan assets	-	-

**Current liability:**

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Current Liability	370,618	359,699
Non Current Liability	5,610,034	5,948,275

## (iii) Segment Reporting:

The management has considered the whole business of the company as a single segment, thus segment reporting is not required.

## (iv) Disclosure of related parties/ related party transactions:

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

**- Key Management Personnel:**

Mr. Pramod Maheshwari (Managing Director)

Mr. Om Prakash Maheshwari (Whole time Director)

Mr. Nawal Kishore Maheshwari (Whole time Director)

Smt. Neelima Maheshwari (Director)

**- Relative of Key Management Personnel:**

Smt. Shilpa Maheshwari (Wife of Director)

Smt. Rekha Maheshwari (Wife of Director)

Smt. Radha Rani (Sister of Director)

**- Associates/Group companies:**

Imperial Infin Pvt Ltd

**- Joint Venture companies:**

StudyBoard Education Pvt. Ltd.

**- Enterprises under same Management:**

Diamond Business Solutions Private Ltd.

Om Prakash Maheshwari (HUF)

Wellwin Technosoft Private Ltd.

Gopi Bai Foundation

Proseed Foundation

Adarsh Foundation

Career Point Foundation

Progressive Foundation

Sankalp Foundation

Sarthak Foundation

Shakthi Foundation

**(b) Disclosure of Related Party transactions:**

Amount in ₹

S.No.	Nature of Transaction/ Relationship/ parties	2015-16	2014-15
i)	<b>Loan availed and repaid:</b>		
	<b>Key management Personnel:</b>		
	Mr. Pramod Maheshwari	240,967	
	Mr. Om Prakash Maheshwari	559,939	1,487,397
ii)	<b>Loan given:</b>		
	Enterprises under same Management:		
	Gopi Bai Foundation	344,645,540	127,760,716
	Career Point University, Kota	62,405,000	
	Career Point University, Hamirpur	76,635,000	
	Proseed Foundation	51,825,811	38,217,628
	Career Point Foundation		-
	Progressive Foundation	2,126,767	3,939,002
	Sankalp Foundation	3,713,448	3,169,734
	Adarsh Foundation	13,010	12,003
	Sarthak Foundation	1,772	1,621
	Shakti Foundation	3,216,355	1,739,556
	<b>Joint Venture</b>		
	StudyBoard Education Pvt. Ltd.	1,193,114	-
iii)	<b>Repayment of Loan received:</b>		
	<b>Enterprises under same Management:</b>		
	Gopi Bai Foundation	446,698,884	279,762,500
	Career Point University, Kota	36,316,740	
	Career Point University, Hamirpur	1,828,250	
	Adarsh Foundation		-
	Sankalp Foundation	42,481,435	-
	Progressive Foundation		-
	Shakti Foundation	1,270,000	
	Proseed Foundation	2,500,000	7,900,000
	<b>Joint Venture</b>		
	StudyBoard Education Pvt. Ltd.	950,811	-

**(c) Amount due to/from related parties:**

Amount in ₹

S.No.	Nature of Transaction/ Relationship/ parties	2015-16	2014-15
	<b>Loan Amount :</b>		
	<b>Enterprises under same Management:</b>		
	Gopi Bai Foundation	138,203,137	165,017,857
	Career Point University, Kota	25,949,934	-
	Career Point University, Hamirpur	74,634,575	-
	Adarsh Foundation	173,197	160,187
	Career Point Foundation		-
	Progressive Foundation	24,705,015	22,578,248
	Proseed Foundation	246,061,539	196,735,728
	Sankalp Foundation		38,767,987
	Sarthak Foundation	21,403	19,631
	Shakti Foundation	23,142,713	21,196,358
	<b>Receivable Amount</b>		
	Career Point University, Kota	392,553,211	
	Career Point University, Hamirpur	198,800,333	
	<b>Joint Venture</b>		
	StudyBoard Education Pvt. Ltd.	242,303	-

