



Knowledgeable

Sharpening minds



Nurturing potential



Enabling lives



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. Pawan Kumar Lalpuria

Director

Mr. Pritam Kumar Goswami

Director

Mr. Ram Swaroop Chaudhary

Director

Mr. Arun Luharuka

Director

Mr. Vishal Jain

Director

Company Secretary

Tarun Kumar Jain

Statutory Auditors

M/s Sharp & Tannan

Chartered Accountants

Internal Auditor

M/s P. Khandelwal & Co.

Chartered Accountants

Bankers

HDFC Bank Limited

Oriental Bank of Commerce

Punjab National Bank

State Bank of India

Union Bank of India

ICICI Bank Limited

Registered Office

112B, Shakti Nagar, Kota – 324 009, Rajasthan, India

Corporate Office

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

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: +9122 2596 0320

Fax: +91 22 2596 0329

Website: www.linkintime.co.in

Website

www.cpil.in

www.careerpointgroup.com

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We live in a knowledge-driven era in which education, intellectual development and training represent the central concerns of economies and societies globally. More so, in India, where the legacy of imparting quality education through systematic training modules is deeply rooted in our culture.

Inspired by the time-honoured tradition of intellectual stimulation, Career Point commenced its journey to help prepare students for various competitive examinations, providing excellent coaching by widely acclaimed faculty members and contemporary study materials.

After more than one decade since inception, we have come a long way. Today, our educational infrastructure is one of India's best. Our students secure top ranks in some of the toughest and highly competitive engineering and pre-medical entrance examinations in India, testifying to our unwavering commitment to excellence. We are also opening new frontiers in the education spectrum to help shape young India.

Career Point is continually investing in refining training methodologies, upgrading study materials and instilling in students the right temperament to win and drive change in every aspect of life. The value we create today through effective knowledge dissemination will trigger a multiplier effect to inspire far greater and wider value, transcending the barriers of space and time.



Knowledge has its roots



1993

The story begins

- Career Point was founded in Kota by Mr. Pramod Maheshwari, an IIT Delhi alumnus

1994-2000

Years of consolidation

- Widely acclaimed as a prominent presence in the engineering test preparation segment

2001-2005

Expansion into new markets and segments

- Launched franchisee learning centres as a part of expansion plan
- Launch of two more centres in Rajasthan, under proprietorship concerns

2006-2008

Emerges as an integrated learning solutions provider

- Ventured into Company operated training centres
- Received investment from Volrado Venture Partners
- Launch of Synchro School Programme
- ECAMS agreement with Singhania University for establishing university off-campus



2009-2011

Forges strategic initiatives to have sustainable business with annuity

- Equity investment (₹ 6,000 Lacs) by Franklin Templeton and Kalpa Partners
- Education Consultancy and Management Services (ECAMS) agreement with Global Public School (Kota), Technical Campus at Rajsamand and University at Kota (Rajasthan) and Hamirpur (Himachal Pradesh)
- Mobilised ₹ 11,500 Lacs through Initial Public Offering (IPO) route
- MOU with the Government of Gujarat to set up educational institutions in higher education, vocational training and skill development segment
- Launch of CPLive – an interactive live classroom solution over internet
- Launch of eCareerPoint.com, a web based assessment solution
- Entry into vocational education space by acquiring ITIs under the Public Private Partnership



In the business of shaping minds

VISION

To exemplify Excellence and Leadership in Education

MISSION

Our mission is to serve society through excellence in education. We always aim to define, and continually refine, the absolute standard of excellence in the area of academics through:

- The quality of education we provide
- The efficiency of our methodologies and systems
- Truthfulness towards students, parent, society and nation

In our students, we aspire to instil the attitudes, values and vision that will prepare them for a lifetime of continued learning and leadership in their chosen careers.



VALUES

The administration, faculty and staff of Career Point share a set of core beliefs and commitments

We believe in

- Student Success
- Lifelong learning
- Respect, Integrity, Trust, Honesty and Ethical behavior
- Continuous Quality Improvement
- Excellence

We commit ourselves to

- Prepare students for the future
- Impart knowledge on which students can build bright careers
- Treat everyone with respect and fairness
- Exemplify our values by serving as teachers and role models

Listings

- Listed on the National Stock Exchange of India Limited and Bombay Stock Exchange Limited



Our Service Offerings

Informal Education		Formal Education
Tutorial services		Education Consultancy and Management Services (ECAMS) and Infrastructure Support Services (ISS)
Key focus	Tutorial services to high school and post high school students for competitive examinations like: <ul style="list-style-type: none"> All India Engineering Entrance Examination (AIEEE) State Level Engineering Entrance Examination (SLEEE) Indian Institute of Technology-Joint Entrance Examination (IIT-JEE) All India Pre-Medical Test (AIPMT) 	Catering to K-12 and Higher Education segments <ul style="list-style-type: none"> ECAMS: Education Consultancy and Management Services provides necessary management services for administration of institutes ISS: Infrastructure Support Services through a wholly-owned subsidiary rendering infrastructure and allied services for setting up educational institutions
Reaching out through	<ul style="list-style-type: none"> Test preparation services Distance Learning Program Synchro-School Program Pre-Foundation Courses Technology based learning through <ul style="list-style-type: none"> CPLive Centers (Live Interactive classes over internet broadband) ecareerpoint.com: Online Test Series 	<ul style="list-style-type: none"> Global Public School, Kota Global Public School, Jodhpur * Proseed Business School at Kota Technical Campus at Rajsamand, Rajasthan comprising of an Engineering college, MBA College and MCA College * Technical Campus at Mohali, Punjab comprising of an Engineering college and MBA College Career Point University at Kota * Career Point University at Hamirpur, Himachal Pradesh * <p style="text-align: right;">* Proposed</p>

Career Point universe



Engineering and Medical entrance test preparation



Playgroup and K-12 school



Higher education and vocational training



e-Learning Technology Enabled Learning



Higher Education

* Proposed



Education Consultancy and Management Services

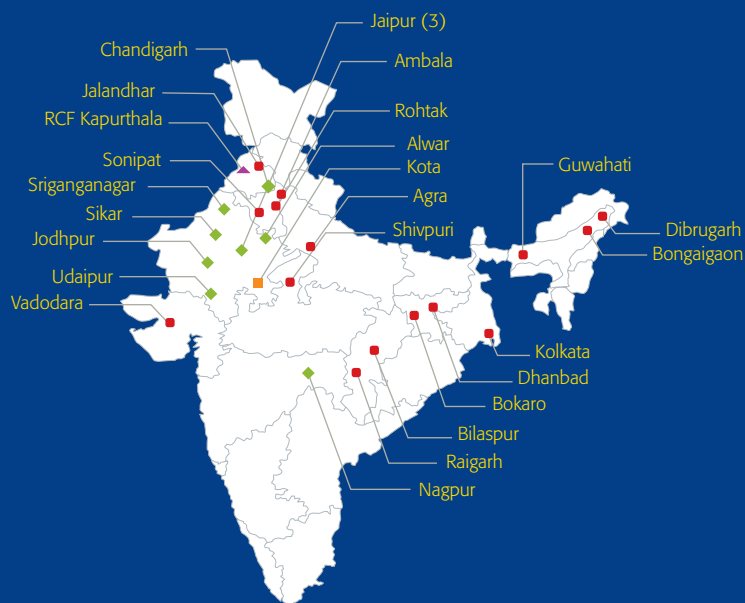
Synchro School

Pre-Foundation Courses



National Science Proficiency Test

India presence



- Head Office
- ◆ Company Operated Training Centre
- Franchisee Centre
- ▲ Synchro School Project

Map is not to Scale

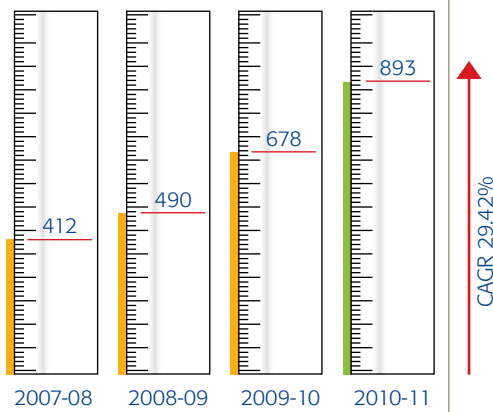


Numbers that set us apart



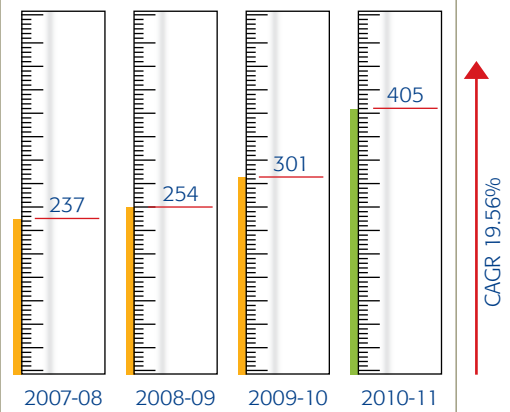
Revenue

(₹ in million)



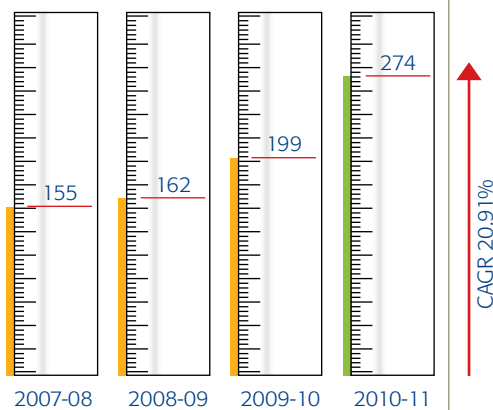
EBITDA

(₹ in million)



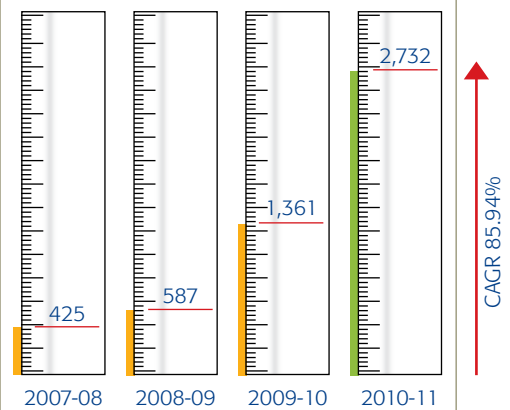
Profit After Tax

(₹ in million)



Networth

(₹ in million)



Note: The above figures are on a standalone basis.

12

company operated
training centres

15

franchisee centres

32,766

students enrolled
in 2011

12

states where
Career point
enjoys its
footprints

181

Faculty members

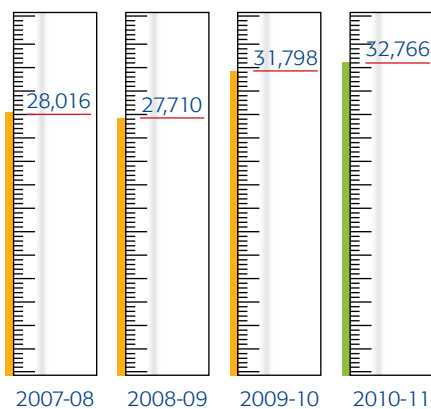
10,000+

pages of text book
repository

12,000+

minutes of video
content

Students enrolled (No. of students)



Enrollment mix

(Number of students)

	2010-11		2009-10		2008-2009		2007-08	
	Long Term Courses	Short Term Courses	Long Term Courses	Short Term Courses	Long Term Courses	Short Term Courses	Long Term Courses	Short Term Courses
Company Operated Training Centres	21,491	4,356	17,096	5,727	11,522	3,903	10,621	2,723
Franchisee Centres	2,080	1,145	2,780	1,505	3,630	3,112	6,228	2,863
Distance Learning Programmes	3,694		4,690		5,543		5,581	
Total	32,766		31,798		27,710		28,016	



Chairman's Communique



Pramod Maheshwari
Chairman, Managing Director and CEO

Dear Shareowners,

In a country of 1.21 billion people with a numerically powerful and socio-economically progressive middle class, the demand for education is immense. India's consistent economic growth, high rate of urbanisation and advanced telecommunication and technology infrastructure has further accelerated the demand. The result is that people from a wider social spectrum are also feeling the need to educate their children, leveraging the financial support extended by various banks and non-banking financial institutions. A combination of all these factors is driving the market for quality education in India. Some of the visible indicators of change are the tremendous growth in student enrollment ratio across urban, semi-urban and rural schools, and the rise in education expenditure per family from the K12 segment to the Higher Education segments.

In the domain of higher education, the preparatory market for engineers and doctors is poised for a phenomenal growth in India. All India Engineering Entrance Examination (AIEEE) is the world's largest examination in pursuant to the number of students enrolled. At present, the number of students appearing for AIEEE is increasing substantially at 15-20%. Besides, there are 15 IITs and between 2006 and 2010 the number of students appearing for Indian Institute of Technology Joint Entrance Examination (IIT-JEE) increased at a CAGR of over 9%. There are approximately 10,000 seats in IITs for various professional courses, while 1,150 seats are expected to be added in the coming years. On the other hand, India's doctor-population ratio is dismal, warranting immediate remedial measures. Currently, there are 330 medical colleges with an intake of around 35,000 students. With this intake, the shortfall of doctors is going to be significant in the next five years. The crux of the matter is that India needs far more engineers and doctors than it currently has to sustain its economic growth

“ Our vision is to emerge as a holistic education solutions provider, leveraging new opportunities in the education space to deliver enduring value to students and to help build a knowledge-driven India.

and provide affordable healthcare to its burgeoning population. At Career Point, this is our market and this is our opportunity for sustainable growth.

Career Point was started in 1993 with very few students and myself as a single teacher. We have grown considerably since inception and today attract students from all across the nation and even from outside. Not only that, we have evolved as well: advanced infrastructure, widely acclaimed faculty members and regularly upgraded instructional content and delivery mechanism provide enduring value to students, who approach our centres to shape their careers.

I used the word 'enduring' because Career Point's goal is not limited to career coaching, although that seems to be the ostensible intent. Our intervention goes far deeper and influences a student's overall thought process to comprehend a problem with clarity and search for a feasible solution within a specific timeline. In short, we teach students through systematic methodologies how to 'perform under pressure', a useful lesson to succeed in a highly competitive environment.

Providing education solutions is far more challenging today than what it was even a decade ago. Exam patterns are changing, assessment paradigms are evolving and the pressure of competition among students is rising feverishly. In this scenario, we have to revisit and relook our training methodologies periodically to remain relevant to the students we serve. Our advanced knowledge labs, technology-enabled teaching methods, performance mapping mechanisms and personalised attention to students ensure consistently improving performance.

We are transforming Career Point to elevate the standards of education solutions in India and to enable lives. To mobilise capital for our expansion programmes we floated an initial public offering (IPO) of ₹ 11,500 Lacs in 2010. The fund will be used

to finance an integrated campus (8.6 lakh square feet) at Kota with an investment of ₹ 6,825 Lacs. This facility will provide accommodation for students and visiting parents, library, recreation and other such facilities. Moreover, we are also expanding our campus and office across 45,000 square feet at Kota, with ₹ 1,649 Lacs investment. In addition, strategic acquisitions worth ₹ 1,500 Lacs in 2011 are planned to extend geographic footprints and expand course offerings.

We are primarily focusing only on Company-owned and operated branches at strategic locations where we can create a knowledge hub to provide education solutions. We will try to build a centre where we can enroll more than 2000 students at one location, ensuring feasibility of the branch.

During the year under review, we reported encouraging numbers. But robust financial performance and overall growth trajectory imposes an enhanced sense of responsibility on the shoulders of all members of the Career Point family. To look at every process, every service, every corner of this growing Company for opportunities to get better. We are trying to build a trusted brand of education solutions ranging from the K12 segment to the higher education segment and even to Education Consultancy and Management Services and Infrastructure Support services.

On this note, let us commit ourselves to the task of making Career Point one of the most coveted institutions of excellence in this country to shape a better India and an evolved world.

Warm Regards,

Pramod Maheshwari

Chairman, Managing Director and CEO

Relentless



At Career Point, we have set into motion a powerful and all-encompassing set of initiatives to expand and elevate the organisation to the next level.



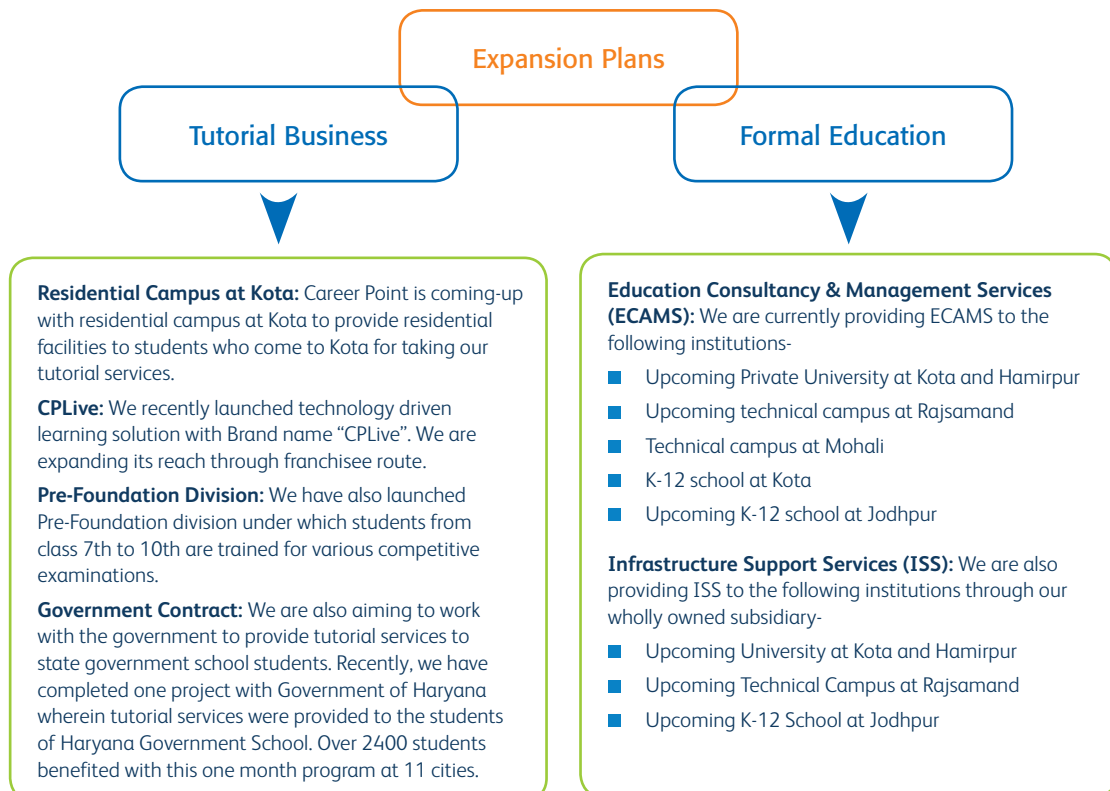


Kota is one of the prime tutorial markets in India, especially for test prep for engineering and medical entrance examinations. At Career Point, we operate training centres at Kota that attracts one of the highest numbers of students in terms of enrollments. To address student needs and strengthen our industry position, we plan to start an integrated facility at Kota.

The development of an integrated facility would ensure better student inflow and address critical student needs, apart from tutoring services. The integrated campus will have a library, a guest house for visiting parents, a primary health centre, auditorium, canteen, cafeteria, places for indoor and outdoor recreation, staff quarters, provision for a departmental store and banks. This will help us tap a wide range of revenue flows from the expenses incurred by students during their stay at Kota. The expanded facility

will be supported by a seasoned faculty community, ensuring adequate faculty-student ratio.

Besides, we are also enhancing our infrastructure in Kota to accommodate more students. Career Point also provides ECAM Services to schools, colleges and universities to cater to the unmet demand for higher education, while leveraging on its strong brand, as a leading education solutions provider.



Think next. Our motto.



For over 17 years, Career Point is in the business of providing education solutions to thousands of students. We are now leveraging that experience to foray into Education Consultancy and Management Services (ECAMS). Sharing the knowledge we have acquired to help create similar businesses.





Under ECAMS we provide necessary management services, which include formulating strategic plans, human resource management services, administrative services, advisory services and information technology related services.

Our value additions encompass...

- Medical entrance examination coaching
- Synchro school programme
- Global tie-ups
- Synchronisation with higher education
- Engineering entrance examination coaching
- Research designs publication
- Technology smart classes
- E-learning

Driven through...

- Imparting knowledge
- Activating the intellect
- Generating curiosity
- Forming proper attitudes
- Inculcating human values
- Developing integrated personality
- Fostering simple values of life
- Acquainting students with India's culture and heritage



Our services through ECAMS



Sharpening the R&D edge



Knowledge acquisition and dissemination for quality education is not a linear approach at Career Point. It involves continuous up-gradation of study material, re-evaluation of standardised teaching methodologies and close monitoring of student's learning habits and retention capabilities.

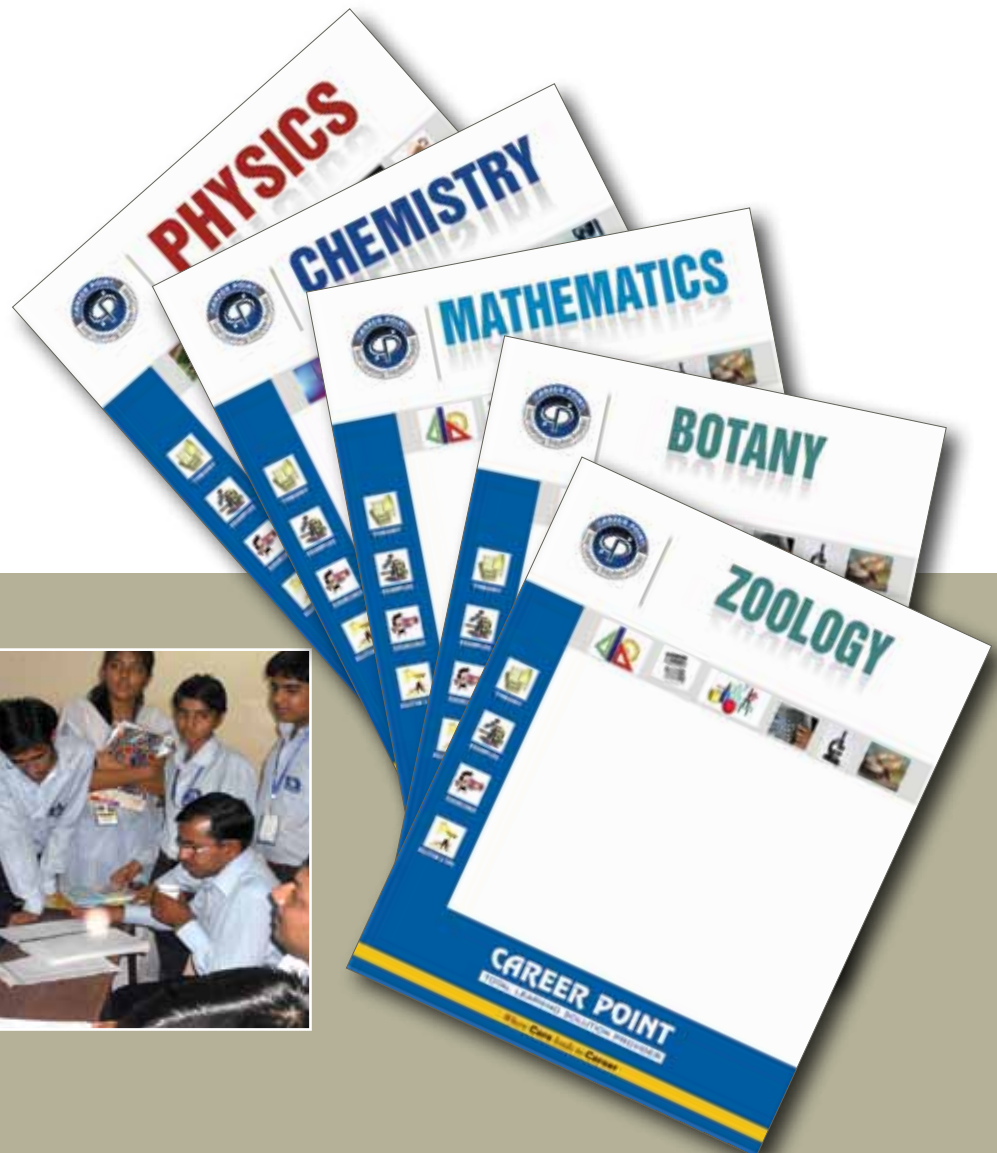




Our Research and Development team at Career Point study the latest trends of competitive examinations and refines study materials and teaching methodologies according to evolving question patterns. The objective is to help students perform under pressure and instil a competitive mindset.

Our academic management prepares clear and well-defined layouts for content delivery by faculty members. It also monitors teaching skills of faculty members by obtaining regular student feedback. It is then compiled, analysed and compared by respective Heads of Departments with our pre-defined procedures for content delivery. In case of deviations, we initiate remedial measures.

We believe that quality content and delivery will continue to be an important factor for driving growth of the education business in India. Career Point continuously enhances the quality of content being developed in-house and may enter into strategic tie-ups for sourcing content from international content providers.



How can technology evolve new paradigms of knowledge dissemination?



Technology is helping us extend beyond linear, text-based learning and to engage students who learn best in other ways. Its role in education has evolved from a simple computer class into a versatile learning tool that changes how we explain concepts, assign projects and assess student's performance.

The screenshot shows the homepage of the Career Point e-Learning Portal. At the top, there is a navigation menu with links for Home, About Us, Courses, How It Works, and Refer Us. A 'Forgot Password' and 'Register' link are also present. The main banner features a group of students around a laptop, with the text 'CAREER POINT e-Learning Portal' and 'Registration Free'. To the right is a 'User Login' section with fields for 'User Name' and 'Password', and a 'Remember Me' checkbox. Below the banner, there is a section titled 'Online Test Series Features' with icons for 'Personal & Reliable', '360° Wise Analysis', 'In-Depth Wise Analysis', 'Danger Zone Analysis', 'Critical Suggestions to IMPROVE Performance', 'Question Selection Strategy', 'Complete Backup', and 'Download Sample Report'. The bottom section, 'Our Online Test Series Courses', lists three courses: 'For IIT-JEE Full Assessment', 'For AIEEE Full Assessment', and 'For IIT-JEE Full Assessment'. A 'Latest News & Events' section is also visible at the bottom right.



Technology not only automates the delivery process, it makes learning at Career Point a deeply personalised affair. Our e-learning solutions are based on PLE (Personalised Learning Environment). PLE represents the latest advances in e-learning with more focus on the individual than group performance. Our e-learning solutions comprise:



CPLive is latest technology based education and training service. It has live, interactive, real-time, two way video, voice and data classes. CPLive platform seamlessly integrates the strengths of the traditional classroom teaching with the latest in technology. The heart of CPLive service is a powerful technology that allows large numbers of geographically dispersed participants to have a highly interactive, 'one-to-many' communication with the faculty. The platform offers interactivity similar to a live classroom session, where a student sitting in any part of the country, at any given point in time, can interact freely with the faculty, raise questions, queries, etc. making the interaction as spontaneous and natural as in a regular classroom.



It is a unique assessment system which provides adaptive testing to the students based on their previous strengths and weaknesses. The objective behind adaptive testing is to enhance the skills of students in accordance with specific needs to excel in a competitive environment. In this test every student gets a test paper as per his last performance.



Career Point experts have developed a website (examtayari.com) which provides educational content, quality question set with solution, career counselling services and discussion forum to the aspirants of IIT-JEE, AIEEE and AIPMT.



The objective is 'Learn at your own pace'. It is a PC-based technology solution in which video-recorded lectures by our acclaimed faculty members are available, accessible on the basis of subjects, topics and sessions. This platform helps students to remain updated, even if he/she has not been physically present in a class.

e-Learning

It is a unique online testing platform for IIT-JEE, AIEEE, BIT-SAT and AIPMT, providing detailed performance analysis and tips for improvement by a2zfeedback technology. It will help a student to direct the efforts at right time during preparation cycle.



We have groomed a substantial percentage of successful AIEEE and AIPMT aspirants; and students who clear the IIT-JEE every year.



Regular faculty training

State-of-the-art faculty training facility ensures that all new faculty members undergo training on the Company's teaching methodologies and techniques. On-going faculty training facility allows them to keep abreast of evolving examination trends and student needs.

Regional leader

Career Point was one of the first institutes of its kind in the Kota region and enjoys a successful track record in coaching students.

Integration

Career Point is emerging as an integrated education solutions provider: the Company is expanding its presence in the University, Higher education and K-12 segments.

Extensive presence

Career Point is present across 12 states (including our franchisee centres) which comprise major markets in the Northern and Eastern India. Besides, the Kota centre draws students from Singapore, the Middle East and from all across India.

