


**COMPOSITE SCHEME OF ARRANGEMENT
BETWEEN
SRAJAN CAPITAL LIMITED
(TRANSFEROR COMPANY)
AND
CAREER POINT LIMITED
(TRANSFeree COMPANY/ DEMERGED COMPANY)
AND
CAREER POINT EDUTECH LIMITED (RESULTING COMPANY)
AND
THEIR RESPECTIVE SHAREHOLDERS**

**(UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE
PROVISIONS OF THE COMPANIES ACT, 2013)**

For Career Point Limited


Authorised Signatory

For Career Point Edutech Limited


Authorised Signatory

SRAJAN CAPITAL LIMITED


AUTHORISED SIGNATORY

A. PREAMBLE

This Composite Scheme of Arrangement ("**Scheme**") provides for:

- a) amalgamation of Srajan Capital Limited into Career Point Limited; and
- b) demerger of Demerged Undertaking of Career Point Limited into Career Point Edutech Limited

pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.

B. DESCRIPTION OF COMPANIES

a) Srajan Capital Limited ("**SCL**") was incorporated as a public limited company on December 09, 2013 under the provisions of the Companies Act, 2013. The registered office of SCL has been shifted from Rajasthan to the State of Punjab vide the Order of the Regional Director dated February 07, 2020 and the fresh certificate of incorporation was issued by the Registrar of Companies, Chandigarh on April 03, 2020 with U65910PB2013PLC050993 as its CIN. The registered office of SCL is now situated at Village Tangori, Mohali, Punjab 140601. SCL is registered with the Reserve Bank of India as a non-deposit accepting Non-Banking Financial Company under Section 45 IA of Reserve Bank of India Act, 1934 vide certificate dated December 09, 2014 [Certificate No. B-10.00230]. Post shifting of registered office of SCL to the state of Punjab, Reserve Bank of India, Chandigarh has issued a fresh certificate of NBFC registration bearing certificate no. B-06.00624 on July 31, 2020. SCL is primarily engaged in the business of providing loans, including educational loans, institutional loans, personal loans and business loans (trade finance and term loans to regional SMEs). SCL is a wholly owned subsidiary of Career Point Limited.

b) Career Point Limited ("**CPL**") was incorporated as a public limited company on March 31, 2000 under the provisions of the Companies Act, 1956 under the name of "Career Point Infosystems Limited". The name has been changed to Career Point Limited on September 30, 2011. The registered office of CPL has been shifted from Rajasthan to the State of Punjab vide the Order of the Regional Director dated August 19, 2021 and the fresh certificate of incorporation was issued by the Registrar

For Career Point Limited


 Authorised Signatory

For Career Point Edutech Limited


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SRAJAN CAPITAL LIMITED


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of Companies, Chandigarh on October 20, 2021 with L80100PB2000PLC054497 as its CIN. The registered office of CPL is now situated at Village Tangori, Mohali, Punjab 140601. The shares of CPL are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). CPL is primarily engaged in the education business includes offering the diversified products and integrated services in education segments including pre-school, school education (K-12), test preparation (tutorial services), higher education (universities), e-Learning and vocational education. CPL also carries on education business through its subsidiaries including Career Point Edutech Limited. Further, CPL holds investments in its subsidiaries which are engaged in non-education business.

- c) Career Point Edutech Limited ("CP Edutech") was incorporated as a public limited company on November 09, 2006 under the provisions of the Companies Act, 1956. The CIN of CP Edutech is U80302RJ2006PLC023306. The registered office of CP Edutech is situated at B-28, 10-B Scheme, Gopalpura Bypass Jaipur, Rajasthan 302018. CP Edutech is primarily engaged in the business of selling of Video Lecture of Physics, Chemistry, Math and Biology in pen drive and memory cards, books of IITJEE. CP Edutech also developed the software for online test series and maintaining of student data and provide the software on fixed price to educational institutions. Currently, CPL holds 5,78,947 equity shares having face value of INR 10 each in CP Edutech.

SCL, CPL and CP Edutech are together referred as "Parties"

C. RATIONALE FOR THE SCHEME

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

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