**(c) Amount due to/from related parties:**

Amount in ₹

	Rent Paid	Interest Paid	Interest Received
Key management Personnel:	60,000	3,867	
Relative of Key Management Personnel:	50,000	-	-
Associates/Group companies:	400,000	-	-
Enterprises under same Management:			36,936,941
<b>Total</b>	<b>510,000</b>	<b>3,867</b>	<b>36,936,941</b>

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

Amount in ₹

Particulars	2015-16	2014-15
<b>Basic EPS:-</b>		
Net profit after prior period items and Income tax (₹)	144,681,048	114,728,854
Weighted average number of equity shares outstanding at the end of the year	18,132,939	18,132,939
<b>Basic EPS (in `)</b>	<b>7.98</b>	<b>6.33</b>
<b>Diluted EPS:-</b>		
Adjusted profit for diluted earning per share (₹)	144,681,048	58,210,643
Weighted average number of equity shares outstanding at the end of the year	18,132,939	18,132,939
<b>Diluted EPS (in ₹)</b>	<b>7.96</b>	<b>3.21</b>

- (viii) Un-hedged foreign currency exposures as at 31st March, 2016 are as under:

Amount in ₹

Particulars	2015-16	2014-15
Receivables	NIL	NIL
Payables	NIL	NIL

- (viii) Estimated amount of contracts remaining to be executed on capital account (net of advances): ₹ 46,591,850/- (Previous Year ₹ 2,41,56,125/-).
- (ix) A CSR Committee is constituted and policy framed and uploaded on the website of the Company, however the Company is yet to start expending on CSR Activity.
- (x) There are no amounts due and outstanding to be credited to Investor Education & Protection Fund as at 31<sup>st</sup> March, 2016.
- (xi) 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 133 and other requirements of the Companies Act, 2013.

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 requirements and on the basis of actuarial valuation.

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

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

Cost is the amount of cash or cash equivalents paid or the fair

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

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

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

"Useful life is:(a) the period over which an asset is expected to be available for use by an enterprise; or(b) the number of production or similar units expected to be obtained from the asset by an enterprise."

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

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

### (vi) Depreciation

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

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

### (vii) Intangible assets

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

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

### (viii) Impairment of Assets

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

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

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

Recoverable amount is determined:

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

### (ix) Investments

- (a) Long term investments are carried at cost after providing for any diminution in value, if such diminution is of permanent nature
- (b) Current investments i.e. investments that are readily

realizable and intended to be held for not more than a year from the date on which such investments are made are carried at lower of cost or market value. The determination of carrying costs of such investments is done on the basis of specific identification.

**(x) Inventories**

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

**(xi) Miscellaneous Expenditure**

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

**(xii) Foreign Currency Transactions**

- (a) The reporting currency of the Group is Indian Rupee.
- (b) Foreign currency transactions are recorded on initial recognition in reporting currency, using the exchange rate at the date of transaction. At each Balance sheet date, foreign currency monetary items are reported using the closing rate.

The exchange differences arising on settlement of monetary items or on reporting at each balance sheet date are recognised as income or expense in the year in which they arise.

**(xiii) Taxes on Income**

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

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

**(xiv) Provisions, Contingent Liabilities and Contingent Assets**

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

Contingent Assets are neither recognized, nor disclosed.

