



To,
The General Manager
Department of Corporate Services
BSE Limited
P.J. Towers, Dalal Street
Mumbai – 400001

Sub: Application no. 170399 under Regulation 37 of the SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015 for the proposed scheme of arrangement between Career Point Edutech Limited (“CP Edutech”), Srajan Capital Limited (“SCL”) and Career Point Limited (“CPL”) and their respective shareholders (“the Scheme)


Response to the queries dated May 09, 2023

Dear Sir/ Ma'am,

This is with regards to the queries raised by your office on May 09, 2023 seeking certain details/ documents in relation to the application no. 170399 for the proposed Scheme. In this connection, please find below our responses: -

1.	It is observed that the certificate submitted by Kamal K Gupta & Company dated March 23, 2023, inter alia providing additional details w.r.t demerger is not signed by the Chartered Accountant. Therefore, kindly provide a duly signed copy of the said certificate.
Reply	The signed certificate issued by Kamal K Gupta & Company is enclosed herewith as Annexure A.
2.	The Company in its reply dated March 16, 2023, has inter alia stated that the Company undertakes to adopt the independent Director report and Accounting Treatment certificate in the next board meeting of CPL and submit the same to the Exchange. However, it is observed that the Company has not yet submitted the same. In this regard, kindly provide the aforesaid Board Resolution from the Company.
Reply	The certified true copy of the board resolution approving the independent Director report and Accounting Treatment certificate is enclosed herewith as Annexure B.
3.	From the Board of Directors resolutions submitted by the Company, it is observed that the BOD of Career Point Limited and Srajan Capital Limited have inter alia approved the instant scheme at their meeting held on February 14, 2023. However, the BoD of Career Point Edutech Limited have approved the instant scheme at their meeting held on February 14, 2022. In this regard, kindly provide clarification for the aforesaid discrepancy.
Reply	Please note that the Board of Directors of CP Edutech have approved the scheme vide board meeting dated February 14, 2023. However, the date of the meeting in the certified true copy of the resolution was inadvertently mentioned as February 14, 2022 instead of February 14, 2023. The revised copy of certified true copy of the board resolution of CP Edutech is enclosed herewith as Annexure C.
4.	It is observed that BoD of the Companies have at their meetings held on February 14, 2023, inter alia approved the said scheme. However, RBI has granted its NOC to the said scheme on September 14, 2022, which is prior to the Board of Meeting approving the scheme. In this regard, kindly provide clarification as to how the NOC was received from RBI prior to the scheme being approved by the BoD of the Company.

For CAREER POINT LIMITED


Manoj Kumar Parash
(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

Reply	Please note that the board of directors of CPL vide their meeting dated May 15, 2021 had considered to formulate a scheme of arrangement between CPL and its wholly owned subsidiaries including CP Edutech and SCL. The decision to formulate the scheme was duly disclosed to the stock exchanges on May 15, 2021. Consequently, the application was filed with the RBI to obtain NOC for merger of SCL into CPL. The scheme containing specifics of the restructuring (i.e., merger of SCL into CPL and demerger of education business from CPL to CP Edutech) was finalised and approved by the board vide their meeting dated February 14, 2023. The copy of outcome of the board meeting dated May 15, 2021 is enclosed herewith as Annexure D .
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We trust you will find the above in order. In case of any further clarifications or documents required, we would be glad to provide the same.

For Career Point Limited

For CAREER POINT LIMITED


Manmohan Pareek
(Company Secretary)

Company secretary and Compliance Officer

Date: 11.05.2023

Place: Kota



KAMAL GUPTA & COMPANY

(Chartered Accountants)

Address : House No. 16, Rangvihar, Mahaveer Nagar 3rd, Kota (Rajasthan)
Mob. 8109105271, Email: cakamal38@gmail.com

To
The Board of Directors,
Career Point Limited
Village Tangori,
Mohali, Punjab 140601
India

Subject: - Certificate in relation to Application no. 170399 under Regulation 37 of the SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015 for the proposed scheme of arrangement between Career Point Edutech Limited, Srajan Capital Limited and Career Point Limited and their respective shareholders ("the Scheme)

