



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON FRIDAY THE 14<sup>TH</sup> DAY OF FEBRUARY, 2023 AT THE CORPORATE OFFICE OF THE COMPANY LOCATED AT CP TOWER-1, ROAD NO. 1, IPIA, KOTA, RAJASTHAN-324005 AT 12:30 PM AND CONCLUDED AT 02:35 PM**

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the rules and regulations made thereunder (including any statutory modifications or any amendments thereto or any substitutions or any re-enactments thereof for the time being in force) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to the necessary approvals/consents/sanctions and permissions of the shareholders and/or creditors of the Company, if and to the extent required, and subject to the sanction of the National Company Law Tribunal (the "NCLT"), Securities and Exchange Board of India ("SEBI"), Stock Exchanges or such other competent authority, as may be applicable or any other appropriate authority under the applicable provisions of the Act, the consent of the Board of Directors of the Company (the "Board") be and is hereby accorded to the Scheme of Arrangement between the Company, Career Point Edutech Limited ('CP Edutech' or 'Resulting Company') and Srajan Capital Limited ('SCL' or 'Transferor Company') and their respective shareholders (the "Scheme") as defined in the Scheme, in the present form or with such alterations/modifications as may be approved or imposed or directed by the Tribunal as per the terms and conditions mentioned in the Scheme placed before the Board and initialled by the Director for the purpose of identification."

**"RESOLVED FURTHER THAT** the valuation report dated February 14, 2023, submitted by Mr. Naveen Agarwal, Registered valuer (Reg no. IBBI/RV/02/2019/12272), fairness opinion dated February 14, 2023 submitted by Mr. Jinesh Doshi, Authorised Signatory Srujan Alpha Capital Advisors LLP, Merchant Banker (SEBI Registration No. INM000012829), report submitted by the audit committee dated February 14, 2023 recommending the draft Scheme of Arrangement are placed before the Board, be and are hereby considered, noted and accepted."

**"RESOLVED FURTHER THAT** the certificate dated February 14, 2023 submitted by M/s Lodha & Co., Statutory Auditor of the company (FRN. 301051E) issued in terms of Para I(A)(10)(c) of SEBI Master Circular dated November 23, 2021 certifying non-applicability of Para I(A)(10)(a) and Para I(A)(10)(b) of SEBI Master Circular is placed before the Board, be and are hereby considered, noted and approved."

**"RESOLVED FURTHER THAT** unless required or not dispensed with by the NCLT, as the case may be, NCLT convened meeting of the creditors and / or members of the Company be convened in terms of the directions as may be issued by the NCLT."

**"RESOLVED FURTHER THAT** SCL being a wholly owned subsidiary of the Company, there shall be no issuance of shares by the Company as a consideration for the merger of SCL with the Company."

For Career Point Limited

**CAREER POINT LIMITED**

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Corporate Office: CP Tower, Road No.-1, IPIA, Kota (Rajasthan) 324005

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**DIRECTOR**

Authorised Signatory

**CAREER POINT LIMITED**

*[Handwritten signature]*