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

As per our report attached

For 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 9, 2016

**Pramod Maheshwari**  
Managing Director & CEO  
DIN : 00185711

**Tarun Kumar Jain**  
GM Corporate and Legal Affairs  
and Company Secretary

Place: Kota  
Date: May 9, 2016

**Om Prakash Maheshwari**  
Executive Director & CFO  
DIN : 00185677

**Pawan Kumar Lalpuria**  
Independent Director  
DIN : 02016032

## NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Sixteenth Annual General Meeting (AGM) of the members of CAREER POINT LIMITED (CINL72200RJ2000PLC016272) will be held on Monday, 26<sup>th</sup> day of September, 2016 at 4.00 p.m. at CP Tower 1, IPIA, road No.1, Kota, Rajasthan 324 005 to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt
  - a. the audited standalone financial statements consisting of the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Notes annexed to, and forming part of, any of the above documents together with the reports of the Board of Directors and the Auditors thereon.
  - b. the audited consolidated financial statements consisting of the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Notes annexed to, and forming part of, any of the above documents together with the Auditors thereon.
2. To appoint a Director in place of Mr. Pramod Maheshwari (DIN: 00185711), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mrs. Neelima Maheshwari (DIN: 00194928), who retires by rotation and, being eligible, offers herself for re-appointment.
4. To ratify the appointment of M/s. Sharp & Tannan, Chartered Accountants, New Delhi (Registration No.: 000452N), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration for the financial year 2016-17.

### SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:  
"RESOLVED that pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Act and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Pramod Maheshwari, (DIN:00185711) as the Chairman, Managing Director and Chief Executive Officer of the Company for a period of five years from July 1, 2017, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice of this Meeting.  
RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds or things, as may be necessary and expedient, to give effect to the aforesaid resolutions."
6. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013, Rule 15 (3) of the Companies (Meetings of

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

RESOLVED FURTHER THAT the Members of the Company do hereby accord their approval to the Board of Directors of the Company to sign and execute all such documents, deeds and writings including agreements, memorandum and other documents with such modifications as may be required from time to time and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and/ or director(s) and/ or officer(s) of the Company to give effect to this resolution and to the aforesaid transaction(s) in the best interest of the Company."

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

7. To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:  
"RESOLVED THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the existing Clause 1 under Part (A) of the Objects Clause of the Memorandum of Association of the Company be replaced with the following Clause 1 and the said Part (A) of the Objects Clause shall now be titled as 'The objects to be pursued by the company on its incorporation are:  
1. To establish, purchase, maintain, develop and run coaching classes, training centres, colleges, universities, schools, play schools, skill development institutions and activities, education consultancy services, websites, research laboratories and other educational and academic institutions for imparting primary, secondary, higher education, professional, vocational, formal or informal education and programmes through instructions, tuitions, coaching and training, in all disciplines of arts, science, commerce, engineering, medicine, para-medical, management, computers and information technology in and outside India by mode of oral, written, correspondence, teleconferencing and online courses and to develop, publish, maintain and sell test-papers, educational books, magazines, periodicals, newsletters, journals and softwares in paper or in digital format or in any other format, to appoint franchisees or sub franchisees in India or outside India for all kinds of courses and programmes, to represent, act as agent or obtain franchise

rights from a principal, to acquire, technical assistance and course material from the principal, to carry on run hostels and allied activities, to lease out premises of such purposed etc, to undertake development and/or trade, sale, purchase, import, export of Books, gift items, kids games, puzzles, stationery items, computer software and all varieties of information technology services like medical transcription, GIS/GPS mapping, data entries, data conversion, internet services, intranet services, networking like WAN, LAN and its related protocols, e-commerce, forex operations relation to software, hardware consultancy, hiring, installation sale, export, import, maintenance of computer hardware, platform changing peripherals, and related services either on direct contract or sub-contract basis & running and maintaining institute/school providing general education and coaching in science, maths, medical, commerce, arts, engineering and computer education, training, information technologies and training covering, inter-alia to carry on the business of research and development, designing, manufacturing and trading in all

types of computer software and hardware in all areas including management information systems, database services, data warehousing, industrial applications, office systems, automation systems, artificial intelligence, cybernatics, simulations, desktop publishing communications including telecommunications and satellite communication, CAD/CAM, animations, operation systems, utilities and all other developments in the field of computers and information technology along with rendering consultancy services and services in the field of software development, turnkey projects and solutions, software export, information and data processing, computer systems, communications, operations research and technical services including commercial exploitations, export import and to act as distributors, dealers, authorized representatives, installers and commissioning agents of the same and publish/trade books, periodicals, newsletters and study materials on papers, CD, internet or other I.T. media.