Problem solving counters

Career Point has built open problem solving counters for student convenience. The organisation has extended its services to facilitate the students in the best possible way. The faculty of biology, physics, chemistry and mathematics are present at the problem solving counters to aid the students.

Experienced management

The senior management possesses an average 13-year experience in the education field and embeds superior expertise in the systems and processes.

Education solutions with a humane approach

Personal Care

- Student welfare cell and help desk
- Open sessions
- Individual counselling and seminars
- Easy access to top management
- Computerised feedback

A2Z Feedback

Academic Management

- Timely course completion
- Experienced faculty
- Educational research and development
- Study material cell

Study Support Scholarship (CP- SSS)

Technology Support

Motivational Awards (CP-MA)

Result Oriented Teaching Methodology

- Classroom sessions
- Daily practice problem sheets
- Study material
- Exercise sheets
- Doubt removal classes
- Problem solving counters

Achievement Awards (CP-AA)

Knowledge Lab

Administration & Infrastructure

- Uniform and i-card culture
- Office automation
- Printing press
- Communication support

CP Scholar Award (CPS)

TechEdge Class

Parent Student Zone

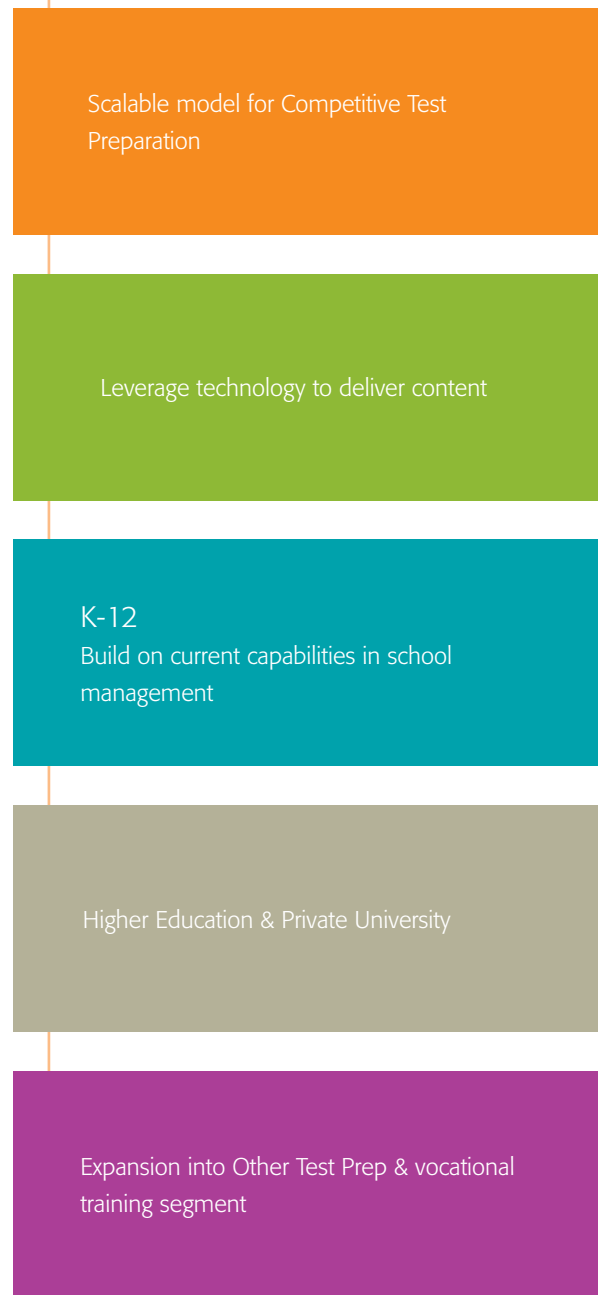
- Parent-teacher meeting
- Online support (student details, student attendance, solution to exercise sheets, student performance details, support to parent queries and examination information)
- Student report through SMS (Performance and Attendance report)



Multi-dimensional growth strategy



Strategy



Initiatives

Setting up an integrated campus facility to address overall student needs and drive enrollments

Strong track record enabled creation of self-generating cycle

Strong brand coupled with geographic expansion to attract students and faculty in greater numbers

VSAT/VPN based delivery of education to distant location

Record lectures of prominent faculty in digitised format

Standardise content and monetise it at minimal incremental cost, resulting in better margins

Currently providing ECAMS to Global Public School in Kota

Plans to provide ECAMS to schools with school infrastructure set-up by own subsidiary

Career Point would provide, develop and update contents and related services

Setting up private universities in Kota and Hamirpur and Technical Campus in Rajsamand and Mohali

Cater to the significant unmet demand for higher education

Course curriculum designed with a focus on ensuring gainful employment

Exploring possibilities for inorganic growth in other test prep training verticals

Proseed provides vocational courses to enhance employability

Managing Government ITIs through PPP model



Social commitments



We believe that long-term business sustainability and value creation are closely connected to social integration. Our focus on the education sector provides us an advantage to enjoy close linkages to knowledge-driven societal evolution, while at the same time conducting our business with a human touch.

Health

Swine-flu vaccination camp: Career Point organised a swine-flu vaccination camp for 500 school students. The students hailing from disadvantaged sections of the society received free vaccination. A swine-flu vaccination camp was also held at the premises of the Company. Many students actively participated in the vaccination camp.

Eye care camp: Career Point, along with Lions Club, Kota and Sudha Hospital had organised a free eye camp and a cataract operation programme for the rural underprivileged. Over 320 patients benefited through the camp and 58 patients were selected for surgical treatment.

Blood donation camp: Career Point organised a blood donation camp on the successful completion of the first year of pre-medical division. The organisation's management and employees participated enthusiastically and supported the blood donation initiative. Blood donation is an ongoing activity at Career Point on various occasions. Over 150 staff members participated in the camp.

Support to polio eradication programme: Career Point contributed for surgical treatment of 51 polio patients through the camp conducted by Narayana Seva Sansthan, Udaipur.

Arogyam: Career Point organised free mega Yoga Camp for the citizens of Kota. The response to the camp was overwhelming and more than 5000 citizens of Kota had participated in the camp.

Environment

Green initiative: Career Point undertook the task to make the Kota city clean and green. The Company has signed an MoU with the Urban Improvement Trust (U.I.T. Kota) for planting and maintaining planted trees. During the year the Company planted over 4225 trees in Kota.

Awareness campaign to save water: The Company and its Proseed Business School in collaboration with Media Group (Dainik Bhaskar) organised an awareness campaign to save and conserve water. A save water rally was organised to make aware students and public at large. This initiative was headed by Mr. Pramod Maheshwari (CMD) and the Deputy Mayor of Kota city Mr. Rakesh Soral and supported by students of Career Point. A similar rally was also organised at Career Point Jaipur, Jodhpur and Bhubneshwar branches of the Company.

Social, cultural and religious events

Salute the silent worker: Career Point initiated a drive to acknowledge the contribution of those who make our daily lives safer and more hassle-free. In this endeavour, certificates with a token of appreciation were awarded to the police personnel, bus drivers, home guards, ambulance drivers, paramedical staff and auto drivers, among others.





Initiative for poor and disadvantaged children: The staff and students of Career Point, Jaipur, along with the world's largest student-run organisation AIESEC organised a drive to help poor children. School bags and other stationeries were distributed to these children.

Bhagwad Gyan Sangya Saptah and Divya Samgam – Bhakti Sandhya: The Company has been providing financial assistance in organising religious and social activities in Kota. The Company has organised Bhagwad Gyan Yagya Saptah and Divya Samagam-Bhajan Sandhya in Kota. More than 50,000 citizens of Kota city enjoyed these programmes.

Immix 2010: Career Point has mentored the first ever Kota Carnival with the name and style of IMMIX 2010. The objective was to provide a platform to the youth to show their hidden talent through various cultural, recreational and academic events. The event was conducted for three days with more than 1500 participants and 15,000 spectators.

Eid and Holi milan celebration: Career Point organised 'Eid Milan Samaroh' and 'Holi Milan Samaroh' during the year for their students to sustain unity and respect among different religious group of students.

Teacher's day celebration: Career Point organised a unique Teacher's Day Celebration with participation of three generations of people at one platform: students, teachers and their teachers. The faculty members of Career Point had invited their teachers to honour them for their contribution in the field of education.

Motivation, awards and scholarships

Award and scholarship: The Company provides scholarships to meritorious students in the form of concession in course fee, while they are studying at Career Point and cash award and scholarship for achieving success and pursuing engineering and Medical studies once they qualify the examination. This is part of our core value to promote talent. During the year, nine students were awarded scholarship.

National Science Proficiency Test (NSPT): Career Point in association with CARE-Council for Assessment and Research in Education (promoted by Gopi Bai Foundation Trust, a registered charitable non-profit entity) has conducted the National Science Proficiency Test (NSPT) at the national level for the poor students of Class 9 to 12, who are talented and require support in academics for a successful career. The test was conducted in more than 25 cities of India, covering 12 states. More than 1500 schools participated with more than 1.5 lacs students nationwide.

Pehchan: Career Point initiated Pehchan (in collaboration with 94.3 My FM) to honour 1200 students of Class VIII to XII who had scored more than 85% marks.





Risk mapping and mitigation at Career Point

Poor performance of students can hurt the brand

Career Point has demonstrated consistent record-breaking performance in the All India Engineering Entrance Examination (AIEEE), Indian Institute of Technology – Joint Entrance Exam (IIT JEE) and All India Pre Medical (AIPMT). It has trained over 1,00,000 students over the last four years for various competitive examinations.

The higher education tutorial space is highly fragmented in India, impacting enrollments, revenues and profitability

Career Point has introduced various innovative products like CPLive, TechEdge class, Synchro school programs, A2Z Exam, Exam Tayari and Career Point Knowledge Labs, which enables it to conduct classes. These products would facilitate development of new centres and result in higher enrollments. It operates 12 Company operated training centres and 15 franchisee centres (including 4 CPLive franchisee centres) across the country. The Company intends to focus more on identifying and operating company operated training centres.

Retaining and hiring experienced faculty members can be a constant challenge in a competitive market

Career point offers a stimulating working environment and competitive compensation packages. Constant emphasis is provided on faculty training programs consistently.





Procedural delays in implementing expansion plans may hinder growth

Career Point is coming up with a residential tutorial home and expanding its present infrastructure.

Inability to upgrade content can affect market leadership

The Company's Research and Development Cell constantly updates the content in two phases viz. at the end of every academic session and during the academic session. The Research and Development Cell at the end of every academic year analyses the latest examination trends and based on the analysis it updates the illustrations forming part of theoretical knowledge and practice books, forming part of the study material and the test papers. Besides, the Research and Development Cell introduces new supplements, periodic faculty training and even mid-to-short term courses for students.

Failure to attract students consistently may impact business performance

The Company uses promotional tools, such as advertising through print and electronic media, awareness seminars and internet advertising to promote its training centres and courses. Additionally, referrals from current students or alumni and faculty members enhance enrollments. The Company spends a substantial amount on various promotional activities to attract more and more students.



Board of Directors



Mr. Pramod Maheshwari

40 years, Chairman, Managing Director and CEO

- Founder Director of Career Point since March 2000
- Holds a B.Tech Degree from IIT Delhi
- First generation entrepreneur and a key founder member of the Company
- Possesses over 17 years of experience in developing and implementing training methodologies
- Plays a major role in providing thought leadership and strategic guidance to the Company, in addition to supervising the functional heads



Mr. Om Prakash Maheshwari

42 years, Executive Director and CFO

- Holds a Bachelor's Degree in Mechanical Engineering from University of Rajasthan
- Possesses over 17 years of experience in finance and legal matters
- Founder member of Career Point, and is responsible for overall project implementation as well as financial and legal matters of the Company



Mr. Nawal Kishore Maheshwari

36 years, Executive Director

- Possesses over nine years of experience in the field of administration
- Holds a Bachelor's Degree in Commerce from Maharshi Dayanand Saraswati University, Ajmer
- Associated with the Company since inception; responsible for various functions including administration, liaising and other day-to-day affairs of the Company



Mr. Arun Luharuka

41 years, Nominee of Franklin Templeton Asset Management India (Pvt.) Ltd.

- Holds a Bachelor's of Commerce from the University of Mumbai and a Chartered Accountant.
- Possesses over 15 years of experience in the financial sector.
- Started his career as a research analyst at Scanalyse Business Research.
- Worked with ILFS Investsmart Limited and Avendus Capital Ltd prior to joining Darby Asia Investors (India) Pvt. Ltd. as a Vice President.



Mr. Vishal Jain

38 years, Independent and Non Executive Director

- Holds a Bachelor's Degree in Electronics and Communication Engineering from Engineering College, Kota and Master Degree in Management from National University of Singapore.
- Possess over 15 years of experience. He started his corporate life in the year 1996, with a brief stint at Indorama Synthetics, Nagpur.
- In 2000 he joined Apple Computers in Singapore and after a brief stint, joined Merrill Lynch, New York in the advisory capacity. He left Merrill Lynch in 2008, to head the Wealth Management business, at Nadathur Estates.



Mr. Pawan Kumar Lalpuria

44 years, Independent and Non Executive Director

- Practicing chartered accountant and also qualified as a Company Secretary
- Possesses over 20 years of experience in the field of income tax, corporate finance and company law matters



Mr. Ram Swaroop Chaudhary

68 years, Independent and Non Executive Director

- Holds a Bachelor's Degree in Mechanical Engineering from Vikram University, Ujjain. He started his career as a 'Scientific Engineer' in the Department of Atomic Energy, Government of India Service
- Possesses over 28 years of experience of working with the Department of Atomic Energy. During his tenure with the Department of Atomic Energy, he held senior positions like the Superintendent Engineer (Mechanical), Maintenance Superintendent and Additional Chief Engineer. Certified by the Nuclear Power Corporation as a professionally qualified engineer for the erection and maintenance of nuclear power plants



Mr. Pritam Kumar Goswami

40 years, Independent and Non Executive Director

- Practicing chartered accountant
- Possesses over 17 years of experience in the field of finance and taxation
- Certified corporate trainer in soft skills and has conducted numerous programs for companies, colleges, institutions and NGOs.

Statutory Report and Financial Statements

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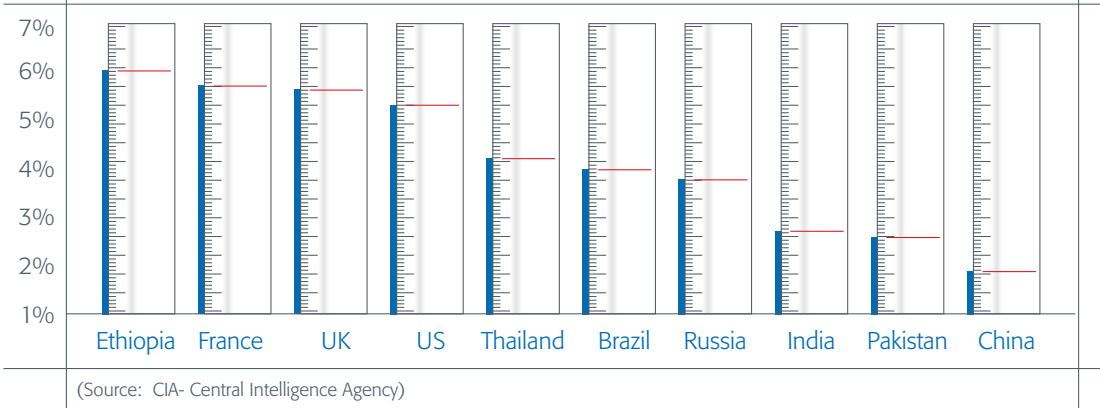
Management Discussion and Analysis



Educating India

The rapid transformation of the Indian economy from a labour led economy to a knowledge driven economy has been a pioneering journey. This rapid economic growth has increased the demand for skilled staff, both in services and manufacturing sectors. As a result, India is witnessing a revolution in the field of education. However, India's education spend as a percentage of GDP is lower than developed and many emerging economies such as Brazil and Russia. Therefore, there is a need to significantly increase the overall focus on education in India.

Education spend as % of GDP



The over-regulated and under-governed education sector has grown by 14% over the past four years. Education is one of the largest service sector industries in India characterised by the following:

GDP share: The public spending is 3.7% of Indian GDP

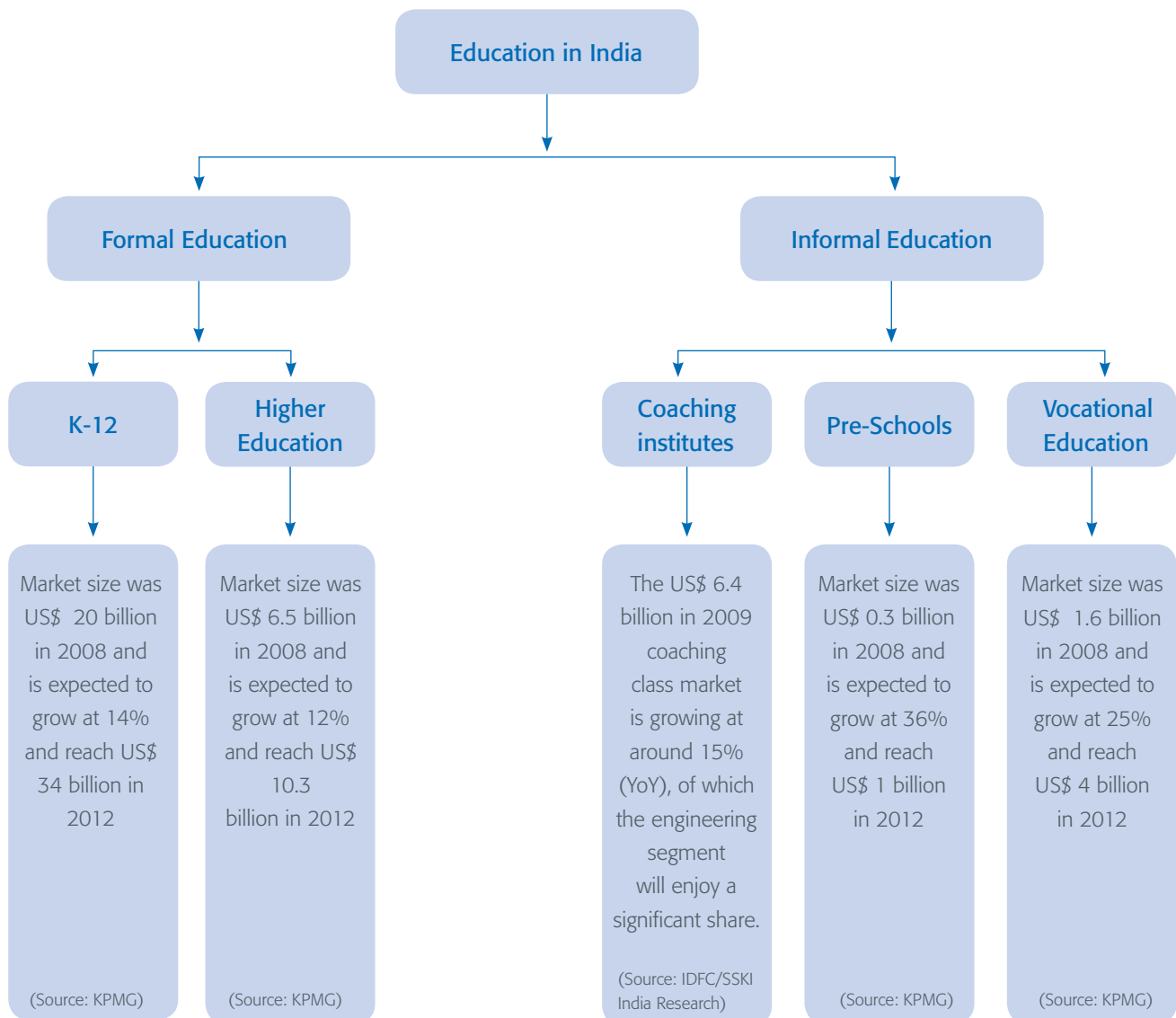
Size: India has the 3rd largest educational system globally

Educational institutes: 1 million schools and 26,000+ higher educational institutes

Untapped demand: 572 million students between 0-24 years

(Source: IDFC SSKI Report)

The Indian education structure



Education industry scenario

Under the purview of the Ministry of Human Resource Development, K-12 is affiliated to various schooling Boards – the State's, CICSE, CBSE, IB, Madrasa, central Tibetan School Administration, and so on. Higher education is regulated by the University Grants Commission (UGC) and All India Council of Technical Education (AICTE).

Private hands manage over 50% of India's Education sector, which is higher than US (32%) and China (25%) and is projected to rise to a US\$ 70 billion market by 2013. Both, the central and state governments spend an amount US\$ 30 billion annually on this sector. If mainstream organised education sector has so many tributaries, where do the ancillaries fit? The coaching classes, for example?



Highlights of budget 2011-12

- ₹ 42,03,600 Lacs has been allocated to regulate and internationalise the education system.
- ₹ 15,00,000 Lacs has been culled out for Sarva Siksha Abhiyaan (SSA), the Government's flagship programme for universal elementary education. An additional ₹ 9,30,000 Lacs has been factored in for the national mid-day meal scheme. SSA is being implemented in partnership with State Governments to cover the length and breadth of the country and address the needs of 1,920 Lacs children.
- The Government's Rashtriya Madhyamik Shiksha Abhiyaan (RMSA) has been introduced to make secondary education more accessible and to improve its quality.
- The Eleventh Plan aims at expansion of higher education institutions with the establishment of 30 new universities. Further, eight new IITs, seven new IIMs, 20 new IIITs, five new Indian Institutes of Science, two Schools of Planning and Architecture, 10 NITs, 373 new degree colleges and 1000 new polytechnics will also be set up.

Segments	Initiatives
K-12	<ul style="list-style-type: none"> ■ Right to Education Act ■ Rapid upgrade of 15,000 Upper Primary Schools to Secondary Schools, and expansion of intake capacity in 44,000 existing Secondary Schools ■ Establishment of 6000 high quality model schools at the block level to serve as benchmarks for excellence in secondary schooling. About 3500 of these would be public-funded schools while 2500 would be through PPPs
Higher Education	<ul style="list-style-type: none"> ■ Foreign Education Bill would allow foreign universities to establish campuses in India ■ Setting up of 30 Central Establishment, one in each of the 16 States, where Central universities are currently not present, and 14 other Central universities in various parts of the country.
Vocational Education	<ul style="list-style-type: none"> ■ Established National Skill Development Centre (NSDC), a unique Public-Private Partnership (PPP) Enterprise, with a mandate to develop the skill. ■ Complete upgrade of 500 ITIs by investing ₹ 200-350 Lacs in each to institutions of excellence. Upgrade remaining 1396 ITIs in PPP mode. ■ Upgrade 400 government polytechnics. Set up 125 new polytechnics in PPP mode. ■ Expand Vocational Education from 9500 senior secondary schools to 20000 schools.

Coaching classes industry

The highly fragmented and regional coaching classes market accounts for a sizeable chunk of the informal education market in India. More parents than ever aspire for their children to acquire college education at the best available institutes within their means. The struggle and competition among students to get to the finishing line first has therefore become dense. This situation is truer for those preparing to enter the engineering and technology fields – still the next best thing to studying medicine in India. The technical education system in India can be broadly divided into three categories broadly- Central government, state and self financed institutes. To be admitted to one without at least a year's dedicated preparation is impossible. The competition is tough, and seats limited.

Most coaching classes run under the aegis of individuals or informal partnerships.

Market trends

- Coaching institutes have begun diversifying into mainstream education and opening pre schools, K-12 institutes, B-schools and vocational institutes.
- PE/VC firms investing in coaching centres to scale up operations
- Increasing demand for online tutoring and distance learning

The coaching class market is growing at 15%, led by a scarcity of quality institutions in India and stiff competition for entry into professional colleges. Notably, 80% of the market lies in subject-based tutoring in schools and colleges – highly dependent on local teachers. (Source: IDFC/SSKI India Research)

The Graduate and Post-Graduate entrance-test preparation space offers limited scalability as it is predominantly content-driven. But institutes (like Career Point) with high quality and updated content repository, supported by a strong technology platform, have ample growth opportunities.

At US\$ 5.1 billion, the tuitions market forms 80% of the coaching class opportunity, and are inherently difficult to scale up. A highly fragmented market, the business is person-centric and individual teachers attached to schools/colleges are in great demand. But institutes led by an ace mentor offering superior knowledge platform has abundant expansion opportunities.

The table below denotes the available student pool exposed to coaching.

Category	Schools/institutions	Students
Primary	10,56,958	18,78,85,268
Secondary & Higher Secondary	165,087	3,94,42,608

(Source: MHRD Annual Report 2009-10)

The graduation entrance test preparation segment is estimated at US\$ 1 billion. It accounts for 17% of the coaching class segment.

(Source: IDFC/SSKI India Research)



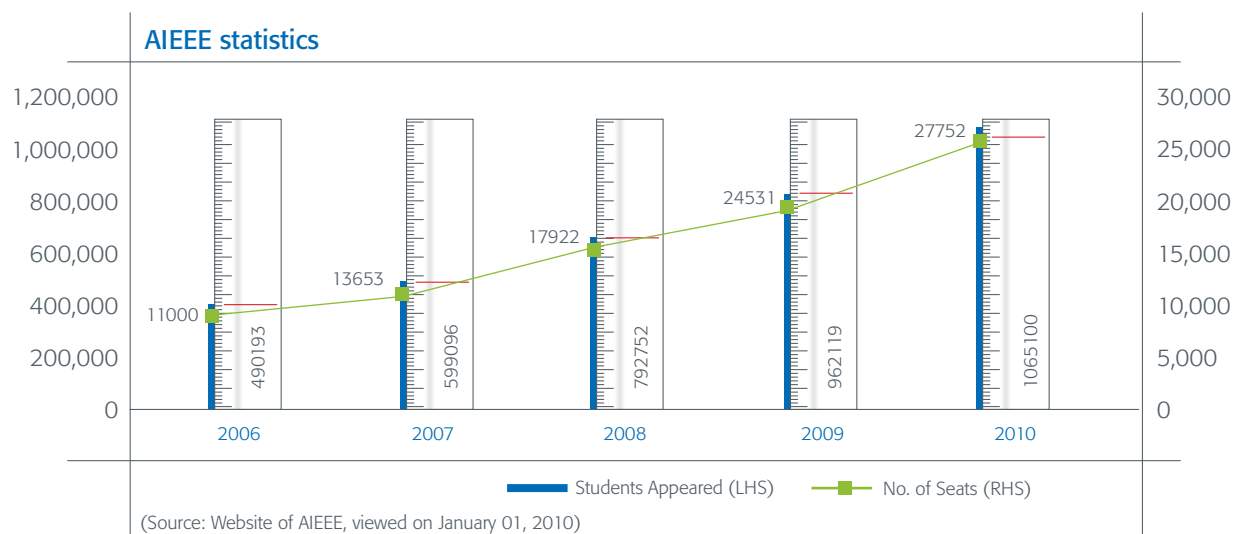


All India Engineering Entrance Examination (AIEEE)

This is a common entrance examination on an all-India basis, for admission to professional and technical programmes in the country.

For admission to engineering and architecture/planning programmes, the Government of India has put in place a Three-Exam Scheme (JEE and AIEEE at the national level and SLEEE for state level institutions, with an option to join AIEEE). This takes care of varying admission standards in these programmes and helps in maintaining professional standards.

Number of students appearing for the AIEEE has increased at a CAGR of 16.79% during 2006 to 2010.

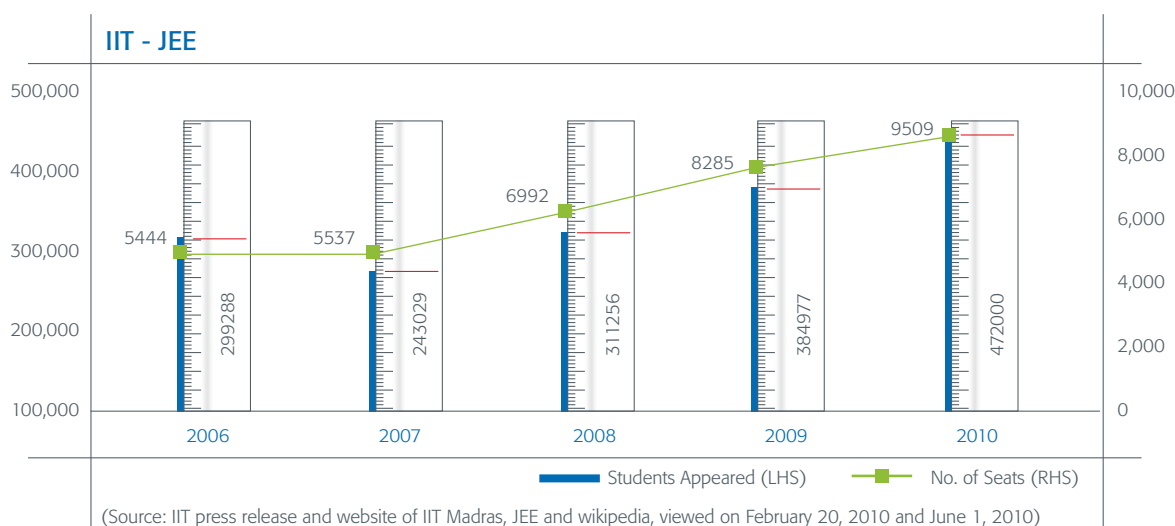


Indian Institute of Technology – Joint Entrance Exam (IIT-JEE)

The IITs offer undergraduate programmes in various branches of engineering and technology; postgraduate programmes with specialisation and Ph.D. programmes in various engineering and science disciplines, interdisciplinary areas and even humanities; and conduct basic, applied and sponsored research.