We, **Kamal Gupta & Company**, Chartered Accountants have perused, examined and verified all the documents, papers, books of accounts, financial statements, valuation report, fairness opinion and the proposed Scheme of Arrangement between **Career Point Limited ('CPL' or 'Transferee Company' or 'Demerged Company' or 'Company')**, **Career Point Edutech Limited Limited ('CP Edutech' or 'Resulting Company')** and **Srajan Capital Limited ('SCL' or 'Transferor Company')** and their respective shareholders (the "Scheme") and based on our examination and verification of the aforesaid documents and according to the information and explanation given to us and specific representations received by us from the management of the Company, we do hereby certify the following:

- Details of assets, liability, revenue and net worth of CPL, SCL and CP Edutech, both pre and post scheme of arrangement enclosed as **Annexure 1**
- Assets, liability, revenue and net worth of the Demerged Undertaking (*as defined in the Scheme*) along with a write up on the history of the Demerged Undertaking enclosed as **Annexure 2**
- Comparison of revenue and net worth of the Demerged Undertaking with the total revenue and net worth of CPL in last three financial years enclosed as **Annexure 3**
- Detailed rationale for arriving at the swap ratio for issuance of shares specified in the Scheme enclosed as **Annexure 4**
- Rationale for the Scheme enclosed as **Annexure 5**





KAMAL GUPTA & COMPANY

(Chartered Accountants)

Address : House No. 16, Rangvihar, Mahaveer Nagar 3rd, Kota (Rajasthan)
Mob. 8109105271, Email: cakamal38@gmail.com

This certificate is issued at the request of the Company in relation to the proposed Scheme of Arrangement under Section 230-232 of the Companies Act 2013, relevant rules thereunder and SEBI Master Circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 and this certificate should not be used for any other purpose or distributed or given to any other person or entity without our prior consent.

For Kamal Gupta & Company
Chartered Accountants

Firm Registration No.
0031182C

(Signature)

CA. Kamal Gupta

Proprietor

Membership Number: 439177

Place: - Kota

Date: - 23.03.2023

UDIN : 23439177BGYUMQ2215

Enclosures:

Annexure 1 – Details of assets, liability, revenue and net worth of CPL, SCL and CP Edutech, both pre and post scheme of arrangement

Annexure 2 – Assets, liability, revenue and net worth of the Demerged Undertaking (as defined in the Scheme) along with a write up on the history of the Demerged Undertaking

Annexure 3 – Comparison of revenue and net worth of the Demerged Undertaking with the total revenue and net worth of CPL in last three financial years

Annexure 4 – Detailed rationale for arriving at the swap ratio for issuance of shares specified in the Scheme

Annexure 5 – Rationale for the Scheme

SRAJAN CAPITAL LIMITED

REG. OFFICE: VILLAGE TANGORI, MOHALI, PUNJAB-140 601
CORP. OFF.: CP TOWER-1, ROAD NO-1, IPIA, KOTA, RAJASTHAN 324 005
Tel: +91 744 3040000; Email ID: investors@cpil.in
CIN: U65910PB2013PLC050993

Annexure 1

List of assets and liabilities as on December 31, 2022


Name of Company: Srajan Capital Limited

INR Lakhs

Particulars	Pre-Scheme	Post-Scheme	
Assets			
Non-current assets			
Property, plant and equipment	78.29	Not applicable since Srajan Capital Limited will dissolve post scheme	
Intangible Assets	-		
Investment property	200.55		
Investments	23.5		
Loans	15,096.78		
Deferred tax assets (Net)	135.90		
Other non-current assets	16.29		
Current Assets			
Inventories	26.85		
Trade receivables	-		
Cash and cash equivalents	1499.48		
Loans	11,213.98		
Current Tax assets	1.35		
Other current assets	16.93		
Total Assets	28,309.90		
Liabilities			
Non-current Liabilities			
Borrowings	16,153.81	Not applicable since Srajan Capital Limited will dissolve post scheme	
Provisions	548.22		
Current Liabilities			
Borrowings	4807.5		
Trade payables	-		
Other financial liabilities	74.69		
Other current liabilities	48.74		
Provisions	173.28		
Total Liabilities	21,806.25		
Net-worth	6503.65		NA
Revenue	2653.52	NA	