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

**Kota, August 08, 2016**  
**Registered Office:**  
CP Tower 1, Road No. 1,  
IPIA, Kota, Rajasthan 324005

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

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. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. The Register of Members and Share Transfer Books of the Company shall remain closed during the Book Closure period, i.e., from September 19, 2016 to September 26, 2016, both days inclusive.
4. 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.
5. 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.
6. The route map showing directions to reach the venue of the AGM is annexed.
7. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in physical form may submit the same to the Company. Members holding shares in electronic form may submit the same to their respective depository participant.
8. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. 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.
10. Pursuant to the provisions of the Companies Act, 2013 read with the Rules framed thereunder, the Company may send notice of general meeting, directors' report, auditors' report, audited financial statements and other documents through electronic mode. Further, pursuant to the first proviso to the Rule 18 of the Companies (Management and Administration) Rule, 2014, the Company shall provide an advance opportunity at least once in a financial year to the members to register their e-mail address and changes therein. In view of the same, Members are requested to kindly update their e-mail address with depository participants in case of holding shares in demat form. If holding shares in physical form, Members are requested to inform their e-mail ID to the Company.
11. Electronic copy of the Notice of the 16th 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.

12. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
13. As per Section 136 of the Companies Act, 2013 read with Rule 11 of Companies (Accounts) Rules, 2014, financial statements may be sent to the Members:
  - a) by electronic mode to such Members whose shares are held in dematerialised form and whose email IDs are registered with Depository for communication purposes;
  - b) where Shares are held in physical form, to such Members who have positively consented in writing for receiving by electronic mode; and
  - c) by dispatch of physical copies through any recognized mode of delivery as specified under Section 20 of the Act, in all other cases.

In case, you desire to receive the aforesaid documents in electronic mode in lieu of physical mode, kindly update your e-mail ID with:

  - i. Our RTA: for the Shares held in physical form and
  - ii. Your respective Depository Participants: for the Shares held in dematerialised form.
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.

18. Information as required under Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 pertaining to the Directors proposed to be re-appointed, is as follows:

Name of Director	Mr. Pramod Maheshwari	Mrs. Neelima Maheshwari
Designation	Chairman, Managing Director & CEO	Non-Independent and Non-Executive Director
Date of Birth	March 03, 1971	March 19, 1971
Date of Appointment	March 31, 2000	August 12, 2014
Experience in Specific functional areas	Over 22 years of experience in the field of education, developing and implementing training methodologies.	Over 12 years of experience in formal education.
Educational Qualifications	B.Tech from IIT Delhi	M. Pharma
Details of shares held in the Company	1527813 equity shares	1339500 equity shares
List of companies (other than Career Point Ltd.) in which Directorships held as on 31.03.2016 (excluding Pvt. Ltd. Companies)	1. Career Point Infra Ltd. 2. Career Point Edutech Ltd. 3. Srajan Capital Ltd. 4. Wellwin Technosoft Ltd.	Shricon Industries Limited
Chairman / Member of the Committees of companies (other than Career Point Ltd.) on which he/she is a Director as on 31.03.2016	NIL	3
Relationship with other directors	Relative of Mr. Om Prakash Maheshwari, CFO & Executive Director and Mr. Nawal Kishore Maheshwari, Executive Director	Relative of Mr. Om Prakash Maheshwari, CFO & Executive Director

For other details such as number of meetings of the Board attended during the year, remuneration drawn in respect of the aforesaid directors, please refer to the Corporate Governance Report.

19. E-voting: Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their votes at the AGM by electronic means and the business may be transacted through e-voting as per instructions below:

- The voting period begins on Thursday the 22 day of September, 2016 at 9.00 a.m. and will end on Sunday, the 25 day of September, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of the 19th day of September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- Click on "Shareholders" tab.
- Now, select the "CAREER POINT LIMITED" from the drop down

17. During the Financial Year 2014-15, Career Point Limited declared Interim Dividend. Members are informed that the list of unclaimed dividend for the year ended 31st March 2016 has been updated on Company's website [www.cpil.in](http://www.cpil.in). If shareholders does not claim the said dividend within 7 years from the date of declaration the unclaimed dividend shall be transferred to the Investor Education and Protection Fund established by the Central Government in terms of Section 205C(2)(a) of the Companies Act, 1956 on the expiry of 7 years from the date of declaration.