15 IITs have been opened and more are in the offing. During 2006-10 the number of students that appeared for IIT-JEE increased at 9.5% CAGR. There are approximately 10,000 seats in IITs while about 1,150 seats are expected to be added in the near future. About 4.72 lakh students appeared for IIT-JEE examination in 2010, an 18% addition from 2009's 3.89 lakh candidates.

IIT-JEE growth



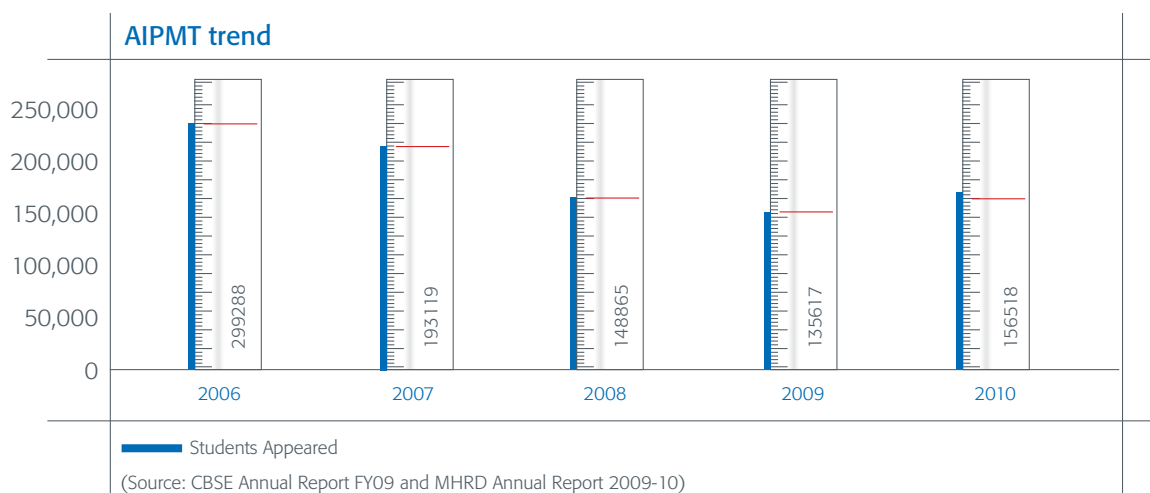
AIEEE and IIT-JEE coaching market potential at ₹ 2,50,000 Lacs with an average coaching spend of each student adding up in the annual range of ₹ 30,000-50,000.

All India Pre Medical Test (AIPMT)

Indian medical education market will record to grow at a CAGR of 18% by 2012-13 to attain a market size of ₹ 35 billion.

(Source: CRISIL research)

The number of students appearing for All India Pre Medical Test (AIPMT) increased by 15.41% in 2010 from previous year.



Educational Consultancy and Management Services (ECAMS)

Education today has become very specialised hence it requires the services of knowledgeable people that have practical experience and educational background to develop and facilitate high standards of education required to maintain a competitive edge for the educational institutions as well as for the maximum development of the students. With the mushrooming of schools, colleges and universities and the growing focus to spread education by the Government of India there is a huge untapped potential to provide education consultancy and management services in the K-12 and higher education segment.

Education Consultancy and Management Services covers the entire spectrum of offerings - strategy, branding and marketing, design, faculty hiring and training, pedagogy tools, and day-to-day running of the educational institutes.

Today, the education consultancy services acts as a centre of excellence thereby providing educational solutions to schools, colleges and universities to drive successful, well-motivated and dynamic teams focused on imparting high quality teaching and enhanced learning.



Growth drivers

Increasing per capita income

India's per capita income is projected to grow by 17.3% to ₹ 54,527 in 2010-11 from ₹ 46,492 in 2009-10. Increasing per capita income reflects improvement in the living standards of the average Indian. This would contribute to increase spending on education.

Awareness for Literacy

Adult literacy rate in India(74.04%) is lower than in countries like Malaysia (92%), China (93%), Burma (90%), Saudi Arabia (85%), and UAE (90%). Even Government support in terms of various programmes for increasing literacy in our country leaves much to be desired. This gap presents immense opportunity in the sector.

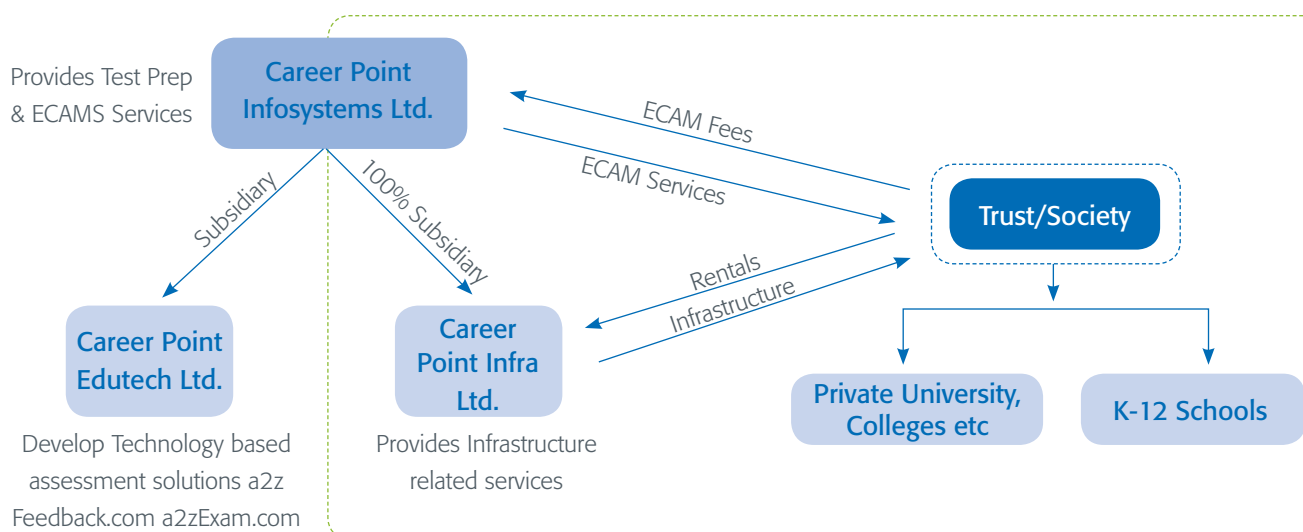
Facilitation for Public Private Partnerships (PPP) by government

The Government encourages both private and foreign participation through private entities and PPPs. The Government of India has also announced incentives, including financial assistance, for private participants to run ITIs, with a target of adding 1,000 new polytechnics in government or PPP and the private sector by 2012. According to NCERT (National Council of Education Research & Training), India requires almost 20,000- 25,000 more quality schools. This creates a sizable opportunity for private players to enter this space.

Company overview

Career Point Infosystems Limited is a leading tutorial company in the competitive exams training space, including IIT-JEE, AIEEE and AIPMT. The Company provides tutorial services through classroom training programmes conducted via a network of Company-operated and franchisee centres. Currently, the Company had 12 Company-operated training centres and 15 franchisee centres (including 4 CPLive franchisee centres). The Company has recently forayed into Education Consultancy and Management Services to cater to the K-12 and higher education segments.

Corporate Structure and Revenue Model



Offerings

Tutorial services

Career Point Infosystems Limited delivers high quality and effective tutorial services to high school and Post High school students for competitive examinations like:

- All India Engineering Entrance Examination (AIEEE)
- State Level Engineering Entrance Examination (SLEEE)
- Indian Institute of Technology Joint Entrance Examination (IIT-JEE)
- All India Pre-Medical Test (AIPMT)

Education Consultancy and Management Services (ECAMS) and Infrastructure Support Services (ISS)

Career Point Infosystems Limited caters proactively to the K-12 and Higher Education segments.

- ECAMS (Education Consultancy and Management Services): Necessary management services for administration of institutes
- ISS (Infrastructure Support Services, a wholly-owned subsidiary): Infrastructure and allied services for setting up educational institutions

Key Differentiators

A pioneer in test preparation institute in Kota

The Company has groomed a substantial percentage of successful AIEEE and AIPMT aspirants; and students who clear the IIT-JEE every year.

Integrated education solution provider

The Company is moving from being a test-preparation coaching entity to a provider of education services across the pupil life cycle. Building on its strong brand equity, the Company now looks to expand its offerings in the University and K-12 segment.

Utilisation of technology

The efficiency of preparation courses is further enhanced by programmes such as, CPLive, Knowledge Labs, Exam Tayari and a2zfeedback. This allows Career Point Infosystems Limited to leverage technology to monetise its content base and enhance enrolments at minimal additional cost.

Unique Offering

CPLive is latest technology based education and training service initiative by Career Point. It has live, interactive, real-time, two way video, voice and data classes. CPLive platform seamlessly integrates the strengths of the traditional classroom teaching with the latest in technology. The heart of CPLive service is a powerful technology that allows large numbers of geographically dispersed participants to have a highly interactive, 'one-to-many' communication with the faculty. The platform offers interactivity similar to a live classroom session, where a student sitting in any part of the country, at any given point in time, can interact freely with the faculty, raise questions, queries, etc. making the interaction as spontaneous and natural as in a regular classroom. There is extensive use of video, voice and data.

Personal Care

At Career Point, every enrolled student is special and gets personalised attention. In order to address any problems faced by students the Company has set up individual student problem solving counters that provides personalised attention to each student. Moreover, a student welfare cell facilitates support for all kinds of non-academic issues.





Career Point's transition from the traditional classroom model to the use of technology platforms for tutoring, is expected to help achieve a wider scale of operations and geographical spread, which places it ahead of its competitors by leaps and bounds.

IPO

The Company raised ₹ 11,500 Lacs through an initial public issue for the construction and development of an integrated campus facility, expansion of classroom and office facilities and acquisition and strategic initiatives.

Financial analysis (Standalone)

Career Point Infosystems Limited's growing list of student enrolments and coaching centres has enabled it to report attractive numbers.

Particular	2010-11	2009-10	Growth (%)
Total revenue (₹ in Lacs)	8,933	6,780	31.75
Operating EBITDA (₹ in Lacs)	2,982	2,392	24.66
EBITDA (₹ in Lacs)	4,053	3,007	15.43
PAT (₹ in Lacs)	2,737	1,987	37.74
Total student enrollments (Nos.)	32,766	31,798	3.04

Analysis of the profit and loss account

Revenue

Total revenue of the Company has increased by 31.75% from ₹ 6,780 Lacs in 2009-10 to ₹ 8,933 Lacs in 2010-11. This was on account of value increase (fees), volume increase (students) and growth in other income.

I. Income analysis

	2010-11	2009-10	Growth (%)
	(₹ in Lacs)		
Coaching fees	7,589	5,886	28.93
Centers royalty	167	212	(21.23)
Sale of study material	24	46	(47.83)
Formal education services	82	20	310

II. Other income

Income from other sources grew 74.27% from ₹ 614 Lacs in 2009-10 to ₹ 1,070 Lacs in 2010-11 due to enhanced interest income and dividends.

Cost analysis

Total operating cost (including cost of study material, personnel expenses, administration and other expenses and miscellaneous expenditure) increased 29.32% from ₹ 3,773 Lacs in 2009-10 to ₹ 4,878 Lacs in 2010-11 on account of increased operations and consistent expansion initiatives.

Analysis of the balance sheet

Equity capital

Share capital increased from ₹ 1,442 Lacs in 2009-10 to ₹ 1,813 Lacs in 2010-11, comprising of 1,81,32,939 outstanding equity shares of ₹ 10 each.

Network

The Company's network increased 100.73% from ₹ 13,608 Lacs in 2009-10 to ₹ 27,316 Lacs in 2010-11.

Reserves and surplus

The reserves and surplus recorded a 107.10% increase from ₹ 12,315 Lacs in 2009-10 to ₹ 25,505 Lacs in 2010-11, following an increase in the share premium and retained earnings due to higher post tax profits.

Debt funds

The Company maintained its status of zero debts.

Gross block

The Company's gross block (including tangible and intangible assets) grew 43.76% from ₹ 2,959 Lacs in 2009-10 to ₹ 4,254 Lacs in 2010-11, following the creation of a new building and installation of furniture and fixtures. The Company followed the straight line method in providing depreciation - ₹ 130 Lacs in 2010-11. Capital work in progress increased 45.44% from ₹ 669 Lacs in 2009-10 to ₹ 973 Lacs in 2010-11 owing to expansion plans.

Investments

Investments (mainly in money market debt funds of Mutual funds) by the Company surged 226.84% from ₹ 4,166 Lacs in 2009-10 to ₹ 13,616 Lacs in 2010-11. It is increased due to surplus funds out of issue proceeds are deployed in debt funds of Mutual funds.

Current Assets

The Company's current assets increased by 40.70% from ₹ 7,030 Lacs in 2009-10 to ₹ 9,892 Lacs in 2010-11. It is increased mainly due to the loan given by the Company to its subsidiary Companies and Trusts to support Career Point University and other college projects.

Current liabilities and provisions

The Company's current liabilities and provisions increased marginally by 7.91% from ₹ 1,037 Lacs in 2009-10 to ₹ 1,119 Lacs in 2010-11.

Risks and Concerns

The management's perception of risks and concerns associated with the business are detailed out in the report on the Risk Management provided elsewhere in the report.

Human Resources (HR)

The Company firmly believes that its human resources are its true assets and constitute the most vital force in moving the organisation forward. The good performance of the Company requires a disciplined, focused work culture and demands an ongoing effort to sustain an engaged workforce. The Company regularly trains its employees and motivates them to focus on

achieving the Company's goals and objectives. The Company fosters better relationships and job satisfaction amongst its employees. The Company works with a Key Responsibility Area based review and recognition strategy that aligns efforts, while rewarding results.

During the year, the Company continued to focus on improving people productivity, through training and development of its employees. The total manpower strength of the Company as on March 31, 2011 was 461.

Internal Control System

The Company has proper and adequate internal control systems, which ensure that all assets are safeguarded against loss from unauthorised use and all transactions are authorised, recorded and reported correctly. The management continuously reviews the internal control systems and procedures to ensure orderly and efficient conduct of business. The Company regularly conducts internal audits, 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.

Outlook

The Company continues to focus on launching new products, strengthening its brand presence, forging new alliances to continuously improve its offerings in the market place and also increase its footprints in formal education. The Company has embarked upon several initiatives for the development of educational infrastructure and quality teaching in India. The Company is expanding its tutorial business to cater to the untapped demand of the preparatory segment through new Company operated training centres in existing and un-penetrated states, technology platform (CPLive) and partnering schools. Moreover, the sphere of formal education offers attractive opportunities for the Company, which provides education management and consultancy services and infrastructure support services to educational institutes. The Company is strengthening its position as the Total Learning Solution Provider through further innovation, investment in R&D and focus on its current breadth of products and services.



Directors' Report



Dear Members,

Your Directors have pleasure in presenting their Eleventh Annual Report together with the Audited Accounts of your Company for the year ended March 31, 2011.

Financial Results

The financial highlights of the Company for the year on standalone basis are as under:

Particulars	(₹ in Lacs)	
	2011	2010
Sales & Services Income	7,862.38	6,165.50
Other income	1,070.26	614.59
Total Income	8,932.64	6,780.09
Profit before tax	3,916.99	2,937.87
Provision for Taxation	1,179.57	950.91
Profit after tax	2,737.42	1,986.96
Balance of Profit brought forward	5,525.02	3,538.06
Balance carried to Balance Sheet	8,262.44	5,525.02

Performance

The Company's performance in the year 2010-11 continued its strong momentum and showed healthy growth. During 2010-11, your Company achieved a Sales & Services Income of ₹ 7,862.38 Lacs as compared to ₹ 6,165.50 Lacs in 2009-10. The Profit before tax of the Company was ₹ 3,916.99 Lacs for the current financial year as compared to ₹ 2,937.87 Lacs in 2009-10. The net profit after tax stood at ₹ 2,737.42 Lacs, compared to the net profit after tax of ₹ 1,986.96 Lacs in the previous fiscal, growth over 37.77% over the previous year.

Public Issue

During the year under review the Company turned into a public listed entity with an Initial Public Offering ('IPO' or 'Issue') of

its equity shares in October 2010. The equity shares were listed on the National Stock Exchange of India Ltd (NSE) and Bombay Stock Exchange Ltd (BSE) on October 6, 2010. The IPO was floated for 3,712,642 Equity Shares of ₹ 10 each at a premium of ₹ 300/- per share (for employees ₹ 285/- per share) aggregating to ₹ 11,500 Lacs. The Issue received a good response from all sections of investors and was oversubscribed by 41.10 times. The Issue was through 100% book building process. The issue constituted 20.48 % of the post issue paid-up share capital of the Company.

Subsidiary Companies

Your Company has 2 subsidiaries i.e. Career Point Infra Limited (CP Infra) and Career Point Edutech Limited (CP Edutech).

CP Infra is in the field of rendering infrastructure and allied services for setting-up of physical infrastructure for educational institutions. CP Infra has entered into an infrastructure support service agreements for providing infrastructure support services with Gopi Bai Foundation Trust Kota (Raj.) for setting up of their proposed university at Kota and Hamirpur namely Career Point University and with Career Point Education Society for Career Point Technical Campus at Rajsamand.

CP Edutech is in the field of developing technology based educational solution and software. CP Edutech has been instrumental in launching two software products i.e. a2zexam.com and examtayari.com.

Copies of the Balance Sheet, Profit & Loss Account and Report of the Auditors of the subsidiary companies have not been attached as per the consent granted by the Board of Directors of the Company in terms of general exemption granted by the Ministry of Corporate Affairs, Government of India under Section 212(8) of the Companies Act, 1956 vide general circular no. 2/2011 dated 08.02.2011. However, as per the terms of the general exemption, a statement containing brief financial details of the subsidiary companies for the year ended March 31, 2011 and a statement pursuant to Section 212 of the Companies Act, 1956 relating to Subsidiary Companies is included in the Annual Report. As required under the Listing Agreements with the Stock Exchanges, the Company has prepared the Consolidated Financial Statements of the Company and its subsidiaries as per Accounting Standard (AS) 21, Consolidated Financial Statements which form part of the Annual Report and Accounts.

The Annual Accounts of the subsidiary companies and related detailed information will be made available to the Shareholders of the Company seeking such information. The Annual Accounts of the subsidiary companies are also kept for inspection by any investors at the Registered Office of your Company.

Corporate Governance

The spirit of good Corporate Governance remains integral to the Company's corporate philosophy. Your Company has complied with all the requirements relating to Corporate Governance as stipulated in Clause 49 of the Listing Agreement. The report of the Directors on Corporate Governance is given as a separate

section titled 'Report on Corporate Governance', which forms part of the Annual Report. The Auditors' Certificate confirming the compliance to the conditions of the Corporate Governance stipulated in Clause 49 of the Listing Agreement is annexed to the Report on Corporate Governance.

Management Discussion and Analysis Report

As required by Clause 49 of the Listing Agreement, the Management Discussion and Analysis Report is annexed and forms part of the Directors' Report.

Directors

Mr. Vishal Jain was appointed as an Additional Director at the Board Meeting held on January 27, 2011. His term of office expires at the end of the ensuing Annual General Meeting. The Company has received a notice in writing from the member under Section 257 of the Act proposing Mr. Vishal Jain appointment as Director of the Company. Necessary resolution relating to the same is being placed before the shareholders for approval.

Mr. Pawan Kumar Lalpuria and Mr. Pritam Kumar Goswami, Directors, retire at the forthcoming Annual General Meeting and are eligible for re-appointment. Necessary resolutions are being placed before the shareholders for approval.

The Board of Directors in their meeting held on March 26, 2011 had re-appointed Mr. Pramod Maheshwari as Whole time





Director designated as Chairman, Managing Director & Chief Executive Officer of the Company for a further period of three years w.e.f. April 1, 2011, Mr. Om Prakash Maheshwari as Whole time Director designated as Executive Director & Chief Financial Officer of the Company for a further period of three years w.e.f. April 1, 2011 and Mr. Nawal Kishore Maheshwari as Whole time Director designated as Executive Director of the Company for a further period of three years w.e.f. April 1, 2011. These re-appointments are subject to the shareholders' approval. Necessary resolutions are being placed before the shareholders for approval.

Directors' Responsibility Statement

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956 the Board of Directors of your Company hereby states and confirms:

- That in the preparation of Annual Accounts for the financial year, applicable Accounting Standards have been followed along with the proper explanations relating to material departures, if any;
- That they have selected such accounting policies, which have been consistently applied and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as

at March 31, 2011 and of the profit of the Company for that year;

- That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- That they have prepared the Annual Accounts on a going concern basis.

Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

Considering the business activities of the Company information required to be provided under Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, in relation to Conservation of Energy and Technology Absorption are currently not applicable to the Company.

Particulars of foreign currency earnings and outgo during the year are given in Notes to Accounts forming part of the Annual Report.



Fixed Deposits

During the year your company has neither invited nor accepted any Deposits from the Public within the meaning of Section 58A, 58AA and other relevant provisions of the Companies Act, 1956, if any.

Particulars of employees

Information as per Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of employees) Rules, 1975 is not required to give as during the financial year ended March 31, 2011, no employee was employed throughout the year who has in receipt of remuneration not less than ₹ 60,00,000 for the year and remuneration not less than ₹ 5,00,000 per month.

Dividend

Your Directors have not recommended any dividend for the financial year ended as on March 31st, 2011.

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 2011-12. The Audit Committee of the Board has recommended their re-appointment. The necessary resolution is being placed before the shareholders for approval.

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

Acknowledgements and Appreciation

Your Directors are thankful to all shareholders, Franchisees, 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.

For and on behalf of the Board

Place : Kota

Date : May 13, 2011

Pramod Maheshwari

Chairman, Managing Director & CEO



Report on Corporate Governance



Company's Philosophy On Code Of Governance

Career Point'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 organisation, transparent accounting policies, responsibility and fairness. Its endeavour is to maximise the long term value of the Shareholders of the Company.

Board of Directors

■ Composition of Board

The Company's Board is constituted in line with the provisions of Clause 49 of the Listing Agreement. The present strength of the Board is of eight Directors comprising an optimum combination of Executive and Non-Executive Directors. Mr. Pramod Maheshwari is an Executive Chairman of the Board. All the Executive Directors are Promoters of the Company. The Board represents an optimal mix of professionalism, knowledge and experience.

The table below gives the composition of the Board during the financial year 2010-11.

Name of Director	Category	Designation
Mr. Pramod Maheshwari	Promoter	Chairman, Managing Director and CEO
Mr. Om Prakash Maheshwari	Promoter	Executive Director and CFO
Mr. Nawal Kishore Maheshwari	Promoter	Executive Director
Mr. Pawan Kumar Lalpuria	Non-Executive Independent	Director
Mr. Pritam Kumar Goswami	Non-Executive Independent	Director
Mr. Ram Swaroop Chaudhary	Non-Executive Independent	Director
Mr. Arun Luharuka*	Non-Executive Non-Independent	Nominee Director
Mr. Dwarka Das Nihchal Das Nainani**	Non-Executive Independent	Director
Mr. Vishal Jain***	Non-Executive Independent	Director

* Mr. Arun Luharuka is nominee director of Franklin Templeton Asset Management India (Pvt.) Ltd.

** Mr. Dwarka Das Nihchal Das Nainani has resigned w.e.f October 23, 2010.

*** Mr. Vishal Jain was appointed as an Additional Director w.e.f January 27, 2011.

■ Directors attendance record and Directorship in other companies

Name of Director	Board Meetings held during the year	Board Meetings attended during the year	Whether last AGM attended	Directorship in other Companies including private limited companies (as on March 31, 2011)	No. of Memberships/ Chairmanships of other Board/Committees	
					Membership	Chairmanship
Mr. Pramod Maheshwari	6	6	Yes	5	Nil	Nil
Mr. Om Prakash Maheshwari	6	6	Yes	11	Nil	Nil
Mr. Nawal Kishore Maheshwari	6	5	Yes	8	Nil	Nil
Mr. Pritam Kumar Goswami	6	4	No	2	Nil	Nil
Mr. Pawan Kumar Lalpuria	6	3	Yes	3	Nil	Nil
Mr. Ram Swaroop Chaudhary	6	4	No	1	Nil	Nil
Mr. Arun Luharuka*	6	4	No	Nil	Nil	Nil
Mr. Dwarka Das Nihchal Das Nainani**	6	1	No	2	Nil	Nil
Mr. Vishal Jain	6	1	NA	Nil	Nil	Nil

* Mr. Arun Luharuka was alternate director in GKC Projects Limited w.e.f from September 23, 2010 to March 25, 2011.

** Mr. Dwarka Das Nihchal Das Nainani has resigned w.e.f October 23, 2010.

None of the Directors of the Board serve as members of more than ten committees nor are the Chairmen of more than five committees, as per the requirements of the Listing Agreement. "Committees" for this purpose include the Audit Committee and the Shareholders' Investor Grievance Committee under the said Clause 49 of the Listing Agreement.

■ Board Meetings

In compliance with the provisions of clause 49 of the Listing Agreement, the Board Meetings are held at least once every quarter and the time gap between two Meetings is not more than four months. During the year, six Board Meetings were held on June 25, 2010, August 21, 2010, September 13, 2010, October 23, 2010, January 27, 2011 and March 26, 2011.

■ Code of Conduct for Board Members and Senior Management Personnel

The Board of Directors has adopted a Code of Conduct for all Board members and senior management group of the Company. A copy of the Code has been circulated to all members of the Board and Senior Management and also posted on the Company's website www.cpil.in. A declaration signed by the Managing Director and CEO to this effect is enclosed as a part of this report.

Audit Committee

The Board of Directors has constituted the Audit Committee to assist the Board in discharging its responsibilities effectively. The constitution of the Audit Committee also meets with the requirements of Section 292A of the Companies Act, 1956. The composition of the Committee is in conformity with clause 49(II) (A) of the Listing Agreement.

■ Description and Terms of Reference

The terms of reference of the Audit Committee including its role and powers are as specified in Clause 49 of the Listing Agreement with the Stock Exchanges, and also in Section 292A of the Companies Act, 1956 as amended from time to time, besides other terms as may be referred to it by the Board of Directors.



■ The Constitution of the Audit Committee

Name of Directors	Designation	Category
Mr. Pawan Kumar Lalpuria	Chairman	Non-Executive Independent Director
Mr. Pritam Kumar Goswami	Member	Non-Executive Independent Director
Mr. Dwarka Das Nihchal Das Nainani *	Member	Non- Executive Non Independent Director
Mr. Arun Luharuka	Member	Non- Executive Non Independent Director

*resigned on October 23, 2010

■ Meetings and Attendance during the year

Name of Directors	Attendance at Audit Committee Meetings held on			
	June 25, 2010	August 21, 2010	January 27, 2011	March 26, 2011
Mr. Pawan Kumar Lalpuria	√	√	√	√
Mr. Pritam Kumar Goswami	√	√	√	√
Mr. Dwarka Das Nihchal Das Nainani *	X	√	NA	NA
Mr. Arun Luharuka	X	√	√	√

*resigned on October 23, 2010

The Company Secretary acts as the Secretary of the Committee

Remuneration Committee

■ Description and Terms of Reference:

The Remuneration Committee determines our Company's remuneration policy, having regard to performance standards and existing industry practice. Under the existing policies of our Company, the Remuneration Committee, inter alia, determines the remuneration payable to our Directors. Apart from discharging the above-mentioned basic functions, the Remuneration Committee also discharges the following functions:

- Framing policies and compensation including salaries and salary adjustments, incentives, bonuses, promotion, benefits, stock options and performance targets of the top executives; and
- Formulating strategies for attracting and retaining employees and employee and development programmes.

■ The Constitution of the Remuneration Committee

Name of Directors	Designation	Category
Mr. Ram Swaroop Chaudhary	Chairman	Non-Executive Independent Director
Mr. Pawan Kumar Lalpuria	Member	Non-Executive Independent Director
Mr. Pritam Kumar Goswami	Member	Non-Executive Independent Director
Mr. Arun Luharuka	Member	Non- Executive Non Independent Director

■ Meeting and Attendance during the year

Name of Directors	Attendance at Remuneration Committee Meeting held on March 26, 2011
Mr. Ram Swaroop Chaudhary	√
Mr. Pawan Kumar Lalpuria	√
Mr. Pritam Kumar Goswami	√
Mr. Arun Luharuka	√

The Company Secretary acts as the Secretary of the Committee.