For SRAJAN CAPITAL LIMITED


Authorized Signatory



Name of Company: Career Point Limited

Particulars	INR Lakhs	
	Pre-Scheme	Post-Scheme
Assets		
Non-current assets		
Property, plant and equipment	343	78.29
Intangible Assets	2.5	-
Investment property	12,311	12,511.55
Investments	17,538	14,237.5
Loans	13,267	15,126.78
Deferred tax assets (Net)	-	135.90
Other non-current assets	-	16.29
Current Assets		
Inventories	-	26.85
Trade receivables	569	-
Cash and cash equivalents	167	1551.48
Loans	3091	11,285.19
Current Tax assets	-	1.35
Other current assets	-	16.93
Total Assets	47,288.5	54,988.11
Liabilities		
Non-current Liabilities		
Borrowings	1133	4253.81
Provisions	-	548.22
Current Liabilities		
Borrowings	1123	2098.71
Trade payables	-	-
Other financial liabilities	-	74.69
Other current liabilities	687.5	178.74
Provisions	-	173.28
Total Liabilities	2943.5	7327.46
Net-worth	44,345	47,660.65
Revenue	4159.48	2230



For Career Point Limited

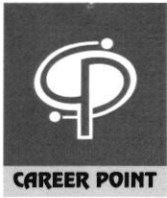
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Authorized Signatory

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



Name of Company: Career Point Edutech Limited

Particulars	INR Lakhs	
	Pre-Scheme	Post-Scheme
Assets		
Non-current assets		
Property, plant and equipment	0.46	343.46
Intangible Assets	0.03	2.53
Investment property	-	-
Investments	-	603.11
Loans	-	237
Deferred tax assets (Net)	0.1	0.1
Other non-current assets	-	-
Current Assets		
Inventories	-	-
Trade receivables	105.21	674.21
Cash and cash equivalents	55.78	170.78
Loans	437.36	717.36
Current Tax assets	33.01	-
Other current assets	-	33.01
Total Assets	631.95	2781.56
Liabilities		
Non-current Liabilities		
Borrowings	-	33
Provisions	-	-
Current Liabilities		
Borrowings	-	1092.00
Trade payables	19.6	19.60
Other financial liabilities	0.84	0.84
Other current liabilities	0.47	557.97
Provisions	-	-
Total Liabilities	20.91	1703.41
Net-worth	611.04	1078.15
Revenue	613.58	2542.58



For Career Point Edutech Limited
[Signature]
 Authorized Signatory

CAREER POINT EDUTECH LIMITED

Registered Office: B-28, 10-B Scheme, Gopalpura Bypass, Jaipur (Rajasthan) 302018

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

Ph: 0744-3559282 | E-mail: investors@cpil.in | CIN: U80302RJ2006PLC023306



Annexure 2

Details of assets and liabilities of Demerged Undertaking as on December 31, 2022

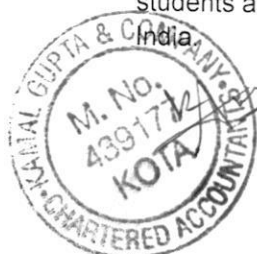
Particulars	INR Lakhs
Assets	
Non-current assets	
Property, plant and equipment	343
Intangible Assets	2.5
Investment property	-
Investments	661
Loans	237
Deferred tax assets (Net)	-
Other non-current assets	-
Current Assets	
Inventories	-
Trade receivables	569
Cash and cash equivalents	115
Loans	280
Current Tax assets	-
Other current assets	-
Total Assets	2207.5
Liabilities	
Non-current Liabilities	
Borrowings	33
Provisions	-
Current Liabilities	
Borrowings	1092
Trade payables	-
Other financial liabilities	-
Other current liabilities	557.5
Provisions	-
Total Liabilities	1682.5
Net-worth	525
Revenue	1929

Note on history of Demerged Undertaking

Career Point Limited (CPL) and its subsidiaries (Listed Group), over the years, have created a legacy of education brand with expertise in creating the exemplary learning techniques for the students across India.

CPL has diversified its educational programs which range from higher education, schools, test preparation, e-learning, pre-schools, skill development etc.