- menu and click on "SUBMIT"
- Now Enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:
  - After entering these details appropriately, click on "SUBMIT" tab.
  - 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

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

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](mailto: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](mailto: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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [investors@cpil.in](mailto:investors@cpil.in)

- The Board of Directors has appointed Advocate Amit Gupta, (Bar Council Registration No. 1550/2005) as a Scrutinizer to scrutinize the process of remote e-voting and voting at the venue of the meeting in a fair and transparent manner.
  - The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
  - The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.cpil.in](http://www.cpil.in) and on the website of CDSL immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
20. The facility for voting, either through electronic voting system or polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.
  21. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE



REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF COMPANIES, SOCIETIES, ETC. MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE. A BLANK PROXY FORM IS ATTACHED WITH THE ANNUAL REPORT. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN

AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY.

22. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

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

**Kota, August 08, 2016**  
**Registered Office:**  
CP Tower 1, Road No. 1,  
IPIA, Kota, Rajasthan 324005

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

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

### Item No.5

Members are informed that as the term of office of Mr. Pramod Maheshwari, Chairman, Managing Director & CEO expired on June 30, 2016 and due for renewal. Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at their meeting held on August 08, 2016, approved the re-appointment of Mr. Pramod Maheshwari as the Chairman, Managing Director & CEO of the Company for a further period of five (5) years w.e.f. July 1, 2017 subject to the approval of the shareholders at this Annual General Meeting.

Mr. Pramod Maheshwari, is the Chairman, Managing Director and Chief Executive Officer of the Company. He has been a Director of the Company since March 2000. He holds a B.Tech Degree from IIT Delhi. He is the key founder member of the Company. Under his leadership and guidance, the Company has taken great strides. His dynamic vision, strategic focus, and entrepreneurial skills continue to guide the growth of the Company's businesses. He has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time; it would be in the interest of the Company to continue the employment of Mr. Pramod Maheshwari as Chairman, MD and CEO of the Company. The material terms of the re-appointment and remuneration of Mr. Pramod Maheshwari as Chairman & Managing Director are as follows:

1. **Designation** : Chairman & Managing Director & Chief Executive officer
2. **Period** : Five (5) years with effect from 1 July, 2017
3. **Remuneration**:
  - a. Basic Salary: Rs. 125,000 per month
  - b. House rent allowance: Rs. 45,000 per month.
  - c. Medical reimbursement: Expenditure on self and family within a limit of Rs. 1500 per month.
  - d. Allowance on purchase of books/Journal/ Periodicals: such expenditure for furtherance of academic or professional knowledge and research for furtherance of Company's business subjected to maximum of Rs. 4,000 per month.
  - e. Transport allowance: to be paid for to & fro residence to office at Rs. 1600 per month.
  - f. Leave travel allowance upto one month's salary, which can be availed once in two years.
  - g. Gratuity: not exceeding on half month's salary for each completed years of service.
  - h. Bonus: as per rules of our Company not exceeding 20% of salary.
  - i. Superannuation fund: superannuation or annuity funds benefits in accordance with any such scheme adopted by our Company.
  - j. Earned leave: on full pay and allowances not exceeding one month's leave for every completed 11 month's service and leave accumulated and not availed to be encashed as per our Company's rule.
  - k. Reimbursement of expenses: reimbursement of travelling and other expenses incurred by him during the

course of business of our Company.

- l. 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.
- m. Club Membership: Admission and subscription fees for 2 clubs.
- n. Reimbursement of Mobile phone bill for use on Company's business
- o. Uniform and washing allowance: Rs. 5000 per month
- p. Insurance premium on insurance policies as defined under income tax act 1961.

The terms contained in the resolution shall constitute the written memorandum setting out the terms of re-appointment.