■ Details of remuneration paid to Directors during the year

The remuneration paid to the Executive Directors during the financial year ended March 31, 2011 are as follows:

Executive Directors	Salary (₹)	Other Allowances and perquisites(₹)	Total(₹)
Mr. Pramod Maheshwari	12,00,000	5,43,000	1,743,000
Mr. Om Prakash Maheshwari	12,00,000	5,43,000	1,743,000
Mr. Nawal Kishore Maheshwari	12,00,000	5,43,000	1,743,000
TOTAL	36,00,000	16,29,000	5,229,000

Shareholders/Investors Grievance Committee

As a measure of good Corporate Governance and focusing on strengthening the relation with the stakeholders, the Board has formed Shareholders/ Investors' Grievance Committee. The composition of the Committee is in conformity with clause 49(IV)(G) (iii) of the Listing Agreement.

■ Description and Terms of Reference:

The Committee has been constituted to specifically look into the Investors' complaints and to redress the same expediently. The Committee meets as and when there are any complaints from investors. There were no complaints pending as on March 31, 2011.

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, issue of duplicate, split and consolidated share certificates, which are approved by the Committee. The Company has connectivity with NSDL and CDSL for Dematerialisation 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 Constitution of the Shareholder/Investor Grievance Committee

Name of Directors	Designation	Category
Mr. Ram Swaroop Chaudhary	Chairman	Non-Executive Independent Director
Mr. Pawan Kumar Lalpuria	Member	Non-Executive Independent Director
Mr. Pritam Kumar Goswami	Member	Non-Executive Independent Director
Mr. Arun Luharuka	Member	Non- Executive Non Independent Director

■ Details of complaints received / resolved during the financial year 2010-11

Nature of Complaints	Received	Resolved	Pending
Investor Grievances	512	512	Nil

■ Compliance Officer

Mr. Tarun Kumar Jain

Company Secretary and Compliance Officer

Career Point Infosystems Limited

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

Tel: +91 744 3040000, Fax: +91 744 3040050

Email: tarun.jain@careerpointgroup.com



IPO Committee

The IPO committee was constituted by our Directors at Board meeting held on January 1, 2010 ("IPO Committee"). The IPO committee was formed to take decisions relating to the Initial Public Offerings of the Company.

The IPO Committee comprises of:

Sr. No	Name of the Member	Designation	Nature of Directorship
1.	Mr. Pramod Maheshwari	Chairman	Executive and non-independent
2.	Mr. Om Prakash Maheshwari	Member	Executive and non-independent
3.	Mr. Nawal Kishore Maheshwari	Member	Executive and non-independent
4.	Mr. Arun Luharuka	Member	Non - independent and non-executive

Six meetings were held during the year.

General Body Meetings

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

Year	AGM	Date	Time	Venue	No. of special resolution passed
2009-10	10th AGM	September 27, 2010	5.00 P.M	Reg.Off: 112B, Shakti Nagar,Kota, Raj.324009	NIL
2008-09	9th AGM	September 25, 2009	11.30 A.M.	Reg.Off: 112B, Shakti Nagar, Kota,Raj.324009	NIL
2007-08	8th AGM	September 29, 2008	11.30 A.M	Reg.Off: 112B, Shakti Nagar, Kota,Raj.324009	NIL

Note : During the year the Company has not passed any resolution by circulation or by Postal Ballot.

Disclosures

■ 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 and associate companies. 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 2010-11 with Related Parties were on arms' 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.

■ 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.

■ Whistle Blower Policy

The Board of Directors may consider adopting this requirement in future.

■ Compliance with the mandatory requirements of Clause 49 of the Listing Agreement

The Company has complied with all the mandatory requirements of the Code of Corporate Governance as stipulated under the Listing Agreement. The Company has also obtained a certificate affirming the compliances from M/s Sharp & Tannan, Chartered Accountants, the statutory auditors of the Company and the same is attached to this Report.

■ Details of Compliance with Non-Mandatory requirements of this clause

The Company has not adopted the Non-Mandatory requirements except constitution of Remuneration Committee

■ Disclosure on Risk Management

The Board is periodically informed about the key risks and their minimisation procedures. Business risk evaluation and management is an ongoing process within the Company.

■ 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.

■ Management

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

■ 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.

Means of Communication

- The quarterly, half-yearly and annual results are published in National English and Hindi Newspapers and are also displayed on the Company's website www.cpil.in along with official news releases and presentations.
- The Company's Results and other Corporate Announcements are regularly sent to the Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

General Information for Shareholders

Annual General Meeting

Date	September 24, 2011
Venue	CP Tower, Road No. 1, IPIA, Kota – 324 005, Rajasthan, India
Time	4.00 p.m
Financial Year	2010-11
Book Closure Dates	September 17, 2011 to September 24, 2011 (both days inclusive)

Tentative Financial Calendar (For FY 2011-12)

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).

Dividend Payment Date

Not applicable since the Company has not declared any dividend.

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:

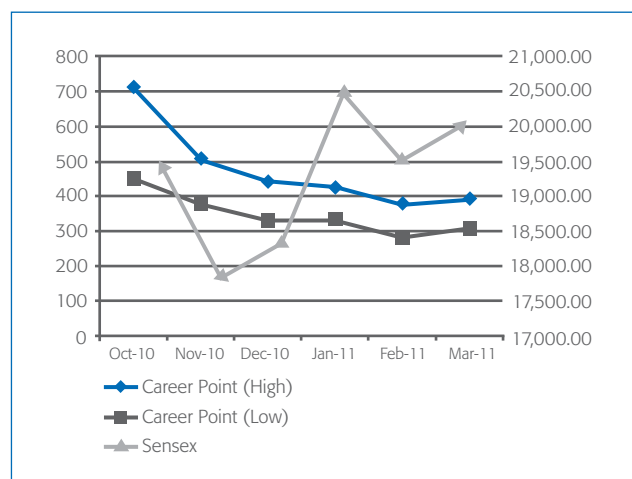
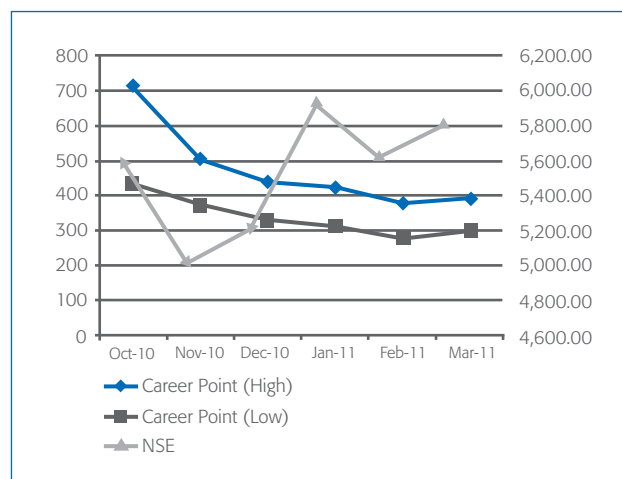
Name of Stock Exchanges	Stock Code/Symbol
Bombay Stock Exchange Limited	533260
National Stock Exchange of India Limited	CPIL

The listing fee for the financial year 2011-12 to BSE and NSE has been duly paid.

Market Price Data

Share Price movement for the Financial Year 2010-11:

Month	BSE Prices (In ₹)			NSE Prices (In ₹)		
	High	Low	SENSEX (Close of the month)	High	Low	NIFTY (Close of the Month)
Oct-10	711.00	450.00	20,032.34	714.40	436.10	6,017.70
Nov-10	506.70	377.25	19,521.25	505.90	375.00	5,862.70
Dec-10	441.00	331.00	20,509.09	439.90	330.00	6,134.50
Jan-11	424.00	332.10	18,327.76	423.60	313.80	5,505.90
Feb-11	378.00	281.55	17,823.40	379.00	280.00	5,333.25
Mar-11	392.00	308.00	19,445.22	392.60	301.00	5,833.75


■ Career Point Vs Sensex

■ Career Point Vs NSE

■ Shareholding Distribution as on March 31, 2011

Shareholding of shares		Number of shareholders	Percentage of Total	Shares	Percentage of Total
1	500	15474	98.18	564580	3.11
501	1000	132	0.84	104320	0.58
1001	2000	72	0.46	103356	0.57
2001	3000	13	0.08	32098	0.18
3001	4000	12	0.07	41756	0.23
4001	5000	6	0.04	26288	0.14
5001	10000	14	0.09	107008	0.59
10001	above 10001	38	0.24	17153533	94.60
TOTAL		15761	100.00	18132939	100.00

Category	No. of shares held	% Shareholding
Company Promoter / Promoter Group	1,08,66,000	59.92
Mutual Funds / UTI	27,72,877	15.29
Financial Institutions/ Banks	20,945	0.12
Foreign Institutional Investors	37,467	0.21
NRIs (Repatriate)	11,457	0.06
NRIs (Non- Repatriable)	1,573	0.01
Trusts	7,56,047	4.17
Bodies Corporate	22,07,453	12.17
General Public	14,01,475	7.73
Clearing Members	57,645	0.32
TOTAL	1,81,32,939	100

■ Registrar and Transfer Agent

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

■ Share Transfer System

The Share transfer documents complete in all respects are registered and/or share transfer under objections are returned within stipulated time period.

■ Dematerialisation 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, 2011, 98.07 percent of the shares of the Company were held in a dematerialised form.

The International Securities Identification Number (ISIN) allotted to the Company for Dematerialisation of Shares is INE521J01018.

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

- **Plant Location:** Not Applicable

■ 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

Investors may also write to or contact

Company Secretary
Career Point Infosystems Limited
Corporate Office: CP Tower, Road No. 1,
IPIA, Kota – 324 005, Rajasthan, India
Telephone No. : +91 744 3040000
Fax No. : +91 744 3040050
Email id: investors@cpil.in

Subsidiary Companies

As per the revised Clause 49 of the Stock Exchange Listing Agreement, your Company does not have a 'material non-listed subsidiary Company whose turnover or net worth exceeds 20 percent of the consolidated turnover or net worth respectively of the Company and its subsidiaries in the immediately preceding accounting year.

CEO and CFO Certification

In terms of Clause 49 (V) of the Listing Agreement, Certificate issued by Chief Executive Officer and Chief Financial Officer confirming that the financial statement present the true and fair view of the Company's affairs and are in compliance with existing accounting standards, internal control and disclosures, is annexed to this report.





CEO/CFO Certification

To,

The Board of Directors,
Career Point Infosystems Limited
Kota

We have reviewed the Stand-alone and Consolidated financial results and the cash flow statement of Career Point Infosystems Limited (the Company) for the financial year ended 31 March 2011, 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, 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, deficiencies 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 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 in accounting policies during the year, 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 13, 2011

Pramod Maheshwari

Chairman, Managing Director and CEO

Om Prakash Maheshwari

Executive Director and CFO

Declaration on Compliance with Code of Conduct

This is to certify that all the Members of the Board of Directors and Senior Management of the Company have confirmed compliance with the Company's Code of Conduct during April 2010 to March 2011.

Place : Kota

Date : May 13, 2011

For Career Point Infosystems Limited

Pramod Maheshwari

Chairman, Managing Director and CEO

Certificate On Corporate Governance

To,

The Members,

Career Point Infosystems Limited

Dear Sirs,

We have examined the compliance of the conditions of Corporate Governance by Career Point Infosystems Limited, for the year ended 31st March, 2011, as stipulated in Clause 49 of the Listing Agreement entered into by the Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to review of the procedures and implementations thereof, adopted by the Company for ensuring compliance with 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 and the representations made by Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

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

Place: Kota

Date : May 13, 2011

SHARP & TANNAN

Chartered Accountants

ICAI Registration No: - 000452N

By the hand of

Pavan K. Aggarwal

Partner

Membership No. 91466



AUDITORS' REPORT

TO THE MEMBERS OF CAREER POINT INFOSYSTEMS LIMITED

We have audited the attached Balance Sheet of Career Point Infosystems Limited as at March 31, 2011, the Profit & Loss Account and the Cash Flow statement for the year ended on that date, annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

We report that:

- (1) As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, issued by the Central Government of India in terms of sub-section (4A) of Section 227 of 'The Companies Act, 1956' and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
- (2) Further to our comments in the Annexure referred to on Paragraph (1) above, we report that
 - (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company, so far as appears from our examination of those books;
 - (c) The Balance Sheet, the Profit & Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, the Profit & Loss Account and the Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956;
 - (e) On the basis of the written representations received from directors of the company as on March 31, 2011 & taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2011 from being appointed as director in terms of section 274(1) (g) of the companies act, 1956.

In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the Significant Accounting Policies in Schedule P and note 8 regarding Employee Benefits along with other Notes to Accounts in Schedule Q, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

1. in the case of the balance sheet, of the state of affairs of the Company as at March 31, 2011;
2. in the case of the profit and loss account, of the profit for the year ended on that date; and
3. in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

SHARP & TANNAN

Chartered Accountants

ICAI Registration No. 000452N

By the hand of

Pavan K. Aggarwal

Partner

Membership No. 91466

Place: Kota

Date: May 13, 2011

ANNEXURE TO THE AUDITOR'S REPORT

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

1. (a) The Company is maintaining reasonably proper records to show full particulars, including quantitative details and situation of all fixed assets.
(b) As explained to us, fixed assets have been physically verified by the management.
(c) As per information given to us, the company has not disposed off any substantial part of its fixed assets during the period, so as to affect its going concern status.
2. (a) As explained to us, the inventories have been physically verified by the management during the period. In our opinion, the frequency of such verification is reasonable.
(b) As per the information given to us, the procedures of physical verification of inventory followed by the management are, in our opinion, reasonable and adequate in relation to the size of the Company and the nature of its business.
(c) The Company is maintaining quantitative details of inventory. 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.
3. (a) According to the information and explanations given to us, the Company has granted unsecured loans, to its subsidiary Career Point Edutech Limited amounting to ₹ 20,31,541/-, Wholly Owned Subsidiary Career Point Infra Limited amounting to ₹ 44,24,75,225/- and Gopi Bai Foundation one of enterprise covered under same management amounting to ₹ 20,00,16,380/- for meeting the capital expenditure requirements which are covered in the register maintained under section 301 of the Companies Act, 1956.
(b) The company has granted unsecured loans at the rate of 9% per annum. The rate of interest and other terms and conditions of unsecured loan given by the company are prima-facie appears not prejudicial to the interest of the company.
(c) The terms of repayment stipulate that unsecured loans are repayable by quarterly instalments in 3 years and the first instalment of repayment will start after a moratorium of 4 years from Career Point Infra Limited and Career Point Edutech Limited. The Unsecured loan is repayable within 3 months from the date of payment by Gopi Bai Foundation.
(d) According to the information and explanations given to us, the company has not taken any loans, secured or unsecured, from companies, firm and other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, paragraphs 4(iii)(f) and (g) of the Order are not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, there are reasonably adequate internal control systems commensurate with the size of the company and the nature of its business, for the purchase of inventory, fixed assets and for the sale of services and publication material. Further on the basis of our examination of the books and records of the company and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid control systems.
5. (a) According to the information and explanations given to us, we are of the opinion that the particulars of the contracts or arrangements that need to be entered in the register maintained under Sec. 301 of the Companies Act, 1956, have been so entered.



ANNEXURE TO THE AUDITOR'S REPORT

- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contract or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956, and exceeding the value of Rupees five lakhs in respect of any party during the period, have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time
6. According to the information and explanations given to us, the company has not accepted any deposits from the public within the meaning of section 58A and 58AA or any other relevant provisions of the Companies Act, 1956 and rules framed there under.
7. In our opinion, the company has an adequate internal audit system to make it commensurate with the size and nature of its business.
8. To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under clause (d) of sub section (1) of section 209 of the Companies Act, 1956.
9. (a) According to the information and explanations given to us, in our opinion, the Company has been generally regular in depositing undisputed statutory dues like Income tax, Sales tax, wealth tax, service tax and other material statutory dues, as applicable, with the appropriate authorities except for a few cases. According to the information and explanations given to us, no undisputed amounts were in arrears as at March 31, 2011, 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 of the company examined by us, the particulars of Service Tax, Sales Tax and Income Tax dues which have not been deposited on account of a dispute pending are as under:

Matter & (Related F/Y)	Nature of the dispute dues	Amount (₹)	Forum where dispute is pending
Service Tax (2003-04)	Franchisee Income	10,54,036	High Court, Jaipur Bench
Income Tax (2005-06)	Loss of Bikaner Branch disallowed by the Assessing Officer.	9,50,525	CIT(Appeals), Kota
Sales Tax (2006-07)	VAT Liability on Royalty Income	28,60,159	Deputy Commissioner (Appeals), Commercial Taxes, Ajmer.
Sales Tax (2007-08)	VAT Liability on Royalty Income	27,00,134	Deputy Commissioner (Appeals), Commercial Taxes, Ajmer.
Sales Tax (2008-09)	VAT Liability on Royalty Income	21,97,507	Deputy Commissioner (Appeals), Commercial Taxes, Ajmer.
Income Tax Search Case*			

*An undisclosed income amounting to ₹ 6,00,58,330/- has been detected by the Income Tax Department during search & seizure carried on 4th December 2009 under Income Tax Act, 1961 in the office premises of the Company as well as the residence of the executive Directors. Out of this income it is not clearly mentioned as to how much pertains to the Individuals and how much to the Company. Consequently the liability of the Company in respect of this undisclosed income has become difficult to be ascertained.

ANNEXURE TO THE AUDITOR'S REPORT

10. The Company does not have accumulated losses as at the end of period and the Company has not incurred losses during current and the immediately preceding financial year.
11. According to the information and explanations given to us, in our opinion the company has not defaulted in the repayment of dues to any financial institutions or bank as at the balance sheet date .The Company has not issued any debentures.
12. According to the information and explanations given to us and based on the documents and records produced to us, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. According to the information and explanations given to us, the nature of activities of the company does not attract any special statute applicable to chit fund and nidhi/mutual benefit fund/Societies.
14. The company has maintained proper records of transactions and contract in respect of dealing and trading in shares, securities, debentures and other investments and timely entries have been made therein. The Company in its own name has held all shares, debentures and other investments.
15. In our opinion and according to the information and explanations given to us, the company has not given any guarantee for loans taken by associates and others, from banks or financial institutions during the period.
16. To the best of our knowledge and as explained, no term loans have been raised during the year.
17. According to the information and explanations given to us and on examination of balance sheet, fund raised on short term basis have, prima facie, not been used during the period for long term investment and vice versa except the company has invested/re-invested the money of share capital and share premium in Liquid Debt Funds.
18. During the year, the company has not made preferential allotment of shares to parties covered in the register maintained under section 301 of the Companies Act, 1956.
19. The company has not issued any debentures during the period. Hence, reporting on paragraph 4 (xix) of the Order pertaining to creation of security or charge for debentures does not arise.
20. The management has disclosed end use of money raised by public issue in the note no.1 of schedule Q and we have verified the same.
21. During the course of our examination of books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instances of material fraud on or by the company, noticed or reported during the period, nor have we been informed of such case by the management.

Place: Kota
Date: May 13, 2011

Sharp & Tannan
Chartered Accountants
ICAI Registration No. 000452N
By the hand of
Pavan K. Aggarwal
Partner
Membership No. 91466



BALANCE SHEET as at 31 March 2011

(₹)

	SCH.	as at March 31, 2011		as at March 31, 2010	
Sources of Funds					
Shareholders fund					
Share Capital	A	18,13,29,390		14,42,02,970	
Reserves & Surplus	B	2,55,04,55,681	2,73,17,85,071	1,23,14,85,585	1,37,56,88,555
Loan Funds					
Secured Loans	C		-		11,32,791
Deferred tax liabilities			27,33,830		18,71,141
Total			2,73,45,18,901		1,37,86,92,487
Application of Funds					
Fixed assets					
Tangible Assets	D				
Gross Block		20,06,43,742		11,64,99,355	
Less : Depreciation and Impairment		2,21,14,094		1,23,47,168	
Net Block		17,85,29,648		10,41,52,187	
Capital work in progress		9,72,75,757	27,58,05,405	6,68,76,031	17,10,28,218
Intangible Assets					
Gross Block		22,47,89,585		17,93,80,123	
Less: Amortisation and Impairment		5,145,053	21,96,44,532	25,25,227	17,68,54,896
Investments	E		1,36,15,91,695		41,66,19,365
Current Assets, Loans & Advances					
Inventories	F	1,67,45,424		1,74,29,491	
Sundry Debtors		9,878,627		46,63,591	
Cash & Bank Balances		21,98,62,759		22,61,55,041	
Loans & Advances		74,27,22,202		45,47,97,228	
		98,92,09,012		70,30,45,351	
Less: Current Liabilities & Provisions					
Liabilities	G	10,73,27,567		10,00,72,425	
Provisions		45,62,676		36,20,354	
		11,18,90,243		10,36,92,779	
Net Current Assets			87,73,18,769		59,93,52,572
Miscellaneous Expenditure (To the extent not written off or adjusted)	H		1,58,500		1,48,37,436
Total			2,73,45,18,901		1,37,86,92,487
Contingent Liability	O				
Significant Accounting Policies	P				
Notes To Accounts	Q				

The schedules referred to above and the notes attached form an integral part of the financial statements.

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: Kota

Date: May 13, 2011

Pramod Maheshwari

Chairman, Managing Director & CEO

Tarun Kumar Jain

GM (Corporate & Legal Affairs) &
Company Secretary

Place: Kota

Date: May 13, 2011

Om Prakash Maheshwari

Executive Director & CFO

Pawan Kumar Lalpuria

Independent Director

PROFIT & LOSS ACCOUNT for the year ended 31 March 2011

(₹)

	SCH.	2010-11	2009-10
Income			
Sales & Services Income	I	78,62,38,576	61,65,50,189
Other income	J	10,70,25,827	6,14,58,834
		89,32,64,403	67,80,09,023
Expenditure			
Cost of Study Material	K	2,81,87,345	2,18,40,770
Personnel expenses	L	31,12,97,236	20,81,96,817
Administration and other expenses	M	14,81,83,364	14,69,73,174
Finance charges	N	5,25,141	3,30,643
Depreciation		1,30,41,119	65,48,549
Miscellaneous Expenditure		3,31,775	3,31,768
		50,15,65,980	38,42,21,721
Profit before tax before prior period items		39,16,98,423	29,37,87,302
Provision for current taxes		11,81,50,000	9,55,81,000
Provision for deferred tax		8,62,689	(4,89,504)
Tax Provided/(Reversed) for earlier years		(10,55,963)	-
Profit after tax		27,37,41,697	19,86,95,806
Balance brought forward March 31, 2010		55,25,01,657	35,38,05,851
Profit available for appropriation		82,62,43,354	55,25,01,657
Balance carried to Balance Sheet		82,62,43,354	55,25,01,657
Basic Earning per Equity Share (₹)		16.82	14.71
Diluted Earning per Equity Share (₹)		16.82	14.71
Face value per Equity Share (₹)		10	10
Contingent Liability	O		
Significant Accounting Policies	P		
Notes to Accounts	Q		

The schedules referred to above and the notes attached form an integral part of the financial statements.

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: Kota

Date: May 13, 2011

Pramod Maheshwari

Chairman, Managing Director & CEO

Tarun Kumar Jain

GM (Corporate & Legal Affairs) &
Company Secretary

Place: Kota

Date: May 13, 2011

Om Prakash Maheshwari

Executive Director & CFO

Pawan Kumar Lalpuria

Independent Director



CASH FLOW STATEMENT for the year ended March 31, 2011

(₹)

Particulars	2010-11	2009-10
A. Cash Flows from Operating Activities		
Net Profit Before Taxation and before prior period items	39,16,98,423	29,37,87,302
Adjustments for:		
Depreciation	1,30,41,119	65,48,549
Dividend Income	(3,98,63,068)	(1,85,75,112)
Short/Long Term Capital Gain on shares	26,655	(31,70,401)
Interest Income	(6,36,37,012)	(3,69,76,693)
Interest expense	5,25,141	3,30,643
Miscellaneous expenditure written off	3,31,775	33,17,68
Bad debts written off	-	83,76,409
Provision for Doubtful Advances	6,24,064	17,52,001
Provision for Doubtful Debts	8,97,878	42,36,719
Provision for Gratuity	3,55,322	18,32,259
fixed assets write off	31,43,992	-
Security Forfeited	2,60,738	(16,74,215)
Operating Profit before Working Capital Changes	30,74,05,027	25,67,99,230
(Increase)/Decrease in Trade and Other Receivables	(52,15,036)	44,31,947
(Increase)/Decrease in Inventories	6,84,067	10,55,822
(Increase)/Decrease in Loans and Advances	(28,79,24,974)	(15,65,59,897)
Increase/(Decrease) in Current Liabilities	72,54,651	56,25,339
(Increase)/Decrease in Miscellaneous expenditure	1,43,47,161	(1,26,37,419)
Cash generated from operations	3,65,50,896	9,87,15,022
Direct taxes paid	(11,88,48,942)	(10,00,45,787)
Net Cash from Operating Activities	(8,22,98,046)	(13,30,765)
B. Cash Flow from Investing Activities		
Sale of Fixed Assets	2,30,000	-
Interest & Dividend Received	10,35,00,080	5,55,51,805
Purchase of Fixed Assets (including CWIP)	(16,34,48,873)	(13,86,69,640)
Sale/(Purchase) of Other Investments	(94,49,72,330)	(35,86,74,293)
Net Cash (used in)/ from Investing Activities	(1,00,46,91,123)	(44,17,92,128)

Cash Flow Statement

(₹)

Particulars	2010-11	2009-10
C. Cash Flows from Financing Activities		
Proceeds from Issue of Share Capital	3,71,26,420	2,35,29,770
Proceeds from Short Term Borrowings	(11,32,791)	-
Share Premium received	1,11,28,73,400	57,64,69,352
Public Issue expenses	(6,76,45,001)	-
Brokerage on issue of Shares	-	(1,21,41,415)
Repayment of Short Term Borrowings	-	(5,10,52,910)
Interest paid	(5,25,141)	(3,30,643)
Net Cash from Financing Activities	1,08,06,96,887	53,64,74,154
Net increase/(decrease) in cash and cash equivalents (A + B + C)	(62,92,282)	9,33,51,262
Cash and Cash Equivalents at beginning of the period	22,61,55,041	13,28,03,779
Cash and Cash Equivalents at end of the period	21,98,62,759	22,61,55,041

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: Kota

Date: May 13, 2011

Pramod Maheshwari

Chairman, Managing Director & CEO

Tarun Kumar JainGM (Corporate & Legal Affairs) &
Company Secretary

Place: Kota

Date: May 13, 2011

Om Prakash Maheshwari

Executive Director & CFO

Pawan Kumar Lalpuria

Independent Director



SCHEDULES

Annexed to forming part of Balance Sheet as on March 31, 2011

(₹)

	As at March 31, 2011	As at March 31, 2010
Schedule - A		
Share Capital		
Authorised Capital		
25,000,000 Equity Shares of ₹ 10/- each (Previous Year 25,000,000 Equity Shares of ₹ 10/- each)	25,00,00,000	25,00,00,000
Issued, Subscribed & Paid Up Capital		
18,132,939 Equity Shares of ₹ 10/- each (Previous Year 14,420,297 Equity Shares of ₹ 10/- each)	18,13,29,390	14,42,02,970
	18,13,29,390	14,42,02,970

(₹)

	As at March 31, 2011		As at March 31, 2010	
Schedule - B				
Reserves & surplus				
Security Premium				
Opening Balance as on 1st April 2010	67,03,26,337		10,59,98,400	
Add: Received during the period	1,11,28,73,400		57,64,69,352	
	1,78,31,99,737		68,24,67,752	
Less: Commission and expenditure related to equity share issue	6,76,45,001	1,71,55,54,736	1,21,41,415	67,03,26,337
General Reserve		86,57,591		86,57,591
Profit & Loss Account		82,62,43,354		55,25,01,657
		2,55,04,55,681		1,23,14,85,585

(₹)

	As at March 31, 2011	As at March 31, 2010
Schedule - C		
Secured Loan		
Overdraft	-	11,32,791
	-	11,32,791

SCHEDULES

Annexed to forming part of Balance Sheet as on March 31, 2011

Schedule - D												
FIXED ASSETS												
PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK			
	As At April 1, 2010	Additions	Deletion	As At March 31, 2011	Up To March 31, 2010	During The Year	Deletion	Up to March 31, 2011	As At March 31, 2011	As At March 31, 2010		
(A) Tangible Assets												
Land	65,44,000	-	-	65,44,000	-	-	-	-	65,44,000	65,44,000		
Vehicle	60,98,121	12,44,744	4,48,218	68,94,647	13,88,138	6,22,128	2,47,924	17,62,342	51,32,305	47,09,983		
Building	4,52,41,767	6,63,24,764	-	11,15,66,531	11,70,127	14,43,270	-	26,13,397	10,89,53,134	4,40,71,640		
Computer	89,59,011	10,87,835	2,20,882	98,05,964	37,99,560	14,72,512	14,576	52,57,496	45,48,468	51,39,451		
Furniture & Fixtures*	3,71,60,435	1,96,87,352	34,71,227	5,33,76,560	42,98,825	62,88,278	3,31,886	1,02,55,217	4,31,21,343	3,28,61,610		
Plant & Machinery	1,25,16,021	-	59,981	1,24,56,040	16,90,518	5,95,105	59,981	22,25,642	1,02,30,398	1,08,25,503		
Sub-total (A)	11,64,99,355	8,83,44,695	42,00,308	20,06,43,742	1,23,47,168	1,04,21,293	6,54,367	2,21,14,094	17,85,29,648	10,41,52,187		
(B) Intangible Assets												
Land leasehold	17,93,67,623	4,54,03,462	-	22,47,71,085	25,25,227	26,19,826	-	51,45,053	21,96,26,032	17,68,42,396		
Trademark	12,500	6,000	-	18,500	-	-	-	-	18,500	12,500		
Sub-total (B)	17,93,80,123	4,54,09,462	-	22,47,89,585	25,25,227	26,19,826	-	51,45,053	21,96,44,532	17,68,54,896		
Total (A)+(B)	29,58,79,478	13,37,54,157	42,00,308	42,54,33,327	1,48,72,395	1,30,41,119	6,54,367	2,72,59,147	39,81,74,180	28,10,07,083		
Capital Work in progress									9,72,75,757	6,68,76,031		
Total	29,58,79,478	13,37,54,157	42,00,308	42,54,33,327	1,48,72,395	1,30,41,119	6,54,367	2,72,59,147	49,54,49,937	34,78,83,114		
Previous Year	22,41,93,269	16,36,81,056	2,51,18,816	36,27,55,509	84,31,246	65,48,549	1,07,400	1,48,72,395	34,78,83,114	21,57,62,023		

*Note:- The company has increased Rate of Depreciation, consequently Depreciation during the year includes ₹ 14,96,957/- pertaining to earlier years.



