



To,
The General Manager
Department of Corporate Services
BSE Limited
Application no. 170399

To,
The Deputy Manager
National Stock Exchange of India Ltd
Application no. 34634

Sub: Application under Regulation 37 of the SEBI (Listing Obligation and Disclosure Requirements), Regulation 2015 for the proposed scheme of arrangement between Gyan Eduventure Private Limited, Srajan Capital Limited and Career Point Limited and their respective shareholders ("the Scheme)

No Objection Certificate to the scheme by Secured Lenders/ Creditors

Dear Sir,

1. Please refer to our application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, (LODR Regulations) for the Composite Scheme of Arrangement (the Scheme) involving the following:
 - Merger of Srajan Capital Limited into Career Point Limited
 - Demerger of education business undertaking of Career Point Limited into Career Point Edutech Limited.
2. We confirm that Srajan Capital Limited and Career Point Edutech Limited do not have any secured creditor as on March 31, 2023.
3. List of secured creditors of Career Point Limited as on March 31, 2023 is enclosed as **Annexure A**. We confirm that we have obtained NOC of more than 98% of the secured creditors in value to the said Scheme. Copy of the NOCs issued by secured creditors are enclosed as **Annexure B**.

We request you to please take the above on records. In case of any further clarifications/ documents are required, we would be glad to provide the same.

For Career Point Limited
For CAREER POINT LIMITED


Manmohan Pareek
Company secretary & Compliance Officer

Date: 17/04/2023
Place: Kota


CAREER POINT LIMITED

Registered Office: Village Tangori , Banur, Mohali (Punjab) 140601
Corporate Office: CP Tower, Road No.-1, IPIA, Kota (Rajasthan) 324005
Phone: 0744-3559282 | **E-mail:** investors@cpil.in | **Website:** www.cpil.in | **CIN:** L80100PB2000PLC054497



Annexure A

List of Secured Creditors as on March 31, 2023 along with NOC received			
Name of the Institution	Amount (Amount in Crs)	Percentage	Status of NOC
Kotak Mahindra Bank Limited	4.11	29.61%	Received. Enclosed as per Annexure B
ICICI Bank Limited	5.32	38.33%	Received. Enclosed as per Annexure B
IndusInd Bank Limited	4.19	30.19%	Received. Enclosed as per Annexure B
Bank of Baroda	0.26	1.87%	Not received
Total	13.88	100%	

For CAREER POINT LIMITED

Anmohan Parcek
(Company Secretary)

CAREER POINT LIMITED

Registered Office: Village Tangori, Banur, Mohali (Punjab) 140601

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

Phone: 0744-3559282 | E-mail: investors@cpil.in | Website: www.cpil.in | CIN: L80100PB2000PLC054497



Kotak Mahindra Bank

To,
Career Point Limited
Village Tangori,
Banur, Mohali,
Punjab, India 140601

Sub:- Composite Scheme of Arrangement between the Career Point Limited (Transferee /Demerged Company), Career Point Edutech Limited ('CPEL' or 'Resulting Company') and Srajan Capital Limited ('SCL' or 'Transferor Company') and their respective shareholders (the "Scheme")

Ref: Letter dated 14.03.2023 requesting NOC for the Scheme

This is further to the request vide your letter dated **14.03.2023** seeking no objection certificate (NOC) for the Composite Scheme of Arrangement involving merger of Srajan Capital Limited into Career Point Limited and demerger of Education Business Undertaking of the Career Point Limited into Career Point Edutech Limited.

We hereby convey our "No Objection" to the Scheme.

Kotak Mahindra Bank Limited also gives its consent to dispense with the holding of the meeting of the creditors of the Company in connection with the Scheme. However, if a meeting is convened as per the directions of or in accordance with an order of any competent authority and/or by any other creditor, Kotak Mahindra Bank Limited reserves the right to attend and be heard at such meeting.

Thanking you

For Kotak Mahindra Bank Ltd



Authorized Signatory

Kotak Mahindra Bank Ltd.
CIN: L65110MH1985PLC038137

Plot No 19, 4th Floor
Vallabh Nagar
Kota - 324 007, Rajasthan

T +91 744 5153333
www.kotak.com

Registered Office:
27 BKC, C 27, G Block,
Bandra Kurla Complex,
Bandra (E), Mumbai 400051,
Maharashtra, India.



To
Career Point Limited
Village Tangori,
Banur, Mohali,
Punjab, India 140601

Sub:- Composite Scheme of Arrangement between the Company, Career Point Edutech Limited ('CPEL' or 'Resulting Company') and Srajan Capital Limited ('SCL' or 'Transferor Company') and their respective shareholders (the "Scheme")

Ref: Your letter dt. 09.03.2023 requesting NOC for the Scheme

This is further to the request vide your 09.03.2023 seeking no objection certificate (NOC) for the Composite Scheme of Arrangement involving merger of SCL into Company and demerger of Education Business Undertaking of the Company into GEPL.

We hereby convey our "No Objection" to the Scheme.

Indusind Bank Limited also gives its consent to dispense with the holding of the meeting of the creditors of the Company in connection with the Scheme. However, if a meeting is convened as per the directions of or in accordance with an order of any competent authority and/or by any other creditor, Indusind Bank Limited reserves the right to attend and be heard at such meeting.