The draft of the documents proposed to be entered into by the Company with Mr. Pramod Maheshwari is available for inspection by the Shareholders at the Registered Office of the Company on any working day except public holidays, Saturdays and Sundays between 10.00 a.m. and 5.00 p.m. upto the date of the ensuing Annual General Meeting.

Mr. Pramod Maheshwari is interested in the resolution as it relates to his own appointment. 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 of Directors recommends the resolution for your approval.

### Item No.6

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

The Company's transactions in the financial year 2016-17 with Related Parties are expected to exceed the prescribed threshold limits under the LODR Regulation so as to qualify as material related party transactions thereunder.

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

S.No.	Type of Transaction	Name of the Related Parties	Nature of Relationship	Maximum Limit (Rs. In Crores)
1.	Sale or Supply of Goods & Material	Career Point Accessories Private Limited	Subsidiary	10
2.	Availing/Rendering of any services	Gopi Bai Foundation Trust	Charitable Trust under same management	20
		Career Point Accessories Private Limited	Subsidiary	10
		Career Point University, Kota	Institution sponsored by Gopi Bai Foundation Trust & established by Act no. 13/2012 Govt. of Rajasthan	75
		Career Point University, Hamirpur	Institution sponsored by Gopi Bai Foundation Trust & established by Act no. 12/2012 Govt. of H.P.	50

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

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

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

The Board of Directors recommends the resolution for your approval.

#### Item No.7

In order to elaborate and clarify the existing business of the Company and to enable the Company to undertake this additional business as above, it is proposed to amend the Main Objects Clause of the Memorandum of Association of the Company. The business activities discussed hereinabove can be conveniently and advantageously

combined with the existing business of the Company. The Board of Directors at its meeting held on 8 August 2016 decided to alter main object clause in the Memorandum of Association in order to elaborate the present business and to enable the Company to carry out the above new line of business in addition to its existing business.

The amended MoA is available for inspection by the Shareholders at the Registered Office of the Company on any working day except public holidays, Saturdays and Sundays between 10.00 a.m. and 5.00 p.m. upto the date of the ensuing Annual General Meeting.

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

By virtue of Section 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014; approval of members by way of special resolution is a prerequisite to amend the objects clause of the Company and thus your approval is sought for the same.

The Board of Directors recommends the resolution for your approval.

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

**Kota, August 08, 2016**  
**Registered Office:**  
CP Tower 1, Road No. 1,  
IPIA, Kota, Rajasthan 324005

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

## 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](mailto:careerpointgogreen@linkintime.co.in) quoting your folio number, name, PAN, mobile number. We would be mailing all the future shareholder communication to the e-mail id furnished to us.

Please note that as a member of the Company, you will always be entitled to receive all such communication in physical form, upon request.

For Career Point Limited

Tarun Kumar Jain

GM (Corporate & Legal Affairs) & Company Secretary

**CAREER POINT LIMITED**

(CIN: L72200RJ2000PLC016272)

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

**[ Form No. MGT-11 ]****PROXY FORM**

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

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

Registered address: \_\_\_\_\_

Folio/Client Id: \_\_\_\_\_ DP ID: \_\_\_\_\_

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

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

and whose signature(s) are appended below, as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 16<sup>th</sup> Annual General Meeting of the Company, to be held on Monday, the 26<sup>th</sup> day of September, 2016 at 4.00 P.M. at CP Tower 1, 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
	<b>Ordinary Business</b>
1.	Adoption of Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2016
2.	Re-appointment of Mr. Pramod Maheshwari, who retires by rotation.
3.	Re-appointment of Mrs. Neelima Maheshwari, who retires by rotation.
4.	To ratify the appointment of Statutory Auditor of the Company
	<b>Special Business</b>
5.	Approval for re-appointment of Mr. Pramod Maheshwari, as Chairman, Managing Director & CEO
6.	Approval for Material Related Party Transaction, under section 188 of the Companies Act, 2013
7.	Approval for change in object clause of Memorandum of Association