SCHEDULES

Annexed to forming part of Balance Sheet as on March 31, 2011

(₹)

	As at March 31, 2011		As at March 31, 2010	
Schedule - E				
Investments				
Long term investments				
<i>Fully paid equity shares of subsidiary companies</i>				
Shares Career Point Edutech Ltd 5,50,000 (Previous year 550,000) shares of ₹ 10 each.	55,00,000		55,00,000	
Shares Career Point Infra Limited 30,99,994 (Previous year 30,99,994) shares of ₹ 10 each	3,09,99,940	3,64,99,940	3,09,99,940	3,64,99,940
Fully paid equity shares of Associates companies				
Shares Imperial Infin Private Ltd. 34,000 (Previous year 34,000) shares of ₹ 100 each	34,00,000	34,00,000	34,00,000	34,00,000
<i>Other fully paid equity shares</i>				
Shares of R.C. Jain Investment Pvt. Ltd. (Unquoted) Nil (Previous Year Share Application Money for 100 shares of ₹ 10 each)		-		1,000
	(A)	3,98,99,940		3,99,00,940
<i>Current Investments</i>				
SBI DEBT FUND SERIES-90 DAYS-40-DIVIDEND 5000000 (Previous Year-Nil) units of ₹ 10 each	5,00,00,000		-	
SBI DEBT FUND SERIES-370 DAYS-10-GROWTH 5000000 (Previous Year-Nil) units of ₹ 10 each	5,00,00,000		-	
SBI DEBT FUND SERIES-370 DAYS-5-GROWTH 2000000 (Previous Year-Nil) units of ₹ 10 each	2,00,00,000		-	
SBI DEBT FUND SERIES-370 DAYS-6-GROWTH 2000000 (Previous Year-Nil) units of ₹ 10 each	2,00,00,000		-	
SBI DEBT FUND SERIES-370 DAYS-8-GROWTH 2000000 (Previous Year-Nil) units of ₹ 10 each	2,00,00,000		-	
DSP BLACKROCK FMP-3M- SERIES 29 DIVIDEND PAYOUT 15000000 (Previous Year-Nil) units of ₹ 10 each	15,00,00,000		-	
DSP BLACKROCK FMP-12M- SERIES 14 GROWTH MATURITY 5000000 (Previous Year-Nil) units of ₹ 10 each	5,00,00,000		-	
HDFC FMP 370 D GROWTH- SERIES XVII 20000000 (Previous Year-Nil) units of ₹ 10 each	20,00,00,000		-	
ICICI PRUDENTIAL FMP SERIES 51-13 MONTHS PLAN C CUMULATIVE 2000000 (Previous Year-Nil) units of ₹ 10 each	2,00,00,000		-	
ICICI PRUDENTIAL FMP SERIES 55-1 YEAR PLAN A CUMULATIVE 5000000 (Previous Year-Nil) units of ₹ 10 each	5,00,00,000		-	
IDFC FIXED MATURITY 100 DAYS SERIES-1 DIVIDEND 15000000 (Previous Year-Nil) units of ₹ 10 each	15,14,32,500		-	

SCHEDULES

Annexed to forming part of Balance Sheet as on March 31, 2011

(₹)

	As at March 31, 2011	As at March 31, 2010
Schedule - E (Contd.)		
JM FINANCIAL PRODUCTS LTD.- 12 Days 15% COMMERCIAL PAPER 400 (Previous Year- Nil) units of ₹ 498773.25 each	19,95,09,300	-
RELIANCE FIXED HORIZON FUND XVI SERIES 3 GROWTH PLAN 5000000 (Previous Year- Nil) units of ₹ 10 each	5,00,00,000	-
RELIANCE FIXED HORIZON FUND XVI SERIES 2 GROWTH PLAN 5000000 (Previous Year- Nil) units of ₹ 10 each	5,00,00,000	-
RELIANCE FIXED HORIZON FUND XVI SERIES 4 GROWTH PLAN 5000000 (Previous Year- Nil) units of ₹ 10 each	5,00,00,000	-
RELIGARE FIXED MATURITY PLAN- SERIES V- PLAN F (91 DAYS)- DIV. PLAN 5000000 (Previous Year- Nil) units of ₹ 10 each	5,00,00,000	-
UTI FIXED TERM INCOME FUND SERIES VIII-V(366 DAYS)- GROWTH PLAN 2000000 (Previous Year- Nil) units of ₹ 10 each	2,00,00,000	-
UTI INCOME INTERVAL FUND -SERIES II- QTR INTERVAL PLAN VII- INST. DIV. PLAN 5072439.303 (Previous Year- Nil) units of ₹ 10 each	5,07,49,955	-
UTI FIXED MATURITY PLAN- YEARLY FMP SERIES : YFMP (10/10)-INST. GROWTH PLAN 5000000 (Previous Year- Nil) units of ₹ 10 each	5,00,00,000	-
UTI FIXED MATURITY PLAN- YEARLY FMP SERIES : YFMP (08/10)-INST. GR. PLAN 2000000 (Previous Year- Nil) units of ₹ 10 each	2,00,00,000	-
SBI Debt Fund Series 90 days-29-Dividend Nil (Previous Year 1000000) units of ₹ 10 each	-	10,00,00,000
SBI Debt Fund Series 90 days-26-Dividend Nil (Previous Year 500000) units of ₹ 10 each	-	2,00,00,000
SBI SHF Ultra Short Term Fund Institutional Plan Daily Dividend Nil (Previous Year 1305478.521) units of ₹ 10 each	-	1,00,00,000
SBI SHF Liquid Plus Retail Plan Daily Dividend Nil (Previous Year 69966) units of ₹ 10 each	-	24,66,09,512
Other fully Paid Up Equity shares Afttek Ltd. NIL (Previous year 5000) shares of ₹ 2 each	-	1,08,913
	1,32,16,91,755	1,08,913
(B)	1,32,16,91,755	37,67,18,425
Total Investments (A) + (B)	1,36,15,91,695	41,66,19,365



SCHEDULES

Annexed to forming part of Balance Sheet as on March 31, 2011

(₹)

	As at March 31, 2011		As at March 31, 2010	
	Book Value	Market Value	Book Value	Market Value
AGGREGATE VALUE OF				
Quoted Investments	1,32,16,91,755	1,33,99,02,145	37,67,18,425	37,66,92,512
Unquoted Investments	3,98,99,940		3,99,00,940	

Details of Investments purchased and sold during April 1, 2010 to March 31, 2011

	Face Value (₹)	Nos.	Cost
SBI DEBT FUND SERIES-90 DAYS-34-DIVIDEND	10	20,00,000	2,00,00,000
SBI DEBT FUND SERIES-90 DAYS-35-DIVIDEND	10	1,00,00,000	10,00,00,000
SBI DEBT FUND SERIES-90 DAYS-37-DIVIDEND	10	50,00,000	5,00,00,000
DSP BLACKROCK FMP 3M SERIES 21- DIVIDEND PAYOUT	10	50,00,000	5,00,00,000
DSP BLACKROCK FMP 3M SERIES 22- DIVIDEND PAYOUT	10	2,00,00,000	20,00,00,000
DSP BLACKROCK FMP 3M SERIES 23- DIVIDEND PAYOUT	10	2,00,00,000	20,00,00,000
DSP BLACKROCK FMP 3M SERIES 24- DIVIDEND PAYOUT	10	2,00,00,000	20,00,00,000
HDFC FMP 100D DIVIDEND SERIES XIV	10	50,00,000	5,00,00,000
ICICI PRUDENTIAL INCOME OPPURTUNITIES FUND RETAIL GROWTH	10	7,96,432	1,00,00,000
RELIGARE FIXED MATURITY PLAN- SERIES V- PLAN F(91 DAYS)- DIVIDEND PLAN	10	50,00,000	5,00,00,000
RELIANCE MONTHLY INTERVAL FUND-SERIES 1- INSTITUTIONAL DIVIDEND PLAN	10	19,99,340	2,00,00,000
RELIANCE LIQUID FUND - CASH PLAN DAILY DIVIDEND OPTION	10	31,41,408	3,50,00,000
JM FINANCIAL PRODUCTS LTD. - 7 Days 12.00% COMMERCIAL PAPER	5,00,000	1,000	49,88,52,000
JM FINANCIAL PRODUCTS LTD. - 7 Days 12.50% COMMERCIAL PAPER	5,00,000	600	29,92,82,400
JM FINANCIAL PRODUCTS LTD. - 7 Days 12.25% COMMERCIAL PAPER	5,00,000	500	24,94,14,000
LIC MF INTERVAL FUND SERIES 1 QUARTERLY DIVIDEND PLAN	10	30,00,000	3,00,00,000
LIC MF FLOATING RATE FUND-SHORT TERM PLAN-DAILY DIVIDEND PLAN	10	12,01,36,276	1,20,13,62,760
LIC MF SAVINGS PLUS FUND-DAILY DIVIDEND PLAN	10	9,44,71,833	94,47,18,334
LIC MF INCOME PLUS FUND-DAILY DIVIDEND PLAN	10	2,88,74,993	28,87,49,930
LIC MF FLOATING RATE FUND-SHORT TERM PLAN- DAILY DIVIDEND PLAN	10	74,16,694	7,41,66,940
LIC MF INTERVAL FUND-SERIES 1-MONTHLY DIVIDEND PLAN	10	50,00,000	5,00,00,000
LIC MF LIQUID FUND-DIVIDEND PLAN	10	9,01,631	99,00,000
LIC MF INTERVAL FUND-SERIES 1-QUARTERLY DIVIDEND PLAN	10	60,00,000	6,00,00,000
LIC MF INTERVAL FUND-SERIES 2-QUARTERLY DIVIDEND PLAN	10	20,00,000	2,00,00,000
LIC MF LIQUID FUND-DIVIDEND PLAN	10	3,09,63,671	33,99,84,207
UTI FIXED INCOME INTERVAL FUND- MONTHLY DIVIDEND PLAN II	10	50,00,000	5,00,00,000

SCHEDULES

Annexed to forming part of Balance Sheet as on March 31, 2011

	Face Value (₹)	Nos.	Cost
UTI FIXED TERM INCOME FUND SERIES VIII-V (366 DAYS)- GROWTH PLAN	10	19,97,942	2,00,00,000
UTI FIXED INCOME INTERVAL FUND-SERIES III-QUARTERLY DIVIDEND PLAN	10	50,00,000	5,00,00,000
UTI LIQUID CASH PLAN INSTITUTIONAL-DAILY INCOME OPTION-RE INVESTMENT	1,000	2,75,747	28,11,08,604
UTI TREASURY ADVANTAGE FUND- INSTITUTIONAL PLAN(DAILY DIVIDEND OPTION)	1,000	9,898	99,00,000
UTI TREASURY ADVANTAGE FUND- INSTITUTIONAL PLAN(DAILY DIVIDEND OPTION)	1,000	9,898	99,00,000
UTI INCOME INTERVAL FUND -SERIES II- QUARTERLY INTERVAL PLAN V- INST DIV PLAN	10	78,68,827	8,00,00,000
UIT FIXED INCOME INTERVAL FUND-SERIES II-QTRLY INTERVAL PLAN V-INST DIV PLAN	10	19,97,942	2,00,00,000
UTI TREASURY ADVANTAGE FUND- INSTITUTIONAL PLAN(DAILY DIVIDEND OPTION)	1,000	21,19,446	2,11,99,00,000
UTI INCOME INTERVAL FUND -SERIES II- QTRLY INTERVAL PLAN V- INST DIV PLAN	10	50,00,000	5,00,00,000
UTI INCOME INTERVAL FUND -SERIES II- QTRLY INTERVAL PLAN IV- INST DIV PLAN	10	1,00,00,000	10,00,00,000
UTI INCOME INTERVAL FUND -SERIES II- QTRLY INTERVAL PLAN IV- DIV PLAN	10	19,99,240	2,00,00,000



SCHEDULES

Annexed to forming part of Balance Sheet as on March 31, 2011

(₹)

	As at March 31, 2011		As at March 31, 2010	
Schedule - F				
Current assets loans and advances				
Inventories		1,67,45,424		1,74,29,491
Sundry debtors				
Unsecured and considered good				
Debts outstanding for more than 6 months		1,09,42,261		56,08,517
Other Debts		40,70,957		32,91,793
		1,50,13,218		89,00,310
Less:-Provision for Doubtful Debts		(51,34,591)	98,78,627	(42,36,719)
				46,63,591
Cash and Bank balances:				
Cash on hand		15,28,494		36,92,834
Balances with scheduled banks:				
on Current Account		1,39,79,587		1,19,53,627
on Fixed Deposit including interest accrued of				
₹ 1,09,46,678/- net of TDS of				
₹ 11,89,821/- (Previous year				
₹ 52,54,423 /-)		20,43,54,678	21,98,62,759	21,05,08,580
(₹ 499 Lacs Fixed Deposits are pledged with HDFC Bank & ₹ 222 Lacs with OBC for O/D Facility, ₹ 60 lacs Fixed deposits are pledged with OBC Bank for Bank Guarantee given to BSE, ₹ 5 Lacs Fixed Deposits are pledged with RILCO)				
				22,61,55,041
Loan & Advances				
Unsecured, considered good				
Loan to Subsidiary Companies		46,65,14,215		34,73,74,417
Loan to Employees (Interest free)	14,42,857		73,42,553	
Less: Provision For Doubtful Advances	(1,30,000)	13,12,857	(1,30,000)	72,12,553
Loan to others		23,13,27,175		6,90,35,361
Advance Recoverable in Cash or in kind	2,46,50,866		1,47,61,704	
Less: Provision For Doubtful Advances	(22,46,064)	2,24,04,802	(16,22,000)	1,31,39,704
Advance Income Tax (Net of Provision)		2,11,63,153		1,80,35,193
		74,27,22,202		45,47,97,228
		98,92,09,012		70,30,45,351

SCHEDULES

Annexed to forming part of Balance Sheet as on March 31, 2011

(₹)

	As at March 31, 2011		As at March 31, 2010	
Schedule - G				
Current Liabilities & Provisions				
Sundry Creditors (Amount due to Micro, Small and Medium enterprises: ₹ Nil Previous Year: ₹ Nil)	98,16,852		1,07,43,956	
Expenses payable	3,44,30,355		1,89,46,406	
Other Liabilities	59,65,900		1,09,99,954	
Fees received in advance	5,71,14,460	10,73,27,567	5,93,82,109	10,00,72,425
Provision for:				
Gratuity	34,12,676		30,57,354	
Wealth Tax	11,50,000	45,62,676	5,63,000	36,20,354
		11,18,90,243		10,36,92,779

(₹)

	As at March 31, 2011		As at March 31, 2010	
Schedule - H				
Miscellaneous expenses				
Preliminary Expenses			1,58,500	4,90,275
Public Issue expenses				1,43,47,161
Opening Balance as on April 1, 2010		1,43,47,161		
Add: Incurred during the period		5,32,97,840		
		6,76,45,001		
Less: Adjusted against Security Premium Received from IPO proceeds		(6,76,45,001)		
			1,58,500	1,48,37,436



SCHEDULES

Annexed to forming part of Profit and Loss Accounts as on March 31, 2011

(₹)

	As at March 31, 2011	As at March 31, 2010
Schedule - I		
Income		
Coaching fees	75,89,08,104	58,86,58,830
Centers Royalty	1,67,18,526	2,12,07,375
Sale of study Material	23,73,870	46,32,527
Formal Education Services	82,38,076	20,51,457
	78,62,38,576	61,65,50,189

(₹)

	As at March 31, 2011	As at March 31, 2010
Schedule - J		
Other Income		
Advertisement	3,20,732	39,800
Dividend	3,98,63,068	1,85,75,112
Interest	6,36,37,012	3,69,76,693
Forfeiture of security Deposit	2,60,738	16,74,215
Profit on sale of Fixed Assets and shares (Net)	-	31,70,401
Others	29,44,277	10,22,613
	10,70,25,827	6,14,58,834

(₹)

	As at March 31, 2011	As at March 31, 2010
Schedule - K		
Cost of Study material		
Opening Stock as on 1st April	1,74,29,491	1,84,85,313
Add : Paper Purchased	1,77,92,892	1,55,51,396
Ink & Chemicals used	4,60,190	2,54,642
Printing Labour	92,50,196	49,78,910
Add : Purchase during the period	2,75,03,278	2,07,84,948
	4,49,32,769	3,92,70,261
Less: Closing Stock	1,67,45,424	1,74,29,491
	2,81,87,345	2,18,40,770

(₹)

	As at March 31, 2011	As at March 31, 2010
Schedule - L		
Personnel Expenses		
Salaries and wages		
Faculty	22,98,17,859	15,00,59,028
Non Faculty	8,00,27,367	5,56,28,350
Provident Funds	7,59,177	4,95,206
Bonus	3,37,511	1,81,974
Gratuity	3,55,322	18,32,259
	31,12,97,236	20,81,96,817

SCHEDULES

Annexed to forming part of Profit and Loss Accounts as on March 31, 2011

(₹)

	As at March 31, 2011	As at March 31, 2010
SCHEDULE - M		
Administration & Other		
Advertisement Expenses	5,75,13,145	6,18,77,262
Professional fees	32,62,970	42,99,142
Audit Fees	3,00,000	2,00,000
Loss on sale of Fixed Assets and shares (Net)	26,655	-
Gifts, Awards & Prizes	10,25,101	8,98,708
Bad debts written off	-	83,76,409
Bank Charges	1,39,823	1,00,404
Books & Periodicals	86,569	3,76,619
Travelling & Conveyance	38,06,101	42,39,049
Fixed Assets Written-off	31,43,992	-
Electricity & Water Expenses	73,48,420	62,77,435
Conference, Seminars & Business promotion expenses	33,89,654	28,49,458
General Repair and maintenance expenses	27,94,174	31,41,524
Institute Expenses	1,01,93,770	41,17,224
Insurance Expenses	1,92,270	1,68,423
Miscellaneous expenses	1,51,743	14,005
Membership fees	44,740	16,940
Interest, Penalty & Fine Charges	81,067	7,80,597
Printing & Stationary	36,84,750	38,54,082
Telephone, postage & telegram	52,84,174	54,93,666
Rent Expenses	2,18,34,548	1,91,84,001
Scholarship, student kit and examination expenses	2,11,95,037	1,34,98,662
Provision For Doubtful Advances	6,24,064	17,52,001
Provision For Doubtful Debts	8,97,878	42,36,719
Other Duties & Taxes	4,18,602	8,11,926
Transportation & Packing Material Expenses	7,44,117	4,08,918
	14,81,83,364	14,69,73,174

(₹)

	As at March 31, 2011	As at March 31, 2010
Schedule - N		
Finance Charges		
Bank Interest	5,25,141	3,30,643
	5,25,141	3,30,643

(₹)

	As at March 31, 2011	As at March 31, 2010
Schedule - O		
Contingent Liabilities		
Service tax Liability	10,54,036	10,54,036
Income tax Liability against matters in appeal	9,50,525	9,50,525
Consumer Cases Liability	16,72,730	17,44,584
Value Added Tax Liability	77,57,800	-
Income Tax Search case*		
	1,14,35,091	37,49,145

* An undisclosed income amounting to ₹ 60,058,330/- has been detected by the Income Tax Department during search & seizure carried on December 4, 2009 under Income Tax Act, 1961 in the office premises of the Company as well as the residence of the executive directors. Out of this income it is not clearly mentioned as to how much pertains to the Individuals and how much to the Company. Consequently the Contingent liability of the Company in respect of this undisclosed income has become difficult to be ascertained.



SCHEDULES Notes to accounts

Schedule - P: Significant Accounting Policies

1. 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 211(3C) and other requirements of the Companies Act, 1956.

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.

2. 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 recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

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

3. Employee Benefits

a. Defined Contribution plan

Company's contributions paid/ payable during the year to provident fund and employee pension scheme are recognised in the Profit and Loss Account

b. Defined Benefit Plan

Company's liabilities towards gratuity and leave encashment (does not provide encashment and carry forward), 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 has adopted AS-15 (Revised) from the Financial year 2007-08.

4. Fixed Assets

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.

5. Depreciation

Depreciation on assets carried at historical cost is provided on straight-line basis at the rates prescribed under schedule XIV of the Companies Act, 1956.

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

6. Intangible Assets and Amortisation

Intangible assets are recognised 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:

SCHEDULES Notes to accounts

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

7. 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 recognised in previous periods, if any.
- b) An impairment loss is recognised 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.

8. 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 realisable 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.

9. Inventories

Inventories are valued at lower of cost and net estimated realisable value, mainly comprises of publication and printed material. Publication and printed materials have been computed on the basis of estimated 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.

10. Miscellaneous Expenditure

Preliminary expenses incurred on formation of the company and expenses incurred for increase in authorised capital are amortised over a period of 5 years.

11. 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, 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.

12. 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 provision of the Income Tax Act, 1961.

Deferred Tax is recognised 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 data.

13. 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) if the company has a present obligation as a result of past event;



SCHEDULES Notes to accounts

- (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 resource 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 resource is not remote
- (c) Contingent Assets are neither recognised, nor disclosed.

Provision, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.

Schedule - Q: Notes to Accounts

- During the Year, the Company brought an Initial Public Offer (IPO) of 37,12,642 Equity Shares of ₹ 10/- each at a premium of ₹ 300/- per share (for employees ₹ 285/- per share for eligible employees) for cash aggregating to ₹ 11,500 Lacs. The Shares of the Company got listed on Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd. on October 6, 2010. The share premium amounting to ₹ 11,128.73 Lacs has been credited to Share Premium account. The expenses in connection with issue of Equity Shares amounting to ₹ 676.45 Lacs have been adjusted to Share Premium account.

The Details of funds raised through the IPO and utilisation thereof till March 31, 2011 are as under:-

Particulars	(₹ in Lacs)	
	Amount	Amount
Funds Raised through the IPO		11,500
Utilisation of Funds		
a) Repayment of Equity Share Issue Expenses	676.45	
b) Construction and Development an integrated campus facility	162.46	
c) Construction of CP Tower 2-Expansion of classroom and infrastructure facility	689.56	1,528.47
Balance as on March 31, 2011, lying with Company invested in Liquid Debt Mutual Funds		9,971.53

- Estimated amount of contracts remaining to be executed on capital account (net of advances): ₹ 3,50,55,230 /- (Previous Year ₹ 9,08,737/-).
- Expenditure in foreign exchange:-

Particulars	(Amount in ₹)	
	2010-2011	2009-2010
Public Issue Expenses	4,61,600	Nil

- Provision for current taxes includes provision for wealth tax for the year is ₹ 11,50,000/- (Previous year ₹ 5,63,000/-).

SCHEDULES Notes to accounts

5. Managerial Remuneration and computation of Net Profit under Section 349 of the companies Act, 1956:-

	Amount (₹)
Net profit before tax before prior period items as per P&L A/c	39,16,98,423
Add.	
Managing and Whole-time Directors' remuneration	52,29,000
Loss on sale of fixed assets and Investments	26,655
Provision for Doubtful Debts & Advances	15,21,942
Net Profit as per Section 198 of the Companies Act, 1956	39,84,76,020
Maximum permissible remuneration to whole-time directors under Section 198 of the Companies Act, 1956 @ 10% of the profits computed as above	3,98,47,602
Maximum permissible remuneration to non-executive directors under Section 198 of the Companies Act, 1956 @ 1% of the profits computed as above	39,84,760

Remuneration to Managing Directors / whole time Directors charged to accounts

(Amount in ₹.)

Particulars	2010-2011	2009-2010
Salary	36,00,000	36,00,000
Allowances	16,29,000	16,29,000
Total	52,29,000	52,29,000

The above figures do not include provision for gratuity and compensated absences, since the same are provided on actuarial basis, for the Company as a whole.

6. Auditors remuneration (excluding service tax and education Cess) and expenses charged to the accounts:

(Amount in ₹.)

Particulars	2010-2011	2009-2010
Audit fees	3,00,000	2,00,000
Out of Pocket Expenses	37,583	17,506
Other Services	-	5,00,000
Total	3,37,583	7,17,506

7. Classification of Inventories as required by AS-2 "Valuation of Inventories":-

(Amount in ₹.)

Particulars	As at March 31, 2011	As at March 31, 2010
Publication Material (Paper)	17,66,542	Nil
Printed Material (Books), and Other Items	1,49,78,882	1,74,29,491
Total	1,67,45,424	1,74,29,491

Inventory consists of various types of books and other items, therefore item wise break-up of the same is not given.



SCHEDULES

Notes to accounts

8. The Company has classified the various benefits provided to employees as follows:

- (i) Defined Contribution Plans – Provident Fund
- (ii) State Plans – Employer's Contribution to Employees Pension Scheme, 1995.

During the year the Company has recognised ₹ 2,21,094 /- (Previous year - ₹ 1,27,040/-) as employer's contribution to Provident Fund and ₹ 4,48,295/- (Previous Year- ₹ 2,88,349/-) as employer's contribution to Employees Pension Scheme, 1995 in the Profit and Loss Account.

The Company is depositing P.F contribution only for statutory required employees. The employees who are above the statutory limits have opted not to subscribe and accordingly, the Company is not required to make the contribution.