Career Point advanced its support to students and business associates with newly added partnerships in the areas of technology, fee-financing and customer care. Our efforts resulted into success of students and also reflected in test-prep division's new partner study centers at various locations across



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

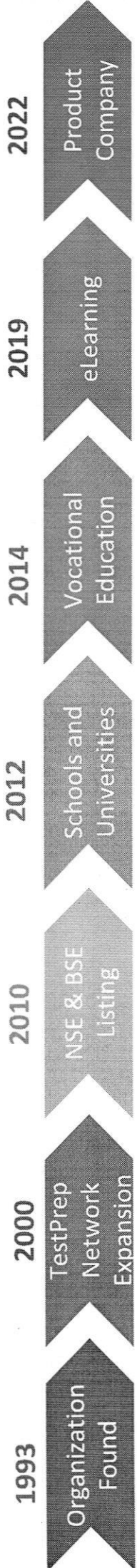
For Career Point Limited

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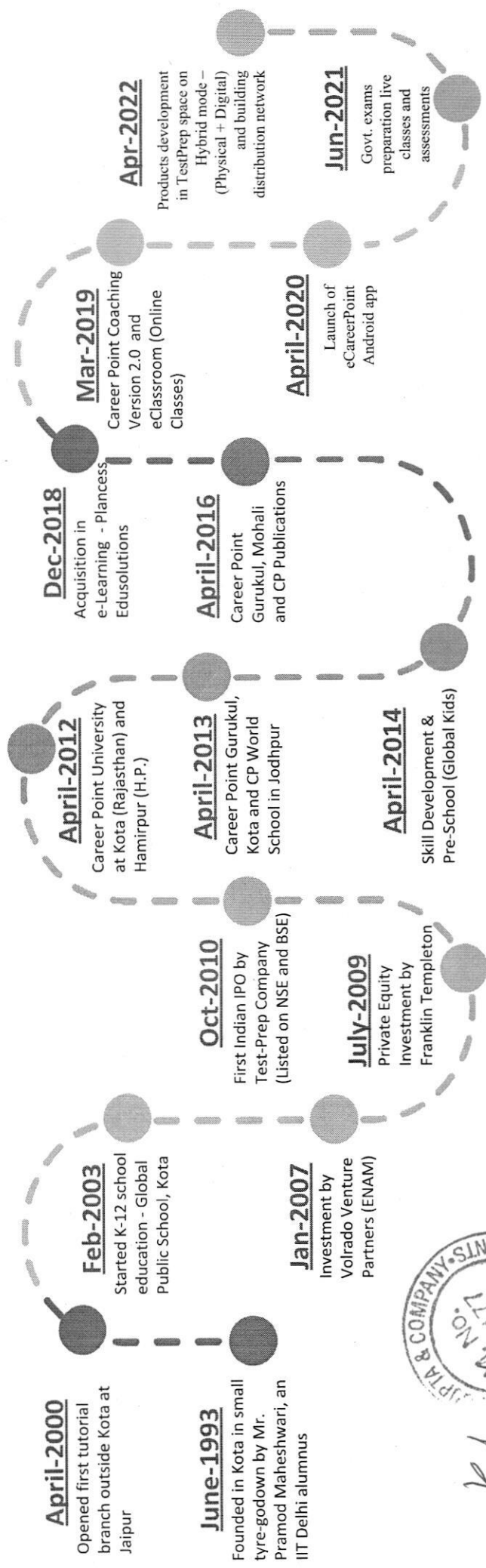
Please find below a pictorial evolution of education business for your consideration:-



Company Evolution



Test Prep Company > Branches & Franchisee > Private Equities & IPO > Schools & Universities > Vertical Integrations > eLearning > Development of Test Prep Products & delivery network



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For Career Point Limited
[Handwritten Signature]
Authorized Signatory



Annexure 3

Comparison of revenue and net worth of demerged undertaking with the total revenue and net worth of the listed/demerged entity in last three financial years

(Amount in INR Lakhs)