Thanking you

Yours faithfully

A handwritten signature in blue ink, appearing to read 'Sharad Anuja', written over a circular blue ink stamp of IndusInd Bank Limited.

Sharad Anuja
Regional Credit Manager
Indusind Bank Limited



No Objection Certificate

Ref. No. 317

Date - 23/03/2023

To,

Mr. Pramod Maheshwari

Career Point Limited

Village Tangori,

Banur, Mohali,

Punjab, India 140601

Sub:- No-Objection Certificate (NOC) for the Composite Scheme of Arrangement (more particularly described below) between the Career Point Limited ("**Borrower**", more particularly described below), Career Point Edutech Limited ("**Resulting Company**", more particularly described below) and Srajan Capital Limited ("**Transferor Company**", more particularly described below) and their respective shareholders

Ref: Letter dated 22/03/2023 ("Request Letter") from the Borrower requesting ICICI Bank Limited ("ICICI Bank") to issue NOC for the Composite Scheme of Arrangement

This is in respect to Career Point Limited/Borrower, a public company incorporated under the Companies Act, 1956 and having its registered office at Village Tangori, Mohali, Punjab, 140601 which has availed certain credit facilities from ICICI Bank vide Facility Agreement dated 30/11/2020 and CAL No. CAL234003945762 dated March 13, 2023 (together referred to as the "**Facilities**").

The Borrower vide the Request Letter has requested ICICI Bank to issue an NOC for the Proposed Composite Scheme of Arrangement involving amalgamation of Srajan Capital

ICICI Bank Limited
4th Floor, JSEL Building,
Malviya Nagar,
Jaipur - 302 017.

Website www.icicibank.com
CIN : L65190GJ1994PLC021012

Regd. Office : ICICI Bank Tower, Near Chakli Circle,
Old Pedra Road, Vadodara 390 007,
India.
Corp. Office : ICICI Bank Towers, Bandra-Kurla
Complex, Mumbai 400061, India.



Limited/Transferor Company, a public company incorporated under the Companies Act, 1956 and having its registered office at Village Tangori, Mohali, Punjab 140601 into the Borrower company and demerger of Borrower's education business into a new resulting company namely Career Point Edutech Limited/Resulting Company.

In light of the Request Letter, we have no objection to the Composite Scheme of Arrangement to be filed with Hon'ble National Company Law Tribunal, Chandigarh Bench at Chandigarh ("NCLT") however this NOC is subject to fulfillment of the following conditions to ICICI Bank' sole satisfaction-

(1) The Borrower shall execute an indemnity-cum-undertaking in favour of ICICI Bank whereby the Borrower shall undertake that the education business of the Borrower, which is proposed to be demerged into the Resulting Company, will continue to be an integral part of the business activities of the Borrower and the end usage of funds under the Facilities shall be strictly utilized for education purpose till the Composite Scheme of Arrangement is approved and sanctioned by the NCLT, including the period of time till the NCLT passes a final decree/order and period of limitation prescribed for preferring an appeal or till such time the said period elapses, whichever is earlier.

(2) All requisite approvals, including but not limited to, from SEBI, RBI, NCLT shall be obtained within 180 days from the date of this NOC and ICICI Bank should be duly informed of the same immediately.

(3) Once all the requisite approvals are obtained, ICICI Bank may initiate the process of transfer of Facilities sanctioned to the Borrower to the Resulting Company subject to fulfilment of the following conditions-



- (a) execution of fresh transaction documents for the proposed sanction of limits to the Resulting Company;
 - (b) Compliance with ICICI Bank's internal processes and procedure;
 - (c) Compliance with the existing law in force;
 - (d) Credit and risk analyses by ICICI Bank of the impact of Borrower's asset/liability transfer in favour of the Resulting Company; and
 - (e) The existing terms and conditions governing the Facilities as well as the security structure securing the Facilities shall be as it is applicable the facilities sanctioned to the Resulting Company, unless otherwise modified at the sole discretion of ICICI Bank.
 - (f) Any other condition as required by ICICI Bank.
- (4) The Borrower undertakes to transfer the Facilities to the Resulting Company within 45 days from the date of passing of NCLT final order/decree.
- (5) In case the Facilities sanctioned to the Borrower are not transferred to the Resulting Company because of non-compliance of any of the aforesaid conditions, in that case the Borrower shall immediately close the Facilities within 15 business days and if not closed within the stipulated time period, additional/default interest @ 2% shall be charged on outstanding loan amount from date of issuance of this NOC.

In case of any default in meeting any of the aforementioned conditions, this NOC shall stand revoked

Additionally, when meeting(s) of the secured creditor(s) of the Borrower is/are convened as per the directions of or in accordance with an order of any competent



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Corp. Office : ICICI Bank Towers, Bandra-Kurla
Complex, Mumbai 400051, India.



authority and/or by any other creditor, ICICI Bank reserves the right to be given prior notice of such meeting(s) as well as attend and be heard at such meeting.

Yours Sincerely,

For ICICI Bank Limited



Authorized Signatory