- (iii) Defined Benefit Plans:
 - a) Gratuity
 - b) Leave Encashment

In accordance with Accounting Standard-15 (revised 2005) actuarial valuation was carried out as at March 31, 2011 in respect of Defined Benefit Plans – Gratuity and Leave Encashment (the Company does not provide encashment of earned leave) on the following assumptions:

Sr. No.	Particulars	As at March 31, 2011	As at March 31, 2010
i)	Discounting Rate	8.25%	8%
ii)	Future salary Increase	6%	6%
iii)	Retirement Age	58 Years	58 Years
iv)	Attrition rate	5%	5%

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:

(₹)

Sr. No.	Particulars	As at	As at	As at	As at
		March 31, 2011	March 31, 2010	March 31, 2011	March 31, 2010
		Gratuity		Leave Encashment	
a)	Present value of obligation as at the beginning of the period	30,57,354	14,25,095	-	-
b)	Acquisition adjustment	-	-	-	-
c)	Interest cost	2,51,541	1,13,695	-	-
d)	Past service cost	-	-	-	-
e)	Current service cost	12,48,857	12,18,567	-	-
f)	Curtailment cost/(Credit)	-	-	-	-
g)	Settlement cost/(Credit)	-	-	-	-
h)	Benefits paid	-	(2,00,000)	-	-
i)	Actuarial (gain)/loss on obligation	(11,45,076)	4,99,997	-	-
j)	Present value of obligation as at the end of period	34,12,676	30,57,354	-	-

SCHEDULES

Notes to accounts

Changes in the fair value of plan assets:

(₹)

Sr. No.	Particulars	As at March 31, 2011		As at March 31, 2010	
		Gratuity	Leave Encashment	Gratuity	Leave Encashment
a)	Fair value of plan assets at the beginning of the period	-	-	-	-
b)	Acquisition adjustment	-	-	-	-
c)	Expected return on plan assets	-	-	-	-
d)	Contributions	-	-	2,00,000	-
e)	Benefits paid	-	-	(2,00,000)	-
f)	Actuarial gain/(loss) on plan assets	-	-	-	-
g)	Fair value of plan assets at the end of the period	-	-	-	-

Amount recognised in the Balance Sheet:

(₹)

Sr. No.	Particulars	As at	As at	As at	As at
		March 31, 2011	March 31, 2010	March 31, 2011	March 31, 2010
		Gratuity	Leave Encashment	Gratuity	Leave Encashment
a)	Present value of Defined Benefit Obligation				
	- Funded	-	-	-	-
	- Unfunded	34,12,676	-	30,57,354	-
		34,12,676		30,57,354	
b)	Less. Fair value of Plan Assets	-	-	-	-
c)	Amount to be recognised as (liability) or asset	(34,12,676)	-	(30,57,354)	-

Expense recognised in the statement of profit and loss:

(₹)

Sr. No.	Particulars	As at March 31, 2011		As at March 31, 2010	
		Gratuity	Leave Encashment	Gratuity	Leave Encashment
a)	Current service cost	12,48,857	-	12,18,567	-
b)	Past service cost	-	-	-	-
c)	Interest cost	2,51,541	-	1,13,695	-
d)	Expected return on plan assets	-	-	-	-
e)	Curtailement cost / (credit)	-	-	-	-
f)	Settlement cost / (credit)	-	-	-	-
g)	Net actuarial (gain)/ loss recognised in the period	(11,45,076)	-	4,99,997	-
h)	Expenses recognised in the statement of profit & losses	3,55,322	-	18,32,259	-



SCHEDULES

Notes to accounts

Amount for the current period is as follows:

Gratuity

Particulars	(₹)	
	As at March 31, 2011	As at March 31, 2010
Defined Benefit Obligation	3,55,322	18,32,259
Plan Assets	-	-
Surplus/ (Deficit)	(3,55,322)	(18,32,259)
Experience adjustments on plan liabilities	-	-
Experience adjustments on plan assets	-	-

Leave Encashment

Particulars	(₹)	
	As at March 31, 2011	As at March 31, 2010
Defined Benefit Obligation	-	-
Plan Assets	-	-
Surplus/ (Deficit)	-	-
Experience adjustments on plan liabilities	-	-
Experience adjustments on plan assets	-	-

9. Borrowing Cost:

According to the management of the Company, the funds utilised for the purpose of Assets acquired and capitalised/under Work in Progress are generated by internal accruals and equity raised.

10. Segment Reporting

The management has considered the whole business of the Company as a single segment, thus no segment reporting is required.

11. Disclosure of related parties/ related party transactions:

i. List of related parties over which control exists:

Sr. No.	Name of the Related Party	Relationship
1.	Career Point Edutech Limited	Subsidiary
2.	Career Point Infra Limited	Subsidiary

ii. 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

Key Management Personnel:

Mr. Pramod Maheshwari (Managing Director)

Mr. Om Prakash Maheshwari (Whole time Director)

Mr. Nawal Kishore Maheshwari (Whole time Director)

SCHEDULES Notes to accounts

Relative of Key Management Personnel:

Smt. Shilpa Maheshwari (Wife of Director)

Smt. Neelima Maheshwari (Wife of Director)

Smt. Rekha Maheshwari (Wife of Director)

Enterprises under same Management:

Diamond Business Solutions Private Ltd.

Om Prakash Maheshwari (HUF)

Wellwin Technosoft Private Ltd.

Imperial Infin Pvt Ltd

Gopi Bai Foundation

Proseed Foundation

iii. Disclosure of Related Party transactions:

Nature of Transaction/ Relationship/ parties	2010-2011	2009-2010
		(₹)
1. Remuneration to Key management Personnel:		
Mr. Pramod Maheshwari	17,43,000	17,43,000
Mr. Om Prakash Maheshwari	17,43,000	17,43,000
Mr. Nawal Kishore Maheshwari	17,43,000	17,43,000
2. Rent paid to Subsidiary:		
Career Point Infra Limited	11,00,000	-
Key management Personnel:		
Mr. Pramod Maheshwari	7,80,000	7,80,000
Mr. Nawal Kishore Maheshwari	1,25,000	3,00,000
Relative of Key management Personnel:		
Smt.Shilpa Maheshwari	10,80,000	10,80,000
Smt.Neelima Maheshwari	1,20,000	1,20,000
Smt. Rekha Maheshwari	1,25,000	3,00,000
Enterprises under same Management:		
Diamond Business Solutions Private Ltd.	12,00,000	12,00,000
Om Prakash Maheshwari (HUF)	9,60,000	9,60,000
Wellwin Technosoft Private Ltd.	2,40,000	2,40,000
Gopi Bai Foundation	18,33,700	-



SCHEDULES

Notes to accounts

		(₹)	
Nature of Transaction/ Relationship/ parties		2010-2011	2009-2010
3	Loan given:		
	Enterprises under same Management:		
	Gopi Bai Foundation	20,00,16,380	-
	Wellwin Technosoft Limited	-	95,229
	Proseed Foundation	8,985	-
	Subsidiary:		
	Career Point Edutech Limited	20,31,541	21,51,192
	Career Point Infra Limited	44,24,75,225	32,58,51,046
4	Repayment of Loan Received.		
	Enterprises under same Management:		
	Gopi Bai Foundation	16,380	78,36,294
	Proseed Foundation	8,985	-
5	Shares of Subsidiary Career Point Edutech Limited acquired from Key management Personnel:		
	Mr. Pramod Maheshwari	-	5,00,010
	Mr. Om Prakash Maheshwari	-	5,00,010
	Mr. Nawal Kishore Maheshwari	-	5,00,010
	Smt. Neelima Maheshwari	-	10
	Smt. Rekha Maheshwari	-	10
	Smt. Shilpa Maheshwari	-	10
6	Interest Income on Loan to Subsidiary:		
	Career Point Edutech Limited	1,47,342	1,41,735
	Career Point Infra Limited	3,95,64,894	19,406,697
	Enterprises under same Management:		
	Gopi Bai Foundation	2,95,082	-
7	Brokerage Received		
	Key management Personnel:		
	Mr. Om Prakash Maheshwari	13,89,404	7,91,056
8	Fee Income - Education Service Charges		
	Enterprises under same Management:		
	Gopi Bai Foundation	36,62,860	-

SCHEDULES Notes to accounts

iv. Amount due to/from related parties:

(₹)

Sr. No	Nature of Transaction/ Relationship/ parties	As at March 31, 2011	As at March 31, 2010
1	Amounts due from Associates/Subsidiaries		
	Key management Personnel:		
	Mr. Om Prakash Maheshwari	-	11,503
	Subsidiary:		
	Career Point Edutech Limited	26,19,368	25,57,033
	Career Point Infra Limited	46,29,04,847	34,48,17,384
	Enterprises under same Management:		
	Gopi Bai Foundation	20,15,23,274	-
2.	Amounts payable		
	Key Managerial Personnel:		
	Mr. Om Prakash Maheshwari	65,250	-
	Mr. Pramod Maheshwari	78,750	1,43,750
	Mr. Nawal Kishore Maheshwari	20,250	1,07,750
	Enterprises under same Management:		
	Diamond Business Solutions Private Ltd.	1,00,300	90,000
	Wellwin Technosoft Private Ltd.	18,000	18,000
	Om Prakash Maheshwari (HUF)	80,240	-

12. (a) During the Year, the Company has got sanctioned secured loan-overdraft facility of ₹ 449.10 Lacs from HDFC Bank against the security of Fixed Deposit Receipts of ₹ 499 Lacs issued by HDFC Bank in the name of the Company.
- (b) During the Year, the Company has also got sanctioned secured loan-overdraft facility of ₹ 210 Lacs from Oriental Bank of Commerce against the security of Fixed Deposit Receipts of ₹ 222 Lacs issued by Bank in the name of the Company.
- (c) The Company had also obtained secured loan- Dropline Overdraft facility of ₹ 500 Lacs from HDFC Bank during the financial year 2008-09, ₹ 283 lacs is the available drawing limit as on March 31, 2011, against the security of below mentioned properties.
- E-8(2), Road No.1, IPIA, Kota
 - 112A, Shakti Nagar, Kota
 - 112B, Shakti Nagar, Kota
13. During the year, the Company has given ₹ 4,424.75 Lacs (Previous year ₹ 3,258.51 Lacs) including interest to its wholly owned subsidiary M/s Career Point Infra Limited and ₹ 20.32 Lacs (Previous year ₹ 21.51 Lacs) including interest to its subsidiary M/s Career Point Edutech Limited against Inter Corporate deposit (ICD) converted into loans at the rate of interest of 9% per annum for meeting capital expenditure requirements. Both the subsidiaries undertake to repay the loan amount alongwith the accrued interest outstanding as on March 31, 2013 as per schedule mentioned below within three years:-
- (a) Repayment of 20% of the outstanding amount in quarterly installments in F.Y. 2013-14.
 - (b) Repayment of 40% of the outstanding amount in quarterly installments in F.Y. 2014-15.
 - (c) Repayment of 40% of the outstanding amount in quarterly installments in F.Y. 2015-16.



SCHEDULES

Notes to accounts

14. The Company has given an unsecured loan of ₹ 2,000.16 Lacs at the rate of interest 9% p.a. to Gopi Bai Foundation Trust, a Public Charitable Trust, repayable along with the accrued interest within a period of three months.
15. Loans to others includes ₹ 321.58 Lacs given to various parties at the interest rates varying from 9% to 20%.
16. Provision for Bonus has been made for ₹ 3,37,511/-.(Previous year 1,81,974/-) for eligible employees for the year ended March 31, 2011.
17. 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 Company is entitle to receive as royalty as per the agreement enter into with the franchisee.
18. Basic and Diluted Earning per share ["EPS"] computed in accordance with Accounting Standard (AS) 20 "Earnings per Share"

(₹)

Particulars	2010-2011	2009-2010
Basic EPS:-		
Net profit before prior period items available to equity shareholders (₹)	27,37,41,697	19,86,95,806
Weighted average number of equity shares outstanding during the period	1,62,71,532	1,35,06,072
Total number of equity shares outstanding at the end of the year	1,81,32,939	1,44,20,297
Basic EPS (in ₹)	16.82	14.71
Diluted EPS:-		
Adjusted profit for diluted earning per share (₹)	27,37,41,697	19,86,95,806
Weighted average number of equity shares outstanding	1,62,71,532	1,35,06,072
Add. Weighted average number of potential equity shares that could arise out of share application money	-	-
Weighted average number of shares outstanding for diluted earning per share	1,62,71,532	1,35,06,072
Diluted EPS (in ₹)	16.82	14.71

19. Break up of opening and closing balances of net deferred tax liability into Major components of Deferred Tax Assets and Deferred Tax Liabilities:

(Amount in ₹)

Particular	As at March 31, 2011	As at March 31, 2010
(A) Deferred Tax Liability:		
Difference between book and tax Depreciation	62,85,788	50,76,222
(B) Deferred Tax Asset:		
Provision for Gratuity and other items giving rise to timing difference	35,51,958	32,05,081
Net Deferred Tax Liability	27,33,830	18,71,141
Net incremental liability/(Asset) charged to Profit and Loss Account	8,62,689	(4,89,504)

20. 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.

SCHEDULES Notes to accounts

21. Un-hedged foreign currency exposures as at March 31, 2011 are as under:

Particulars	Amount (₹)
Receivables	Nil
Payables	Nil

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

- (a) In spite of absence of a data-base identifying creditors as Micro, Small & Medium Enterprises, 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 matter.
- (b) The Company will identify the suppliers who are covered under "The Micro, Small & Medium Enterprises Development Act, 2006" on receiving the information from them, after which necessary information as required under the said Act will be complied.

23. There are no amounts due and outstanding to be credited to Investor Education & Protection Fund as at March 31, 2011.

24. Figures for the previous period have been regrouped / reclassified wherever necessary.

As per our report attached

Sharp & Tannan

Chartered Accountants
ICAI Registration No. 000452N
by the hand of

Pramod Maheshwari

Chairman, Managing Director & CEO

Om Prakash Maheshwari

Executive Director & CFO

Pavan K. Aggarwal

Partner
Membership No. 091466

Tarun Kumar Jain

GM (Corporate & Legal Affairs) &
Company Secretary

Pawan Kumar Lalpuria

Independent Director

Place: Kota

Date: May 13, 2011

Place: Kota

Date: May 13, 2011



BALANCE SHEET ABSTRACT and Company's General Profile of Balance Sheet Abstract and Company's General Profile of Career Point Infosystems Limited

I. REGISTRATION DETAILS

Registration No. : State Code :

Balance Sheet Date :
Date Month Year

II. CAPITAL RAISED DURING THE YEAR (Amount in ₹ Thousands)

Public Issue : Right Issue :

Bonus Issue : Private Placement :

III. POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS (Amount in ₹ Thousands)

Total Liabilities : Total Assets :

Sources of Funds

Paid-up Capital : Reserves & Surplus :

Secured Loans : Unsecured Loans :

Deferred Tax Liabilities :

Application of Funds

Net fixed assets and net Intangible Assets : Investments :

Net Current Assets : Misc. Expenditure :

Accumulated Losses :

IV. PERFORMANCE OF COMPANY (Amount in ₹ Thousands)

Turnover & Misc. Income : Total Expenditure :

Profit/Loss before Tax : Profit/Loss after Tax :

+ - + - + -

Earning per share in ₹ : . Dividend rate % :

V. GENERIC NAMES OF PRINCIPAL PRODUCTS/SERVICES OF COMPANY (as Per Monetary Terms)

Item Code No. : .

(ITC Code)

Product Description :

Item Code No. :

(ITC Code)

Product Description :

Item Code No. :

(ITC Code)

Product Description :

CONSOLIDATED AUDITORS' REPORT to the Board of Directors of Career Point Infosystems

Limited on consolidated financial statements

We have examined the attached Consolidated Balance Sheet of Career Point Infosystems Limited and its subsidiaries and associates (the Career Point Group), as at March 31 2011, and also the Consolidated Profit and Loss Account and the Consolidated Cash Flow Statement for the year ended on that date, annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are prepared, in all material respects, in accordance with an identified financial reporting framework and are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In respect of subsidiaries and associates we did not carry out the audit. These financial statements have been audited by other auditors whose reports have been furnished to us, and opinion, in so far as it relates to the amounts included in respect of the subsidiaries and associates is based solely on the reports of the other auditors. The details of assets and revenues in respect of all subsidiaries and the net carrying cost of the investment and current year share of profit and loss of the associates, to the extent to which they are reflected in the consolidated financial statements are reflected below:

(₹ in lacs)		
Audited by other Auditors	Total Assets	Total Revenues
Indian Subsidiaries	5,006.22	12.94
	Net carrying cost of Investments	Current year share of Profit / (Loss)
Associates	39.39	5.96

We report that the consolidated financial statements have been prepared by the Company in accordance with the requirements of the Accounting Standard (AS) 21, 'Consolidated Financial Statements' and (AS) 23, 'Accounting for Investments in Associates in Consolidated Financial Statements' notified by the Companies (Accounting Standard) Rules, 2006 and on the basis of separate audited financial statements of the Career Point Group included in the consolidated financial statements.

We report that on the basis of the information and according to the explanations given to us, and on consideration of separate audit report on individual audited financial statements of the Career Point Group, we are of the opinion that the said consolidated financial statements, read together with significant accounting policies in Schedule P and note 10 regarding Employee Benefits along with other Notes to Accounts in Schedule Q, give a true and fair view in conformity with the accounting principles generally accepted in India:

- (i) In case of the Consolidated Balance Sheet, of the state of affairs of the Career Point Group as at March 31, 2011;
- (ii) In case of the Consolidated Profit and Loss Account of the consolidated results of operations of the Career Point Group for the year ended on that date; and
- (iii) In case of the Consolidated Cash Flow Statement of the consolidated cash flows of the Career Point Group for the year ended on that date.

Sharp & Tannan

Chartered Accountants
ICAI Registration No. 000452N
by the hand of

Pavan K. Aggarwal

Partner
Membership No. 91466

Place: Kota

Date: May 13, 2011



CONSOLIDATED BALANCE SHEET as at 31 March 2011

(₹)

	SCH.	as at March 31, 2011		as at March 31, 2010	
Sources of Funds					
Shareholders fund					
Share Capital	A	18,13,29,390		14,42,02,970	
Reserves & Surplus	B	2,47,44,45,573	2,65,57,74,963	1,19,63,06,933	1,34,05,09,903
Minority Interest			1,49,270		1,80,363
Loan Funds:					
Secured Loans	C		5,79,992		11,32,791
Deferred tax liabilities			27,33,830		18,71,141
Total			2,65,92,38,055		1,34,36,94,198
Application of Funds					
Fixed assets					
Tangible Assets	D				
Gross Block		34,35,15,188		24,46,48,747	
Less : Depreciation and Impairment		2,22,10,028		1,24,03,184	
Net Block		32,13,05,160		23,22,45,563	
Capital work in progress		26,65,50,038	58,78,55,198	7,15,85,267	30,38,30,830
Intangible Assets					
Gross Block		22,47,92,085		17,93,82,623	
Less: Amortisation and Impairment		51,45,053	21,96,47,032	25,25,227	17,68,57,396
Investments	E		1,32,56,30,465		38,21,15,311
Current Assets, Loans & Advances					
Inventories	F	1,67,45,424		1,74,29,491	
Sundry Debtors		98,78,627		46,63,591	
Cash & Bank Balances		22,61,59,154		22,74,24,717	
Loans & Advances		39,37,60,294		32,14,86,724	
		64,65,43,499		57,10,04,523	
Less: Current Liabilities & Provisions					
Liabilities	G	11,65,22,792		10,21,82,873	
Provisions		45,62,676		36,20,354	
		12,10,85,468		10,58,03,227	
Net Current Assets			52,54,58,031		46,52,01,296
Miscellaneous Expenditure (To the extent not written off or adjusted)	H		6,47,329		1,56,89,365
Total			2,65,92,38,055		1,34,36,94,198
Contingent Liability	O				
Significant Accounting Policies	P				
Notes On Accounts	Q				

The schedules referred to above and the notes attached form an integral part of the financial statements.

As per our report attached

Sharp & Tannar

Chartered Accountants
ICAI Registration No. 000452N
by the hand of

Pavan K. Aggarwal

Partner
Membership No. 091466

Place: Kota

Date: May 13, 2011

Pramod Maheshwari

Chairman, Managing Director & CEO

Tarun Kumar Jain

GM (Corporate & Legal Affairs) &
Company Secretary

Place: Kota

Date: May 13, 2011

Om Prakash Maheshwari

Executive Director & CFO

Pawan Kumar Lalpuria

Independent Director

CONSOLIDATED PROFIT & LOSS ACCOUNT

for the year ended 31 March 2011

(₹)

	SCH.	2010-11	2009-10
Income			
Sales & Services Income	I	78,62,66,668	61,65,99,130
Other income	J	6,74,79,675	4,18,21,848
		85,37,46,343	65,84,20,978
Expenditure			
Cost of Study Material	K	2,81,87,345	2,18,40,770
Personnel expenses	L	31,26,27,874	20,86,05,262
Administration and other expenses	M	14,83,76,579	14,73,33,078
Finance charges	N	5,38,970	3,30,643
Depreciation		1,30,81,037	66,02,572
Loss on sale of Shares of Associate Company		-	597
Miscellaneous Expenditure Written off		6,94,875	6,94,868
		50,35,06,680	38,54,07,790
Profit before tax before prior period items		35,02,39,664	27,30,13,188
Provision for current taxes		11,81,50,000	9,55,81,000
Provision for deferred tax		8,62,689	(4,89,504)
Tax paid/provided for earlier years		(10,55,963)	-
Profit after Tax		23,22,82,938	17,79,21,692
Add / Less: Share of Profit / (Loss) of associate companies		5,96,211	(36,752)
Add / (Less): Minority Interest in Income / losses		31,092	40,320
Profit attributable for Group Shareholders		23,29,10,241	17,79,25,260
Profit available for appropriation		23,29,10,241	17,79,25,260
Profit available for distribution		23,29,10,241	17,79,25,260
Proposed final dividend		-	-
Additional tax on dividend		-	-
Balance carried to Balance Sheet		23,29,10,241	17,79,25,260
Basic Earning per Equity Share (₹)		14.31	13.17
Diluted Earning per Equity Share (₹)		14.31	13.17
Face value per Equity Share (₹)		10	10
Contingent Liability	O		
Significant Accounting Policies	P		
Notes On Accounts	Q		

The schedules referred to above and the notes attached form an integral part of the financial statements.

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: Kota

Date: May 13, 2011

Pramod Maheshwari

Chairman, Managing Director & CEO

Tarun Kumar Jain

GM (Corporate & Legal Affairs) &
Company Secretary

Place: Kota

Date: May 13, 2011

Om Prakash Maheshwari

Executive Director & CFO

Pawan Kumar Lalpuria

Independent Director



CONSOLIDATED CASH FLOW STATEMENT for the year ended March 31, 2011

(₹)

Particulars	2010-11	2009-10
A. Cash Flows from Operating Activities		
Net Profit Before Taxation (before minority interest)	35,02,39,664	27,30,13,188
Adjustments for:		
Add / (Less):		
Depreciation (including earlier years)	1,30,81,037	66,02,572
Miscellaneous Expenditure Written Off	6,94,875	6,94,868
Interest Expenses	5,38,970	3,30,643
Provision for gratuity	3,55,322	18,32,259
Short/Long Term Capital Gain/(Loss) on shares	26,655	(30,78,423)
Dividend Income	(3,98,69,648)	(1,85,75,112)
Interest Income	(2,40,84,280)	(1,74,31,685)
Fixed Assets Written Off	31,43,992	-
Bad Debts Written off	-	83,76,409
Provision for Doubtful Advances	6,24,064	17,52,001
Provision for Doubtful Debts	8,97,878	42,36,719
Security Forfeited	2,60,738	(16,74,215)
Operating Profit before Working Capital Changes	30,59,09,267	25,60,79,225
(Increase)/Decrease in Trade and Other Receivables	(67,36,976)	44,31,947
(Increase)/Decrease in Inventories	6,84,067	10,55,822
(Increase)/Decrease in Other Current Assets	(7,40,08,565)	(13,19,88,758)
Increase/(Decrease) in Provisions	9,42,322	-
Increase/(Decrease) in Current Liabilities	1,37,23,859	48,82,141
(Increase)/Decrease in Miscellaneous expenditure	1,43,47,161	(1,26,37,430)
Income- taxes paid	(11,88,48,942)	(10,00,45,787)
Net Cash Flow from Operating Activities	13,60,12,193	2,17,77,160
B. Cash Flow from Investing Activities		
Purchase of Fixed Assets (including CWIP)	(33,92,40,674)	(14,13,36,279)
Sale/(Purchase) of Other Investments	(94,35,15,153)	(35,71,73,634)
Interest Received	2,40,84,280	1,74,31,685
Sale of Fixed Assets	2,30,000	-
Dividend Received	3,98,69,648	1,85,75,112
Net Cash Flow from Investing Activities	(1,21,85,71,899)	(46,25,03,115)

Cash Flow Statement

(₹)

Particulars	2010-11	2009-10
C. Cash Flows from Financing Activities		
Proceeds from Issue of Share Capital (including Premium)	3,71,26,420	2,35,29,770
(Repayment)/ Proceeds from Short Term Borrowings	(5,52,799)	(5,10,52,910)
Share Premium Received	1,11,28,73,400	57,64,69,352
Brokerage	(6,76,45,001)	(1,21,41,415)
Payment (to) / from of Minority Interest	31,092	(12,10,590)
Interest on Loan	(5,38,969)	(3,30,643)
Net Cash Flow from Financing Activities	1,08,12,94,143	53,52,63,563
Net increase in cash and cash equivalents	(12,65,563)	9,45,37,609
Cash and Cash Equivalents (Op. Balance)	22,74,24,717	13,28,87,107
Cash and Cash Equivalents (Cl. Balance)	22,61,59,154	22,74,24,717
Net increase in cash and cash equivalents	(12,65,563)	9,45,37,609

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: Kota

Date: May 13, 2011

Pramod Maheshwari

Chairman, Managing Director & CEO

Tarun Kumar Jain

GM (Corporate & Legal Affairs) &

Company Secretary

Place: Kota

Date: May 13, 2011

Om Prakash Maheshwari

Executive Director & CFO

Pawan Kumar Lalpuria

Independent Director



CONSOLIDATED SCHEDULES Annexed to forming part of Balance Sheet as on March 31, 2011

(₹)

	As at March 31, 2011	As at March 31, 2010
Schedule - A		
Share Capital		
Authorised Capital		
2,50,00,000 Equity Shares of ₹10/- each (Previous Year 2,50,00,000 Equity Shares of ₹ 10/- each)	25,00,00,000	25,00,00,000
Issued, Subscribed & Paid Up Capital		
1,81,32,939 Equity Shares of ₹ 10/- each (Previous Year 1,44,20,297 Equity Shares of ₹ 10/- each)	18,13,29,390	14,42,02,970
	18,13,29,390	14,42,02,970

	As at March 31, 2011		As at March 31, 2010	
Schedule - B				
Reserves & surplus				
Share Premium				
Opening Balance	67,03,26,337		10,59,98,400	
Add: Received during the year	1,11,28,73,400		57,64,69,352	
	1,78,31,99,737		68,24,67,752	
Less: Commission and expenditure related to equity share issue	6,76,45,001	1,71,55,54,736	1,21,41,415	67,03,26,337
Retained Earnings				
As per last balance sheet	52,59,80,596		34,80,55,336	
Less : Issuance to bonus shares	-		-	
Less : Liabilities on account of employees benefits	-		-	
Add : Transferred from -Profit & Loss Account	23,29,10,241	75,88,90,837	17,79,25,260	52,59,80,596
		2,47,44,45,573		1,19,63,06,933

(₹)

	As at March 31, 2011	As at March 31, 2010
Schedule - C		
Secured Loan		
Overdraft	5,79,992	11,32,791
	5,79,992	11,32,791

CONSOLIDATED SCHEDULES

Annexed to forming part of Balance Sheet as on March 31, 2011

(₹)

SCHEDULE - D

FIXED ASSETS

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BOLCK			
	As At April 1, 2010	Additions	Deletion	As At March 31, 2011	Up To March 31, 2010	During The Year	Deletion	Up to March 31, 2011	As At March 31, 2011	As At March 31, 2010
(A) Tangible Assets										
Land	13,45,36,742	1,47,09,154	-	14,92,45,896	-	-	-	-	14,92,45,896	13,45,36,742
Vehicle	60,98,121	12,44,744	4,48,218	68,94,647	13,88,138	6,22,128	2,47,924	17,62,342	51,32,305	47,09,983
Building	4,52,41,767	6,63,24,764	-	11,15,66,531	11,70,127	14,43,270	-	26,13,397	10,89,53,134	4,40,71,640
Computer	89,39,011	10,87,835	2,20,882	98,05,964	37,99,560	14,72,512	14,576	52,57,496	45,48,468	51,39,451
	1,29,500	12,900	-	1,42,400	50,281	36,042	-	86,323	56,077	79,219
Furniture & Fixtures	3,71,60,435	1,96,87,352	34,71,227	5,33,76,560	42,98,825	62,88,278	3,31,886	1,02,55,217	4,31,21,343	3,28,61,610
	27,150	-	-	27,150	5,735	3,876	-	9,611	17,539	21,415
Plant & Machinery	1,25,16,021	-	59,981	1,24,56,040	16,90,518	5,95,105	59,981	22,25,642	1,02,30,398	1,08,25,503
Sub-total (A)	24,46,48,747	10,30,66,749	42,00,308	34,35,15,188	1,24,03,184	1,04,61,211	6,54,367	2,22,10,028	32,13,05,160	23,22,45,563
(B) Intangible Assets										
Land leasehold/Freehold Land	17,93,67,623	4,54,03,462	-	22,47,71,085	25,25,227	26,19,826	-	51,45,053	21,96,26,032	17,68,42,396
Trademark	15,000	6,000	-	21,000	-	-	-	-	21,000	15,000
Sub-total (B)	17,93,82,623	4,54,09,462	-	22,47,92,085	25,25,227	26,19,826	-	51,45,053	21,96,47,032	17,68,57,396
Total (A)+(B)	42,40,31,370	14,84,76,211	42,00,308	56,83,07,273	1,49,28,411	1,30,81,037	6,54,367	2,73,55,081	54,09,52,192	40,91,02,959
Capital Work in progress									26,65,50,038	7,15,85,267
Total	42,40,31,370	14,84,76,211	42,00,308	56,83,07,273	1,49,28,411	1,30,81,037	6,54,367	2,73,55,081	80,75,02,230	48,06,88,226
Previous Year	35,43,87,758	16,63,47,695	2,51,18,816	49,56,16,637	84,33,239	66,02,572	1,07,400	1,49,28,411	48,06,88,226	34,59,54,519