	Financial Year	Net worth	% to total	Turnover	% to total
Demerged division	2019-20	524	1.28	3946	54.21
	2020-21	578	1.38	1571	40.22
	2021-22	622	1.45	1603	41.76
Other divisions	2019-20	40,125	98.71	3333	45.79
	2020-21	41,208	98.62	2335	59.78
	2021-22	42,240	98.55	2236	58.24
Total	2019-20	40,649	100	7278	100
	2020-21	41,786	100	3906	100
	2021-22	42,862	100	3839	100



For Career Point Limited

Compu
Authorised Signatory

CAREER POINT LIMITED

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

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

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KAMAL GUPTA & COMPANY

(Chartered Accountants)

Address : House No. 16, Rangvihar, Mahaveer Nagar 3rd, Kota (Rajasthan)
Mob. 8109105271, Email: cakamal38@gmail.com

Annexure 4 – Detailed rationale for arriving at the swap ratio for issuance of shares

In consideration of the demerger of education business undertaking by CPL to CP Edutech, CP Edutech will issue equity shares to the shareholders of CPL in the following swap ratio:

1 equity share of INR 10/- each fully paid up of CP Edutech for every 1 equity share of INR 10/- of CPL

Currently, entire shares of CP Edutech are held by CPL. Upon the Scheme become effective, all the investment held by CPL in CP Edutech will get cancelled as a part of the Scheme and the shareholding of CP Edutech (post Scheme) will mirror the shareholding of CPL (pre-Scheme). In light of mirror shareholding, any swap ratio is considered fair and appropriate. Thus, the management has determined swap ratio as above. Such swap ratio has been duly considered by the valuer and the merchant banker while providing their valuation report and fairness report.





KAMAL GUPTA & COMPANY

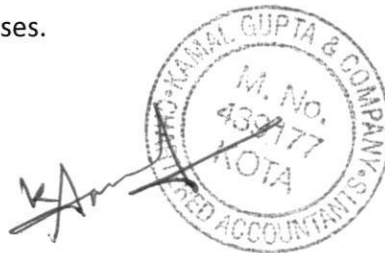
(Chartered Accountants)

Address : House No. 16, Rangvihar, Mahaveer Nagar 3rd, Kota (Rajasthan)
Mob. 8109105271, Email: cakamal38@gmail.com

Annexure 5

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 CPL. CPL will become a non-banking financial company post effectiveness of Scheme.
- In view of above, the Scheme provides the flexibility to future investors to invest in core education business and/or non-education business
- c) **Streamlining group structure and operations** – The Scheme ensures simplified and streamlined group structure by reducing the number of entities in the group. The Scheme ensures better synergy of operations by way of focused operational efforts, standardization & simplification of processes and productivity improvements which will entails the following advantages:
- Improve the overall operational efficiency and effectiveness of the respective businesses;
 - Reduction in the overall operational and compliance cost.
- d) **Improve management control** – Ensures better management control on the respective businesses. Independent management of each of the education and non-education division will ensure adoption of strategies necessary for growth of respective businesses.





CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF CAREER POINT LIMITED (HEREINAFTER CALLED AS "THE COMPANY") BY WAY OF CIRCULATION ON MONDAY, 08TH MAY OF 2023.

"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 report submitted by the committee of Independent Directors of the Company dated 14.02.2023 recommending the Scheme of Arrangement be and are hereby considered, noted and accepted by the Board of Directors of the Company.

"RESOLVED FURTHER THAT the certificate dated 14.02.2023, submitted by Lodha & Co, Chartered Accountants, Statutory Auditor (FRN.301051E) certifying the accounting treatment mentioned in the Scheme of Arrangement be and are hereby considered, noted and approved by the Board of Directors of the Company.

"RESOLVED FURTHER THAT the Mr. Pramod Maheshwari, Managing Director, Mr. Om Prakash Maheshwari, Director and Mr. Manmohan Pareek, Company Secretary of the Company be and are hereby severally authorized to sign copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned with a request to act thereon."