₹1  
Revenue  
Stamp here

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

**Signature of Shareholder****Signature of Proxy Holder****Note :** 1. A Proxy need not be a member of the Company.

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



## CAREER POINT LIMITED

(CIN: L72200RJ2000PLC016272)

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

### ATTENDANCE SHEET

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

Regd. Folio No/Client ID \_\_\_\_\_ DP-ID No. \_\_\_\_\_

Name and Address of First Sole Shareholder \_\_\_\_\_


No. of Shares held: \_\_\_\_\_

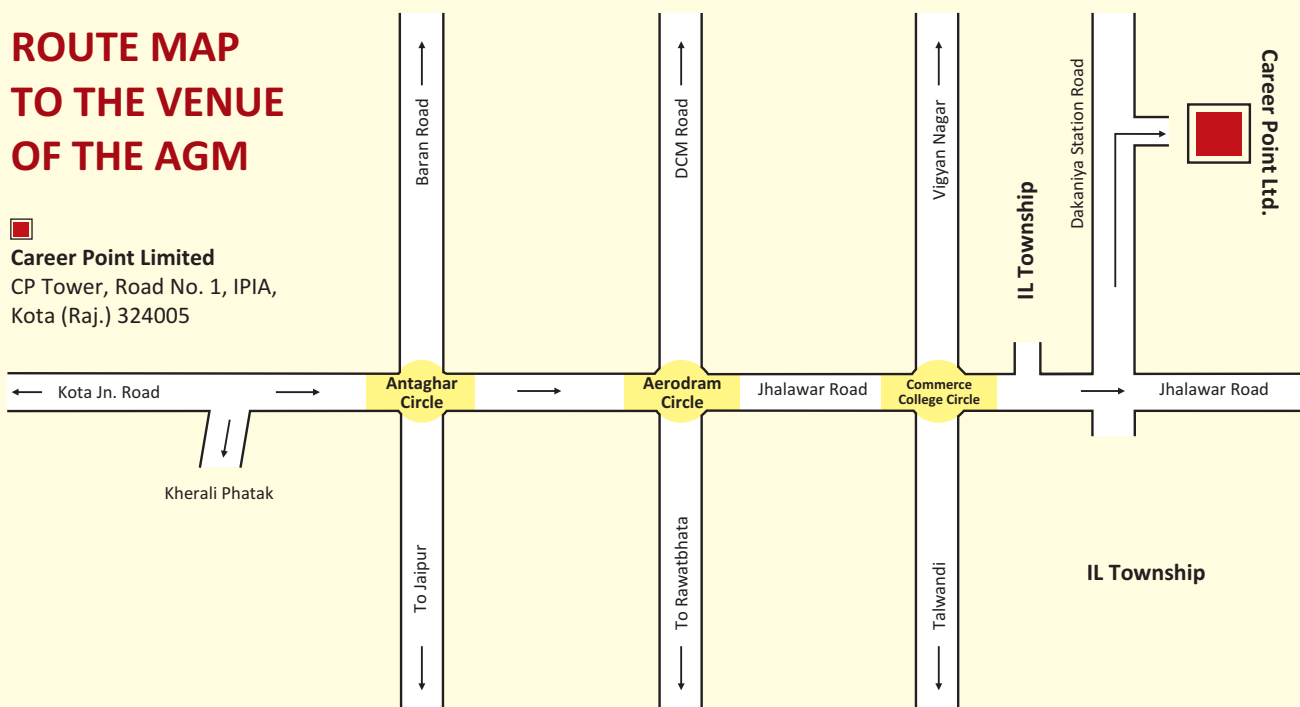
I hereby record my presence at the 16<sup>th</sup> Annual General Meeting of the Members of CAREER POINT LIMITED to be held on Monday, the 26<sup>th</sup> day of September, 2016 at 4.00 P.M. at CP Tower 1, Indraprastha Industrial Area, Road No.1, Kota-324005, Rajasthan India.