CONSOLIDATED SCHEDULES Annexed to forming part of Balance Sheet as on March 31, 2011

(₹)

	As at March 31, 2011		As at March 31, 2010	
Schedule - E				
Investment				
Long term investment				
<i>Fully paid equity shares of Associates companies</i>				
Shares Imperial Infin Private Ltd.	34,00,000		34,00,000	
34,000 (Previous Year 34,000) shares of ₹ 100 each	-	34,00,000	-	34,00,000
Add / (Less) : Accumulated share in profit / (loss) of associate company at the beginning of the year		(57,501)		(20,747)
Add / (Less) : Share in Profit / (loss) (net) of associate company - current year		5,96,211		(36,752)
(A)		39,38,710		33,42,501
<i>Current Investment</i>				
SBI DEBT FUND SERIES-90 DAYS-40-DIVIDEND 5000000 (Previous Year-Nil) units of ₹ 10 each	5,00,00,000		-	
SBI DEBT FUND SERIES-370 DAYS-10-GROWTH 5000000 (Previous Year-Nil) units of ₹ 10 each	5,00,00,000		-	
SBI DEBT FUND SERIES-370 DAYS-5-GROWTH 2000000 (Previous Year-Nil) units of ₹ 10 each	2,00,00,000		-	
SBI DEBT FUND SERIES-370 DAYS-6-GROWTH 2000000 (Previous Year-Nil) units of ₹ 10 each	2,00,00,000		-	
SBI DEBT FUND SERIES-370 DAYS-8-GROWTH 2000000 (Previous Year-Nil) units of ₹ 10 each	2,00,00,000		-	
DSP BLACKROCK FMP-3M- SERIES 29 DIVIDEND PAYOUT 15000000 (Previous Year-Nil) units of ₹ 10 each	15,00,00,000		-	
DSP BLACKROCK FMP-12M- SERIES 14 GROWTH MATURITY 5000000 (Previous Year-Nil) units of ₹ 10 each	5,00,00,000		-	
HDFC FMP 370 D GROWTH- SERIES XVII 20000000 (Previous Year-Nil) units of ₹ 10 each	20,00,00,000		-	
ICICI PRUDENTIAL FMP SERIES 51-13 MONTHS PLAN C CUMULATIVE 20000000 (Previous Year-Nil) units of ₹ 10 each	2,00,00,000		-	
ICICI PRUDENTIAL FMP SERIES 55-1 YEAR PLAN A CUMULATIVE 5000000 (Previous Year-Nil) units of ₹ 10 each	5,00,00,000		-	
IDFC FIXED MATURITY 100 DAYS SERIES-1 DIVIDEND 15000000 (Previous Year-Nil) units of ₹ 10 each	15,14,32,500		-	
JM FINANCIAL PRODUCTS LTD.- 12 Days 15% COMMERCIAL PAPER 400 (Previous Year-Nil) units of ₹ 498773.25 each	19,95,09,300		-	
RELIANCE FIXED HORIZON FUND XVI SERIES 3 GROWTH PLAN 5000000 (Previous Year-Nil) units of ₹ 10 each	5,00,00,000		-	
RELIANCE FIXED HORIZON FUND XVI SERIES 2 GROWTH PLAN 5000000 (Previous Year-Nil) units of ₹ 10 each	5,00,00,000		-	
RELIANCE FIXED HORIZON FUND XVI SERIES 4 GROWTH PLAN 5000000 (Previous Year-Nil) units of ₹ 10 each	5,00,00,000		-	

CONSOLIDATED SCHEDULES Annexed to forming part of Balance Sheet as on March 31, 2011

(₹)

	As at March 31, 2011		As at March 31, 2010	
Schedule - E (Contd.)				
RELIGARE FIXED MATURITY PLAN- SERIES V- PLAN F (91 DAYS)- DIV. PLAN 5000000 (Previous Year- Nil) units of ₹ 10 each	5,00,00,000		-	
UTI FIXED TERM INCOME FUND SERIES VIII-V(366 DAYS)- GROWTH PLAN 2000000 (Previous Year- Nil) units of ₹ 10 each	2,00,00,000		-	
UTI INCOME INTERVAL FUND -SERIES II- QTR INTERVAL PLAN VII- INST. DIV. PLAN 5072439.303 (Previous Year- Nil) units of ₹ 10 each	5,07,49,955		-	
UTI FIXED MATURITY PLAN- YEARLY FMP SERIES : YFMP (10/10)-INST. GROWTH PLAN 5000000 (Previous Year- Nil) units of ₹ 10 each	5,00,00,000		-	
UTI FIXED MATURITY PLAN- YEARLY FMP SERIES : YFMP (08/10)-INST. GR. PLAN 2000000 (Previous Year- Nil) units of ₹ 10 each	2,00,00,000		-	
UTI-Fixed Income Interval Fund-Series II- Quarterly Interval Plan VI- Institutional Dividend Plan Nil (Previous Year 9999100.081 units of ₹ 10 each).	-		10,00,00,000	
ICICI Prudential FMP Series 51-13 Months Plan C Cumulative Nil (Previous Year 2000000 units of ₹ 10 each).	-		2,00,00,000	
ICICI Pru- Income Opportunity Fund Retail Growth Nil (Previous Year 796431.985 units of ₹ 10 each).	-		1,00,00,000	
LICMF Floating Rate Fund-Short Term Plan-Daily Dividend Plan Nil (Previous Year 24660951.286 units of ₹ 10 each).	-	1,32,16,91,755	24,66,09,513	37,66,09,513
Other fully Paid Up Equity shares				
Aftek Ltd. NIL (Previous year 5000) shares of ₹ 2 each)	-		1,08,913	
SBI Magnum Income Fund Nil (Previous Year 187723.6 units of ₹ 10 each).	-		20,53,385	
Shares of R.C. Jain Investment Pvt. Ltd. (Unquoted) Nil (Previous Year Share Application Money for 100 shares of ₹ 10 each)	-	-	1,000	21,63,298
	(B)	1,32,16,91,755		37,87,72,811
Total Investments (A) + (B)		1,32,56,30,465		38,21,15,311



CONSOLIDATED SCHEDULES Annexed to forming part of Balance Sheet as on March 31, 2011

(₹)

	As at March 31, 2011		As at March 31, 2010	
SCHEDULE - F				
Current assets loans and advances				
Inventories		1,67,45,424		1,74,29,491
Sundry debtors				
Unsecured and considered good				
Debts outstanding for more than 6 months	1,09,42,261		56,08,517	
Other Debts	40,70,957		32,91,793	
	1,50,13,218		89,00,310	
Provision for Doubtful Debts	(51,34,591)	98,78,627	(42,36,719)	46,63,591
Cash and Bank balances:				
Cash on hand	20,35,784		39,77,391	
Balances with scheduled banks:				
on Current Account	1,41,25,138		1,29,38,746	
on Fixed Deposit including interest accrued of ₹ 1,10,90,231/-	20,99,98,232	22,61,59,154	21,05,08,580	22,74,24,717
(Previous year ₹ 52,54,423 /-)				
(₹ 499 Lacs Fixed Deposits are pledged with HDFC Bank & ₹ 277 Lacs with OBC for O/D Facility, ₹ 60 lacs Fixed deposits are pledged with OBC Bank for Bank Guarantee given to BSE, ₹ 5 Lac Fixed Deposits are pledged with RIICO)				
Loan & Advances				
Loan to Subsidiary Companies				
Loan to Employees (Interest free)	14,42,857		73,42,553	
Less: Provision For Doubtful Advances	(1,30,000)		(1,30,000)	
	13,12,857		72,12,553	
Others loans	23,13,27,175		6,90,35,361	
Advance Recoverable in Cash or in kind	13,81,35,056		22,88,25,617	
Less: Provision For Doubtful Advances	(22,46,064)		(16,22,000)	
	13,58,88,992		22,72,03,617	
Advance Income Tax (Net of Provision)	2,52,31,270	39,37,60,294	1,80,35,193	32,14,86,724
		64,65,43,499		57,10,04,523

CONSOLIDATED SCHEDULES Annexed to forming part of Balance Sheet as on March 31, 2011

(₹)

	As at March 31, 2011		As at March 31, 2010	
SCHEDULE - G				
Current Liabilities & Provision				
Sundry Creditors	1,29,19,710		2,39,28,104	
(Amount due to Micro, Small and Medium enterprises: ₹ Nil Previous Year: ₹ Nil)				
Expenses payable	3,37,28,955		58,73,501	
Other Liabilities	1,27,59,667		1,29,99,159	
Fees received in advance	5,71,14,460	11,65,22,792	5,93,82,109	10,21,82,873
Provision for:				
Gratuity	34,12,676		30,57,354	
Wealth Tax	11,50,000	45,62,676	5,63,000	36,20,354
		12,10,85,468		10,58,03,227

(₹)

	As at March 31, 2011		As at March 31, 2010	
SCHEDULE - H				
Miscellaneous expenses				
Interest on Loan (Deferred Exp.)		1,32,407		1,32,407
Preliminary Expenses		5,14,922		12,09,797
Public Issue expenses				
Opening Balance as on 1st April 2010	1,43,47,161		-	
Add: Incurred during the period	5,32,97,840		1,43,47,161	
	6,76,45,001		1,43,47,161	
Less: Transferred to Security Premium Received from IPO proceeds	(6,76,45,001)	-	-	1,43,47,161
		6,47,329		1,56,89,365



CONSOLIDATED SCHEDULES Annexed to forming part of Balance Sheet as on March 31, 2011

(₹)

	2010-11	2009-10
SCHEDULE - I		
Income		
Coaching fees	75,59,36,196	58,47,01,659
Centre Royalty	1,67,18,526	2,12,07,375
Sale of study Material	23,73,870	46,32,527
Education Service Charges	30,00,000	60,57,569
Business School Fees	45,75,216	-
Formal Education Services	36,62,860	-
	78,62,66,668	61,65,99,130

(₹)

	2010-11	2009-10
SCHEDULE - J		
Other Income		
Advertisement	3,20,732	39,800
Dividend	3,98,69,648	1,85,75,112
Interest	2,40,84,280	1,74,31,685
Forfeiture of security Deposit	2,60,738	16,74,215
Profit on sale of Fixed Assets and shares (Net)	-	30,78,423
Others	29,44,277	10,22,613
	6,74,79,675	4,18,21,848

(₹)

	2010-11	2009-10
SCHEDULE - K		
Cost of Study material		
Opening Stock	1,74,29,491	1,84,85,313
Add : Paper Purchased	1,77,92,892	1,55,51,396
Ink & Chemicals used	4,60,190	2,54,642
Printing Labour	92,50,196	49,78,910
	4,49,32,769	3,92,70,261
Less: Closing Stock	1,67,45,424	1,74,29,491
	2,81,87,345	2,18,40,770

CONSOLIDATED SCHEDULES Annexed to forming part of Balance Sheet as on March 31, 2011

(₹)

	2010-11	2009-10
SCHEDULE - L		
Personnel Expenses		
Salaries and wages		
Faculty	22,98,17,860	15,00,59,028
Non Faculty	8,13,58,004	5,60,36,795
Others		
Provident Funds	7,59,177	4,95,206
Bonus	3,37,511	1,81,974
Gratuity	3,55,322	18,32,259
	31,26,27,874	20,86,05,262

(₹)

	2010-11	2009-10
SCHEDULE - M		
Administration & Other		
Advertisement Expenses	5,76,18,370	6,19,53,163
Professional fees	33,02,148	43,04,322
Audit Fees	3,10,000	2,10,000
Loss on sale of Fixed Assets and shares (Net)	26,655	-
Gifts, Awards & Prizes	10,25,101	8,98,708
Provision For Doubtful Debts	8,97,878	42,36,719
Provision For Doubtful Advances	6,24,064	17,52,001
Bad debts written off	-	83,76,409
Bank Charges	1,41,787	1,00,745
Books & Periodicals	86,569	3,76,619
Travelling & Conveyance	38,06,101	43,69,419
Fixed Assets Written-off	31,43,992	-
Electricity & Water Expenses	73,48,420	62,77,435
Conference, Seminars & Business promotion expenses	33,89,654	29,18,617
General Repair and maintenance expenses	27,94,174	31,41,524
Institute Expenses	1,01,93,770	41,17,224
Insurance Expenses	1,92,270	1,68,423
Miscellaneous expenses	1,84,854	26,370
Member ship fees	44,740	16,940
Interest, Penalty & Fine Charges	81,349	7,80,816
Printing & Stationary	36,84,750	38,74,791
Telephone, postage & telegram	52,85,129	55,28,681
Rent Expenses	2,18,34,548	1,91,84,001
Scholarship, student kit and examination expenses	2,11,95,037	1,34,98,662
Other Duties & Taxes	4,18,602	8,11,926
Transportation & Packing Material Expenses	7,46,617	4,09,563
	14,83,76,579	14,73,33,078



CONSOLIDATED SCHEDULES Annexed to forming part of Balance Sheet as on March 31, 2011

(₹)

	2010-11	2009-10
SCHEDULE - N		
Finance Charges		
Bank Interest	5,38,970	3,30,643
	5,38,970	3,30,643

(₹)

	2010-11	2009-10
SCHEDULE - O		
Contingent Liabilities		
Service tax Liability	10,54,036	10,54,036
Income tax Liability against matters in appeal	9,50,525	9,50,525
Consumer Cases Liability	16,72,730	17,44,584
Vat Liability	77,57,800	-
Income Tax Search case*		
	1,14,35,091	37,49,145

* 1. An undisclosed income amounting to ₹ 6,00,58,330/- has been detected by the Income Tax Department during search & seizure carried on 4th December 2009 under Income Tax Act, 1961 in the office premises of the Parent Company as well as the residence of the executive directors. Out of this income it is not clearly mentioned as to how much pertains to the Individuals and how much to the Group. Consequently the Contingent liability of the Group in respect of this undisclosed income has become difficult to be ascertained.

CONSOLIDATED SCHEDULES Notes to accounts

Schedule - P: Significant Accounting Policies

1. 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 Accounting Standards referred to in Section 211 (3C) and other requirements of the Companies Act, 1956.

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.

The accounts of all subsidiaries and associates have been prepared in compliance with Accounting Standards referred to in Section 211 (3C)

2. 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, income and expenses, after eliminating intra-group balances and the unrealised profit / losses on the 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.

3. 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 recognised on a time proportion basis taking into account the amount outstanding and the rate applicable for the Group.

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

4. Employee Benefits

Defined Contribution plan

Group's contributions paid/ payable during the year to provident fund and employee pension scheme are recognised in the Profit and Loss Account.

5. Fixed Assets

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.

6. Depreciation

Depreciation on assets carried at historical cost is provided on straight-line basis at the rates prescribed under schedule XIV of the Companies Act, 1956.

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



CONSOLIDATED SCHEDULES Notes to accounts

7. 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 recognised in previous periods, if any.
- b) An impairment loss is recognised 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.

8. 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 realisable 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.

9. Inventories

Inventories are valued at lower of cost and net estimated realisable value, mainly comprise of publication and printed material. Publication and printed materials have been computed on the basis of estimated 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.

10. Miscellaneous Expenditure

Preliminary expenses incurred by the Group are amortised over a period of 5 years.

11. 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, 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.

12. 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 provision of the Income Tax Act, 1961.

Deferred Tax is recognised 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.

13. 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.

CONSOLIDATED SCHEDULES Notes to accounts

- (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 resource 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 resource is not remote
- c) Contingent Assets are neither recognised, nor disclosed.

Provision, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.

Schedule - Q: Notes to Accounts

1. The Consolidated Financial Statements (CFS) are prepared in accordance with Accounting Standard (AS) 21 "Consolidated Financial Statements", and Accounting Standard (AS) 23 "Accounting for Investment in Associates in Consolidated Financial Statements", notified by the Companies (Accounting Standards) Rules, 2006. The CFS comprises the financial statements of Career Point Infosystems Limited, its subsidiaries and associates. Reference in these notes to Company, Parent Company, Companies and Group shall mean to include Career Point Infosystems Limited or any of its subsidiaries and associates, 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 represents the required disclosure.

2. The list of the subsidiaries and associates included in the consolidated financials are as under:-

Sr No	Name	Country of incorporation	As at March 31, 2011	
			Proportion of Ownership Interest (%)	Proportion of Voting Power held (%)
Subsidiaries:				
1	Career Point Edutech Limited	India	95	95
2	Career Point Infra Limited	India	99.99	99.99
Associate:				
1	Imperial In-Fin Private Limited	India	42.74	42.74

3. During the Year, the Parent Company brought an Initial Public Offer (IPO) of 37,12,642 Equity Shares of ₹ 10/- each at a premium of ₹ 300/- per share (for employees ₹ 285/- per share for eligible employees) for cash aggregating to ₹ 11,500 Lacs. The Shares of the Parent Company got listed on Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd. on October 6, 2010. The share premium amounting to ₹ 11,128.73 Lacs has been credited to Share Premium account. The expenses in connection with issue of Equity Shares amounting to ₹ 676.45 Lacs have been adjusted to Share Premium account.



CONSOLIDATED SCHEDULES Notes to accounts

The utilisation of funds out of the IPO proceeds till March 31, 2011 is as under:-

(₹ in Lacs)

Particulars	Amount	Amount
Utilisation of Funds		
a) Repayment of Equity Share Issue Expenses	676.45	
b) Construction and Development an integrated campus facility	162.46	
c) Construction of CP Tower 2-Expansion of classroom and infrastructure facility	689.56	1,528.47

4. Estimated amount of contracts remaining to be executed on capital account (net of advances): ₹ 3,50,55,230 /- (Previous Year ₹ 9,08,737/-).

5. Provision for current taxes includes provision for wealth tax for the year is ₹ 11,50,000/- (Previous year ₹ 5,63,000/-).

6. Auditors remuneration (excluding service tax and education Cess) and expenses charged to the accounts:

(Amount in ₹)

Particulars	2010-2011	2009-2010
Audit fees	3,10,000	2,10,000
Out of Pocket Expenses	37,583	17,506
Other Services	-	5,00,000
Total	3,47,583	7,27,506

7. The Group has classified the various benefits provided to employees as follows:

- (i) Defined Contribution Plans – Provident Fund
- (ii) State Plans – Employer's Contribution to Employees Pension Scheme, 1995.

During the year, the Group has recognised ₹ 2,21,094 /- (Previous year- ₹ 2,06,857/-) as employer's contribution to Provident Fund and ₹ 4,48,295/- (Previous Year- ₹ 2,88,348/-) as employer's contribution to Employees Pension Scheme, 1995 in the Profit and Loss Account.

The Group is depositing P.F contribution only for statutory required employees. The employees who are above the statutory limits have opted not to subscribe and accordingly, the Group is not required to make the contribution.

- (iii) Defined Benefit Plans:
 - a) Gratuity
 - b) Leave Encashment

In accordance with Accounting Standard-15 (revised 2005) actuarial valuation was carried out as at March 31, 2011 in respect of Defined Benefit Plans – Gratuity and Leave Encashment (the Group does not provide encashment of earned leave) on the following assumptions:

Sr.No.	Particulars	As at March 31, 2011	As at March 31, 2010
i)	Discounting Rate	8.25%	8%
ii)	Future salary Increase	6%	6%
iii)	Retirement Age	58 Years	58 Years
iv)	Attrition rate	5%	5%

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.

CONSOLIDATED SCHEDULES Notes to accounts

Change in the present value of the defined benefit obligation:

(₹)

Sr. No.	Particulars	As at	As at	As at	As at
		March 31, 2011	March 31, 2010	March 31, 2011	March 31, 2010
		Gratuity		Leave Encashment	
a)	Present value of obligation as at the beginning of the period	30,57,354	14,25,095		
b)	Acquisition adjustment	-	-	-	-
c)	Interest cost	2,51,541	1,13,695	-	-
d)	Past service cost	-	-	-	-
e)	Current service cost	12,48,857	12,18,567	-	-
f)	Curtailment cost/(Credit)	-	-	-	-
g)	Settlement cost/(Credit)	-	-	-	-
h)	Benefits paid	-	(2,00,000)	-	-
i)	Actuarial (gain)/loss on obligation	(11,45,076)	4,99,997	-	-
j)	Present value of obligation as at the end of period	34,12,676	30,57,354	-	-

Changes in the fair value of plan assets:

(₹)

Sr. No.	Particulars	As at	As at	As at	As at
		March 31, 2011	March 31, 2010	March 31, 2011	March 31, 2010
		Gratuity	Leave Encashment	Gratuity	Leave Encashment
a)	Fair value of plan assets at the beginning of the period	-	-	-	-
b)	Acquisition adjustment	-	-	-	-
c)	Expected return on plan assets	-	-	-	-
d)	Contributions	-	-	2,00,000	-
e)	Benefits paid	-	-	(2,00,000)	-
f)	Actuarial gain/(loss) on plan assets	-	-	-	-
g)	Fair value of plan assets at the end of the period	-	-	-	-

Amount recognised in the Balance Sheet:

(₹)

Sr. No.	Particulars	As at	As at	As at	As at
		March 31, 2011	March 31, 2010	March 31, 2011	March 31, 2010
		Gratuity	Leave Encashment	Gratuity	Leave Encashment
a)	Present value of Defined Benefit Obligation				
	- Funded	-	-	-	-
	- Unfunded	34,12,676	-	30,57,354	-
		34,12,676	-	30,57,354	-
b)	Less. Fair value of Plan Assets	-	-	-	-
c)	Amount to be recognised as (liability) or asset	(34,12,676)	-	(30,57,354)	-



CONSOLIDATED SCHEDULES Notes to accounts

Expense recognised in the statement of profit and loss:

Sr. No.	Particulars	(₹)			
		As at March 31, 2011	As at March 31, 2010	As at March 31, 2011	As at March 31, 2010
		Gratuity		Leave Encashment	
a)	Current service cost	12,48,857	-	12,18,567	-
b)	Past service cost	-	-	-	-
c)	Interest cost	2,51,541	-	1,13,695	-
d)	Expected return on plan assets	-	-	-	-
e)	Curtailment cost / (Credit)	-	-	-	-
f)	Settlement cost / (credit)	-	-	-	-
g)	Net actuarial (gain)/ loss recognised in the period	(11,45,076)	-	4,99,997	-
h)	Expenses recognised in the statement of profit & losses	3,55,322	-	18,32,259	-

Amount for the current period is as follows:-

Gratuity

Particulars	(₹)	
	As at March 31, 2011	As at March 31, 2010
Defined Benefit Obligation	3,55,322	18,32,259
Plan Assets	-	-
Surplus/ (Deficit)	(3,55,322)	(18,32,259)
Experience adjustments on plan liabilities	-	-
Experience adjustments on plan assets	-	-

Leave Encashment

Particulars	(₹)	
	As at March 31, 2011	As at March 31, 2010
Defined Benefit Obligation	-	-
Plan Assets	-	-
Surplus/ (Deficit)	-	-
Experience adjustments on plan liabilities	-	-
Experience adjustments on plan assets	-	-

8. Segment Reporting

The management has considered the whole business of the Group as a single segment, thus no segment reporting is required.

9. Disclosure of related parties/ related party transactions:

i. 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)

CONSOLIDATED SCHEDULES Notes to accounts

Relative of Key Management Personnel:

Smt. Shilpa Maheshwari (Wife of Director)

Smt. Neelima Maheshwari (Wife of Director)

Smt. Rekha Maheshwari (Wife of Director)

Associates/Group companies:

Imperial Infin 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 Education Society

Progressive Foundation

Sankalp Foundation

Shakti Foundation

ii. Disclosure of Related Party transactions:

Nature of Transaction/ Relationship/ parties	(₹)	
	2010-2011	2009-2010
1. Remuneration to Key management Personnel:		
Mr. Pramod Maheshwari	17,43,000	17,43,000
Mr. Om Prakash Maheshwari	17,43,000	17,43,000
Mr. Nawal Kishore Maheshwari	17,43,000	17,43,000
2. Rent paid to		
Key management Personnel:		
Mr. Pramod Maheshwari	7,80,000	7,80,000
Mr. Nawal Kishore Maheshwari	1,25,000	3,00,000
Relative of Key management Personnel:		
Smt. Shilpa Maheshwari	10,80,000	10,80,000
Smt. Neelima Maheshwari	1,20,000	1,20,000
Smt. Rekha Maheshwari	1,25,000	3,00,000
Enterprises under same Management:		
Diamond Business Solutions Private Ltd.	12,00,000	12,00,000
Om Prakash Maheshwari (HUF)	9,60,000	9,60,000



CONSOLIDATED SCHEDULES Notes to accounts

ii. Disclosure of Related Party transactions:

Nature of Transaction/ Relationship/ parties	(₹)	
	2010-2011	2009-2010
Wellwin Technosoft Private Ltd.	2,40,000	2,40,000
Gopi Bai Foundation	18,33,700	-
3. Loan given:		
Enterprises under same Management:		
Gopi Bai Foundation	20,00,16,380	-
Wellwin Technosoft Limited	-	95,229
Proseed Foundation	9,82,59,918	-
Adarsh Foundation	1,00,000	-
Career Point Education Society	2,73,72,650	1,42,02,710
Gopi Bai Foundation	17,02,66,018	25,05,66,079
Progressive Foundation	30,53,625	35,80,000
Sankalp Foundation	2,17,30,000	-
Shakti Foundation	2,18,66,589	-
4. Repayment of Loan Received.		
Enterprises under same Management:		
Gopi Bai Foundation	16,380	78,36,294
Proseed Foundation	8,985	-
5. Interest Income on Loan to		
Enterprises under same Management:		
Gopi Bai Foundation	2,95,082	-
Adarsh Foundation	1,282	-
Career Point Education Society	14,36,145	-
Gopi Bai Foundation	1,77,64,725	88,28,341
Progressive Foundation	4,33,588	80,758
Proseed Foundation	16,31,371	-
Sankalp Foundation	10,89,261	-
Shakti Foundation	12,12,329	-
6. Brokerage Received		
Key management Personnel:		
Mr. Om Prakash Maheshwari	13,89,404	7,91,056
7. Fee Income - Education Service Charges		
Enterprises under same Management:		
Gopi Bai Foundation	36,62,860	-

CONSOLIDATED SCHEDULES Notes to accounts

iii. Amount due to/from related parties:

		(₹)	
S.No	Nature of Transaction/ Relationship/ parties	2010-2011	2009-2010
1	Amounts due from Associates/Subsidiaries		
	Key management Personnel:		
	Mr. Om Prakash Maheshwari	-	11,503
	Enterprises under same Management:		
	Gopi Bai Foundation	20,15,23,274	-
	Adarsh Foundation	1,01,282	-
	Career Point Education Society	2,74,56,505	1,41,47,710
	Progressive Foundation	71,39,895	36,52,682
	Proseed Foundation	8,55,19,167	-
	Sankalp Foundation	1,42,19,261	-
	Shakti Foundation	1,50,78,918	-
	Gopi Bai Foundation	-	19,91,23,102
2	Amounts payable		
	Key Managerial Personnel:		
	Mr. Om Prakash Maheshwari	65,250	-
	Mr. Pramod Maheshwari	78,750	1,43,750
	Mr. Nawal Kishore Maheshwari	20,250	107,750
	Enterprises under same Management:		
	Diamond Business Solutions Private Ltd.	1,00,300	90,000
	Wellwin Technosoft Private Ltd.	18,000	18,000
	Om Prakash Maheshwari (HUF)	80,240	-

Intra Group transactions are excluded.

10. (a) During the Year, the Parent Company has got sanctioned secured loan-overdraft facility of ₹ 449.10 Lacs from HDFC Bank against the security of Fixed Deposit Receipts of ₹ 499 Lacs issued by HDFC Bank in the name of the Parent company.
 - (b) During the Year, the Parent Company has also got sanctioned secured loan-overdraft facility of ₹ 210 Lacs from Oriental Bank of Commerce against the security of Fixed Deposit Receipts of ₹ 222 Lacs issued by Bank in the name of the Parent company.
 - (c) The Parent Company had also obtained secured loan- Dropline Overdraft facility of ₹ 500 Lacs from HDFC Bank during the financial year 2008-09, ₹ 283 lacs is the available drawing limit as on March 31, 2011, against the security of below mentioned properties.
 - E-8(2), Road No.1, IPIA, Kota
 - 112A, Shakti Nagar, Kota
 - 112B, Shakti Nagar, Kota.
 - (d) During the Year, Career Point Infra Limited has got sanctioned secured loan-overdraft facility of ₹ 52 lacs from the Oriental Bank of Commerce against the security of Fixed Deposit Receipts of ₹ 55 Lacs issued by Oriental Bank of Commerce in the name of the company.
11. Provision for Bonus has been made for ₹ 3,37,511/-(Previous year 1,81,974/-) for eligible employees for the year ended March 31, 2011.