"CERTIFIED TRUE COPY"

For Career Point Limited

FOR CAREER POINT LIMITED

Pramod Maheshwari

(Pramod Maheshwari)

Managing Director

DIN: 00185711

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



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON TUESDAY, THE 14TH DAY OF FEBRUARY, 2023 AT THE CORPORATE OFFICE OF THE COMPANY LOCATED AT CP TOWER-1, ROAD NO. 1, IPIA, KOTA, RAJASTHAN-324005 AT 03:00 PM AND CONCLUDED AT 03:30 PM

PRAMOD
MAHESH
WARI

Digitally signed
by PRAMOD
MAHESHWARI
Date:
2023.05.10
16:12:49 +05'30'

"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, Srajan Capital Limited (**'SCL' or 'Transferor Company'**) and Career Point Limited (**'CPL' or 'Transferee Company' or 'Demerged 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 unless required or not dispensed with by NCLT, as the case may be, a 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 in consideration of demerger of education business undertaking of the CPL into the Company, the valuation report and the following swap ratio recommended by Mr. Naveen Agarwal, Registered valuer (Reg no. IBBI/RV/02/2019/12272) be and is hereby approved

- One equity share (of face value of Rs 10 per share) of the CP Edutech for every One equity share (of face value of Rs 10 per share) held in CPL

"RESOLVED FURTHER THAT aforesaid swap ratio would be suitably adjusted for consolidation/ sub-division/ stock split/ any other corporate action, subject to approval of the said action by the shareholders in accordance with applicable provisions of the Companies Act, 2013.

"RESOLVED FURTHER THAT the necessary applications with regard to the above be made to government, judicial, quasi-judicial and other statutory authorities or any regulatory authority or any other body or agency, in relation to seeking relevant regulatory approvals or sanctions to the Scheme and any other approvals required in connection with the Scheme."

For CAREER POINT EDUTECH LIMITED

Director

CAREER POINT EDUTECH LIMITED

Registered Office: B-28, 10-B Scheme, Gopalpura Bypass, Jaipur (Rajasthan) 302018

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

Ph: 0744-3559282 | **E-mail:** investors@cpil.in | **CIN:** U80302RJ2006PLC023306

"RESOLVED FURTHER THAT Mr. Pramod Maheshwari Director of the Company and Mr. Om Prakash Maheshwari and Mr. Manmohan Pareek authorized person of the Company on behalf of the Company be and are hereby severally authorised to sign all documentation and further to take all actions as may be necessary under Companies Act, 2013 (including statutory modification(s) or re-enactment thereof for the time being in force), the applicable Rules thereunder, and any other legislation, to implement the aforesaid Scheme of Amalgamation and in particular:

- i. to make application along with Scheme and other relevant information/ documents with the concerned regulatory authorities, shareholders, creditors, lenders or any other person to obtain prior approval/ consent to the Scheme including but not limited to any other statutory body;
- ii. to verify, sign and file applications, petitions, pleadings, affidavits, Vakalatnama and other relevant documents to the jurisdictional NCLT, or any other statutory authorities for seeking directions to dispense with the requirement of holding meeting(s) of shareholders / creditors of the Company or take necessary steps to convene such meetings if not dispensed with, and for obtaining the sanction of the jurisdictional NCLT, to the Scheme;
- iii. to sign and issue advertisements / notices to the stakeholders or any other person as per the directions of the jurisdictional NCLT;
- iv. to make such alterations and changes and / or modifications in the aforesaid applications/ petitions, Scheme or any other documents as may be expedient and necessary for satisfying the requirements and conditions imposed, if any, by the jurisdictional NCLT, or any statutory authority, or to communicate/ correspond with stakeholders including banks, local authorities, etc. and to do all such acts, deeds, matters and things for putting the Scheme into effect;
- v. to engage lawyers, chartered accountants or any other consultants in connection with implementation of Scheme;
- vi. to obtain the certified copy of order passed by the jurisdictional NCLT, and file the same with the concerned Registrar of Companies, respective offices of Collector of Stamps for adjudication of stamp duty at applicable rates in force, and other statutory authorities;
- vii. to make representation before the jurisdictional NCLT, any regulatory authorities including but not limited to Central or State Government, Regional Director, Registrar of Companies, SEBI/ Stock Exchanges in connection with proposed Scheme and filing any letter, replies, documents or papers for and behalf of the Company;
- viii. to authorize officers of the Company and to do all such acts, deeds, matters and things as may be necessary, proper and expedient for effectuating and implementing the Scheme, including any directions for settling any question or doubt or difficulty whatsoever that may arise to give effect to the resolution or any other document that may then be deemed fit and to authorize/ sub-delegate any of the aforementioned authorities in connection with Scheme to another person / lawyer / consultant.