Signature of the Member / Proxy

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

### ROUTE MAP TO THE VENUE OF THE AGM

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





# Media Speak

**करियर प्वाइंट में इंजीनियरिंग प्रवेश परीक्षाओं पर सेमिनार**



कोटा, 20 दिसंबर: करियर प्वाइंट की ओर से आयोजित 'करियर प्वाइंट यूनिवर्सिटी' के प्रवेश परीक्षाओं पर सेमिनार में हजारों छात्रों की भागीदारी देखी गई।

**करियर प्वाइंट को मिला लाइफ टाइम अचीवमेंट अवार्ड**



कोटा, 20 दिसंबर: करियर प्वाइंट को 'लाइफ टाइम अचीवमेंट अवार्ड' प्रदान किया गया।

**करियर प्वाइंट की ऑनलाइन टेस्ट सीरीज**



कोटा, 20 दिसंबर: करियर प्वाइंट की ऑनलाइन टेस्ट सीरीज शुरू की गई।

**करियर प्वाइंट यूनिवर्सिटी में जेफेयर में पहले दिन 590 का चखेला के 17 से अधिक छात्रों ने कराया रजिस्ट्रेशन**



कोटा, 20 दिसंबर: करियर प्वाइंट यूनिवर्सिटी में जेफेयर में पहले दिन 590 का चखेला के 17 से अधिक छात्रों ने कराया रजिस्ट्रेशन।

**उड़ान प्रतियोगिता के तीसरे चरण में 300 स्टूडेंट्स हुए शामिल**



कोटा, 20 दिसंबर: उड़ान प्रतियोगिता के तीसरे चरण में 300 स्टूडेंट्स हुए शामिल।

**करियर प्वाइंट गुरुकुल में वार्षिक परीक्षा**



कोटा, 20 दिसंबर: करियर प्वाइंट गुरुकुल में वार्षिक परीक्षा आयोजित की गई।

**करियर यूनिवर्सिटी को हिमाचल रतन प्रेसोनल अर्थव्यवस्था पर अखिल भारतीय सम्मान संस्थान ने नरुजा**



कोटा, 20 दिसंबर: करियर यूनिवर्सिटी को हिमाचल रतन प्रेसोनल अर्थव्यवस्था पर अखिल भारतीय सम्मान संस्थान ने नरुजा।

**सात समंदर पार से कोटा पढ़ने आ रहे छात्र**



कोटा, 20 दिसंबर: सात समंदर पार से कोटा पढ़ने आ रहे छात्र।

**जारों लोगों तक खाना पहुंचाने में देर हो जाईर्स को भी नहीं दिया था डेमो, आज तक न**



कोटा, 20 दिसंबर: जारों लोगों तक खाना पहुंचाने में देर हो जाईर्स को भी नहीं दिया था डेमो, आज तक न।

**Kudos to achievers!**



कोटा, 20 दिसंबर: Kudos to achievers!

**राजस्थान पत्रिका कोटा कोविंग को समझने आए सिविकिक के छात्र**



कोटा, 20 दिसंबर: राजस्थान पत्रिका कोटा कोविंग को समझने आए सिविकिक के छात्र।

**न को याद किया, हुई धर्मोत्तरी प्रतिव**



कोटा, 20 दिसंबर: न को याद किया, हुई धर्मोत्तरी प्रतिव।

**कृषि व बागवानी की नवीन तकनीक की दी जानकारी**



कोटा, 20 दिसंबर: कृषि व बागवानी की नवीन तकनीक की दी जानकारी।

**बॉय, बैटल ऑफ बैण्ड्स को**



कोटा, 20 दिसंबर: बॉय, बैटल ऑफ बैण्ड्स को।

**कोटा कोविंग को समझने आए सिविकिक के छात्र**



कोटा, 20 दिसंबर: कोटा कोविंग को समझने आए सिविकिक के छात्र।

**न को याद किया, हुई धर्मोत्तरी प्रतिव**



कोटा, 20 दिसंबर: न को याद किया, हुई धर्मोत्तरी प्रतिव।



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