CONSOLIDATED SCHEDULES Notes to accounts

12. Fees received by the Parent Company's franchisees are deposited in the franchisee wise bank account of the Parent Company. However, Parent 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 franchisee.

(₹)

Particulars	2010-2011	2009-2010
Basic EPS:-		
Net profit before prior period items available to equity shareholders (₹)	23,29,10,241	17,79,21,692
Weighted average number of equity shares outstanding during the period	1,62,71,532	1,35,06,072
Total number of equity shares outstanding at the end of the year	1,81,32,939	1,44,20,297
Basic EPS (in ₹)	14.31	13.17
Diluted EPS:-		
Adjusted profit for diluted earning per share (₹)	23,29,10,241	17,79,21,692
Weighted average number of equity shares outstanding	1,62,71,532	1,35,06,072
Add. Weighted average number of potential equity shares that could arise out of share application money	-	-
Weighted average number of shares outstanding for diluted earning per share	1,62,71,532	1,35,06,072
Diluted EPS (in ₹)	14.31	13.17

14. Break up of opening and closing balances of net deferred tax liability into Major components of Deferred Tax Assets and Deferred Tax Liabilities:

(Amount in ₹)

Particular	As at March 31, 2011	As at March 31, 2010
(A) Deferred Tax Liability:		
Difference between book and tax Depreciation	62,85,788	50,76,222
(B) Deferred Tax Asset:		
Provision for Gratuity and other items giving rise to timing difference	35,51,958	32,05,081
Net Deferred Tax Liability	27,33,830	18,71,141
Net incremental liability/(Asset) charged to Profit and Loss Account	8,62,689	(4,89,504)

15. The management of the Group 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.
16. There are no amounts due and outstanding to be credited to Investor Education & Protection Fund as at March 31, 2011.
17. Figures for the previous period have been regrouped / reclassified wherever necessary.

Sharp & Tannan

Chartered Accountants
ICAI Registration No.000452N
by the hand of

Pramod Maheshwari

Chairman, Managing Director & CEO

Om Prakash Maheshwari

Executive Director & CFO

Pavan K. Aggarwal

Partner
Membership No. 091466

Tarun Kumar Jain

GM (Corporate & Legal Affairs) &
Company Secretary

Pawan Kumar Lalpuria

Independent Director

Place: Kota
Date: May 13, 2011

Place: Kota
Date: May 13, 2011

Information on the financials of the Subsidiary Companies

Statement pursuant to Section 212 of the Companies Act, 1956, relating to subsidiary Companies

S.No.	Name of subsidiary	Career Point Infra Limited	Career Point Edutech Limited
1	Financial year of the subsidiary Company ended on	March 31, 2011	March 31, 2011
2	Holding Company's interest		
	(i) No. of equity share held by the Holding Company in the subsidiary	30,99,994	5,49,994
	(ii) Percentage (%) of Holding	100.00%	95%
3	The net aggregate of profit or (loss) of the subsidiary so far as it concerns of the holding Company not dealt within the holding Company's Account		
	(i) for the Current Financial Year (Amount in ₹)	(24,680)	(5,90,749)
	(ii) for the Previous Financial Year (Amount in ₹)	(4,18,712)	(7,66,068)
4	The net aggregate of profit or (loss) of the subsidiary so far as it concerns the members of the holding Company dealt within the holding Company's Account		
	(i) for the Current Financial Year	NIL	NIL
	(ii) for the Previous Financial Year	NIL	NIL

Particulars regarding subsidiary Companies, in accordance with General Circular No: 02/2011 dated February 8, 2011 from the Ministry of Corporate Affairs.

(Amount in ₹)

Name of Subsidiary Company	Issued and subscribed share capital	Reserves	Total Assets	Total Liabilities excluding (2) and (3)	Investment Included in Total Asset	Revenue (Turnover & Other Income)	Profit / (Loss) Before Taxation	Provision for Taxation	Profit / (Loss) After Tax	Proposed Dividend
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
Career Point Infra Limited	3,10,00,000	-	50,50,26,136	47,40,26,136	-	12,59,504	(24,680)	-	(24,680)	-
Career Point Edutech Limited	57,89,470	-	85,61,974	27,72,504	-	34,672	(6,21,841)	-	(6,21,841)	-

CAREER POINT INFOSYSTEMS LIMITED

Registered Office: 112B, Shakti Nagar, Kota – 324 009, Rajasthan, India.

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



CAREER POINT

NOTICE

NOTICE is hereby given that the Eleventh Annual General Meeting of the Members of **CAREER POINT INFOSYSTEMS LIMITED** will be held at the CP Tower, Road No. 1, IPIA, Kota – 324 005, Rajasthan, India on **Saturday, the 24th day of September 2011** at **4.00 p.m.** to transact the following business:

ORDINARY BUSINESS

- 1) To receive, consider and adopt the audited Balance Sheet as at March 31, 2011, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and the Auditors thereon.
- 2) To appoint a Director in place of Mr. Pawan Kumar Lalpuria, who retires by rotation and is eligible for re-appointment.
- 3) To appoint a Director in place of Mr. Pritam Kumar Goswami, who retires by rotation and is eligible for re-appointment.
- 4) To appoint M/s Sharp & Tannan, Chartered Accountants, the retiring Auditors, as the Statutory Auditors of the Company, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

- 5) To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

“RESOLVED THAT Mr. Vishal Jain who was appointed as an Additional Director with effect from January 27, 2011, by the Board of Directors of the Company pursuant to Section 260 of the Companies Act, 1956 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 257 of the Companies Act, 1956 from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all necessary steps for giving effect to the aforesaid resolution.”

- 6) To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 read with Schedule XIII and all other applicable provisions if any, of the Companies Act, 1956 (including any statutory modification(s) or enactment thereof for the time being in force), consent of the members be and is hereby accorded to the re-appointment of Mr. Pramod Maheshwari as Whole time Director

designated as Chairman, Managing Director & Chief Executive Officer of the Company for the period of three years with effect from April 1, 2011 with a remuneration as recommended by the Remuneration Committee and approved by the Board of Directors at its meeting held on March 26, 2011 and as per the terms and conditions set out in the explanatory statement annexed to the notice convening this Annual General Meeting with liberty to the Board or the Committee thereof, to alter and vary the terms and conditions of the said re-appointment in such manner as may be permissible and desirable.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all necessary steps for giving effect to the aforesaid resolution.”

- 7) To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 read with Schedule XIII and all other applicable provisions if any, of the Companies Act, 1956 (including any statutory modification(s) or enactment thereof for the time being in force), consent of the members be and is hereby accorded to the re-appointment of Mr. Om Prakash Maheshwari as Whole time Director designated as Executive Director & Chief Financial Officer of the Company for the period of three years with effect from April 1, 2011 with a remuneration as recommended by the Remuneration Committee and approved by the Board of Directors at its meeting held on March 26, 2011 and as per the terms and conditions set out in the explanatory statement annexed to the notice convening this Annual General Meeting with liberty to the Board or the Committee thereof, to alter and vary the terms and conditions of the said re-appointment in such manner as may be permissible and desirable.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all necessary steps for giving effect to the aforesaid resolution.”

- 8) To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 read with Schedule XIII and all other applicable provisions if any, of the Companies Act, 1956 (including any statutory modification(s) or enactment thereof for the time being in force), consent of the

members be and is hereby accorded to the re-appointment of Mr. Nawal Kishore Maheshwari as Whole time Director designated as Executive Director of the Company for the period of three years with effect from April 1, 2011 with a remuneration as recommended by the Remuneration Committee and approved by the Board of Directors at its meeting held on March 26, 2011 and as per the terms and conditions set out in the explanatory statement annexed to the notice convening this Annual General Meeting with liberty to the Board or the Committee thereof, to alter and vary the terms and conditions of the said re-appointment in such manner as may be permissible and desirable."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all necessary steps for giving effect to the aforesaid resolution."

- 9) To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

"RESOLVED THAT subject to the approval of Central Government under Section 21 and other applicable provisions, if any, of the Companies Act, 1956, the name of the Company be changed from "Career Point Infosystems Limited" to "Career Point Limited" and that the name of the Company shall be "Career Point Limited" with effect from the date of issue of Certificate of Incorporation by the Registrar of Companies, Rajasthan in that behalf, and accordingly, the name Career Point Infosystems Limited wherever it occurs in the Memorandum and Articles of Association of the Company be substituted by the name Career Point Limited."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all necessary steps for giving effect to the aforesaid resolution."

- 10) To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

"RESOLVED THAT an approval be and is hereby accorded to the Company in terms of Section 163 of the Companies Act, 1956 to keep the copies of Annual Returns prepared under Section 159 of the Companies Act, 1956 together with copies of certificates and documents required to be annexed thereto under Section 161 of the Companies Act, 1956 or one or more of them along with Register of Members, Index of Members, Share Transfer and Transmission Registers etc at the Corporate Office of the Company i.e. CP Tower, Road No. 1, IPIA, Kota – 324 005, Rajasthan, India."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all necessary steps for giving effect to the aforesaid resolution."

- 11) To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("the Guidelines") and other regulations/guidelines prescribed by any other relevant authority, from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanctions, as may be required, and subject to such conditions as may be prescribed by any of them while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) is hereby authorised to accept, the Board be and is hereby authorised on behalf of the Company, to create, offer, issue and allot, to or for the benefit of such person(s) as are in the permanent employment and the Directors, whether whole time or otherwise of the Company except persons/ employees covered under 'Promoters and Promoter Group' (as defined in SEBI Guidelines mentioned ibid), under a scheme titled "Career Point Employees Stock Option Plan" (hereinafter referred to as the "ESOP" or "Scheme" or "Plan"), such number of equity shares and/or equity linked instruments (including options), and/or any other instruments or securities ("hereinafter collectively referred to as Securities"), at any time, at such price, in such manner, during such period, in one or more tranches and on such terms and conditions as the Board may decide prior to the issue and offer thereof, for, or which upon exercise or conversion could give rise to the issue of a number of equity shares not exceeding in aggregate five per cent of the aggregate of the number of issued equity shares of the Company, from time to time, on the date(s) of the grant of option(s) under plan."

"RESOLVED FURTHER THAT the new Equity shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu, in all respects with the existing fully paid up equity shares of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue and allotment of the securities under the ESOP, the Board be and is hereby authorised on behalf of the Company to evolve, decide upon and bring in to effect the Scheme and make

modifications, changes, variations, alterations or revisions in the said scheme from time to time as the Board may in its absolute discretion deem fit or necessary or desirable and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of Directors of the Company."

By order of the Board
For CAREER POINT INFOSYSTEMS LIMITED

Tarun Kumar Jain

GM (Corporate & Legal Affairs)

& Company Secretary

Place: Kota

Date: August 06, 2011

Notes:

- An explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the special business is annexed hereto.
- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE/ CORPORATE OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY NEED NOT BE A MEMBER. PROXIES SHALL NOT HAVE RIGHT TO SPEAK AT THE MEETING.
- In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- Members/Proxies are requested to bring the attendance slip duly filled in.
- Corporate members are requested to send a duly certified copy of the resolution authorising their representatives to attend and vote at the meeting.
- Members are requested to kindly bring their copy of the Annual Report with them at the Annual General Meeting, as no extra copy of Annual Report would be made available at the Annual General Meeting.
- **The Register of Members and Share Transfer Books will remain closed from September 17, 2011 to September 24, 2011(both days inclusive).**
- The shareholders are requested to intimate immediately, any change in their address to their depository participants with whom they are maintaining their demat accounts or to the Company's

Share Transfer Agent, M/s. Link Intime India Private Limited, if the shares are held by them in physical certificate form.

- Pursuant to the Initial Public offering of Equity shares, the Company had in respect of certain shares allotted therein, in view of mismatch in particulars of those allottees, parked the same in a demat suspense account. The aggregate number of shares so lying initially were 900 Equity Shares of 45 Investors. Since then 44 investors for 880 Equity Shares have already approached for transfer during the year which has been done. The aggregate number of the shareholders as at the year end whose shares were lying in demat suspense account were 1 for 20 Equity shares. The voting rights of the aforesaid shares have been frozen till the rightful owner of such shares claims the shares.
- Pursuant to Section 109A of the Companies Act, 1956, shareholders are entitled to make a nomination in respect of shares held by them in physical form. Shareholders desirous of making a nomination are requested to send their requests in Form No. 2B in duplicate (which will be made available on request) to the Registrar and Share Transfer Agent of the Company.
- Members desiring any information relating to the accounts and operations are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information available at the meeting.
- The Company has included the Profile of all its Directors in the Annual Report. Information pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the directors who are proposed to be appointed/ re-appointed at the ensuing Annual General Meeting are also given as Annexure to this Notice.
- **Members are requested to register their e-mail addresses through their Depository Participant where they are holding their Demat Accounts for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.**

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956 IN RESPECT OF SPECIAL BUSINESS

Item No. 5

The Board of Directors of the Company ("the Board") at its meeting held on January 27, 2011, pursuant to the provisions of Section 260 of the Companies Act, 1956 ("the Act"), had appointed Mr. Vishal Jain, as Additional Director of the Company. In terms of the provisions of Section 260 of the Act, Mr. Vishal Jain, hold Office up to the date of this Annual General Meeting.

The Company has received a notice in writing together with necessary fee under Section 257 of the Companies Act, 1956 from a member proposing Mr. Vishal Jain's appointment as a director of the Company, liable to retire by rotation.

None of the Directors of the Company other than Mr. Vishal Jain is

deemed to be concerned or interested in the above resolution.

The Board accordingly recommends the resolution set forth in item no. 5 for approval of the members.

Item No. 6

The period of appointment of Mr. Pramod Maheshwari as whole time Director of the Company was over on March 31, 2011. The Board of Directors of the Company at its meeting held on March 26, 2011 has re-appointed him as a Whole time Director designated as Chairman, Managing Director and Chief Executive Officer of the Company for the period of three years with effect from April 1, 2011 as per the terms and conditions recommended by the Remuneration Committee and subject to the approval of Members at the General Meeting. The terms and conditions of his re-appointment are as under:

Period: Three years with effect from April 1, 2011 to March 31, 2014.

Remuneration:

- Basic ₹ 100,000 per month
- House rent allowance: ₹ 40,000 per month.
- Medical reimbursement: expenditure on self and family within a limit of ₹ 1,250 per month.
- 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 ₹ 3,200 per month.
- Transport allowance: to be paid for to & fro residence to office at ₹ 800 per month.
- Leave travel allowance upto one month's salary, which can be availed once in two years.
- Gratuity: not exceeding on half month's salary for each completed years of service.
- Bonus: as per rules of the Company not exceeding 20% of salary.
- Superannuation fund: superannuation or annuity funds benefits in accordance with any such scheme adopted by the Company.
- 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 the Company's rule.
- Reimbursement of expenses: Reimbursement of travelling & other expenses incurred by him during the course of business of the Company.
- 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.
- Club Membership: Admission and subscription fees for 2 clubs.
- Reimbursement of Mobile phone bill for use on Company's business.

An abstract of the terms of re-appointment of Mr. Pramod Maheshwari has already been circulated to the members on April 12, 2011 as required under section 302 of the Companies Act, 1956.

Mr. Pramod Maheshwari is concerned or interested in the terms and conditions as above for his re-appointment as Whole time Director of the Company. 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 accordingly recommends the resolution set forth in item no. 6 for approval of the members.

Item No. 7

The period of appointment of Mr. Om Prakash Maheshwari as whole time Director of the Company was over on March 31, 2011. The Board of Directors of the Company at its meeting held on March 26, 2011 has re-appointed him as a Whole time Director of the Company for the period of three years with effect from April 1, 2011 as per the terms and conditions recommended by the Remuneration Committee and subject to the approval of Members at the General Meeting. The terms and conditions of his re-appointment are as under:

Period: Three years with effect from April 1, 2011 to March 31, 2014.

Remuneration:

- Basic ₹ 100,000 per month
- House rent allowance: ₹ 40,000 per month.
- Medical reimbursement: expenditure on self and family within a limit of ₹ 1,250 per month.
- 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 ₹ 3,200 per month.
- Transport allowance: to be paid for to & fro residence to office at ₹ 800 per month.
- Leave travel allowance upto one month's salary, which can be availed once in two years.
- Gratuity: not exceeding on half month's salary for each completed years of service.
- Bonus: as per rules of the Company not exceeding 20% of salary.
- Superannuation fund: superannuation or annuity funds benefits in accordance with any such scheme adopted by the Company.
- 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 the Company's rule.
- Reimbursement of expenses: Reimbursement of travelling & other

expenses incurred by him during the course of business of the Company.

- 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.
- Club Membership: Admission and subscription fees for 2 clubs.
- Reimbursement of Mobile phone bill for use on Company's business.

An abstract of the terms of re-appointment of Mr. Om Prakash Maheshwari has already been circulated to the members on April 12, 2011 as required under section 302 of the Companies Act, 1956.

Mr. Om Prakash Maheshwari is concerned or interested in the terms and conditions as above for his re-appointment as Whole time Director of the Company. Mr. Pramod Maheshwari, Chairman, Managing Director & Chief Executive Officer and Mr. Nawal Kishore Maheshwari, Executive Director being relatives of Mr. Om Prakash Maheshwari are also concerned or interested in the Resolution.

The Board accordingly recommends the resolution set forth in item no. 7 for approval of the members.

Item No. 8

The period of appointment of Mr. Nawal Kishore Maheshwari as whole time Director of the Company was over on March 31, 2011. The Board of Directors of the Company at its meeting held on March 26, 2011 has re-appointed him as a Whole time Director designated as Executive Director of the Company for the period of three years with effect from April 1, 2011 as per the terms and conditions recommended by the Remuneration Committee and subject to the approval of Members at the General Meeting. The terms and conditions of his re-appointment are as under:

Period: Three years with effect from April 1, 2011 to March 31, 2014.

Remuneration:

- Basic ₹ 100,000 per month
- House rent allowance: 40,000 per month.
- Medical reimbursement: expenditure on self and family within a limit of ₹ 1,250 per month.
- 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 ₹ 3,200 per month.
- Transport allowance: to be paid for to & fro residence to office at ₹ 800 per month.
- Leave travel allowance upto one month's salary, which can be availed once in two years.

- Gratuity: not exceeding on half month's salary for each completed years of service.
- Bonus: as per rules of the Company not exceeding 20% of salary.
- Superannuation fund: superannuation or annuity funds benefits in accordance with any such scheme adopted by the Company.
- 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 the Company's rule.
- Reimbursement of expenses: Reimbursement of travelling & other expenses incurred by him during the course of business of the Company.
- 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.
- Club Membership: Admission and subscription fees for 2 clubs.
- Reimbursement of Mobile phone bill for use on Company's business.

An abstract of the terms of re-appointment of Mr. Nawal Kishore Maheshwari has already been circulated to the members on April 12, 2011 as required under section 302 of the Companies Act, 1956.

Mr. Nawal Kishore Maheshwari is concerned or interested in the terms and conditions as above for his re-appointment as Whole time Director of the Company. Mr. Pramod Maheshwari, Chairman, Managing Director & Chief Executive Officer and Mr. Om Prakash Maheshwari, Executive Director & Chief Financial Officer of the Company are being relatives of Mr. Nawal Kishore Maheshwari, are also concerned or interested in the Resolution.

The Board accordingly recommends the resolution set forth in item no. 8 for approval of the members.

Item No. 9

The Company wants to change the name in order to represent the industry and the nature of objects the Company is pursuing. Further the Company is engaged in education and training and is a fully integrated knowledge management Company. Since the name "Career Point Infosystems Limited" represents software business which does not reflect the objects of the Company and is often misled the public.

The Registrar of Companies, Rajasthan has confirmed that the new name is available for registration under Section 21 of the Companies Act, 1956 and subject to the resolution being passed, an application will be made to the Central Government for approval to the change of name under Section 21 of the Act.

None of the Directors are interested or concerned in this resolution.

The Board accordingly recommends the resolution set forth in item no. 9 for approval of the members.

Item No. 10

As per the provisions of Section 163 of the Companies Act, 1956 the Registers, records, Books of Accounts, etc. are to be kept at the Registered office of the Company. Further, if a Company wants to keep the said documents at any other place then Special resolution of members in this regard is required to be passed. As such, in compliance of the law, approval of the Members is sought by a Special Resolution for keeping the Records mentioned in the Resolution at Item No. 10 at a place other than the registered office of the Company by keeping them at the Corporate Office of the Company viz. CP Tower, Road No. 1, IPIA, Kota – 324 005, Rajasthan, India.

A copy of the Notice of the proposed special resolution will be served in advance to the Registrar of Companies, Rajasthan as required under the Companies Act, 1956.

None of the Directors of the Company is in any way, concerned or interested in this resolution.

The Board accordingly recommends the resolution set forth in item no. 10 for approval of the members.

Item No. 11

The human resource plays a vital role in the growth and success of an organisation. The Remuneration and Compensation Committee and Board of Directors of the Company has identified the need to reward the employees and in order to enable them to participate in the future growth and financial success of the Company; it has been proposed to offer the employees and option to acquire the equity shares of the Company under Employee Stock Option Plan (ESOP).

In view of the above the Board is proposing to formulate an ESOP in accordance with SEBI(Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.

The Board has accordingly decided to seek the approval of the Members for the same.

The following explanatory statement sets out various disclosures and the Salient features of the ESOP:

- 1) **Total number of options to be granted:** The number of options/shares that could be issued under ESOP: upto five per cent of the aggregate of the number of issued equity shares of the Company, from time to time, on the date (s) of grant of option(s) to Eligible Employee [being employee/Director] of the Company.
- 2) **Identification of classes of employees entitled to participate in the ESOP:** Persons who are permanent employees of the company including Directors (not being part of 'Promoters and Promoter Group') as may be decided by the Committee/ Board, from time to time. Employees may be granted Stock Option based on performance and such other criteria as the Committee / Board in its absolute discretion decides. The options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner.
- 3) **Requirements of vesting and period of vesting:** The vesting period shall commence on the expiry of one year from the Grant Date or such further or other period as the Board/ Committee may determine, from the Grant Date. The vesting period may be reduced, extend and/or occur in tranches, subject to the terms and conditions of vesting, as may be stipulated by the Committee / Board, in its discretion.
- 4) **Exercise Price or Pricing formula:** The options shall be issued at such price, which shall not be less than the face value of the share of the Company, as the Committee / Board may in its absolute discretion decide.
- 5) **Exercise Period and the process of Exercise:** The Exercise period may commence from the date of vesting, and will expire at the end of two years from the date of vesting or such other time period as may be decided by the Committee / Board, from time to time. The options will be exercisable by the Employees by a written application to the Company to exercise the options in such manner, and on execution of such documents, as may be prescribed by the Committee / Board from time to time. The options will lapse if not exercised within the specified exercise period.
- 6) **Appraisal Process for determining the eligibility of the employees to ESOP:** The appraisal process for determining the eligibility of the employee will be decided by the Committee / Board, and may be based on criteria such as seniority of employee, length of service, performance record, merit of the employee, future potential contribution by the employee and/or such other criteria that may be determined by the Committee / Board at its sole discretion.
- 7) **Maximum number of options to be issued per employee and in aggregate:** The maximum number of options granted to any eligible employee in a year will not exceed 1% of the issued equity shares of the Company at the time of granting of the options. The aggregate of all such option granted shall not exceed five per cent of the aggregate of the number of issued equity shares of the Company, from time to time, on the date(s) of grant of option(s).
- 8) **Disclosure and Accounting Policies:** The Company shall comply with disclosure and the accounting policies specified in the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and / or such other guidelines as may be applicable from time to time.
- 9) **Method to value options:** The Company shall use the intrinsic value method for the purpose of calculating value of options. The accounting shall be based on the intrinsic value so calculated. Since

the Company shall be calculating the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value of the options, shall be disclosed in the Directors' Report. Further the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Directors' Report.

As the Scheme provides for issue of shares to be offered to persons other than existing shareholders of the Company, consent of the members is sought pursuant to Section 81(1A) and all other applicable provisions, if any, of the Act and as per the Guidelines.

None of the Directors of the Company are in any way, concerned

or interested in the resolution, except to the extent of the securities that may be offered to them under the scheme.

The Board accordingly recommends the resolution set forth in item no. 11 for approval of the members.

By order of the Board
For CAREER POINT INFOSYSTEMS LIMITED

Tarun Kumar Jain

Place: Kota

Date: August 06, 2011

GM (Corporate & Legal Affairs)
& Company Secretary

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 recent 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 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.

Thanking you,

Yours faithfully

Tarun Kumar Jain

GM (Corporate & Legal Affairs)
& Company Secretary

Details of the Directors seeking Appointment/Re-appointment in the forthcoming Annual General Meeting:
(In pursuance of Clause 49 of the Listing Agreement with the Stock Exchanges)

Name of Director	Mr. Pramod Maheshwari	Mr. Om Prakash Maheshwari	Mr. Nawal Kishore Maheshwari	Mr. Pawan Kumar Lalpuria	Mr. Pritam Kumar Goswami	Mr. Vishal Jain
Designation	Chairman, Managing Director and Chief Executive Officer	Executive Director and Chief Financial Officer	Executive Director	Independent and non-Executive Director	Independent and non-Executive Director	Independent and non-Executive Director
Date of Birth	March 3, 1971	September 12, 1968	February 5, 1975	July 15, 1967	July 27, 1971	June 14, 1973
Date of Appointment	March 31, 2000	March 31, 2000	March 31, 2000	November 1, 2007	November 1, 2007	January 27, 2011
Experience in specific functional areas	Over 17 years of experience in developing and implementing training methodologies.	Over 17 years of experience in the field of Finance and Legal matters.	Over 10 years of experience in the field of Administration.	Over 20 years of experience in the field of income tax, corporate finance and company law matters.	Over 17 years of experience in the field of finance and taxation.	Over 15 years of experience in the field of Wealth Management & investments.
Educational Qualifications	B.Tech from IIT Delhi	B.E. (Mechanical Engineering) from University of Rajasthan	B.COM. from MDS University, Ajmer	F.C.A., C.S.	F.C.A., MBA	B.E. (Electronics & Communication Engineering) from Engineering College, Kota, D.B.F. from ICFAI, Hyderabad and MBA (Finance) from National University of Singapore
Details of Shares held in the Company	1393200 shares	1386300 shares	1385800 shares	Nil	20 shares	Nil
List of Companies (other than Career Point Infosystems Limited) in which Directorships held as on 31.03.2011 (excluding Private Limited Companies)	1.Career Point Edutech Ltd. 2.Career Point Infra Ltd.	1.Career Point Edutech Ltd. 2.Career Point Infra Industries Ltd. 3. Shricon Industries Ltd.	1.Career Point Edutech Ltd. 2.Career Point Infra Industries Ltd.	Nil	Nil	Nil
Chairman/Member of the Committees of Companies (other than Career Point Infosystems Limited) on which he is a Director as on 31.03.2011	Nil	Nil	Nil	Nil	Nil	Nil

CAREER POINT INFOSYSTEMS LIMITED

Registered Office: 112B, Shakti Nagar, Kota – 324 009, Rajasthan, India.

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



CAREER POINT

ATTENDANCE SLIP

Please complete this Attendance Slip and hand over at the entrance of the Meeting Hall.

Folio/DP & Client ID No :
No. of shares held:

Name of the attending member/Proxy
(In BLOCK Letters)

I hereby record my presence at the ELEVENTH ANNUAL GENERAL MEETING of the Company, held at the CP Tower, Road No. 1, IPIA, Kota – 324 005, Rajasthan, India on Saturday, the 24th day of September 2011 at 4.00 p.m.

Signature of the Member/proxy

Note

1. Member/Proxy holder desiring to attend the meeting should bring his/her copy of the Annual Report for reference at the meeting.
2. This attendance is valid only in case shares are held on the date of the meeting.

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CAREER POINT INFOSYSTEMS LIMITED

Registered Office: 112B, Shakti Nagar, Kota – 324 009, Rajasthan, India.

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



CAREER POINT

PROXY FORM

Folio/DP & Client ID No. :
No. of shares held:

I/ We of being a member/members of the above named company, hereby appointof or failing him of as my/our proxy to attend and vote for me/us and on my/our behalf at the ELEVENTH ANNUAL GENERAL MEETING of the Company, to be held at the CP Tower, Road No. 1, IPIA, Kota – 324 005, Rajasthan, India on Saturday, the 24th day of September 2011 at 4.00 p.m. and at any adjournments thereof.

Signed this day of 2011

Signed by the said

Affix Re.1 Revenue Stamp

Note

1. The proxy to be effective, should be deposited at the Registered Office/Corporate Office of the Company not less than 48 hours before the commencement of the Meeting.
2. The proxy need NOT be a member.
3. Proxy cannot speak at the meeting or vote on a show of hands.

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 - written and oral – 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 statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in 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 any forward-looking statements, whether as a result of new information, future events or otherwise.



CAREER POINT

Registered Office: 112B, Shakti Nagar, Kota – 324 009, Rajasthan, India.

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

Website

www.cpil.in

www.careerpointgroup.com