For CAREER POINT EDUTECH LIMITED
Pr. Maheshwari

Director

- ix. to represent the Company before any Competent Authority or other regulatory authorities including Central or State Government, Income Tax, Official Liquidator, Regional Director, Registrar of Companies, Reserve Bank of India, Government of India, SEBI/ Stock Exchanges and before all Courts of law or NCLT for the purpose of the proposed Scheme, signing and filing of all documents, deeds, applications, notices, petitions, affidavits and letters, to finalize and execute all necessary applications/documents/papers for and behalf of the Company and to do all such acts, deeds, matters and things necessary and convenient for all or any of the purposes aforesaid."

"RESOLVED FURTHER THAT a certified true copy of above resolutions may be forwarded wherever required, under the signature of any directors of the Company"

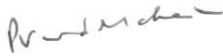
"RESOLVED FURTHER THAT the Common Seal of the Company, if any and to the extent required, be affixed to relevant documents, wherever deemed necessary, in accordance with the Articles of Association of the Company"

"RESOLVED FURTHER THAT the above officials of the Company be and are hereby severally authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned with a request to act thereon."

"CERTIFIED TRUE COPY"

For Career Point Edutech Limited

For CAREER POINT EDUTECH LIMITED



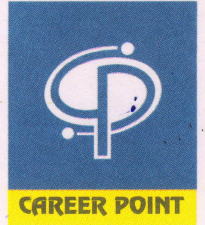
Director

Pramod Maheshwari

Director

DIN: 00185711

Date: 15 May 2021



<p>The Secretary, BSE Limited Listing Department Phiroze Jeejeebhoy Towers Dalal Street, Mumbai Scrip Code: 508961</p>	<p>The Secretary National Stock Exchange of India Ltd. Listing Department Exchange Plaza, C-1, Block G Bandra Kurla Complex Bandra (E), Mumbai – 400 051 Scrip Code: CAREERP</p>
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Sub.: Outcome of the meeting-Scheme of Arrangement of the Company and alteration of the Memorandum of Association of the Company– Disclosure under Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular (CIR/CFD/CMD/4/2015) dated September 09, 2015

Dear Sir / Madam,

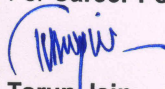
This is to inform you that in pursuance of our notice dated 8th May, 2021, the meeting of the Board of Directors of the Company was held on Saturday, May 15, 2021 at 12.30 pm, at its Registered Office and the Board of Directors *inter alia* has transacted the following businesses:

1. considered to formulate a Scheme of Arrangement ("Scheme") between Career Point Limited and its wholly-owned subsidiaries, namely, Career Point Edutech Limited, Gyan Eduventure Private Limited, Career Point Infra Limited and Srajan Capital Limited. It is hereby informed that the said scheme aims for creation of pureplay education and financial services businesses to provide flexibility to investors as both businesses shall be listed separately. The Board of Directors considered it prudent to undertake this scheme for better synergy of operations by way of focused operational efforts, standardization and simplification of business processes, productivity improvements, reduction in the number of entities thereby reducing duplication and causing rationalization of administrative expenses. The key components of the scheme shall be discussed and approved at the subsequent meeting and shall then be disclosed.
2. appointed Registered Valuer for undertaking the valuation exercise to determine the share exchange ratio for the proposed scheme.
3. appointed Dhruva Advisors LLP as advisors to the proposed Scheme .
4. considered and approved the change in the objects clause of the Company and the consequent alteration of the Memorandum of Association by way of Postal Ballot through e-voting.

The Board of Directors shall take necessary steps w.r.t. approval of postal ballot notice and explanatory statement, appointment of scrutinizer and finalisation of calendar of events etc and will notify adequately.

The meeting of Board of Directors commenced at 12.30 pm and concluded at 2 pm
You are requested to kindly take the above information on your records.

Thanking you,
Yours faithfully,
For **Career Point Limited**


Tarun Jain
Company Secretary & Compliance Officer
F-6584